

**CHARTER OF THE NOMINATING AND GOVERNANCE COMMITTEE
OF THE BOARD OF DIRECTORS OF
BORLAND SOFTWARE CORPORATION
(As approved by the Board on May 12, 2005)**

PURPOSE

The purpose of the Nominating and Governance Committee (the "Committee") of Borland Software Corporation (the "Company") is to (i) identify, screen and recommend to the Board of Directors qualified candidates to serve as directors, (ii) recommend to the Board committee member appointments, (iii) develop and recommend to the Board a set of corporate governance principles applicable to the Company, (iv) oversee the evaluation of the Board, and (v) take such other actions within the scope of this charter as the Committee deems necessary or appropriate.

COMPOSITION

The membership of the Committee shall be comprised of at least two (2) members of the Board of Directors, all of whom shall be independent directors. If the Chairman of the Board is not designated to be a member of the Committee, and if such Chairman is an independent director, he or she shall serve as an ex-officio, but non-voting, member of the Committee and shall be invited to attend all meetings. Unless elected by a majority of the full Board, the Committee may designate its own Chairman and Secretary.

MEETINGS

The Committee shall meet as often as may be necessary to fulfill its duties, keep a record of its actions and proceedings, and make a report thereof from time to time to the Board of Directors. A majority of the Committee members shall constitute a quorum for the transaction of business. The action of a majority of those present at a meeting, at which a quorum is present, shall be the act of the Committee.

FUNCTIONS

Pursuant to the By-laws of the Company, the Committee has been established by the Board of Directors as a standing committee. The Committee shall act only as a committee with individual members possessing no power to act on their own. In carrying out its duties and responsibilities, the Committee's policies and procedures should remain flexible, so that it may be in a position to best address or respond to changing circumstances or conditions. The Committee shall have the authority to retain, and approve fees and other retention terms of, director search, legal and other advisors, as it deems necessary for the fulfillment of its responsibilities. While there is no "blueprint" to be followed by the Committee in carrying out its duties and responsibilities, the following shall be considered within the authority of the Committee:

1. *Board Composition.* Evaluate the size and composition of the Board, develop criteria for Board membership and evaluate the independence of existing and prospective directors.
2. *Candidates and Nominees.* Actively seek and evaluate qualified individuals to become new directors as needed. Review, investigate (including with respect to potential conflicts of interest of prospective candidates) and develop the Board's criteria for selecting new directors. Establish procedures to solicit, review and recommend to the

- Board, potential director nominees proposed by shareholders. Select, or recommend that the Board select, the director nominees for the annual meeting of shareholders.
3. *Current Directors.* Review the suitability of each Board member for continued service when his or her term expires and when he or she has a significant change in status.
 4. *Committees.* Evaluate the nature, structure and operations of other Board committees. Make recommendations to the Board as to qualifications of members of the Board's committees, committee member appointment and removal, and committee reporting to the Board.
 5. *Meeting Format.* Review the format of Board meetings and make recommendations for the improvement of such meetings.
 6. *Governance Guidelines.* Develop and recommend to the Board a set of corporate governance guidelines applicable to the Company. Monitor and reassess from time to time these corporate governance guidelines.
 7. *Board and Committee Evaluations.* Review the role and effectiveness of the Board, the respective Board committees and the directors in the Company's corporate governance process. Take such steps as the Committee deems necessary or appropriate with respect to oversight of the evaluation of the Board, management and each Board committee. Annually review the Committee's own performance.
 8. *Orientation and Education.* Develop with management and monitor the process of orienting new directors and continuing education for existing directors.
 9. *Board Compensation.* Recommend to the Board or the Compensation Committee remuneration for non-employee Board members.
 10. *Insurance and Indemnification.* Evaluate policies relating to D&O insurance and indemnification of directors, and make recommendations to the Board, or any appropriate committee.
 11. *Recommendations; Reports.* Make recommendations and report to the Board and other Board committees with respect to nominating and corporate governance policies of the Company or any of the foregoing matters.
 12. *Other Actions.* Perform other activities consistent with this charter, the Company's Bylaws and governing law as the Committee or the Board deems necessary or appropriate.
