

**CHARTER FOR THE
NOMINATING COMMITTEE
OF
PERVASIVE SOFTWARE INC.**

1. Status.

The Nominating Committee (the “*Committee*”) is a committee of the Board of Directors of Pervasive Software Inc. (the “*Company*”).

2. Membership and Organization.

The Committee shall consist of no fewer than two members of the Board of Directors. All members of the Committee shall be appointed by the Board, shall be independent of the Company and its affiliates, shall have no relationship to the Company or its affiliates that may interfere with the exercise of their independence, and shall otherwise be deemed “Independent Directors” as defined in Rule 4200 of the Nasdaq Stock Market, Inc. Marketplace Rules (the “*Nasdaq Rules*”).

The Board may designate one member of the Committee as its Chair. The Committee will meet as required during any given year. Special meetings may be convened as required. The Committee, or its Chair, shall report orally to the full Board on the results of these meetings. The Committee may invite to its meetings other Directors, Company management and such other persons as the Committee deems appropriate in order to carry out its responsibilities. In performing its duties, the Committee shall have the authority to obtain advice, reports or opinions from internal or external legal counsel and expert advisors.

The Committee may form and delegate authority to subcommittees when appropriate.

3. Responsibilities and Duties.

The responsibilities and duties of the Committee shall include:

Board Composition, Evaluation and Nominating Activities

- overseeing the Board evaluation process including conducting periodic evaluations of the performance of the Board as a whole;
- reviewing the composition and size of the Board and determining the criteria for Board membership;
- reviewing status of current Board members eligible for reelection and recommending the Director nominees for election to the Board by the stockholders at the annual meeting of stockholders;
- identifying, considering and recommending candidates to fill new positions or vacancies on the Board, and reviewing any candidates recommended by stockholders; in performing these duties, the Committee shall have the authority to retain and terminate any search firm to be used to identify Board candidates and shall have authority to approve the search firm’s fees and other retention terms;

Board Committees

- reviewing periodically the composition of each Board committee and making recommendations to the Board for creating additional Board committees or dissolving Board committees; and
- recommending to the Board persons to be members of the various Board committees.
- *Conflicts of Interest* considering questions of possible conflicts of interest of Board members and of corporate officers; and
- reviewing actual and potential conflicts of interest of Board members and corporate officers, and clearing any involvement of such persons in matters that may involve a conflict of interest or corporate opportunity.