

MACROMEDIA, INC.

**CHARTER OF THE
NOMINATING AND CORPORATE GOVERNANCE COMMITTEE OF THE
BOARD OF DIRECTORS**

**Adopted by the Board of Directors
January 21, 2003**

I. Purpose

The purpose of the Nominating and Corporate Governance Committee (the “*Committee*”) of the Board of Directors (the “*Board*”) of Macromedia, Inc. (the “*Company*”) is to

- Identify, consider and nominate candidates for membership on the Board;
- Make recommendations regarding the structure and composition of the Board and Board committees;
- Develop and recommend corporate governance guidelines applicable to the Company;
- Consider matters related to conflicts of interest by members of the Board and senior management of the Company; and
- Oversee the evaluation of the Board and Board committees.

The Committee will fulfill these functions primarily by carrying out the activities enumerated in Part IV of this charter (this “*Charter*”).

The Committee shall have the authority to obtain advice and assistance from internal or external legal, accounting or other advisors. In order to carry out its nominating duties, the Committee shall have the sole authority to retain and terminate any search firm to be used to identify director candidates, including the sole authority to approve such firm’s fees and other retention terms.

Nothing contained in this Charter is intended to expand applicable standards of liability under federal or state law for directors of a corporation.

II. Membership

All members of the Committee will be appointed by, and shall serve at the discretion of, the Board. The Board may elect a member of the Committee to serve as the Chair of the Committee. If the Board does not elect a Chair, the members of the Committee may designate a Chair by majority vote of the Committee membership.

The Committee shall consist of two or more members of the Board, with the exact number being determined by the Board. Each member of the Committee shall meet the independence requirements set forth in the listing regulations of The Nasdaq Stock Market, Inc.

III. Meetings and Minutes

Meetings of the Committee shall be held from time to time, as determined by the Committee. In accordance with the Bylaws of the Company, the Committee may take action by unanimous written consent.

The Committee shall keep minutes of its proceedings, which minutes shall be retained with the minutes of the proceedings of the Board. The Committee shall report to the Board from time to time, as requested by the Board.

IV. Responsibilities and Duties

The following shall be the principal responsibilities and duties of the Committee. These items are set forth as a guide, with the understanding that the Committee may supplement them as appropriate and may establish policies and procedures from time to time that it deems necessary or advisable in fulfilling its responsibilities.

- Make recommendations to the Board regarding the structure, size, and composition of the Board and Board committees;
- Identify and recruit potential candidates for membership on the Board;
- Consider nominations of individuals to the Board that are properly submitted by the Company's stockholders in accordance with the procedures set forth in the Company's Bylaws;
- Conduct inquiries into the backgrounds and qualifications of potential candidates for membership on the Board;
- Recommend to the Board a slate of director nominees to be proposed by the Company for election at each annual meeting of stockholders and recommend to the Board director nominees to be elected by the Board to fill interim director vacancies;
- Determine from time to time as appropriate the desired qualifications, expertise and characteristics of the Board, with the goal of developing a diverse and experienced Board;
- Evaluate the Committee's composition and performance on an annual basis;
- Administer and oversee the evaluation of the Board on an annual basis;
- Establish procedures for the retirement or replacement of Board members;
- Develop and recommend to the Board a set of corporate governance guidelines (the "*Corporate Governance Guidelines*") applicable to the Company, which address:
 - director qualification standards;
 - duties and responsibilities of directors;

- director access to management and independent advisors;
- director compensation;
- director orientation and continuing education;
- management succession; and
- annual performance evaluation of the Board;
- Develop and recommend to the Board a code of business conduct and ethics (the “*Code of Business Conduct and Ethics*”) applicable to the Company, including its senior financial officers, which addresses topics of:
 - conflicts of interest;
 - corporate opportunities;
 - confidentiality of non-public information;
 - competition and fair dealing;
 - protection and proper use of company assets;
 - compliance with applicable laws, rules and regulations;
 - reporting of illegal or unethical behavior;
 - waivers of the Code of Business Conduct and Ethics; and
 - compliance standards and procedures;
- Review and assess on at least an annual basis the adequacy of this Charter, the Code of Business Conduct and Ethics and the Corporate Governance Guidelines and recommend revisions for approval by the Board.