

CHARTER FOR THE NOMINATING AND CORPORATE GOVERNANCE COMMITTEE OF THE BOARD OF DIRECTORS OF MRO SOFTWARE, INC.

Purpose

The purposes of the Nominating and Corporate Governance Committee shall be to

- i) to monitor regulatory developments and evolving best practices in the area of corporate governance,
- ii) develop, review and report to the Board on a periodic basis (and make recommendations as appropriate) with regard to matters of corporate governance, including without limitation:
 - any requested waivers to the Company's Code of Business Conduct and Ethics, and
 - with regard to stockholder proposals,
- iii) assist the Board in establishing and refining the qualifications for board membership and identifying qualified individuals to become board members, and
- iv) assist the Board in determining the composition of the board of directors and its committees, and to make recommendations to the Board regarding nominees for each annual meeting of stockholders and regarding nominees for each Board committee.

Committee Membership

The Committee will be composed of not less than two (2) directors who satisfy the definition of "independent" directors under the listing standards and Marketplace Rules of the Nasdaq Stock Market (the "Nasdaq Rules") and applicable securities laws and SEC regulations. Committee members will be appointed by the Board annually and as necessary to fill vacancies, and may be removed by the Board in its discretion.

Meetings

The Committee shall meet as often as its members deem necessary to perform the Committee's responsibilities.

The Committee will report to the Board on a periodic basis as deemed appropriate by the Committee, and will propose any necessary action to the Board.

The Committee shall have the authority to delegate any of its responsibilities to subcommittees as the Committee may deem appropriate in its sole discretion.

Resources

The Committee shall have the authority to retain any search firm engaged to assist in identifying director candidates, and to retain outside counsel and any other advisors as the Committee may deem appropriate in its sole discretion, at the Company's expense. The Committee shall have sole authority to approve related fees and retention terms.

Responsibilities

The Committee, to the extent it deems necessary or appropriate, will:

1. Review the Company's corporate governance practices and policies, and make recommendations to the Board for decision;
2. Make recommendations to the Board regarding the size and composition of the Board;
3. Review and recommend committees and committee structure for the Board, including committee assignment and rotation;
4. Periodically review and reassess the criteria established for the selection of individuals to be considered as candidates for election to the Board (such as, independence, experience relevant to the needs of the Company, leadership qualities, diversity and ability to represent the stockholders);
5. Identify individuals qualified to become members of the Board;
6. Approve director nominations to be presented for stockholder approval at the annual meeting, and nominations to fill any vacancies;
7. Annually review the independence of each non-management director, as defined under the Nasdaq Rules and applicable securities laws and SEC regulations.
8. Review conflicts of interest that may affect the Company, or one or more Directors or executive officers as referred to it by the Board, the CEO or otherwise, and consider requests for waivers of or exceptions to the Company's Code of Business Conduct and Ethics and make recommendations to the full Board for decision;
9. Review any stockholder proposals that are submitted, and make recommendations to the full Board for decision; and
10. Review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board for approval;
11. Perform any other activities consistent with this Charter and the Company's Bylaws as the Committee or the full Board deems necessary or appropriate.