

ART TECHNOLOGY GROUP, INC.

NOMINATING AND GOVERNANCE COMMITTEE CHARTER

A. Purpose

The Nominating and Governance Committee (the “Committee”) is established by the Board of Directors (the “Board”) of Art Technology Group, Inc. (the “Company”) to:

1. Recommended to the Board nominees for election at each meeting of stockholders and the persons to be elected by the Board to fill any vacancies on the Board;
2. Recommend to the Board directors for each committee of the Board;
3. Overseeing the annual review of the Board’s and its committees’ performance;
and
4. Develop and recommend to the Board corporate governance principles applicable to the Company, assisting the Board in its interpretation of these principles and generally overseeing the governance of the Board.

B. Authority

Except where the Company is legally required by contract, by law or otherwise to provide third parties with the right to nominate directors, the Committee shall be solely responsible for recommending to the Board the nominees for election as directors at any meeting of stockholders where directors are to be elected and the persons to be elected by the Board to fill any vacancies on the Board. In making such recommendations, the Committee shall fully consider candidates proposed by stockholders on the same basis as those proposed by members of management or the Board. The Committee shall establish a process by which stockholders may efficiently communicate to it suggestions and proposals for candidates for Board membership. The Committee shall receive from the Company regularly any information received by the Company from stockholders pursuant to this process, including in respect of candidates for Board membership proposed by stockholders and shall carefully review and evaluate information available to it regarding candidates proposed by stockholders and shall apply the same criteria, and shall follow substantially the same process in considering them, as it does in considering other candidates.

To assist in carrying out its duties, the Committee shall have sole authority to retain and terminate any search firm to be used to identify candidates to serve as a director, including sole authority to approve the search firm’s fees and other retention terms. In addition, the Committee shall have authority to obtain advice and assistance from internal or external legal, accounting, or other advisors. The Committee is empowered to cause the Company to pay the compensation of such advisors.

The Committee shall also have authority to conduct or authorize investigations into any matters within the scope of its responsibilities as it shall deem appropriate, including the authority to request any officer, employee, or advisor of the Company to meet with the

Committee or any advisors engaged by the Committee. The Committee may form and delegate authority to subcommittees (including a subcommittee of a single member).

C. Composition

The Committee shall consist of no fewer than three members. All members of the Committee shall be “independent directors’ as defined by the applicable rules of NASDAQ.

Committee members shall be elected by the Board and may be replaced, with or without cause, by the Board. Unless a Chair of the Committee is elected by the Board, the members of the Committee may designate a Chair by majority vote of the members of the Committee.

Compensation of Committee members shall be as determined by the Board.

D. Meetings

The Committee shall meet at least twice a year and at such other times as it deems necessary to carry out its responsibilities. The Chair of the Committee and/or the Board may call such meetings. The Committee may also act by unanimous written consent in lieu of a meeting. The Committee shall keep such records of its meetings as it shall deem appropriate.

E. Goals, Responsibilities and Duties

In connection with fulfilling its responsibilities and duties, the Committee has the authority to:

1. Evaluate and make recommendations to the Board regarding the composition, organization, and governance of the Board and its committees;
2. Determine desired Board member skills and attributes and establish and revise as necessary criteria for Board membership;
3. Conduct searches for prospective directors whose skills and attributes reflect those desired, and evaluate and propose nominees for election to the Board;
4. Conduct formal performance evaluations of Board members pending renomination and establish process for renomination which might include recommending termination of membership or non-reelection of individual directors.
5. Develop and administer an annual performance evaluation of the Board to determine whether it and its committees are functioning effectively, the process for such evaluation to be approved by the Board;
6. Evaluate and make recommendations to the Board concerning the appointment of directors to each committee of the Board and the selection of committee chairs;

7. Periodically review and reassess the adequacy of the Corporate Governance Guidelines and Code of Business Conduct and Ethics of the Company and recommend any proposed changes to the Board for approval;
8. Review issues of ethical lapses, conflicts of interest, insider trading, and other violations of the Company's Code of Business Conduct and Ethics;
9. Be available to people inside and outside the Company who think there are violations that are not being addressed properly, and periodically remind the Company of the policy, its provisions, and what to do if possible violations are reported;
10. Make regular reports to the Board;
11. Annually evaluate the Committee's performance;
12. Periodically review and reassess the adequacy of this Charter and recommend any proposed changes to the Board for approval; and
13. Fulfill such other duties and responsibilities as may be assigned to the Committee, from time to time, by the Board.