

PROGRESS SOFTWARE CORPORATION

Audit Committee Charter

(Amended and Restated as of March 12, 2008)

Purpose and Authority

The Audit Committee is a committee of the Board of Directors. The primary function of the Audit Committee is to assist the Board of Directors in fulfilling its oversight responsibilities relating to the integrity of the financial information which will be provided to the shareholders and others. Additionally, the Audit Committee will take appropriate action to oversee the qualifications, independence and performance of the Company's independent auditors. The Audit Committee shall be solely and directly responsible for appointing, evaluating, compensating, retaining, and when necessary, terminating the engagement of the independent auditors.

The Audit Committee shall have the authority to engage outside counsel and other advisors as it determines necessary to carry out its duties. The Company will provide appropriate funding to the Audit Committee for the payment of compensation of any such advisors and the compensation of the independent auditor selected by the Committee. In addition, the Company will provide funding for the ordinary administrative expenses of the Committee, which are necessary or appropriate in carrying out its duties. The Audit Committee may conduct or authorize investigations into any matters within the scope of its responsibilities and may meet with any employee of the Company or any third parties it deems necessary in connection with such investigations.

Composition

The membership of the Audit Committee shall consist of at least three directors who are independent of the management of the Company and meet the independence requirements under the Marketplace Rules of the National Association of Securities Dealers, Inc. and the criteria for independence promulgated by the Securities and Exchange Commission.

All members shall be financially literate. At least one member shall have past employment experience in finance or accounting, requisite professional certification in accounting, or any 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. One or more of the members of the Audit Committee may qualify as an "audit committee financial expert" under the rules promulgated by the Securities and Exchange Commission.

A member of the Audit Committee may not, other than in his capacity as a member of the Audit Committee, the Board or any other committee of the Board, receive directly or indirectly from the Company any consulting, advisory or other compensatory fee from the Company.

The members of the Audit Committee shall be appointed annually by the Board and may be replaced or removed by the Board at any time with or without cause. Resignation or removal of the director from the Board, for whatever reason, shall automatically constitute resignation or removal, as applicable, from the Audit Committee. Vacancies occurring, for whatever reason, may be filled by the Board. The Board shall designate one member of the Audit Committee to

serve as Chairman of the Audit Committee.

The Audit Committee may establish and delegate authority to subcommittees consisting of two or more of its members, when the Committee deems it appropriate to do so in order to carry out its responsibilities.

Meetings

The Audit Committee shall hold regularly scheduled meetings and special meetings as circumstances require, which meetings may be in person or by conference telephone or other communications equipment by means of which all persons participating in the meeting can hear each other. As part of the process to foster open communication, the Audit Committee shall meet periodically with management, the independent auditors and internal audit in separate executive sessions to discuss any matters that the Committee or each of these groups believe should be discussed privately. A majority of the members of the Audit Committee shall constitute a quorum for purposes of holding a meeting, and the Committee may act by a vote of a majority of members present at such meeting. In lieu of a meeting, the Audit Committee may act by unanimous written consent in accordance with the Company's by-laws.

Responsibilities

To assist the Board of Directors in fulfilling its oversight responsibilities, the Audit Committee will:

1. Provide an open avenue of communication among the independent auditors, financial and senior management, internal audit, legal counsel and the Board of Directors.
2. Review and select the independent auditors to audit the consolidated financial statements of the Company. The Audit Committee has direct and sole responsibility for the oversight of the independent auditors, including the resolution of disagreements between management and the independent auditors regarding financial reporting matters. The Audit Committee shall instruct the independent auditors that the independent auditors shall report directly to the Committee.
3. Review annually the qualifications and performance of the independent auditors and make determinations regarding any discharge of the independent auditors when circumstances warrant.
4. Evaluate annually the independence of the independent auditors based on the receipt from the independent auditors of a formal, written statement describing all relationships between the independent auditors and the Company in accordance with Independence Standards Board Standard No. 1.
5. Discuss with the independent auditors any disclosed relationships or services that may impact the independence and objectivity of the auditors and, if needed, take, or recommend that the Board of Directors take, the appropriate action to oversee and satisfy itself as to the auditors' independence.
6. Oversee the rotation of the lead audit partner having primary responsibility for the audit and the audit partner responsible for reviewing the audit as required by applicable law or regulation.

