

**FAIR ISAAC CORPORATION**  
**DIRECTOR INDEPENDENCE CRITERIA**

**Amended and Reinstated as of November 18, 2008**

An “independent” director is a director whom the Board of Directors has determined has no material relationship with Fair Isaac Corporation and its subsidiaries (collectively, the “Company”), either directly or as a partner, shareholder or officer of an organization that has a relationship with the Company.

For purposes of this definition, the Board has determined that a director of the Company is not “independent” if:

1. The director is, or within the last three years has been, an employee of the Company, or an immediate family member of the director is, or within the last three years has been, an executive officer of the Company.
2. The director, or an immediate family member of the director, has received more than \$120,000 in direct compensation from the Company during any 12-month period during the last three years, other than director and committee fees and pension or other forms of deferred compensation for prior service (provided such compensation is not contingent in any way on continued service). Compensation received by an immediate family member for service as an employee (other than an executive officer) is not considered for purposes of this standard.
3. The director, or an immediate family member of the director, is a current partner of the Company’s internal or independent auditor; (b) the director is a current employee of the Company’s internal or independent auditor; (c) an immediate family member of the director is a current employee of the Company’s internal or independent auditor who participates in the firm’s audit, assurance or tax compliance (but not tax planning) practice; or (d) the director, or an immediate family member of the director, was within the last three years (but is no longer) a partner or employee of the Company’s internal or independent auditor and personally worked on the Company’s audit within that time.
4. The director, or an immediate family member of the director, is or within the last three years has been, employed as an executive officer of another company where any of the Company’s present executive officers serves or served at the same time on that company’s compensation committee.
5. The director is a current employee or greater than 10% equity holder, or has an immediate family member who is a current executive officer or greater than 10% equity

holder, of another company that has made payments to, or received payments from, the Company for property or services in an amount which, in any of the last three fiscal years, exceeds the greater of \$1 million or 2% of *the other company's* consolidated gross annual revenues.

6. The director, or the director's spouse, is a director or executive officer of a not-for-profit entity that received more than \$120,000 in contributions from the Company since the beginning of the Company's last full fiscal year.
7. The director has, or has had since the beginning of the Company's last full fiscal year, a direct or indirect material interest in a transaction or currently proposed transaction, or series of similar transactions, with the Company, in which the amount involved exceeds \$120,000.

An "immediate family" member includes a director's spouse, parents, children, siblings, mother and father-in-law, sons and daughters-in-law, brothers and sisters-in-law, and anyone (other than a domestic employee) who shares the director's home.

For purposes of determining the independence of Audit Committee members only, a director is not considered independent for purposes of serving on the Audit Committee, and may not serve on the Audit Committee, if:

1. The director, other than in his or her capacity as a member of the Audit Committee, the Board of Directors, or any other Board committee, accepts, directly or indirectly, any consulting, advisory or other compensatory fee from the Company, provided that, compensatory fees do not include the receipt of fixed amounts of compensation under a retirement plan (including deferred compensation) for prior service with the Company (provided that such compensation is not contingent in any way on continued service); or
2. The director is an affiliated person of the Company (other than in the director's capacity as a member of the Board of Directors of the Company).