

# **Parametric Technology Corporation**

## **Nominating & Corporate Governance Committee Charter**

### ***Purpose***

The Nominating & Corporate Governance Committee (the “Committee”) is appointed by the Board of Directors (the “Board”) to assess Board membership needs, make recommendations regarding potential candidates for election to the Board of Directors and members of each committee of the Board of Directors and to develop and recommend policies and processes regarding corporate governance matters.

### ***Membership***

The Committee shall be comprised of not less than three independent directors. The members of the Committee shall meet the independence and any other requirements of the Nasdaq National Market listing standards. The Board shall designate the Chair of the Committee.

### ***Committee Responsibilities***

The Committee’s responsibilities regarding nominating activities are:

- to determine the desired Board skills and attributes for directors;
- to consider and recruit candidates to fill new positions on the Board;
- to review candidates recommended by shareholders;
- to conduct the appropriate and necessary evaluations of the backgrounds and qualifications of possible director candidates; and
- to recommend director nominees for approval by the Board or the shareholders.

The Committee’s general corporate governance functions are:

- to consider matters of corporate governance and to recommend to the Board, and to review periodically, guidelines for corporate governance;
- to periodically review the independence of each non-management director, as such term is interpreted under the applicable provisions of the Securities Exchange Act of 1934, the rules promulgated thereunder and the applicable rules of the Nasdaq National Market;
- to make recommendations on the structure of Board meetings, Committee meetings and other matters for consideration by the Board, including determining the timing and agenda of executive sessions of only the independent directors;

- to consider questions of possible conflicts of interest of directors and of executive officers;
- to approve and administer a code of ethics, as defined by rules of the Securities and Exchange Commission, for senior officers and such other employees and agents of the Company as it determines; and
- to develop and maintain a CEO succession plan in order to ensure continuity of leadership for the Company. The plan shall be periodically reassessed to maintain alignment with the Company's evolving business strategy and corporate objectives. The Committee will present the plan to the Board for its review and approval annually.

The Committee shall make periodic reports to the Board and review periodically this charter and make recommendations regarding any proposed changes.

29-July-2004