

BEA SYSTEMS, INC.

CHARTER OF THE NOMINATING AND GOVERNANCE COMMITTEE

PURPOSE:

The purpose of the Nominating and Governance Committee of the Board of Directors (the “Board”) of BEA Systems, Inc., Inc. (the “Company”) is to help ensure that the Board is properly constituted to meet its fiduciary obligations to stockholders and the Company and that the Company has and follows appropriate governance standards. To carry out this purpose, the Nominating and Governance Committee shall: (1) assist the Board by identifying prospective director nominees and recommend to the Board the director nominees for the next annual meeting of stockholders; (2) oversee the Company’s Corporate Governance Guidelines; (3) oversee the evaluation of the Board and the Chief Executive Officer; and (4) recommend to the Board director nominees for each committee.

COMMITTEE MEMEBERSHIP AND ORGANIZATION:

- The Nominating and Governance Committee shall be comprised of all of the Independent Directors one of whom will be designated by the Board to be the Presiding Independent Director.
- The members of the Nominating and Governance Committee shall meet the
 - independence requirements established by the applicable Nasdaq rules;
 - non-employee director definition of Rule 16b-3 promulgated under Section 16 of the Securities Exchange Act of 1934, as amended.
- The members of the Nominating and Governance Committee and the Presiding Independent Director shall be appointed and replaced by the Board and will serve at the discretion of the Board.

COMMITTEE RESPONSIBILITIES AND AUTHORITY:

- Evaluate the current composition, organization and governance of the Board and its committees, determine future requirements and make recommendations to the Board for approval.
- Periodically review and recommend desired Board qualifications, expertise and characteristics and conduct searches for potential board members with corresponding attributes. Evaluate and propose nominees for election to the Board. In performing these tasks the Nominating and Governance Committee shall have the authority to retain and terminate any search firm to be used to identify director candidates.
- Oversee the Board performance evaluation process.
- Form and delegate authority to subcommittees when appropriate.
- Evaluate and make recommendations to the Board concerning the appointment of directors to Board committees, the selection of Board committee chairs, and proposal of the Board slate for election. Consider shareholder nominees for election to the Board.

- Evaluate the status and performance of the Board recommend changes, including termination of membership, of individual directors in accordance with the Board's governance principles, for cause or for other appropriate reasons.
- Periodically review CEO succession and, report its findings and recommendations to the Board, and work with the Board in evaluating potential successors to executive management positions. In addition, the Committee shall periodically review the performance of management.
- Coordinate and approve Board and committee meeting schedules.
- Make regular reports to the Board.
- Review and reassess this Charter periodically and make recommendations to the Board for any proposes changes.
- Periodically review and evaluate its own performance.
- In performing its responsibilities, the Nominating and Governance Committee shall have the authority to obtain advice, reports or opinions from internal or external counsel and expert advisors.