INFORMATICA CORP
Form DEF 14A
April 08, 2014

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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 14A INFORMATION

Proxy Statement Pursuant to Section 14(a) of
the Securities Exchange Act of 1934 (Amendment No.)

Filed by the Registrant ý

Filed by a Party other than the Registrant o

Check the appropriate box:

o Preliminary Proxy Statement

o **Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**

ý Definitive Proxy Statement

o Definitive Additional Materials

o Soliciting Material under §240.14a-12

Informatica Corporation

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

ý No fee required.

o Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.
(1) Title of each class of securities to which transaction applies:

(2) Aggregate number of securities to which transaction applies:

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

(4) Proposed maximum aggregate value of transaction:

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o Fee paid previously with preliminary materials.

o Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

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NOTICE OF ANNUAL MEETING OF STOCKHOLDERS
to be held May 23, 2014

Dear Informatica Stockholders:

NOTICE IS HEREBY GIVEN that the Annual Meeting of Stockholders (the "Annual Meeting") of Informatica Corporation, a Delaware corporation ("Informatica"), will be held on Friday, May 23, 2014 at 10:00 a.m., Pacific Time, at Informatica's corporate headquarters, 2100 Seaport Blvd., Redwood City, CA 94063, for the following purposes:

1. To elect the three Class II directors listed in the accompanying Proxy Statement to serve for a term of three years or until their respective successors have been duly elected and qualified.

2. To approve an amendment to Informatica's 2009 Equity Incentive Plan to increase the number of shares of Informatica's common stock reserved for issuance thereunder by 6,300,000 shares.

3. To ratify the appointment of Ernst & Young LLP as Informatica's independent registered public accounting firm for the fiscal year ending December 31, 2014.

4. To approve Informatica's executive compensation.

5. To transact such other business as may properly come before the Annual Meeting or any adjournment or postponement of the Annual Meeting.

These items of business are more fully described in the Proxy Statement accompanying this notice of Annual Meeting.

We are furnishing our proxy materials over the Internet to our stockholders rather than in paper form. We believe that this delivery process reduces our environmental impact and lowers the costs of printing and distributing our proxy materials without affecting our stockholders' timely access to this important information. Accordingly, unless you have previously requested to receive our proxy materials in paper form, you will receive a Notice of Internet Availability of Proxy Materials (the "Notice"), which we expect to mail on or about April 10, 2014.

Only stockholders of record at the close of business on Friday, March 28, 2014 are entitled to vote at the Annual Meeting or any adjournment or postponement of the Annual Meeting.

All stockholders are cordially invited to attend the Annual Meeting in person. However, to ensure your representation at the Annual Meeting, please vote as soon as possible by using the telephone or the Internet, as instructed in the Notice. Alternatively, you may follow the procedures outlined in the Notice to request a paper proxy card to submit your vote by mail. Any stockholder attending the Annual Meeting may vote in person even if he or she has voted using the Internet, telephone or proxy card, and any previous votes that were submitted by the stockholder, whether by Internet, telephone or proxy card, will be superseded by the vote that such stockholder casts at the Annual Meeting. For further details, please see the section entitled "Voting" on page 2 of the accompanying Proxy Statement.

By Order of the Board of Directors of
Informatica Corporation

Sohaib Abbasi
Chairman & Chief Executive Officer

Redwood City, California
April 10, 2014

Important Notice Regarding the Availability of Proxy Materials for the Stockholder Meeting to Be Held on May 23, 2014:

The Proxy Statement and 2013 Annual Report are available at http://www.viewproxy.com/informatica/2014.

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PROXY STATEMENT FOR 2014 ANNUAL MEETING OF STOCKHOLDERS

PROCEDURAL MATTERS

General

This Proxy Statement is being furnished to holders of common stock of Informatica Corporation, a Delaware corporation, in connection with the solicitation of proxies by the Board of Directors of Informatica for use at the Annual Meeting of Stockholders (the "Annual Meeting") to be held on Friday, May 23, 2014 at 10:00 a.m., Pacific Time, and at any adjournment or postponement thereof, for the purpose of considering and acting upon the matters set forth herein. The Annual Meeting will be held at Informatica's corporate offices, located at 2100 Seaport Blvd., Redwood City, CA 94063. The telephone number at that location is (650) 385-5000.

This Proxy Statement and our 2013 Annual Report were first furnished and made available on or about April 10, 2014 to all stockholders entitled to vote at the Annual Meeting.

Notice of Internet Availability of Proxy Materials

In accordance with the "notice and access" rules of the U.S. Securities and Exchange Commission (the "SEC"), instead of mailing a printed copy of our Proxy Statement, proxy card and 2013 Annual Report to Stockholders (collectively, the "proxy materials") to stockholders entitled to vote at the Annual Meeting, we are furnishing the proxy materials to our stockholders over the Internet. If you received a Notice of Internet Availability of Proxy Materials (the "Notice") by mail, you will not receive a printed copy of the proxy materials. Instead, the Notice will instruct you as to how you may access and review the proxy materials and submit your vote via the Internet. If you received a Notice by mail and would like to receive a printed copy of the proxy materials, please follow the instructions for requesting such materials included in the Notice.

