

**CHARTER OF THE NOMINATING COMMITTEE  
OF THE BOARD OF DIRECTORS OF BORLAND SOFTWARE CORPORATION  
(As approved by the Board on March 5, 2004)**

PURPOSE

The purpose of the Nominating Committee is to identify, screen and recommend to the Board of Directors qualified candidates to serve as directors of Borland Software Corporation (the "Company").

COMPOSITION

The membership of the Nominating Committee shall be comprised of at least three (3) members of the Board of Directors, all of whom shall be independent directors. If the Chairman of the Board is not designated to be a member of the Nominating Committee, and if such Chairman is an independent director, he or she shall serve as an ex-officio, but a non-voting member, of the Nominating Committee and shall be invited to attend all meetings. Unless elected by a majority of the full Board, the Committee may designate its own Chairman and Secretary.

MEETINGS

The Committee shall meet as often as may be necessary to fulfill its duties, keep a record of its actions and proceedings, and make a report thereof from time to time to the Board of Directors. A majority of the Committee members shall constitute a quorum for the transaction of business. The action of a majority of those present at a meeting, at which a quorum is present, shall be the act of the Committee.

FUNCTIONS

Pursuant to the By-laws of the Company, a Nominating Committee has been established by the Board of Directors as a standing committee. The Nominating Committee shall act only as a committee with individual members possessing no power to act on their own. In carrying out its duties and responsibilities, the Nominating Committee's policies and procedures should remain flexible, so that it may be in a position to best address or respond to changing circumstances or conditions. The Nominating Committee shall have the authority to retain, and approve fees and other retention terms of, director search, legal and other advisors, as it deems necessary for the fulfillment of its responsibilities. While there is no "blueprint" to be followed by the Committee in carrying out its duties and responsibilities, the following shall be considered within the authority of the Committee:

1. Review qualified candidates to serve as members of the Company's Board of Directors;
2. Aid in attracting qualified candidates to serve on the Board of Directors;
3. Consider, review and investigate (including with respect to potential conflicts of interest of prospective candidates) and either accept or reject candidates suggested by the Company's stockholders, directors, officers, and other professional colleagues;

4. Recommend to the full Board of Directors nominees for new and vacant positions on the Company's Board of Directors and provide profiles of the qualifications of the candidates;
5. Be available to the Chairman of the Board and other directors for consultation concerning candidates; and
6. Such other functions relating to the identification and appointment of Board members as may be assigned to it by the Board of Directors from time to time.

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