

**CHARTER FOR THE  
CORPORATE GOVERNANCE AND NOMINATING COMMITTEE  
OF  
INFORMATICA CORPORATION**

**1. Status.**

The Corporate Governance and Nominating Committee (the “*Committee*”) is a committee of the Board of Directors of Informatica Corporation (the “*Company*”).

**2. Membership and Organization.**

The Committee shall consist of no fewer than three 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*”).

The Board may designate one member of the Committee as its Chair. The Committee will meet no less than two times a year. Special meetings may be convened as required. The Committee, or its Chair, shall report orally 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. In performing its duties, the Committee shall have the authority to obtain advice, reports or opinions from internal or external legal counsel and expert advisors.

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

**3. Responsibilities and Duties.**

The responsibilities and duties of the Committee shall include:

*Corporate Governance Generally*

- developing principles of corporate governance and recommending them to the Board for its consideration and approval;
- reviewing annually the principles of corporate governance approved by the Board to ensure that they remain relevant and are being complied with; and
- overseeing 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*

- overseeing the Board evaluation process including conducting periodic evaluations of the performance of the Board as a whole;

- reviewing the composition and size of the Board and determining the criteria for Board membership, including issues of character, judgment, diversity, age, expertise, corporate experience, length of service, other commitments and the like;
- evaluating the performance of current Board members eligible for reelection and recommending the Director nominees for election to the Board by the stockholders at the annual meeting of stockholders;
- identifying, considering and recommending candidates to fill new positions or vacancies on the Board, and reviewing any candidates recommended by stockholders; in performing these duties, the Committee shall have the authority to retain and terminate 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;
- evaluating director compensation, consulting with outside consultants and/or with the Human Resources department when appropriate, and making recommendations to the Board regarding director compensation; and
- reviewing and making recommendations to the Board with respect to the annual automatic grants of nonqualified stock options to non-employee Directors pursuant to the 1999 Non-Employee Director Stock Incentive Plan.

#### *Board Committees*

- reviewing periodically the charter and composition of each Board committee and making recommendations to the Board for creating additional Board committees or changing the mandate or dissolving Board committees; and
- recommending to the Board persons to be members of the various Board committees.

#### *Conflicts of Interest*

- reviewing, approving and monitoring the Company's code of business conduct;
- considering questions of possible conflicts of interest of Board members and of corporate officers; and
- reviewing actual and potential conflicts of interest of Board members and corporate officers, and clearing any involvement of such persons in matters that may involve a conflict of interest or corporate opportunity.