

OMNITURE, INC.

CORPORATE GOVERNANCE GUIDELINES

(Adopted by the Board of Directors and Effective on May 4, 2006)

(Amended and Restated by the Board of Directors on January 22, 2009)

The following guidelines have been approved by the Board of Directors (the “**Board**”) of Omniture, Inc. (the “**Company**”). These guidelines, in conjunction with the Company’s Certificate of Incorporation, Bylaws and Board committee charters, form the framework for the governance of the Company.

1. Role of the Board of Directors. The Board oversees and provides policy guidance on the business and affairs of the Company. The Board monitors overall corporate performance, the integrity of the Company’s internal controls and the effectiveness of its legal compliance programs. The Board selects the Chief Executive Officer of the Company, elects officers, and oversees management. The Board also oversees the Company’s strategic and business planning process. The Board also reviews and assesses risks facing the Company and management’s approach to addressing such risks. The Board recognizes that the long-term interests of stockholders are advanced by responsibly addressing the concerns of all stakeholders, including employees, customers, business partners, suppliers, governmental officials and the public at large.

2. Director Independence. A majority of the Board shall consist of directors who meet the criteria for independence set forth in the listing standards issued by The Nasdaq Stock Market, Inc. (the “**Nasdaq Marketplace Rules**”).

3. Board Membership Criteria. The Nominating and Governance Committee is responsible for reviewing with the Board, on an annual basis, the appropriate skills and characteristics required of Board members individually as well as the Board as a whole. Except as may be required by rules promulgated by Nasdaq or the U.S. Securities and Exchange Commission (the “**SEC**”) and as set forth herein, it is the current belief of the Board that there are no specific minimum qualifications that must be met by each candidate for the Board, nor are there specific qualities or skills that are necessary for one or more of the members of the Board to possess. In evaluating the qualifications of the candidates, the Nominating and Governance Committee will consider many factors, including, issues of character, judgment, independence, diversity, age, expertise, diversity of experience, length of service, other commitments and the like. The Nominating and Governance Committee will evaluate such factors, among others, and does not assign any particular weighting or priority to any of these factors. The Nominating and Governance Committee will consider each individual candidate in the context of the current perceived needs of the Board as a whole. While the Board has not established specific minimum qualifications for director candidates, the Board believes that candidates and nominees must reflect a Board that is comprised of directors who (a) are predominantly independent, (b) are of high integrity, (c) have qualifications that will increase overall Board effectiveness and (d) meet other requirements as may be required by applicable rules of Nasdaq and the SEC.

In the event that a Board member changes his or her employment status or principal professional position or area of responsibility after first being elected to the Board, such Board member must notify the Nominating and Governance Committee of such change. In the event that a Board member accepts employment with, or enters into a consulting, board membership or other professional relationship with, a competitor of the Company, a major customer of the Company, or another entity in which a conflict with the interests of the Company could reasonably be expected to result, the Nominating and Governance Committee will evaluate the appropriateness of such Board member's continuing service as a member of the Board, considering, among other factors, the requirements of the Company's Code of Conduct.

The Company has adopted a policy that the maximum number of public company boards of directors on which a member of the Board may serve is six. This amount includes the Company's board of directors. In addition, each Board member must ensure that other existing and anticipated future commitments do not materially interfere with the member's service as a director. Directors should advise the Nominating and Governance Committee of any invitations to join the board of directors of any other public company prior to accepting another directorship.

4. Board Size. The Company's Bylaws provide that the authorized number of directors shall be established from time to time by resolution of the Board or by amendment to the Bylaws. Currently, the Board consists of seven members. The Board's size will be assessed at least annually by the Nominating and Governance Committee.

5. Term of Office. The Company's Certificate of Incorporation provides for a classified Board, with each of the three classes of directors serving staggered three-year terms. The Board does not believe it should establish term limits, because the Board believes that directors who over time have developed increasing insight into the Company and its operations provide an increasing contribution to the Board as a whole.

6. Selection of New Directors. The applicable class of directors will be elected annually by the stockholders at their annual meeting (the "**Annual Meeting**"). The Nominating and Governance Committee, which consists solely of independent directors (as defined by Rule 4200 of the Nasdaq Marketplace Rules), is responsible for, among other things, identifying and evaluating potential director candidates and either selecting candidates for nomination to the Board or making recommendations to the Board concerning director nominees, and for recommending appointment of directors for membership on Board committees and the selection of Board committee chairs.

