

DELTEK, INC.
COMPENSATION COMMITTEE CHARTER

I. Purpose

The Compensation Committee (the “Committee”) of the Board of Directors (the “Board”) of Deltek, Inc. (the “Company”) shall:

- Discharge the responsibility of the Board relating to compensation of the Company’s CEO and Executives (both, as defined below) and employees as set forth herein, including the Company’s incentive compensation and equity-based plans, policies and programs.
- Review the Compensation Discussion and Analysis to be included in the Company’s filings with the Securities and Exchange Commission (the “SEC”), discuss the same with management and approve a report of the Committee for inclusion in the Company’s annual report or annual proxy statement.

II. Committee Membership

The Committee shall consist of three or more members of the Board. Members of the Committee shall be appointed by the Board and shall serve until their successor is duly elected and qualified, unless any member shall sooner resign or be removed, with or without cause, by the Board.

The chairperson of the Committee shall be designated by the Board, provided that if the Board does not designate a chairperson, the members of the Committee, by a majority vote, may designate a chairperson.

III. Procedure and Meetings

The Committee may fix its own rules of procedure, which shall be consistent with the Bylaws of the Company and this Charter. The Committee shall meet as provided by any rules it may adopt and as often as it deems appropriate, but not less than once annually. The Committee may hold special meetings at any time. Meetings of the Committee shall be called by the chairperson of the Committee. The chairperson will preside at each meeting of the Committee and will set the agenda of items to be addressed at each meeting. If the chairperson is not present at a meeting, the members of the Committee shall, by a majority vote, elect a chairperson for that meeting. A majority of the members of the Committee shall constitute a quorum for the transaction of business. The act of a majority of the Committee members present at a meeting at which a quorum is present shall be the act of the Committee.

Committee members may attend meetings in person, by conference call or through other means by which each member may hear and be heard by each other member, and the Committee may also act by unanimous written consent. At the

discretion of the Committee, other members of the Board, any officer or employee of the Company and any consultant or advisor to the Committee or other third party may be invited to attend and participate in meetings of the Committee, provided that no officer shall attend a portion of any meeting where such officer's compensation is discussed, unless specifically invited by the Committee. Minutes shall be kept for each meeting of the Committee. The Committee shall report its actions and any recommendations to the Board and provide the Board with such additional reports as are appropriate or requested by the Board.

IV. Committee Powers, Authority, Duties and Responsibilities

The Committee is granted the authority and is required to perform each of the specific duties enumerated below:

- A. *Compensation Philosophy.* The Committee shall establish and annually review a total compensation philosophy and policy that rewards the Company's Chief Executive Officer (the "CEO") and other key executives of the Company who are on the Executive Team (the "Executives") for their contribution to the Company's performance and that is designed to attract and retain the executive resources necessary to successfully lead and manage the Company.
- B. *CEO Compensation.* The Committee shall review and approve corporate goals and objectives relevant to compensation of the CEO, evaluate the CEO's performance in light of those goals and objectives and have the authority to determine and approve the CEO's compensation levels based on this evaluation and in accordance with any applicable employment agreement, including, without limitation (a) base salary amount, (b) bonus and other incentive compensation, (c) long-term incentive compensation, (d) employment, severance and change-in-control agreements/provisions, if any, and (e) any other special or supplemental benefits, including deferred compensation benefits and perquisites. In determining the long-term incentive component of CEO compensation, the Committee may consider, among other things, 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 CEO in past years.
- C. *Executive Compensation.* The Committee shall review and have the authority to determine the compensation and employee benefits of the Executives, including, without limitation (a) base salary amount, (b) bonus and other incentive compensation, (c) long-term incentive compensation, (d) employment, severance and change-in-control agreements/provisions, if any, and (e) any other special or supplemental benefits, including deferred compensation benefits and perquisites. In making the foregoing determinations, the Committee may consider any recommendations made by the Chief Executive Officer.
- D. *Bonus and Other Incentive Compensation Plans; Equity-Based Plans; Deferred Compensation Plans.* The Committee shall review, approve and administer the Company's bonus and other incentive compensation plans, equity-based plans and

deferred compensation plans, without limitation (a) approving option grants and other awards of cash- and equity-based compensation, (b) approving periodic or special cash bonuses and other incentive compensation, (c) interpreting the plans, (d) determining rules and regulations relating to the plans, (e) modifying or canceling existing grants or awards, and (f) imposing such limitations, restrictions and conditions upon any grant or award as the Committee deems necessary or advisable.

- E. *Director Compensation.* The Committee shall, at least annually, review and make recommendations to the Board with respect to compensation for Board and committee service by non-employee members of the Board.
- F. *Independent Consultants and Advisors.* The Committee shall have the authority:
- (i) to undertake studies and do such other acts as the Committee may deem appropriate to enhance the Company’s existing compensation structure, philosophy and policies;
 - (ii) to obtain advice and assistance from internal and external legal, accounting and other advisors (including compensation consultants or experts); and
 - (iii) to retain and terminate any compensation consultant or expert to be used to assist in the evaluation of compensation and shall have the sole authority to approve related fees and other retention terms.

All fees and expenses resulting from Committee action under clauses (i) – (iii) above shall be paid by the Company.

- G. *Delegation.* The Committee shall form a subcommittee each of the members of which shall be (i) a “non-employee director within the meaning of Rule 16b-3 promulgated under the Securities Exchange Act of 1934, as amended, and (ii) an “outside director” within the meaning of Section 162(m) of the Internal Revenue Code of 1986, as amended. The Committee shall have the authority (i) to delegate authority and responsibilities to one or more members of the Committee and (ii) to form, and delegate authority and responsibilities to, subcommittees. Any such persons or subcommittees shall report any actions taken by it to the whole Committee at its next regularly scheduled meeting. The Committee shall periodically review any such delegations and may revoke any such delegation at any time.
- H. *SEC Reporting.* The Committee shall oversee compliance with the compensation reporting requirements of the SEC, including, without limitation, the Committee’s review of the compensation discussion and analysis to be included in the Company’s filings with the SEC and preparation of a report of the Committee for inclusion in the Company’s annual proxy statement in accordance with the applicable rules and regulations of the SEC.
- I. *Actions with Respect to Charter.* The Committee shall periodically review and assess the adequacy of this Charter and recommend any proposed changes to the

Board for approval. A copy of this Charter will be publicly disclosed as required by applicable SEC rules and regulations.

- J. *Performance Evaluation.* The Committee shall conduct an annual evaluation of its own performance and report such results to the Board. The Committee shall determine the format of its own self-evaluation.
- K. *Other Duties.* The Committee shall have such other authority and responsibilities as may be assigned to it from time to time by the Board.
- L. *Board Approvals.* The Committee may, in its sole discretion, submit any matters for which it is responsible under this Charter to the Board of Directors for approval.