



**CHARTER FOR THE
NOMINATING AND CORPORATE GOVERNANCE COMMITTEE
OF THE BOARD OF DIRECTORS
OF
INTRAWARE, INC.**

July 9, 2003

A. PURPOSE

The purpose of the Nominating and Corporate Governance Committee (the “**Committee**”) of the Board of Directors of Intraware, Inc. (the “**Company**”) shall be to assist the Board in identifying qualified individuals to become members of the Board, determining the composition of the Board and its committees, monitoring a process to assess Board effectiveness, and developing and implementing the Company's corporate governance guidelines. In addition, the Committee will undertake those specific duties and responsibilities listed below and such other duties as the Board of Directors may from time to time prescribe.

B. MEMBERSHIP

The Committee members will be appointed by, and will serve at the discretion of, the Board of Directors. The Committee will consist of at least two members of the Board of Directors, each of whom is an independent director as that term is defined in the rules of the National Association of Securities Dealers.

C. RESPONSIBILITIES

The responsibilities of the Committee shall include:

1. Leading the search for individuals qualified to become members of the Board of Directors and to select director nominees to be presented for shareholder approval at the annual meeting, and for Board approval in the case of vacancies. The Committee shall select individuals as director nominees who shall have the highest personal and professional integrity, have strong business experience, have demonstrated exceptional ability and judgment, and be most effective, in conjunction with the members of and other nominees to the Board of Directors, in collectively serving the long-term interests of the shareholders. As part of its consideration, the Committee shall evaluate shareholder nominees where applicable.
2. Reviewing the Board of Directors' committee structure and recommending to the Board for its approval directors to serve as members chairpersons of committees. The Committee shall review and recommend committee slates annually and shall recommend additional committee members to fill vacancies as needed.

3. Developing and recommending to the Board of Directors for its approval a set of corporate governance guidelines. The Committee shall periodically review the guidelines and recommend changes as necessary.
4. Overseeing and implementing, as necessary, director continuing education programs, including compliance with any applicable director continuing education requirements.
5. Developing and recommending to the Board of Directors for its approval a self-evaluation process of the Board. The Committee shall oversee the self-evaluations.
6. Reviewing on an annual basis director compensation and benefits.
7. Reporting its actions and recommendations to the Board.
8. Reviewing the adequacy of this charter and recommending any proposed changes to the Board for approval.

D. MEETINGS

The Committee shall meet as often as it determines, but not less frequently than annually.

E. MINUTES

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

F. ADVISORS

The Committee shall have the authority to retain any search firm engaged to assist in identifying director candidates, and to retain outside counsel and any other advisors as the Committee may deem appropriate in its sole discretion. The Committee shall have sole authority to approve related fees and retention terms.

G. COMPENSATION

Members of the Committee shall receive such fees, if any, for their service as Audit Committee members as may be determined by the Board of Directors in its sole discretion. Such fees may include retainers and per meeting fees. Fees may be paid in such form of consideration as is determined by the Board of Directors.

H. DELEGATION OF AUTHORITY

The Committee shall have the authority to delegate any of its responsibilities to subcommittees as the Committee may deem appropriate in its sole discretion.