

DOUBLE-TAKE SOFTWARE, INC.
CORPORATE GOVERNANCE GUIDELINES

I. Introduction

The Board of Directors (the “Board”) of Double-Take Software, Inc. (the “Company”) has adopted these corporate governance guidelines (the “Guidelines”). The Guidelines are designed to assist the Board in the exercise of its responsibilities. These guidelines should be interpreted in the context of all applicable laws and regulations, the Company’s charter documents and other governing documents. The guidelines are subject to future refinement or changes as the Board may find necessary or advisable for the Company in order to achieve these objectives.

II. Board Composition and Size

The members of the Board should collectively possess a broad range of skills, expertise, industry and other knowledge, and business and other experience useful to the effective oversight of the Company’s business.

Independent Directors shall constitute a majority of the Board, and the Audit, Compensation, and Nominating and Corporate Governance Committees shall be entirely comprised of Independent Directors. “Independent Director” shall mean a person who is independent of management and free of any relationship with the Company (including providing consulting services to the Company, directly or through any entity in which the person has a controlling interest), and who will meet the then current requirements for “Director independence” of the Securities and Exchange Commission (the “SEC”) and The NASDAQ Stock Market, Inc. (“NASDAQ”) on which the Company’s common stock is traded.

In accordance with the requirements of NASDAQ, Independent Directors must meet in regularly convened executive sessions (“Independent Director Sessions”) at least twice per year, and perhaps more frequently, in conjunction with regularly scheduled Board meetings. If the Chairman is not an Independent Director, the Independent Directors shall select an Independent Director to chair each Independent Director Session.

It is the sense of the Board that based on the Company’s present circumstances and absent special circumstances, the appropriate size for the Board is 5 to 11 members. The Board periodically evaluates whether a larger or smaller number of directors would be preferable.

III. Selection of Chairman of the Board and Chief Executive Officer

The Independent Directors shall select the Board's chairperson (the "Chairman") in any way they consider in the best interests of the Company. Accordingly, the Board does not have a policy on whether the roles of Chairman and chief executive officer (the "CEO") should be separate or combined and, if separate, whether the Chairman should be selected from the Independent Directors or should be an employee of the Company.

IV. Selection of Directors

Nominations and Appointments. The Board's Nominating and Corporate Governance Committee shall be responsible for identifying and recommending to the Board qualified candidates for Board membership, based primarily on the following criteria:

- Director candidates shall have the highest personal and professional integrity.
- Director candidates shall have a record of exceptional ability and judgment.
- Director candidates shall have skills and knowledge useful to the oversight of the Company.
- Director candidates must be able and willing to devote the required amount of time to the Company's affairs, including attendance at Board and committee meetings.
- Director candidates should have the interest, capacity and willingness, in conjunction with the members of the Board, to serve the long-term interests of the Company and its stockholders.
- To the extent considered appropriate by the Board, a director candidate may be required to be a "financial expert" as defined in Item 401 of Regulation S-K.
- Director candidates shall be free of any personal or professional relationships that would adversely affect their ability to serve the best interests of the Company and its stockholders.

A director candidate should have expertise, skills, knowledge and experience that, when taken together with that of other Board members, will lead to a Board that is effective, collegial and responsive to the needs of the Company.

The Nominating and Corporate Governance Committee shall give appropriate consideration to candidates for Board membership recommended for nomination by stockholders in accordance with the Company's bylaws, and shall evaluate such candidates in the same manner as other candidates identified to the Committee. The Nominating and Corporate Governance Committee may use outside consultants to assist in identifying candidates. Members of the Nominating

and Corporate Governance Committee will discuss and evaluate possible candidates in detail prior to recommending them to the Board.

The Nominating and Corporate Governance Committee shall also be responsible for initially assessing whether a candidate would be an Independent Director. The Board, taking into consideration the recommendations of the Nominating and Corporate Governance Committee, shall be responsible for selecting the nominees for election to the Board by the stockholders and for appointing directors to the Board to fill vacancies and newly created directorships, with primary emphasis on the criteria set forth above. The Board, taking into consideration the assessment of the Nominating and Corporate Governance Committee, shall also make a determination as to whether a nominee or appointee would be an Independent Director.

Stockholder Nominations. Stockholders may suggest nominees for director to be considered by the Nominating and Corporate Governance Committee by writing to the Committee and providing the candidate's name, biographic data, qualifications and any other information concerning the candidate required by Schedule 14A under the Securities Exchange Act of 1934 for nominees for director, as well as the candidate's written consent to be considered as a nominee and to serve as a director if elected. Stockholders who wish to nominate director candidates for election by stockholders at the Company's annual meeting may do so in the manner disclosed in the Company's annual proxy statement and in accordance with the provisions of the Company's bylaws.

Invitations. The invitation to join the Board shall be extended by the Board itself or, with the Board's authorization, the chairperson of the Nominating and Corporate Governance Committee or the Chairman.

V. Continuation as a Director

Term Limits. The Board does not believe it should limit the number of terms for which an individual may serve as a director. Directors who have served on the Board for an extended period of time are able to provide valuable insight into the operations and future of the Company based on their experience with and understanding of the Company's history, policies and objectives.

