

## CITRIX SYSTEMS, INC.

### Nominating and Corporate Governance Committee Charter

#### A. PURPOSE AND SCOPE

The primary function of the Nominating and Corporate Governance Committee (the "Committee") is to assist the Board of Directors (the "Board") in fulfilling its responsibilities by: (i) reviewing and making recommendations to the Board regarding the Board's composition and structure, establishing criteria for Board membership and evaluating corporate policies relating to the recruitment of Board members; and (ii) establishing, implementing and monitoring policies and processes regarding principles of corporate governance in order to ensure the Board's compliance with its fiduciary duties to the Corporation and its shareholders.

#### B. COMPOSITION AND MEETINGS

The Committee shall be comprised of a minimum of three members of the Board as appointed by the Board, each of whom shall meet any independence requirements promulgated by the Securities and Exchange Commission, the National Association of Securities Dealers, any exchange upon which securities of the Corporation are traded, or any governmental or regulatory body exercising authority over the Corporation (each a "Regulatory Body"), and each member of the Committee shall be free from any relationship that, in the opinion of the Board, would interfere with the exercise of his or her independent judgment as a member of the Committee.

The members of the Committee shall be appointed by the Board annually. Each member of the Committee shall serve until his or her successor has been duly appointed and qualified or until his or her earlier resignation or removal. Unless a Chair is elected by the full Board, the members of the Committee may designate a Chair by majority vote of the full Committee membership.

The Committee shall meet as necessary, but at least four times each year, to enable it to fulfill its responsibilities and duties as set forth herein. The Committee may invite members of management or others to attend Committee meetings and provide pertinent information on the issues being considered as the Committee may request. The Committee shall report its actions to the Board and keep written minutes of its meetings which shall be recorded and filed with the books and records of the Corporation.

#### C. RESPONSIBILITIES AND DUTIES

To fulfill its responsibilities and duties the Committee shall:

##### Corporate Governance Policy Establishment and Review

1. Develop and maintain the Corporation's principles of corporate governance including, but not limited to, the establishment and maintenance of (i) a corporate code of ethics and conduct (a "Code of Business Conduct") designed to promote honest and ethical conduct, including the ethical handling of conflicts of interest; full, fair, accurate, timely and understandable disclosure in the Corporation's periodic reports; and compliance with applicable governmental rules and regulations, and (ii) the Corporation's Corporate

Governance Guidelines (the "Corporate Governance Guidelines") designed to enhance the Corporation's corporate governance.

2. Review and assess the adequacy of the Code of Business Conduct and the Corporate Governance Guidelines periodically, but at least annually. The Committee shall recommend any modifications to the Code of Business Conduct and the Corporate Governance Guidelines to the Board for approval.
3. Direct members of the Corporation's senior management to report any material violations of or non-compliance with the Code of Business Conduct to the Committee.
4. Be available to the Board and members of the Corporation's senior management team to consult with and to resolve reported violations or instances of non-compliance with the Code of Business Conduct.
5. Instruct outside counsel to report to the Committee any evidence of a material violation of the Code of Business Conduct by the Corporation or any agent thereof that are not appropriately addressed by the Corporation's chief legal counsel or the Corporation's chief executive officer.
6. Determine an appropriate response to material violations of or non-compliance with the Code of Business Conduct including, at the discretion of the Committee, reporting any material violations of or non-compliance with the Code of Business Conduct to any appropriate Regulatory Body.
7. Review and assess the adequacy of this Charter periodically as conditions dictate, but at least annually and recommend any modifications to this Charter if and when appropriate to the Board for its approval.
8. Review and assess the adequacy of the Corporation's Certificate of Incorporation and By-Laws and the charters of any committee of the Board (the "Governing Documents") periodically in order to ensure compliance with any principles of corporate governance developed by the Committee and recommend to the Board any necessary modifications to the Governing Documents.
9. To the extent required by any Regulatory Body or otherwise deemed advisable by the Committee, review and monitor the Corporation's orientation program for new Board members and the continuing education program for members of the Board.

#### Board Composition, Nominations and Shareholder Proposals

10. Evaluate the current composition and organization of the Board and its committees in light of requirements established by any Regulatory Body or any other applicable statute, rule or regulation which the Committee deems relevant and make recommendations regarding the foregoing to the Board for approval.
11. Review the composition and size of the Board in order to ensure that the Board is comprised of members reflecting the proper expertise, skills, attributes and personal and professional backgrounds for service as a director of the Corporation, as determined by the Committee.



12. Determine the criteria for selection of the Chairman of the Board, Board members and Board committee members, including establishing and periodically reviewing the Corporation's practices relating to the recruitment of Board members.
13. Evaluate the performance of current Board members, and make recommendations to the Board regarding the appropriateness of members of the Board standing for reelection.
14. Evaluate and, if deemed necessary, recommend the termination of Board membership of any director in accordance with the Code of Business Conduct or any corporate governance principles adopted by the Board, for cause or for other appropriate reason.
15. Review and recommend to the Board an appropriate course of action upon the resignation of current Board members, or any planned expansion of the Board, and review the qualifications, experience and fitness for service on the Board of any potential new members of the Board.
16. Evaluate and recommend to the Board the appointment of Board members to committees of the Board.
17. Evaluate and approve a slate of nominees for election to the Board and review the qualifications, experience and fitness for service on the Board of any potential members of the Board.
18. Review all stockholder proposals submitted to the Corporation (including any proposal relating to the nomination of a member of the Board) and the timeliness of the submission thereof and recommend to the Board appropriate action on each such proposal.

#### Conflicts of Interest

19. Review all related party transactions involving executive officers and members of the Board and, as required by any Regulatory Body, consider approval of such transactions.
20. Resolve actual and potential conflicts of interest a Board member may have and provide guidance to any Board member having an actual or potential conflict of interest concerning how to conduct him or herself in matters before the Board which may pertain to the conflict.
21. To the extent deemed necessary by the Committee, engage outside counsel and/or independent consultants to review any matter under its responsibility.
22. Take such other actions regarding the Corporation's corporate governance that are in the best interests of the Corporation and its shareholders as the Committee shall deem appropriate or as shall otherwise be required by any Regulatory Body.

*Last amended by the Nominating and Corporate Governance Committee of the Board of Directors: February 5, 2004*