

**THE ULTIMATE SOFTWARE GROUP, INC.
(THE “CORPORATION”)**

NOMINATING COMMITTEE CHARTER

Purpose

The purpose of the Nominating Committee is to identify and select or recommend qualified nominees to be elected to the board of directors of the Corporation (the “Board of Directors”) at the annual meeting of stockholders (consistent with criteria approved by the Board of Directors), identify, select or recommend qualified nominees to fill any vacancies on the Board of Directors or a committee thereof (consistent with criteria approved by the Board of Directors) and undertake such other duties and responsibilities as may from time to time be delegated by the Board of Directors to the Nominating Committee.

Membership Requirements

The Nominating Committee shall be comprised of two or more of the Independent Directors (as defined below). The Nominating Committee shall be comprised solely of Independent Directors. For purposes of this Nominating Committee Charter, “Independent Directors” are directors of the Corporation who (i) are “independent directors” according to the listing standards of the NASDAQ Stock Market; and (ii) satisfy any other applicable requirements of the Securities and Exchange Commission (the “SEC”) and any other applicable laws, rules and regulations with respect to independence, as determined by the Board of Directors. The members of the Nominating Committee shall be appointed annually by the Board of Directors and may be removed at any time, with or without cause, by the Board of Directors. The Chairman of the Nominating Committee will be selected by the Board of Directors.

Authority

In discharging its responsibilities, the Nominating Committee shall have authority to retain at the Corporation’s expense outside counsel or other consultants, including any search firm to be used to identify director candidates, in the Nominating Committee’s sole discretion. The Nominating Committee shall also have authority to approve the fees and other retention terms of such consultants and to terminate such consultants. The Nominating Committee shall have the authority to create and appoint subcommittees with such powers as the Nominating Committee shall from time to time confer; provided, however, that the Nominating Committee shall not delegate to a subcommittee any power or authority required by any law, regulation or listing standard to be exercised by the Nominating Committee as a whole. The Nominating Committee shall have all of the powers of the Board of Directors necessary or appropriate to fulfill its purposes and carry out its duties and responsibilities under this charter or as may otherwise be assigned to the Nominating Committee by the Board of Directors.

Duties and Responsibilities

The Nominating Committee shall have the following duties and responsibilities:

1. Annually present to the Board of Directors a list of individuals recommended for nomination for election to the Board of Directors at the annual meeting of stockholders, beginning with the 2014 annual meeting of stockholders.
2. Review and consider stockholder recommended candidates for nomination to the Board of Directors.
3. Before recommending an incumbent, replacement or additional director, review his or her qualifications, including capability, availability to serve, conflicts of interest, and other relevant factors. In fulfilling the Nominating Committee's responsibilities for recommending individuals for nomination for election to the Board of Directors, the Nominating Committee will apply any membership criteria that may be set forth in the Corporation's certificate of incorporation or by-laws or otherwise adopted by the Board of Directors, from time to time.
4. Assist in identifying, interviewing and recruiting candidates for the Board of Directors.
5. Review and evaluate any resignation offered to the Board of Directors by any member of the Board of Directors and make recommendations to the Board of Directors on whether to accept the resignation.
6. Regularly review and make recommendations about changes to the charter of the Nominating Committee.
7. Obtain or perform an annual evaluation of the Nominating Committee's performance and make applicable recommendations.

Meetings

Subject to the Corporation's by-laws and resolutions of the Board of Directors, the Nominating Committee shall meet not less than two times per year at such times as the Chairman of the Nominating Committee shall designate. The Chairman of the Nominating Committee shall develop and set the Nominating Committee's agenda in consultation with the other members of the Nominating Committee. Each Director and members of management are free to suggest the inclusion of items on the agenda. The agenda and information concerning the business to be conducted at each Nominating Committee meeting shall, to the extent practical, be distributed to the members of the Nominating Committee sufficiently in advance of each meeting to permit meaningful review. The Nominating Committee shall fix its own rules of procedure, consistent with the charter and the Corporation's by-laws. The Nominating Committee shall keep minutes of its meetings, and all action taken by it shall be reported to the Board of Directors.

Approved: February 4, 2013.