It is the policy of the Board that the Nominating and Governance Committee consider both recommendations and nominations for candidates to the Board from stockholders *so long as* such recommendations and nominations comply with the Certificate of Incorporation and Bylaws of the Company and applicable laws, including the rules and regulations of the SEC. Stockholders may recommend director nominees for consideration by the Nominating and Governance Committee by writing to the Corporate Secretary of the Company and providing the following information with respect to the recommended nominee and with respect to the stockholder. Specifically, as to each recommended nominee, the stockholder must provide (a) the name, age, business address and residence address of the nominee, (b) the principal occupation or employment of the nominee, (c) the

class and number of shares of the Company that are held of record or are beneficially owned by the nominee and any derivative positions held or beneficially held by the nominee, (d) whether and the extent to which any hedging or other transaction or series of transactions has been entered into by or on behalf of the nominee with respect to any securities of the Company, and a description of any other agreement, arrangement or understanding (including any short position or any borrowing or lending of shares), the effect or intent of which is to mitigate loss to, or to manage the risk or benefit of share price changes for, or to increase or decrease the voting power of the nominee, (e) a description of all arrangements or understandings between the stockholder and each nominee and any other person or persons (naming such person or persons) pursuant to which the nominations are to be made by the stockholder, and (f) any other information relating to the nominee that would be required to be disclosed about such nominee if the proxies were being solicited for the election of the nominee as a director, or that otherwise would be required, in each case pursuant to the rules and regulations of the SEC.

In addition, as to such stockholder making the recommendation of a director nominee, the stockholder must provide (i) the name and address, as they appear on the Company's books, of the stockholder and any Stockholder Associated Person (as defined below), (ii) the class and number of shares of the Company that are held of record or are beneficially owned by the stockholder or any Stockholder Associated Person and any derivative positions held or beneficially held by the stockholder or any Stockholder Associated Person, (iii) whether and the extent to which any hedging or other transaction or series of transactions has been entered into by or on behalf of such stockholder or any Stockholder Associated Person with respect to any securities of the Company, and a description of any other agreement, arrangement or understanding (including any short position or any borrowing or lending of shares), the effect or intent of which is to mitigate loss to, or to manage the risk or benefit from share price changes for, or to increase or decrease the voting power of, such stockholder or any Stockholder Associated Person with respect to any securities of the Company, (iv) any material interest of the stockholder or a Stockholder Associated Person in such recommended director nomination. For purposes hereof, a "*Stockholder Associated Person*" of any stockholder shall mean (A) any person controlling, directly or indirectly, or acting in concert with, such stockholder, (B) any beneficial owner of shares of stock of the Company owned of record or beneficially by such stockholder and on whose behalf the recommended nomination is being made, or (C) any person controlling, controlled by or under common control with such person referred to in the preceding clauses (A) and (B).

Following verification that the above requirements for submitting a recommendation have been met, a properly submitted recommendation will be promptly brought to the attention of the Nominating and Governance Committee. Stockholders who desire to nominate persons directly for election to the Board at the Company's Annual Meeting must meet the deadlines and other requirements set forth in the Company's Bylaws and the rules and regulations of the SEC. Any vacancies on the Board occurring between the Company's annual meetings of stockholders may be filled by persons selected by a majority of the directors then in office, and any director so elected will serve for the remaining term of the class of directors in which the vacancy occurred.

7. Director Responsibilities. The fundamental role of the directors is to exercise their business judgment to act in what they reasonably believe to be the best interests of the Company and its stockholders. In fulfilling that responsibility the directors should be able to rely on the honesty

and integrity of the Company's senior management and expert legal, accounting, financial and other advisors. The directors should have the benefit of directors' and officers' insurance, paid by the Company, to indemnification to the fullest extent allowed under the Company's charter and Delaware law, and to exculpation as provided by Delaware law and the Company's charter.

Board members are expected to prepare for, attend and participate in all Board and applicable committee meetings, and to spend the time needed and meet as often as necessary to properly discharge their obligations. Information and data that is important to the Board's understanding of the business to be conducted at a Board or committee meeting should generally be distributed in writing to the directors prior to the meeting, so that Board meeting time may be conserved and discussion time focused on questions that the Board has about the materials. Particularly sensitive subject matters may be discussed at the meeting without advance distribution of written materials.

The Board does not have a policy on whether or not the roles of Chief Executive Officer and Chairman of the Board should be separate and, if they are to be separate, whether the Chairman should be selected from the non-employee directors or be an employee. The Board believes these issues should be considered as part of the Board's broader succession planning process. The Board does believe, however, that if the roles Chief Executive Officer and the Chairman are combined in the future sound governance practices requires a strong countervailing governance structure that includes, among other things, the appointment of a lead independent director with a broad set of duties. In such a case, the lead independent director's duties shall include: (a) presiding at all meetings of the Board at which the Chairman or the Chief Executive Officer is not present, including executive sessions of independent directors; (b) serving as a liaison between the Chairman and Chief Executive Officer and the independent directors; (c) providing input with respect to information to be sent by management to the Board; (d) providing input with respect to agendas for meetings of the Board; (e) providing input as to an appropriate schedule of meetings of the Board to assure that there is sufficient time for discussion of all agenda items; (f) having authority to call meetings of the independent directors; and (g) if requested by major stockholders, ensuring he or she is available for consultation and direct communication.

The Board believes that management speaks for the Company. Individual Board members may occasionally meet or otherwise communicate with various constituencies that are involved with the Company, but it is expected that Board members would do this with the knowledge of management and, in most instances, absent unusual circumstances or as contemplated by the committee charters, at the request of management. The Board encourages the attendance of members of the Board at the annual meetings of stockholders of the Company.

