

Progress Software Corporation

Charter of the Nominating and Corporate Governance Committee

The nominating and corporate governance committee of the board of directors of Progress Software Corporation shall consist of a minimum of two directors, each of whom shall be an “independent director” within the meaning of Rule 4200(a)(15) of the Marketplace Rules of the Nasdaq Stock Market, as amended from time to time. Members of the committee shall be appointed and may be removed by the board of directors.

The purposes of the committee shall be to assist the board in identifying qualified individuals to become board members, in determining the composition of the board of directors and its committees, in developing and monitoring a process to assess board effectiveness and in developing and implementing the company’s corporate governance guidelines.

In furtherance of this purpose, the committee shall have the following authority and responsibilities:

1. To lead the search for individuals qualified to become members of the board of directors and to select director nominees to be presented for stockholder approval at the annual meeting. The committee shall select individuals as director nominees who have the highest personal and professional integrity, who have demonstrated exceptional ability and judgment and who will be effective, in conjunction with the other nominees to the board, in collectively serving the long-term interests of the stockholders.
2. To review the board of directors’ committee structure and to recommend to the board for its approval directors to serve as members of each committee. The committee shall review and recommend committee slates annually and shall recommend additional committee members to fill vacancies as needed.
3. To develop and recommend to the board of directors for its approval a set of corporate governance guidelines. The committee shall review the guidelines on an annual basis, or more frequently if appropriate, and recommend changes as necessary.
4. To develop and recommend to the board of directors for its approval an annual self-evaluation process of the board and its committees. The committees shall oversee the annual self-evaluations.
5. To review on an annual basis director compensation and benefits.
6. The committee shall have the authority to retain any search firm engaged to assist in identifying director candidates, and to retain outside counsel and any other advisors as the committee may deem appropriate in its sole discretion. The committee shall have sole authority to approve related fees and retention terms.
7. The committee shall report its actions and recommendations to the board after each committee meeting and shall conduct and present to the board an annual performance evaluation of the committee. The committee shall review at least annually the adequacy of this charter and recommend any proposed changes to the board for approval.