7. Review and pre-approve all audit services and permissible non-audit services to be provided by the independent auditors. The Audit Committee may, from time to time, delegate its authority to approve such services to the Audit Committee Chairman, provided that any such approvals are presented to the full Audit Committee at the next Committee meeting.
8. Review and discuss with the independent auditors the scope, staffing and planning for the annual audit process, and discuss the overall audit plan with the independent auditors and management.
9. Review with the independent auditors any problems or difficulties the auditor may have encountered in the course of the audit work, including any restrictions on scope or activities or access to required information, and any disagreements with management.
10. Review with the independent auditors, the Company's internal audit and financial management, and the adequacy and effectiveness of the Company's internal controls over financial reporting. Elicit any recommendations for the improvement of such internal control procedures or particular areas where new or more detailed controls or procedures are desirable.
11. Review with the General Counsel legal matters that may have a material impact on the Company's financial statements, the Company's compliance policies and any material reports or inquiries received from regulators or government agencies.
12. Review the Company's policies and procedures regarding compliance with applicable laws and regulations and with the Company's Code of Conduct.
13. Establish and review periodically procedures for the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls or auditing matters; and the confidential, anonymous submission by employees of the Company of concerns regarding questionable accounting or auditing matters.
14. Act as the Qualified Legal Compliance Committee (QLCC), reviewing and discussing any reports received from attorneys regarding securities law violations, breaches of fiduciary duties or similar violations which were reported to the General Counsel or the Chief Executive Officer and not resolved to the satisfaction of the reporting attorney.
15. Review and approve all related party transactions (as defined by the rules issued by the Securities and Exchange Commission) on an on-going basis.
16. Review and discuss with management the Company's major financial risks and the steps management has taken to monitor and control such risks.
17. Review and discuss with management and the independent auditors the annual audited financial statements and the quarterly financial statements, including Management's Discussion and Analysis of Financial Condition and Results of Operations, prior to the filing of reports containing such financial statements with the Securities and Exchange Commission.

18. Discuss the results of the annual audit and quarterly review and any matters required to be communicated to the Audit Committee by the independent auditors under generally accepted auditing standards, including the independent auditors' judgment about the quality, not just the acceptability, of the Company's accounting principles used in financial reporting and any communications required under Statement on Auditing Standards No. 61 (SAS 61), Section 10A of the Securities and Exchange Act of 1934, or Statement on Auditing Standards No. 100.
19. Based on the Audit Committee's review and discussions (a) with management of the audited financial statements, (b) with the independent auditors of the matters required to be discussed by SAS 61, and (c) with the independent auditors concerning the independent auditors' independence, make a recommendation to the Board of Directors as to whether the audited financial statements should be included in the Company's Annual Report on Form 10-K.
20. Review and discuss reports from the independent auditors on all critical accounting policies and practices to be used in the Company's financial statements; all alternative treatments of financial information within generally accepted accounting principles that have been discussed with management, ramifications of the use of such alternative disclosures and treatments, and the treatment preferred by the independent auditors; and other material written communications between the independent auditors and management, such as any management letter or schedule of unadjusted differences.
21. Discuss with management the Company's earnings announcements as well as financial information and earnings guidance prior to public release.
22. Review with management and the independent auditors the effect of regulatory and accounting initiatives and unusual or infrequently occurring transactions, as well as off-balance sheet structures, on the financial statements.
23. Review disclosures made to the Audit Committee by the Company's Chief Financial Officer and Chief Executive Officer during the certification process for each Form 10-K and Form 10-Q concerning any significant deficiencies or material weaknesses in the design or operation of internal controls and any fraud involving management or other employees who have a significant role in the Company's internal controls. The Audit Committee shall direct the actions to be taken or make recommendations to the Board of Directors of actions to be taken, in the event such disclosures indicate the finding of any significant deficiencies or material weaknesses in internal controls or fraud.
24. Review and discuss with the independent auditors (outside the presence of management) how the independent auditors plan to handle their responsibilities under the Private Securities Litigation Reform Act of 1995, and request assurance from the auditors that Section 10A(b) of the Securities Exchange Act of 1934 has not been implicated.
25. Issue the report required by the Securities and Exchange Commission to be included in the Company's annual proxy statement.
26. Review the performance of the internal audit function including the department's objectivity and authority of its reporting obligations, the proposed audit plans for the coming year, the coordination of such plans with the independent auditors and the results of internal audits. The Audit Committee shall be directly responsible for appointing,

- evaluating, compensating, retaining, and when necessary, terminating the lead internal auditor.
27. Review and assess the adequacy of the Audit Committee's Charter annually and recommend any proposed changes to the Board of Directors.
 28. Perform an annual performance evaluation of the Audit Committee and report to the Board on the results of such evaluation.
 29. Make regular reports to the Board concerning areas of the Audit Committee's responsibility.
 30. Perform any other duties assigned to the Audit Committee by the Board of Directors, or as may be required by law or regulation.

While the Audit Committee has the responsibilities and powers set forth in this Charter, it is not the duty of the Audit Committee to plan or conduct audits or to determine that the Company's financial statements are in accordance with generally accepted accounting principles. The financial statements are the responsibility of management. Expressing an opinion on the financial statements based on the audits performed is the responsibility of the independent auditors. In addition, it is not the duty of the Audit Committee to conduct investigations or to ensure compliance with laws and regulations.