

Adopted July 28, 2004

## **INTERGRAPH CORPORATION**

### **Nominating and Corporate Governance Committee Charter**

#### **Purpose**

The Nominating and Corporate Governance Committee (the “Committee”) is appointed by the Board of Directors to:

- (1) Oversee the Company’s Corporate Governance Guidelines;
- (2) Assist the Board of Directors to enhance its performance;
- (3) Lead the Board in its annual performance evaluation of the Board and its committees;
- (4) Provide assistance to the Board of Directors in identifying and recommending candidates qualified to serve as directors of the Company;
- (5) Review the composition of the Board of Directors; and
- (6) Perform the other responsibilities set forth herein.

#### **Committee Membership**

The Committee shall consist of at least three members. The members of the Committee shall meet the independence requirements of the applicable provisions of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), the rules promulgated thereunder, the applicable rules of the Nasdaq National Market and the Company’s Corporate Governance Guidelines.

The members of the Committee shall be appointed by and serve at the discretion of the Board of Directors. The Board shall designate the Chair of the Committee.

#### **Committee Authority and Responsibilities**

The powers and duties of the Committee are as follows:

1. Lead the Board in its annual performance evaluation of the Board and its committees and report such assessment, including any recommendations for proposed changes, to the Board. The review shall include an assessment of, among other things, the appropriate skills, characteristics, judgment, experience and other qualities required of members of the Board and each committee, as well as the effectiveness of the Board and each committee. The

Committee should seek comments from each of the directors or committee members, as the case may be, with respect to such assessment.

2. Review considerations relating to Board composition, including size of the Board, criteria for membership and any matters set forth in the Corporate Governance Guidelines.

3. Identify and recommend qualified candidates to serve as members of the Board, using a search firm if necessary.

4. Review qualifications of incumbent directors to determine whether to recommend them as nominees for reelection to the Board.

5. Review and consider candidates who may be suggested by any director or executive officer of the Company, or by any shareholder of the Company if made in compliance with the Company's certificate of incorporation, bylaws and applicable law.

6. Recruit and recommend qualified candidates for new or vacant positions on the Board.

7. Periodically review the independence of each non-management director, as such term is interpreted under the applicable provisions of the Exchange Act, the rules promulgated thereunder and the applicable rules of the Nasdaq National Market.

8. Recommend, after reviewing their qualifications, directors to serve as members of the various committees of the Board.

9. Serve as a resource for directors in developing their full and common understanding of their roles and responsibilities as directors. The Committee will provide guidance and assistance in orienting new directors as the Board's membership evolves and in providing information to the Board regarding continuing director education issues and resources.

10. Consider any changes to Board compensation that may be recommended by the Compensation Committee and make a recommendation to the Board concerning such proposed changes.

11. Make periodic reports to the Board as required by the Company's Corporate Governance Guidelines or as requested by the Board.

12. Periodically review and assess the adequacy of the Company's Corporate Governance Guidelines and recommend any proposed changes to the Board.

13. Periodically review and assess the adequacy of the Company's Code of Business Conduct and Ethics and recommend any proposed changes to the Board.

14. Periodically review and assess the adequacy of this Charter and recommend any proposed changes to the Board.

15. Exercise any other powers and carry out any other responsibilities consistent with the Company's Bylaws that may be delegated to it by the Board from time to time.

In connection with carrying out the responsibilities set forth in this charter, the Committee may form, and delegate authority to, subcommittees when appropriate, and may hire legal, accounting, financial or other advisors as it deems necessary at the expense of the Company.

### **Meetings and Reports**

Meetings of the Committee will be held at the pleasure of the Chair and other members of the Committee in response to the needs of the Board of Directors and the governance of the Company. Notwithstanding the foregoing, the Committee shall meet at least twice annually. The Committee shall provide the Board with a report of the Committee's activities and proceedings, as appropriate. The Committee will maintain written minutes of its meetings, which minutes will be filed with the minutes of the meetings of the Board of Directors.