

Advent Software, Inc.

Charter for the Corporate Governance and Nominating Committee

Status

The Corporate Governance and Nominating Committee (the "Committee") is a committee of the Board of Directors of Advent Software, Inc. (the "Company").

Membership and Organization

a. Composition. The Committee shall consist of all the independent members of the Board of Directors. All members of the Committee shall be appointed by the Board, shall be independent of the Company and its affiliates, shall have no relationship to the Company or its affiliates that may interfere with the exercise of their independence, and shall otherwise be deemed "Independent Directors" as defined in Rule 4200 of the NASDAQ Stock Market, Inc. Marketplace Rules (the "NASDAQ Rules").

b. Meetings. The Board may designate one member of the Committee as its Chair. The Committee will meet alone no less than two times a year. Special meetings may be convened as required. The Committee, or its Chair, shall report to the full Board on the results of these meetings. The Committee may invite to its meetings other Directors, Company management and such other persons as the Committee deems appropriate in order to carry out its responsibilities.

The Committee may form and delegate authority to subcommittees when appropriate.

c. Compensation. Members of the Committee shall receive such fees, if any, for their service as Committee members as may be determined by the Board in its sole discretion.

Responsibilities and Duties

Corporate Governance Generally

- a. Develop principles of corporate governance and recommend them to the Board for its consideration and approval;
- b. Review annually the principles of corporate governance approved by the Board to ensure that they remain relevant and are being complied with;
- c. Oversee compliance by the Board and its committees with applicable laws and regulations, including those promulgated by the Securities and Exchange Commission and the NASDAQ Rules.

Board Composition, Evaluation and Nominating Activities

- a. Review composition and size of Board and determine the criteria for Board membership including issues of character, judgment, diversity, age,

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independence, expertise, corporate experience, length of service, other commitments and the like;

Conduct an annual evaluation of the Board as a whole

- a. Identify, consider and recommend candidates to fill new positions or vacancies on the Board, and review any candidates recommended by stockholders in accordance with the bylaws; in performing these duties, the Committee shall have the authority to retain any search firm to be used to identify Board candidates and shall have authority to approve the search firm's fees and other retention terms;
- b. Evaluate the performance of current Board members eligible for reelection and recommend the Director nominees for election to the Board by the stockholders at the annual meeting of stockholders;
- c. Evaluate director compensation, consulting with outside consultants and/or with the Human Resources department when appropriate, and make recommendations to the Board regarding director compensation; and
- d. Review and make recommendations to the Board with respect to the 1995 Director Option Plan and any proposed amendments thereto, subject to obtaining stockholder approval of any amendments as required by law or the NASDAQ Rules.

Board Committees

- a. Periodically review the composition of each Board committee and make recommendations to the Board for the creation of additional Board committees or the change in mandate or dissolution of Board committees; and
- b. Recommend to the Board persons to be members of the various Board committees.

Conflicts of Interest

- a. Review and monitor the Company's code of ethics and business conduct;
- b. Consider questions of possible conflicts of interest of Board members and of corporate officers; and
- c. Review actual and potential conflicts of interest of Board members and corporate officers, and clear any involvement of such persons in matters that may involve a conflict of interest or corporate opportunity.