SOLERA HOLDINGS, INC.

NOMINATING AND CORPORATE GOVERNANCE COMMITTEE CHARTER

(AMENDED ON OCTOBER 4, 2008)

Organization

The Nominating and Corporate Governance Committee of Solera Holdings, Inc. (the "Company") shall consist of at least three members of the Company's board of directors (the "Board"), who shall meet the applicable independence requirements of the New York Stock Exchange, Inc. Committee members shall be appointed by the Board and shall hold their offices until their successors are appointed and qualified, or until their earlier resignation or removal. All vacancies in the Committee shall be filled by the Board. The Board shall designate one of the members as Chairman of the Committee. The Committee shall keep a separate book of minutes of its proceedings and actions.

The Committee shall meet periodically, as deemed necessary by the Chairman of the Committee. All meetings shall be at the call of the Chairman of the Committee. A majority of the members of the Committee shall constitute a quorum for the transaction of business. The Committee may act only upon approval of a majority of its members. The action of the Committee at a meeting at which a quorum is present shall be the act of the Committee. The Committee may act in writing by the unanimous consent of its members.

Except as otherwise provided herein, the Committee may form one or more subcommittees, each of which may take such actions as may be delegated by the Committee. The Committee shall periodically report on its activities to the Board and make such recommendations and findings as it deems appropriate. The Committee may, in its sole discretion and at the Company's expense, retain and terminate legal, accounting or other consultants or experts, including search firms, it deems necessary in the performance of its duties and without having to seek the approval of the Board.

Purpose and Responsibilities

The Committee's primary purpose and responsibilities shall be:

- to develop and recommend qualification standards and other criteria for selecting new directors, identify individuals qualified to become Board members consistent with qualification standards and other criteria approved by the Board and recommend to the Board such individuals as nominees to the Board for its approval;

- to oversee evaluations of the Board, individual Board members and the Board committees; and

- to oversee the Company's compliance with ethics policies and consider matters of corporate governance.

Duties

To fulfill its purpose and responsibilities, the Committee shall:

1. Screen and recommend to the Board nominees for election as directors of the Company, including nominees recommended by stockholders of the Company, and consider the

performance of incumbent directors in determining whether to recommend them to stand for reelection at the annual meeting of stockholders.

2. Develop and recommend qualification standards and other criteria for selecting nominees for director, which shall include those qualities set forth from time to time in the Company's Corporate Governance Guidelines.

3. Establish procedures for, and administer annual performance evaluations of the Board, its committees and individual Board members, which will include an annual performance review of this Committee by its members.

4. Review periodically the makeup of the Board and its committees and recommend, as appropriate, changes in the number, function or membership; and recommend a Lead Independent Director candidate to the independent directors of the Board.

5. Develop and recommend to the Board a set of Corporate Governance Guidelines, including (i) director qualification standards, (ii) director responsibilities, (iii) director access to management and advisors, (iv) director compensation, (v) director orientation and continuing education, (vi) management succession and (vii) annual performance evaluation of the Board, and monitor compliance with the guidelines and make recommendations to the Board for modifications as appropriate.

6. Review periodically the Company's Corporate Governance Guidelines, Conflict of Interest and Code of Conduct Policy; Code of Ethics for Senior Financial Employees; Statement of Policy to Directors, Officers and Key Employees Concerning Securities Trading and Disclosure of Confidential Information; and any similar Company codes and policies, and, based on such periodic review, recommend changes to the Board as deemed appropriate.

7. Adopt policies designed to encourage the highest levels of corporate conduct by the Board, the Company and its officers, employees and agents.

8. Consider questions of possible conflicts of interest involving Board members, senior officers and key employees.

Miscellaneous

This Committee Charter is not intended to change or augment the obligations of the Company or its directors or management under the federal securities laws or to create new standards for determining whether directors or management have fulfilled their duties, including fiduciary duties under applicable law.