

Progress Software Corporation

Compensation Committee Charter

(Amended and Restated as of March 18, 2020)

I. General Statement of Purpose

The Compensation Committee of the Board of Directors (the “Compensation Committee”) of Progress Software Corporation (the “Company”), on behalf of the Board of Directors (the “Board”), discharges the Board’s responsibilities relating to compensation of the Company’s executives, oversees the Company’s overall compensation and benefits structure, policies and programs, reviews the Company’s processes and procedures for the consideration and determination of director and executive compensation, is responsible for producing a report for inclusion in the Company’s proxy statement relating to its annual meeting of shareholders or annual report on Form 10-K, in accordance with applicable rules and regulations, and otherwise fulfills the responsibilities in this Charter. The primary objective of the Compensation Committee is to assure that compensation policies and plans are appropriate for the Company in light of all relevant circumstances and provide incentives that further the Company’s long-term financial and strategic plan and are consistent with the culture of the Company and the overall goal of enhancing shareholder value.

II. Compensation Committee Composition

The number of individuals serving on the Compensation Committee shall be fixed by the Board from time to time but shall consist of no fewer than two members, each of whom shall (a) meet the independence requirements established by the Board and applicable laws, regulations and the listing requirements of the NASDAQ Stock Market, LLC, and (b) be a “non-employee director” within the meaning of Rule 16b-3 under the Securities Exchange Act of 1934.

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

III. Meetings

The Compensation Committee shall meet as often as it determines is appropriate to carry out its responsibilities, 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. A majority of the members of the Compensation Committee shall constitute a quorum for purposes of holding a meeting and the Compensation Committee may act by a vote of a majority of members present at such meeting. In lieu of a meeting, the Compensation Committee may act by unanimous written consent in accordance with the Company’s by-laws. The Chairman of the Compensation Committee, in consultation with the other members and management, may set meeting agendas consistent with this Charter.

IV. Compensation Committee Activities

The Compensation Committee's purpose and responsibilities shall be to:

A. Review of Charter

- Review and reassess the adequacy of this Charter annually and submit any proposed changes to the Board for approval.

B. Processes and Procedures for Considering and Determining Director and Executive Compensation

- Review and reassess periodically (and where appropriate, make such recommendations to the Board as the Compensation Committee deems advisable with regard to) the Company's processes and procedures for the consideration and determination of director and executive compensation.

C. Compensation Committee Report

- Review and discuss with management the Company's Compensation Discussion and Analysis ("CD&A") to be included in the Company's proxy statement or annual report on Form 10-K.
- Based on the Compensation Committee's review and discussions with management of the CD&A, make a recommendation to the Board that the CD&A be included in the Company's proxy statement or annual report on Form 10-K.
- Prepare the Compensation Committee Report to be included in the Company's proxy statement or annual report on Form 10-K in accordance with the applicable rules and regulations of the Securities and Exchange Commission, any securities exchange on which the Company's securities are traded, and any other rules and regulations applicable to the Company.

D. Annual Performance Evaluation of the Compensation Committee

- Perform an annual performance evaluation of the Compensation Committee, report to the Board on the results of such evaluation and make applicable recommendations. In particular, the Compensation Committee shall disclose to the Board whether or not the Compensation Committee has accomplished all of the actions outlined in this Charter.

E. General Compensation Oversight

- Monitor and evaluate matters relating to the compensation and benefits structure of the Company as the Compensation Committee deems appropriate, including:
 - Provide guidance to management on significant issues affecting compensation philosophy or policy.
 - Provide input to management on whether compensation arrangements for Company executives incentivize unnecessary risk taking.
 - Review and approve policies regarding CEO and other officer compensation.

F. Incentive-Compensation and Equity-Based Plans

- Review and approve grants and awards under incentive-based compensation plans and equity-based plans, and otherwise administer such plans, in each case consistent with the terms of such plans.
- Review and make such recommendations to the Board as the Compensation Committee deems advisable with regard to policies and procedures for the grant of equity-based awards by the Company.

G. Matters Related to Compensation of the Company's Chief Executive Officer

- Review, and recommend to the Board for approval, the corporate goals and objectives that may be relevant to the compensation of the Company's Chief Executive Officer ("CEO").
- Evaluate and report to the Board the CEO's performance in light of the goals and objectives that were set for the CEO and recommend to the Board for determination the CEO's compensation based on such evaluation. In connection with determining the long-term incentive component of the CEO's compensation, the Compensation Committee may consider the Company's performance and relative shareholder return, the value of similar incentive awards to CEOs at comparable companies, and the awards given to the Company's CEO in past years.
- Review periodically the aggregate amount of compensation being paid or potentially payable to the CEO through the use of tally sheets or such other method as the Compensation Committee may determine.
- The CEO may not be present during voting or deliberations concerning his or her compensation.

H. Matters Related to Compensation of the Officers Other Than the Chief Executive Officer

- Following recommendation by the CEO, and in consultation therewith, review and determine the compensation of all officers of the Company other than the CEO, including salary and incentive compensation targets and awards; for purposes hereof the term “officer” has the meaning defined in Section 16 of the Exchange Act and Rule 16a-1 promulgated thereunder.
- Review periodically the aggregate amount of compensation being paid or potentially payable to the Company’s officers through the use of tally sheets or such other method as the Compensation Committee may determine and review the structure and competitiveness of the compensation programs applicable to such officers.

V. Additional Compensation Committee Authority

The Compensation Committee is authorized, on behalf of the Board, to do any of the following, as the Compensation Committee deems necessary or appropriate in its discretion:

A. Matters Related to Compensation of the Company’s Directors

- Periodically review and make such recommendations to the Board as the Compensation Committee deems advisable with regard to the compensation of the non-employee directors of the Company, including with respect to any equity-based plans. No member of the Compensation Committee will act to fix his or her own compensation except for uniform compensation to directors for their services as a director.

B. Oversight of Compensation Consulting and Other Advisors

- Exercise sole authority to retain and terminate compensation consultants, outside counsel or other advisers or experts that advise the Compensation Committee, as it deems appropriate, including sole authority to approve their fees and other retention terms.
- Evaluate the independence of the compensation consultant and other counsel or advisors retained by the Compensation Committee in accordance with applicable regulations and listing standards before selecting them.

C. Other Responsibilities

- Review and discuss with the CEO and report to the Board development and succession plans for officers.

- Review the Company's policies, programs and initiatives for inclusion and diversity, and provide guidance to the Board and management on these matters as the Compensation Committee deems appropriate.

VI. General

- The Compensation Committee may establish and delegate authority to one or more subcommittees consisting of two or more of its members, when the Compensation Committee deems it appropriate to do so in order to carry out its responsibilities.
- The Compensation Committee shall make regular reports to the Board concerning areas of the Compensation Committee's responsibility.
- In carrying out its responsibilities, the Compensation Committee shall be entitled to rely upon advice and information that it receives in its discussions and communications with management and such experts, advisors and professionals with whom the Compensation Committee may consult. The Compensation Committee shall have the authority to request that any officer or employee of the Company, the Company's outside legal counsel, the Company's independent auditor or any other professional retained by the Company to render advice to the Company attend a meeting of the Compensation Committee or meet with any members of or advisors to the Compensation Committee.
- The Compensation Committee may perform such other functions as may be requested by the Board from time to time.