



**CHARTER OF THE NOMINATING AND GOVERNANCE COMMITTEE  
OF THE BOARD OF DIRECTORS OF  
UPLAND SOFTWARE, INC.**

**PURPOSE**

The purpose of the Nominating and Governance Committee (the “*Committee*”) of the Board of Directors (the “*Board*”) of Upland Software, Inc. (the “*Company*”) shall be to review and make recommendations to the Board on matters concerning corporate governance; Board composition; identification, evaluation and nomination of director candidates; Board committees; Board compensation and conflicts of interest.

In furtherance of these purposes, the Committee will undertake those specific duties and responsibilities listed below and such other duties as the Board may from time to time prescribe.

**MEMBERSHIP**

The Committee members shall be appointed by, and shall serve at the discretion of, the Board. The Committee shall consist of no fewer than two members of the Board. The Board may designate one member of the Committee as its chair. The Committee may form and delegate authority to subcommittees when appropriate. Members of the Committee shall not have a relationship with the Company or its affiliates that may interfere with the exercise of their independence, and shall otherwise be deemed “Independent Directors” as defined by the listing standards of The Nasdaq Stock Market LLC (the “*Nasdaq Rules*”) or the rules of the New York Stock Exchange (the “*NYSE Rules*”), as applicable; provided, however, that the Company may avail itself of any exceptions to the independence requirements set forth in the Nasdaq Rules or NYSE Rules, as applicable, and any phase-in rules applicable to newly listed companies in connection with an initial public offering.

**RESPONSIBILITIES AND DUTIES**

The responsibilities and duties of the Committee shall include:

*Corporate Governance Generally*

- Developing and reviewing annually the principles of corporate governance approved by the Board to ensure that they remain relevant and are being complied with, recommending changes to the Board as necessary;
- Reviewing proposed changes to the Company’s Certificate of Incorporation and Bylaws and making recommendations to the Board;
- Determining the manner in which stockholders may send communications to the Board (as a whole or individually), as well as the process by which stockholder communications will be relayed to the Board and what the Board’s response, if any, should be;

- Reviewing periodically the succession planning for the Chief Executive Officer and other executive officers, reporting its findings and recommendations to the Board, and working with the Board in evaluating potential successors to these executive management positions;
- Reviewing governance-related stockholder proposals and recommending Board responses;
- Overseeing compliance by the Board and its committees with applicable laws and regulations, including those promulgated by the Securities and Exchange Commission and the Nasdaq Rules or the NYSE Rules, as applicable;
- Reviewing its own charter and processes on an annual basis;
- Annually assessing its own performance;

### ***Board Composition, Evaluation and Nominating Activities***

- Overseeing the Board evaluation process including conducting periodic evaluations of the performance of the Board as a whole and each Board committee and evaluating the performance of Board members eligible for re-election;
- Reviewing and making recommendations to the Board regarding the composition and size of the Board and determine the relevant criteria (including any minimum qualifications) for Board membership including issues of character, integrity, judgment, diversity, age, independence, skills, education, expertise, business acumen, business experience, length of service, understanding of the Company's business, other commitments and the like;
- Establishing procedures for the submission of candidates for election to the Board (including recommendations by stockholders of the Company);
- Establishing procedures for identifying and evaluating nominees for Director;
- Reviewing and recommending candidates for election to the Board at the annual meeting of stockholders in compliance with the Company's policies and procedures for consideration of Board candidates;
- Identifying, considering and recommending candidates to fill new positions or vacancies on the Board;
- Reviewing the disclosure included in the Company's proxy statement regarding the Company's nomination process;
- Making recommendations for continuing education of Board members;

### ***Board Committees***

- Periodically reviewing the charter and composition of each Board committee and making recommendations to the Board for the creation of additional Board committees or the change in mandate or dissolution of Board committees;
- Identifying directors for various Board committees and recommending such persons to the Board;

### ***Conflicts of Interest***

- Reviewing and approving the Company's Code of Conduct;
- Considering questions of possible conflicts of interest of Board members and of executive officers; and
- Reviewing actual and potential conflicts of interest of Board members and executive officers, other than related party transactions reviewed by the Audit Committee, and approving or prohibiting any involvement of such persons in matters that may involve a conflict of interest or taking of a corporate opportunity.

In performing its duties, the Committee shall have the authority, at the Company's expense, to retain, hire, terminate, and obtain advice, reports or opinions from internal or external legal counsel and expert advisors.

The Committee will have sole authority to approve related fees and retention terms for any consultants and advisors retained by the Committee. The Company will provide the Committee with appropriate funding, as the Committee determines, for the payment of compensation to any consultant, outside counsel and other advisors as it deems appropriate, and administrative expenses of the Committee that are necessary or appropriate in carrying out its duties.

### **MEETINGS**

The Committee will meet as often as may be deemed necessary or appropriate, in its judgment, in order to fulfill its responsibilities. The Committee may meet either in person or telephonically, and at such times and places as the Committee determines. The Committee may establish its own meeting schedule, which it will provide to the Board. The Committee may invite to its meetings other Board members, Company management and such other persons as the Committee deems appropriate in order to carry out its responsibilities.

### **MINUTES**

The Committee will maintain written minutes of its meetings, which will be filed with the minutes of the meetings of the Board.

### **REPORTS**

The Chair of the Committee shall make regular reports to the full Board on the actions and recommendations of the Committee.

### **COMPENSATION**

Members of the Committee shall receive such fees, if any, for their service as Committee members as may be determined by the Board in its sole discretion.