

Sybase, Inc.
Board Affairs Committee Charter
(Amended and Restated as of May 25, 2005)

1. **Purpose and Responsibilities.** The Board Affairs Committee serves as an appointed committee of the Board of Directors. Its primary function is to assist the Board in managing its corporate governance responsibilities. The Committee's responsibilities shall include the following:

Identify individuals qualified to become members of the Board of Directors consistent with criteria approved by the Board of Directors. In furtherance thereof, conduct search and screening actions as needed, interview qualified candidates and make nominations and recommendations to the Board relating to such candidates and matters.

Recommend to the full Board director nominees for each annual meeting of the Corporation's stockholders.

Develop and recommend to the Board a set of corporate governance principles applicable to the Corporation, which principles shall satisfy the requirements set forth in Section 303A.09 of the New York Stock Exchange (NYSE) Listed Company Manual, as the same may be amended.

Oversee evaluations of the full Board, Board committees and management as to performance and accomplishments related to defined responsibilities and duties, and oversight of recommended changes and follow-up actions as needed.

Perform annual self-evaluations.

Develop general and specific guidelines related to rules, procedures, operations (including, but not limited to, the Corporation's corporate governance principles), committee activities and other deliberations to assure that all Board responsibilities are carried out efficiently and effectively; and monitor results and recommend changes as needed.

Define, monitor, and when appropriate, document the fiduciary, business and legal responsibilities of the Board (both collectively and as participating individuals) consistent with accepted practices; and as needed, recommend changes in response to valid external and/or internal requirements.

Lead a process for defining Board size, composition and succession needs based on consideration of relevant factors including, but not limited to, the business activities engaged in by the Corporation; the strengths, weaknesses and performance of the Corporation and its management; the duties and activities of the Board; and the experience, subject matter

expertise, capabilities, skills, and diversity of the individual Directors and the Board as a whole.

Provide leadership with respect to the initial and on-going Directors' education and training in the Corporation's business activities, organization, operating policies/procedures, financial and non-financial results, etc.

With notice to the Chairman of the Board, engage at the expense of Sybase outside legal advisors as it deems necessary or appropriate to carry out its purposes. The Committee shall have sole authority to retain and terminate any search firms to be used to identify director candidates, and shall have the sole authority to approve such search firms' fees and other retention terms.

Such other duties and responsibilities as may be assigned to the Committee from time to time by the Board of Directors, or as may be required by the NYSE or applicable law.

2. **Committee Membership and Qualification.** The Committee shall consist entirely of non-management directors who are "independent" within the meaning of Rule 303A.01 of the NYSE Listed Company Manual, as the same may be amended. Moreover, members shall be free from any relationship that, in the opinion of the Board of Directors as evidenced by its election of such Committee members, would interfere with the exercise of independent judgment as a Committee member. The full Board shall appoint Committee members once annually, taking into consideration membership qualification criteria that may be recommended by existing Committee members from time to time. No member of the Committee shall receive any compensation from the Company other than his or her standard Directors' fees and benefits. There are no specific minimum qualifications that must be met by a member of the Committee. However, the Board in appointing members shall consider many factors in addition to independence such as expertise, experience, diversity, judgment, other commitments and the like.
3. **Committee Meetings and Structure.** The Committee will meet as necessary to carry out its responsibilities. Meetings may be called by the Chairman of the Committee. Meeting agendas are to be prepared and distributed with sufficient supporting information. The Committee will maintain written minutes of its meetings. Reports of meetings of the Committee shall be made to the Board of Directors at its next regularly scheduled meeting following the Committee meeting accompanied by any recommendations to the Board of Directors approved by the Committee. The Board shall designate one Committee Chairperson, and all Committee members shall be subject to removal at any time by a majority vote of the Board of Directors. The Committee shall have the authority to designate subcommittees. If the Board allocates any Committee responsibilities to other committees, such other committees shall be composed entirely of independent directors and shall have a published committee charter as required by the NYSE rules.