

SPSS INC.

CORPORATE GOVERNANCE PRINCIPLES

The Board of Directors (the “Board”) of SPSS Inc. (the “Company”), acting on the recommendation of its Nominating and Corporate Governance Committee (the “Nominating Committee”), has developed and adopted these Corporate Governance Principles as a general guide to assist the Board in carrying out its responsibilities and to promote the effective functioning of the Board and its committees. These Corporate Governance Principles are not intended as binding legal obligations or inflexible requirements, and are not intended to interpret applicable laws and regulations or modify the Company’s certificate of incorporation or by-laws.

I. BOARD COMPOSITION

- *Independence.* A majority of the directors of the Company shall qualify as independent directors in accordance with the applicable provisions of the Securities Exchange Act of 1934, as amended, the rules promulgated thereunder and the applicable rules of the NASDAQ Stock Market, Inc. (“NASDAQ”). The Board shall make a determination regarding the independence of each director annually.
- *Qualifications.* The Nominating Committee is responsible for developing and periodically reviewing Board membership criteria. The Nominating Committee believes that each director must:
 - have strength of character, high professional and personal ethics and values consistent with the longstanding values of the Company;
 - have business or other experience that will increase the overall effectiveness of the Board and allow insight based on experience;
 - be committed to enhancing stockholder value; and
 - have sufficient time to carry out the director’s duties.

In addition, the Nominating Committee takes into account judgment, independence, financial literacy and the extent to which a particular candidate would fill a present need on the Board.

- *Lead Director.* The Board shall designate one independent director as Lead Director to assume various responsibilities, including serving as the chairman of executive sessions of independent directors, consulting with the Chairman of the Board in planning Board meetings, serving as a conduit between the independent directors and the Company’s management when the Board is not in session, receiving communications directed to the independent directors and such other duties as the Board may delegate from time to time.

- Mandatory Offer of Resignation. The Company expects (i) any director who is also an officer of the Company to submit to the Board a letter offering his or her resignation as a director upon any termination of employment as an officer of the Company, and (ii) any director who is not an officer of the Company, but whose principal business activity changes or whose position with his or her employer changes in any material manner, to submit to the Board a letter offering his or her resignation as a director upon any such change. In each case, the Nominating Committee shall review whether the termination of employment or the change in principal business activity or position is consistent with the criteria for Board membership, and shall recommend a course of action to the Board. The Board shall ultimately decide whether to accept or reject the tendered offer of resignation.
- Retirement Policy. The Board does not maintain a policy with regard to a mandatory or target retirement age.

II. DIRECTOR RESPONSIBILITIES

- General. Directors should exercise their business judgment to act in what they reasonably believe to be the best interests of the Company in a manner consistent with their fiduciary duties.
- Agenda Items for Meetings. Each director is free to suggest the inclusion of items on the agenda for any Board meeting, request the presence of or a report by any member of the Company's management, or raise at any Board meeting subjects that are not on the agenda for that meeting.
- Meeting Attendance and Preparation. Directors are expected to attend all Board meetings and meetings of committees on which they serve and are strongly encouraged to attend each of the Company's annual meetings of stockholders. Information and data that is important to the Board's understanding of the business to be discussed at meetings will be distributed in advance of the meetings to the extent practicable, except when such material is too sensitive to be put in writing. To prepare for meetings, directors are expected to review the materials that are sent to them in advance of those meetings.
- Executive Sessions. To ensure free and open discussion and communication among the independent directors, executive sessions of independent directors shall generally be held at regular meetings of the Board or otherwise upon the request of the Lead Director. The Lead Director shall preside at the executive sessions.
- Additional Directorships. Each director is expected to inform the Chairman of the Board and the chairman of both the Nominating Committee and the Audit Committee of any other directorship that the director has been offered before accepting that directorship, other than directorships with not-for-profit corporations.
- Code of Conduct and Conflicts of Interest. Each director shall at all times exhibit high standards of integrity and ethical behavior. Each director shall adhere to the

Company's Second Amended and Restated Code of Business Conduct & Ethics as it may be amended from time to time. The Audit Committee reviews related party transactions and potential conflict of interest situations and directors are expected to be mindful of their fiduciary obligations to the Company. Each director must disclose to the rest of the members of the Board any potential conflict of interest the director may have with respect to a matter under discussion and, if appropriate, refrain from voting on a matter on which the director may have a conflict.

- Confidentiality. Directors shall preserve the confidentiality of confidential material given or presented to the Board and of deliberations of the Board.
- Public Statements. Absent unusual circumstances determined by the Board, the Company's management, as opposed to individual directors, provide the public voice of the Company.

III. BOARD COMMITTEES

- Standing Committees. In accordance with the Company's by-laws, the Board has established the following committees: Audit, Nominating and Corporate Governance and Compensation. Each of these committees has a written charter, which shall be reviewed annually, that sets forth the purpose and responsibilities of such committee. Each of these committees shall operate in accordance with applicable law, its charter, and the applicable rules of the Securities and Exchange Commission and NASDAQ.
- Other Committees. The Board may also establish such other committees as it deems appropriate and delegate to such committees such authority permitted by applicable law and the Company's by-laws as the Board sees fit.
- Committee Meeting Frequency. Each committee shall meet as many times as required by such committee's charter, or as frequently as necessary to conduct its assigned business.

IV. DIRECTOR ACCESS TO MANAGEMENT AND INDEPENDENT ADVISORS

- Access to the Company's Management. The Company shall provide each director with complete access to the Company's management, subject to reasonable advance notice to the Company and reasonable efforts to avoid disruption to the Company's management, business and operations.
- Independent Advisors. The Board and Board committees, to the extent set forth in the applicable committee charter, may engage and consult with financial, legal, or other independent advisors at the Company's expense.

V. DIRECTOR ORIENTATION AND CONTINUING EDUCATION

- Director Orientation and Continuing Education. New directors shall receive an orientation to be conducted by the Company's management to assist them in

assuming their roles as Board and committee members. The orientation shall include such matters as Board governance and operation, as well as the Company's history, strategic plans, business operations, financial position and legal and regulatory environment. In addition, the Company's management shall provide further information on an ongoing basis to assure that directors are aware of the business and other developments necessary to fulfill their role, and shall make available such outside educational opportunities as the Board deems relevant and appropriate.

VI. SUCCESSION

- Succession Planning. The Board shall from time to time consult with the Nominating Committee, the Chief Executive Officer and others regarding management succession.

VII. EVALUATION OF THE CORPORATE GOVERNANCE PRINCIPLES

- Evaluation of the Corporate Governance Principles. The Board recognizes that these Corporate Governance Principles must continue to evolve to meet the changing needs of the Company and its stockholders and changing requirements. The Board, with the assistance of the Nominating Committee, shall periodically review these Corporate Governance Principles to determine whether any changes are appropriate.