

**STELLENT, INC.**  
**CORPORATE GOVERNANCE AND NOMINATING**  
**COMMITTEE CHARTER**  
**(as amended as of June 2, 2004)**

The Board of Directors (the “Board”) of Stellent, Inc., a Minnesota corporation (the “Company”), has constituted and established a Corporate Governance and Nominating Committee (the “Committee”) with authority, responsibility and the specific duties described in this Corporate Governance and Nominating Committee Charter. The Committee will review and recommend actions to the Board assuring that the Board and its committees are diligently observing their corporate governance responsibilities and communicating appropriately to provide for a high standard of governance, care and due diligence in carrying out their responsibilities.

**Organization and Composition**

The Committee will consist of at least three directors appointed by the Board. Each director appointed to the Committee will (i) be an “independent director” within the meaning of Rule 4200 of the NASD Manual and (ii) have no relationship with the Company that, in the opinion of the Board, would interfere with the exercise of independent judgment. The Board will designate one member of the Committee as the chairperson. The Board will have sole authority to remove members of the Committee.

**Principal Responsibilities**

In addition to such other matters as the Board may assign with respect to corporate governance matters, the Committee’s principal responsibilities will be to:

- (a) monitor and recommend as appropriate to the Board corporate governance principles and business conduct guidelines;
- (b) review and approve the process for new director orientation;
- (c) recommend to the Board the number, timing and duration of Board and committee meetings;
- (d) monitor committee charters to confirm proper scope and responsibilities and minimize overlap;
- (e) consider the need for changes to the Company’s Articles of Incorporation and Bylaws and recommend such changes to the Board;
- (f) review and evaluate the performance of the Chairman of the Board, President and Chief Executive Officer (if any such person is a member of the Committee, such officer will not participate in this process);
- (g) review and recommend as necessary changes in the size and composition of the full Board and each of its committees and the establishment, composition and termination of committees (including ad-hoc committees);
- (h) establish, review and recommend revisions as necessary to director and committee member profile and qualification guidelines and the screening process for director and committee member candidates;
- (i) oversee the process for selecting director candidates; provided, that the Committee will have sole authority to determine (i) whether to retain or terminate any search firm

to identify director candidates and (ii) the terms of such retention, including the search firm's fees;

(j) recommend to the Board (i) director nominees to be presented for shareholder approval at each annual meeting of shareholders and (ii) any new director nominees to be elected by the Board to fill vacancies and newly created directorships; provided, that no person may be nominated by the Board for election to the Board without the approval of the Committee;

(k) consider the performance, including Board and committee attendance and participation, of incumbent members of the Board in determining whether to recommend that they be nominated for reelection and consider whether to recommend to the Board guidelines with respect to continued service of directors, committee members and committee chairs;

(l) review the Company's organizational structure and succession planning program and recommend executive officers to the Board for election;

(m) evaluate any shareholder proposals submitted for inclusion in the Company's proxy statement and recommend to the Board a position with respect to any such proposal;

(n) assure review by the Board, or an appropriate committee thereof, of any issue that may arise involving deviation from the Company's policies and procedures relating to corporate values, standards and ethical obligations to employees, customers, consumers, shareholders and communities;

(o) annually review the Company's progress on its corporate diversity objectives; and

(p) take any and all other actions as may be required by the federal securities laws or other applicable laws or regulations regarding the nomination of directors.

### **Meetings**

The Committee will meet as often as it deems necessary or appropriate in its judgment. All meetings of the Committee will be held pursuant to the Bylaws of the Company with regard to notice and waiver thereof, and written minutes of each meeting will be duly filed in the Company's corporate records. A report of each meeting of the Committee will be made to the Board promptly following such Committee meeting accompanied by any recommendations to the Board approved by the Committee. The Committee will have the authority to delegate any of its responsibilities to subcommittees as the Committee may deem appropriate in its sole discretion, to the extent permitted by law and the applicable regulations. A majority of the members of the Committee will constitute a quorum of the Committee.