

FAIR ISAAC CORPORATION
GOVERNANCE, NOMINATING AND EXECUTIVE COMMITTEE CHARTER

Amended and Restated as of December 3, 2006

Purposes

The Governance, Nominating and Executive Committee (the "Committee") is appointed by the Board of Directors (the "Board") of Fair Isaac Corporation (the "Company") for the following purposes: (1) to perform certain functions of the Board, to the extent permissible under applicable law; (2) to assist the Board by identifying individuals qualified to become Board members, consistent with criteria approved by the Board, and to recommend to the Board the director nominees for election at the annual meeting of shareholders; (3) to recommend to the Board the Corporate Governance Guidelines applicable to the Company; (4) to lead the Board in an annual evaluation of the Board's performance; and (5) to recommend to the Board directors for appointment to each of the Board's other committees.

Committee Membership

The Committee shall, under ordinary circumstances, consist of no fewer than three members. The members of the Committee shall meet the independence requirements of the New York Stock Exchange, as determined by the Board.

The members of the Committee shall be appointed by the Board. Committee members may be replaced by the Board.

Committee Processes

The Committee shall be presided over by the Chair of the Board. The Chair, in consultation with the members of the Committee, will determine the frequency and length of the Committee's meetings and develop the Committee's agenda.

The Committee shall meet as often as it determines necessary or appropriate, but not less frequently than quarterly. The Committee may form and delegate authority to subcommittees consisting of one or more members as appropriate.

The Committee shall have the authority, to the extent it deems necessary or appropriate, to retain outside search firms and legal or other advisors. The Company shall provide for appropriate funding, as determined by the Committee, for payment of compensation to any advisors employed by the Committee.

The Committee shall make regular reports to the Board. The Committee shall review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board for approval. The Committee shall annually review the Committee's own performance.

Committee Authority and Responsibilities as the Executive Committee of the Board

The Committee shall have the authority to exercise all of the powers of the Board, subject to applicable law and listing standards, including without limitation:

1. Take action in accordance with Board policy with respect to investment, budget and capital and exploratory expenditure matters arising in the normal course of the Company's business as the same may from time to time be conducted, subject to such threshold limits as are set from time to time by the Board.
2. Sell, lease, pledge, mortgage, or otherwise dispose of property or assets of the Company, subject to such threshold limits as are set from time to time by the Board.
3. Make the Company an obligor or guarantor of debt in principal amount not exceeding such threshold limits as are set from time to time by the Board.
4. Take any action which the By-laws or the Board by resolution authorizes the Committee to take.
5. Take such other action in accordance with Board policy which the Committee determines is desirable for the ongoing operation of the Company's business as the same may from time to time be conducted.

Committee Authority and Responsibilities as the Governance and Nominating Committee of the Board

Among its duties and responsibilities:

1. The Committee, in the context of specific director searches, shall develop and recommend to the Board criteria for identifying and evaluating director candidates.
2. The Committee shall review with the Board, on an annual basis: (a) the composition of the Board as a whole; (b) the requisite skills and characteristics of new Board members; and (c) the performance and continued tenure of incumbent Board members. The assessment will include members' qualification as independent, as well as consideration of diversity, age, skills and experience in the context of the needs of the Board.
3. The Committee shall actively seek individuals qualified to become Board members for recommendation to the Board. The invitation to join the Board shall be extended by the Board itself, acting through its Chair, and by the Chief Executive Officer.
4. The Committee shall recommend to the Board candidates for election or reelection to the Board at each annual shareholders meeting and candidates to be elected by the Board as necessary to fill vacancies and newly created directorships.

5. The Committee shall lead the Board in an annual evaluation of the Board's performance, report annually to the Board on the results of the evaluation, and oversee the annual evaluation of the Board's committees, and the self-evaluation of individual directors.
6. The Committee shall establish the agenda for each Board meeting in cooperation with the Chief Executive Officer and appropriate senior management of the Company.
7. The Committee shall recommend to the Board the members to serve on the Board's Audit and Compensation Committees, taking into consideration the qualifications of each individual director.
8. The Committee shall receive the recommendations of the Compensation Committee with respect to the form and amount of director compensation, and jointly with the Compensation Committee, recommend changes in compensation to the Board.
9. The Committee shall annually review and reassess the adequacy of the Corporate Governance Guidelines of the Company and recommend any proposed changes to the Board for approval.