

**Charter of the Compensation and Nominating Committee  
of the  
Board of Directors  
of  
Forrester Research, Inc.**

As adopted by the Board of Directors on April 2, 2004

I. Organization and Governance of the Committee. There shall be a committee of the Board of Directors (the “Board”) to be known as the Compensation and Nominating Committee (the “Committee”). The Committee shall be composed of at least two directors, each of whom shall satisfy the independence requirements of the Company and The Nasdaq Stock Market, Inc. (“Nasdaq”) as in effect from time to time, and who shall be appointed by the Board of Directors. Members of the Committee may be removed at the Board's discretion. The composition of the Committee, or a duly constituted subcommittee thereof, shall satisfy the requirements of Section 162(m) of the Internal Revenue Code and shall be “non-employee directors” within the meaning of Rule 16b-3 under the Securities Exchange Act of 1934.

The Committee shall hold regularly scheduled meetings and such special meetings as circumstances dictate. The Committee shall periodically report its actions and any recommendations to the Board of Directors.

II. Statement of Purpose and Responsibilities. The Committee has direct responsibility to perform the following duties:

**Compensation Matters; Succession Planning; Administrative Matters**

- Assist the Board in developing and evaluating potential candidates for executive positions (including the CEO) and oversee the development of executive succession plans.
- Review and approve corporate goals and objectives relevant to CEO and other executive officer compensation, evaluate the CEO's and other executive officers' performance in light of those goals and objectives and, either as a committee or together with the other independent directors (as directed by the Board), determine and approve the CEO's and other executive officers' compensation level based on this evaluation;
- Make recommendations to the Board regarding compensation, if any, of the Board;
- Make recommendations to the Board regarding the adoption of new employee incentive compensation plans and equity-based plans and administer the Company's existing incentive compensation plans and equity-based plans;
- Produce a compensation committee report on executive compensation for inclusion in the Company's annual proxy statement in accordance with the proxy rules;

- Periodically review and assess the adequacy of this charter and submit any changes to the Board for approval;
- Annually perform, or participate in, an evaluation of the performance of the Committee, the results of which shall be presented to the Board; and
- Review such other matters as the Board or the Committee shall deem appropriate.

### **Nominating Matters**

- Assist in identifying and attracting qualified candidates to stand for election as directors, and recommend candidates to the Board;
- Evaluate periodically the size and composition of the Board, and recommend to the Board any changes;
- Select candidates for, and evaluate directors, in accordance with the procedures and criteria set forth below:
  - The Board shall be comprised of at least a majority of independent directors (as independence is defined under applicable Securities and Exchange Commission and Nasdaq rules and regulations).
  - General Criteria: Any potential director of the Company should:
    - Be an individual of the highest integrity;
    - Be free of any conflict of interest that would violate any applicable law or regulation, or, in the judgment of the Committee, interfere with the proper performance of such individual's responsibilities as a director;
    - Be willing and able to devote sufficient time to the affairs of the Company and be diligent in fulfilling the responsibilities of a director and Board committee member (including developing and maintaining sufficient knowledge about the Company and its industry);
    - Be willing and able to provide insights and practical advice based on his or her business acumen, experience and expertise; and
    - Be able to act in the best interest of all stockholders.
  - Specific criteria: In addition to the general criteria, the Committee shall develop and periodically evaluate and modify as appropriate specific criteria outlining the skills, experiences, particular areas of expertise, specific backgrounds and other professional and personal characteristics that, if represented, would or might enhance the effectiveness of the Board and the Board committees, taking into account the Company's business, size, strategic and operational objectives, customers, culture, employees, and other characteristics.

- Evaluate each new director candidate and each incumbent director prior to recommending that the Board nominate such individual for election or reelection as a director, based on the criteria set forth above;
- Establish procedures for soliciting and reviewing potential nominees for director from directors and stockholders of the Company; and
- Submit to the Board the candidates for director to be recommended by the Board for election at each annual meeting of stockholders, and candidates for director to be added to the Board at any other time due to director resignations, retirements, Board expansion, or otherwise.

III. Retention of Advisors. In order to fulfill its responsibilities, when it is determined by the Committee that it would be advisable to retain consultants to assist the Committee in fulfilling its responsibilities, the Committee shall have the authority to retain any such consultant, to approve the fee and other retention terms, and to terminate the relationship. The Committee shall also have the authority to retain legal, accounting or other experts that it determines to be necessary to carry out its duties.