Resignation of Chairman or CEO. A Chairman or CEO who resigns from that position shall tender to the Board such Chairman or CEO's proposed resignation from the Board. Similarly, the Board expects any director who is also an officer of the Company or any subsidiary to offer to retire from the Board when he or she retires as an officer. The Nominating and Corporate Governance Committee shall review the director's continuation on the Board, and recommend to the Board whether, in light of all the circumstances, the Board should accept such proposed resignation or request that the director continue to serve.

Change In Job Responsibility. When a director's principal occupation or business association changes from his or her present employment, the director shall inform the Chairman of the Nominating and Corporate Governance Committee. The Nominating and Corporate Governance Committee shall review the director's continuation on the Board, and recommend to the Board whether, in light of all the circumstances, the Board should request that the director tender his or her resignation from the Board.

VI. The Committees of the Board

The Board shall have at least three committees: the Audit Committee, the Compensation Committee and the Nominating and Corporate Governance Committee (the "Committees"). Each Committee shall have a written charter. The Board expects to accomplish a substantial amount of its work through the Committees. Each Committee shall report regularly to the Board summarizing the Committee's actions and any significant issues considered by the Committee.

Each Committee shall be composed of no fewer than three members. Each Committee member must satisfy the membership requirements set forth in the relevant Committee charter. A director may serve on more than one Committee.

The Nominating and Corporate Governance Committee shall be responsible for identifying Board members qualified to fill vacancies on any Committee and recommending that the Board appoint the identified member or members to the applicable Committee. There are no fixed terms for committee membership and the Board does not feel that the rotation of committee membership should be mandated as a policy since there may be reasons at a given point in time to maintain an individual director's committee membership for a longer period. The Board does recognize that the rotation of committee membership is appropriate at periodic intervals.

VII. Board and Committee Meetings

The Board is expected to meet at least once per quarter. Further meetings shall occur when called in accordance with the Company's bylaws.

Each Committee shall have the number of meetings provided for in its charter, with further meetings to occur (or action to be taken by unanimous written consent) when deemed necessary or desirable by the Committee or its chairperson.

The agenda for each Board meeting shall be established by the Chairman and CEO. Any Board member may suggest the inclusion of additional subjects on the agenda. The agenda for each Committee meeting shall be established by the Committee chairperson in consultation with appropriate members of the Committee and with management. Although management will seek to provide appropriate materials in advance of Board and Committee meetings, this will not always be

consistent with the timing of transactions and the operations of the business, and in certain cases it may not be possible to circulate materials in advance of the meeting. Materials presented to the Board and Committee members should provide the information needed for the directors to make an informed judgment or engage in informed discussion.

At least annually, the Chairman and CEO shall issue to the other Board members a schedule of the foreseeable primary agenda subjects intended to be discussed by the Board, and each Committee's chairperson shall issue to the other Committee members a schedule of the foreseeable primary agenda subjects intended to be discussed by the Committee.

VIII. Executive Sessions

To ensure free and open discussion and communication among the non-management directors, these directors shall meet in executive session at least twice a year with no members of management present. The non-management directors shall select a chairperson for each executive session. These executive sessions shall also constitute meetings of the Nominating and Corporate Governance Committee, with any non-management directors who are not members of such Committee attending by invitation.

These executive sessions shall serve as the forum for the annual evaluation of the performance of the CEO, the annual review of the CEO's plan for management succession and the annual evaluation of the performance of the Board.

IX. Board Responsibilities

The business and affairs of the Company are managed by or under the direction of the Board in accordance with Delaware law. The Board's responsibility is to provide direction and oversight. The Board establishes the strategic direction of the Company and oversees the performance of the Company's business and management. The management of the Company is responsible for presenting strategic plans to the Board for review and approval and for implementing the Company's strategic direction. In performing their duties, the primary responsibility of the directors is to exercise their business judgment in the best interests of the Company.

Certain specific corporate governance functions of the Board are set forth below:

Management Succession. The Board, acting through the Nominating and Corporate Governance Committee, shall review and concur in a management succession plan, developed by the CEO, to ensure a continuity in senior management. This plan, on which the CEO shall report at least annually, shall address:

- interim CEO succession in the event of an unexpected occurrence;
- CEO succession in the ordinary course of business; and
- succession for the other members of senior management.

The plan shall include an assessment of senior management experience, performance, skills and planned career paths.

Evaluating the CEO. The Board, acting through the Compensation Committee, shall evaluate the performance of the CEO.

Appointment of Officers. The Board shall appoint the executive officers of the Company and designate those officers of the Company required to file reports under Section 16 of the Securities Exchange Act of 1934.

Director Compensation. The Compensation Committee shall periodically review the form and amounts of director compensation and make recommendations to the Board with respect thereto. The Board shall set the form and amounts of director compensation, taking into account the recommendations of the Compensation Committee. The Board believes that the amount of director compensation should fairly reflect the contributions of the directors to the performance of the Company. Only non-management directors shall receive compensation for services as a director. To create a direct linkage with corporate performance, the Board believes that a meaningful portion of the total compensation of non-management directors should be provided and held in common stock, stock options, restricted stock units or other types of equity-based compensation.