8. Number and Composition of Board Committees. The Board currently has three committees: Audit, Compensation, and Nominating and Governance. The Board may from time to time establish a new committee or dissolve an existing committee depending on the circumstances. All members of the Audit Committee will meet the independence requirements of Rule 4200 of the Nasdaq Marketplace Rules and Rule 10A-3(b)(1) of the Securities Exchange Act of 1934, as amended. All members of the Compensation and Nominating and Governance Committees will be independent directors as defined by Rule 4200 of the Nasdaq Marketplace Rules. The Board will be responsible to make determinations as to the independence of directors and their determinations will

be based on a review of the facts and circumstances of each director or nominee. At least one member of the Audit Committee will have past employment experience in finance, accounting, requisite professional certification in accounting, or other comparable experience or background which results in the individual's financial sophistication, including being or having been a chief executive officer, chief financial officer or other senior officer with financial oversight responsibilities.

Each committee is chaired by an independent director who primarily drives the agenda, frequency and length of committee meetings and who has unlimited access to management, Company information and independent advisors, as necessary and appropriate. The Board intends to rotate, from time-to-time committee assignments and committee chair positions, possibly with the exception of the Audit Committee. Committee charters are posted on the Company's website.

9. Executive Sessions. Executive sessions of solely independent directors will be held regularly.

10. Communications with the Board. It is the policy of the Board to allow stockholders to communicate with members of the Board. To contact members of the Board, stockholders should send a letter or email using the contact information provided below. Communications may be addressed to the entire Board, to the non-management directors as a group, or to any individual director. All such communications will be initially received and processed by the office of our Corporate Secretary.

Write to the Board at:

Omniture, Inc.
550 East Timpanogos Circle
Orem, UT 84097
*Attn: The Board of Directors
c/o Corporate Secretary*

11. Code of Conduct. The Board expects all directors, as well as officers and employees, to display the highest standard of ethics, consistent with the Company's values and standards. The Company has and will continue to maintain a Code of Conduct, a copy of which is posted on the Company's website. The Board expects directors, officers and employees to acknowledge their compliance with the Code of Conduct. The Nominating and Governance Committee and, with specific regard to senior financial officers, the Audit Committee periodically review compliance with the Code of Conduct, and the Board must approve any waivers of the Code of Conduct for directors or executive officers. Directors are expected to report to the Board any non-compliance with the Code of Conduct, including any possible conflict of interest between the director and the Company, and the Board will promptly take appropriate action.

12. Succession Planning and Executive Compensation. The Board plans for CEO succession and reviews senior management selection and succession planning. The Board may from time to time ask the Nominating and Governance Committee to undertake specific reviews concerning management succession planning. The compensation of the Company's Chief Executive

Officer and other senior officers will be determined by the Compensation Committee, which will consist solely of independent directors (as defined by applicable Nasdaq listing standards).

13. Board Compensation. The Company compensates non-employee directors for their Board and Board committee service. Employee directors are not paid additional compensation for their services as directors. The Nominating and Governance Committee will review the amount and form of director compensation and provide recommendations to the Board as to such compensation based upon the committee's consideration of the responsibilities and time commitment of Company directors, as well as board compensation practices of similarly situated public companies. The Nominating and Governance Committee shall have full authority to engage, at the Company's expense, third-party consultants to advise the Committee on compensation levels and compensation components.

14. Board Access to Senior Management. Directors are encouraged to talk directly to any member of senior management regarding any questions or concerns the directors may have. Senior management will be invited to attend Board meetings from time-to-time to discuss their respective areas of responsibility and enhance the flow of relevant Company information to the Board.

15. Director Education. The Company encourages directors to attend director education programs accredited by national accrediting bodies (such as the National Association of Corporate Directors and Institutional Stockholder Services) and offered by universities and professional educational organizations.

The Company will implement an appropriate continuing education program in compliance with the requirements of The Nasdaq Stock Market, Inc., as such requirements are promulgated.

16. Evaluation of Board Performance. The Board and each Board committee will conduct a self-evaluation annually. Committees assess their performance relative to their charter and to best practices. The Nominating and Governance Committee oversees this self-evaluation process and also assesses Board performance. This Committee recommends changes to improve the Board, the Board committees and individual director effectiveness. From time-to-time the Committee may engage, at the Company's expense, an independent advisor to evaluate Board effectiveness and to suggest changes to improve Board performance.

17. Chief Executive Officer Performance Review. The Compensation Committee reviews the performance of the Company's Chief Executive Officer from time-to-time. The Board will review the committee's report to ensure that the current Chief Executive Officer is providing the high-quality leadership for the Company, from a short, intermediate and long-term perspective.

18. Authority to Retain Advisors. The Board and each Board committee shall have the authority, at the Company's expense, to retain and terminate independent financial, legal or other advisors as the Board and any such committee deems necessary.