Reviewing and Approving Significant Transactions. Board approval of a particular transaction may be appropriate because of several factors, including:

- legal or regulatory requirements,
- the materiality of the transaction to the Company's financial performance, risk profile or business,
- the terms of the transaction, or
- other factors, such as the entering into of a new line of business or a variation from the Company's strategic plan.

To the extent the Board determines it to be appropriate, the Board shall develop standards to be utilized by management in determining types of transactions that should be submitted to the Board for review and approval or notification.

Public Communications With the Board. The Board shall provide a means by which persons, including stockholders and employees, may communicate directly with non-management directors with regard to matters relating to the Company's

corporate governance and performance. The Board's Independent Directors shall approve a process to be maintained by the Company's management for collecting and distributing communications with the Board. The means of communications with the Board shall be disclosed in the Company's annual proxy statement.

X. Expectations for Directors

The Board has developed a number of specific expectations of directors to promote the discharge by the directors of their responsibilities and to promote the efficient conduct of the Board's business. It is understood that the non-management directors are not full-time employees of the Company.

Commitment and Attendance. All directors should make every effort to attend meetings of the Board and the Committees of which they are members and all annual and special meetings of stockholders. Attendance by telephone or video conference may be used to facilitate a director's attendance.

Participation in Meetings. Each director should be sufficiently familiar with the business of the Company, including its financial statements and capital structure, and the risks and the competition it faces, to ensure active and effective participation in the deliberations of the Board and of each Committee on which he or she serves. Upon request, management shall make appropriate personnel available to answer any questions a director may have about any aspect of the Company's business. Directors should also review the materials provided by management and advisors in advance of the meetings of the Board and its Committees and should arrive prepared to discuss the issues presented.

Loyalty and Ethics. In their roles as directors, all directors owe a duty of loyalty to the Company. This duty of loyalty mandates that the best interests of the Company take precedence over any interest possessed by a director. The Company has adopted a Code of Business Conduct and Ethics. Certain portions of the Code deal with activities of directors, particularly with respect to potential conflicts of interest and the taking of corporate opportunities for personal use. Directors should be familiar with the Code's provisions in these areas and should consult with the Company's CEO in the event of any issues.

Non-employee Director Stock Ownership. The Board believes that it is important for each director to have a financial stake in the Company to help align the director's interests with those of the Company's stockholders. To meet this objective, it is the policy of the Board to have a meaningful portion of the total compensation of non-management directors provided and held in common stock, stock options, restricted stock units or other types of equity-based compensation.

Other Directorships and Significant Activities. The Company values the experience directors bring from other corporate boards on which they serve and other activities in which they participate, but recognizes that those boards and

activities may also present demands on a director's time and availability and may present conflicts or legal issues, including independence issues. Directors should advise the chairperson of the Nominating and Corporate Governance Committee and the CEO before accepting membership on other corporate boards of directors or any audit committee or other significant committee assignment on any other corporate board of directors, or establishing other significant relationships with businesses, institutions, governmental units or regulatory entities, particularly those that may result in significant time commitments or a change in the director's relationship to the Company.

Contact with Management and Employees. All directors shall be free to contact the CEO at any time to discuss any aspect of the Company's business. Directors shall also have complete access to other employees of the Company. The Board expects that there will be frequent opportunities for directors to meet with the CEO and other members of management in Board and Committee meetings, or in other formal or informal settings. Further, the Board encourages management to bring into Board meetings from time to time (or otherwise make available to Board members) individuals who can provide additional insight into the items being discussed because of personal involvement and substantial knowledge in those areas.

Speaking on Behalf of the Company. It is important that the Company speak to employees and outside constituencies with a single voice, and that management serve as the primary spokesperson. In this light and to prevent any unintentional and intentional disclosure of material non-public information, the Company has adopted a Public Disclosure Policy. If a situation does arise in which it seems necessary for a non-management director to speak on behalf of the Company to one of these constituencies, the director should consult with the CEO.

Confidentiality. The proceedings and deliberations of the Board and its committees shall be confidential. Each director shall maintain the confidentiality of information received in connection with his or her service as a director.

XI. Evaluating Board and Committee Performance

The Board, acting through the Nominating and Corporate Governance Committee, shall conduct an annual self-evaluation. Each Committee shall conduct an annual self-evaluation as provided for in its respective charter.

XII. Orientation and Continuing Education

Management, working with the Nominating and Corporate Governance Committee, shall provide an orientation process for new directors, including background material on the Company and its business. As appropriate, management and the Nominating and Corporate Governance Committee shall

prepare additional educational sessions for directors on matters relevant to the Company and its business.

XIII. Reliance on Management and Outside Advice

In performing its functions the Board shall be entitled to rely on the advice, reports and opinions of management, counsel, accountants, auditors and other expert advisors. Except as otherwise provided in the charter of a Committee, the Board shall have the authority to select, retain, terminate and approve the fees and other retention terms of its outside advisors.

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Effective as of December 14, 2006.