Stockholders Entitled to Vote; Record Date

Only holders of record of Informatica's common stock at the close of business on March 28, 2014 (the "Record Date") are entitled to notice of and to vote at the Annual Meeting. Such stockholders are entitled to cast one vote for each share of common stock held as of the Record Date on all matters properly submitted for the vote of stockholders at the Annual Meeting. As of the Record Date, there were 109,516,329 shares of common stock outstanding and entitled to vote at the Annual Meeting. No shares of preferred stock were outstanding. For information regarding security ownership by management and by the beneficial owners of more than 5% of Informatica's common stock, see the section of this Proxy Statement entitled "Security Ownership by Principal Stockholders and Management."

Quorum; Required Vote

The presence of the holders of a majority of the shares of common stock entitled to vote generally at the Annual Meeting is necessary to constitute a quorum at the Annual Meeting. Stockholders are counted as present at the meeting if they are present in person or have voted by proxy by properly submitting a proxy card or voting by telephone or by the Internet.

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A director nominee will be elected if the number of shares voted "for" that nominee exceeds the number of votes cast "against" that nominee (Proposal One). If an incumbent director fails to receive a majority of votes "for" reelection, the Corporate Governance and Nominating Committee will act on an expedited basis to determine whether to accept the director's resignation and will submit such recommendation for prompt consideration by the Board of Directors. See "Proposal One Election of Directors General." You may vote "for," "against" or "abstain" on each of the three nominees for election as a director.

The affirmative vote of a majority of votes present in person or represented by proxy and entitled to vote is required to approve the amendment to the 2009 Equity Incentive Plan (Proposal Two), to ratify the appointment of Ernst & Young LLP as Informatica's independent registered public accounting firm (Proposal Three) and to approve, by non-binding vote, Informatica's executive compensation (Proposal Four). You may vote "for," "against" or "abstain" on each of these proposals.

Abstentions and Broker Non-Votes

Under the General Corporation Law of the State of Delaware, an abstaining vote and a broker "non-vote" are counted as present and entitled to vote and are, therefore, included for purposes of determining whether a quorum is present at the Annual Meeting.

An abstention is generally deemed to be a "vote cast" and has the same effect as a vote cast against approval of a proposal requiring approval by a majority of the votes present in person or represented by proxy and entitled to vote. However, pursuant to our bylaws, abstentions are not considered to be votes cast for the election of directors and will not affect the outcome of the election of directors.

Broker non-votes are not deemed to be votes cast. As a result, broker non-votes are not included in the tabulation of the voting results on the election of directors or issues requiring approval of a majority of the votes present in person or represented by proxy and entitled to vote. Therefore, broker non-votes do not have the effect of votes in opposition in such tabulations. A broker non-vote occurs when a nominee holding shares for a beneficial owner does not vote on a particular proposal because the nominee does not have discretionary voting power with respect to that item and has not received instructions from the beneficial owner.

Board of Directors' Recommendations

The Board of Directors recommends that you vote your shares:

- "FOR" the nominees for election as Class II directors (Proposal One);
- "FOR" the amendment to the 2009 Equity Incentive Plan (Proposal Two);
- "FOR" the ratification of the appointment of Ernst & Young LLP as Informatica's independent registered public accounting firm for the fiscal year ending December 31, 2014 (Proposal Three); and
- "FOR" the approval of Informatica's executive compensation (Proposal Four).

Voting

All shares entitled to vote and represented by proxies received prior to the Annual Meeting, and not revoked, will be voted at the Annual Meeting in accordance with the instructions indicated. If you submit a proxy via the Internet, by telephone or by mail and do not make any voting selections, the shares represented by that proxy will be voted as recommended by the Board of Directors. If any other matters are properly presented for consideration at the Annual Meeting, including, among other things, consideration of a motion to adjourn the Annual Meeting to another time or place (including, without limitation, for the purpose of soliciting additional proxies), the persons named as proxies and acting thereunder will have discretion to vote on those matters in

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accordance with their best judgment. Informatica does not currently anticipate that any other matters will be raised at the Annual Meeting.

Stockholder of Record or Beneficial Owner

Most Informatica stockholders hold their shares through a broker, trustee or other nominee, rather than directly in their own name. As summarized below, there are some distinctions between shares held of record and those owned beneficially.

Stockholder of Record. If your shares are registered directly in your name with Informatica's transfer agent, you are considered, with respect to those shares, the "stockholder of record." If you are a stockholder of record, the Notice has been sent directly to you by Informatica.

Beneficial Owner. If your shares are held in a brokerage account or by a bank or another nominee, you are considered the "beneficial owner" of shares held in "street name." The Notice has been forwarded to you by your broker, trustee or nominee who is considered, with respect to those shares, the stockholder of record.

Methods of Voting

Stockholders of Record. As a stockholder of record, you may instruct the proxy holders how to vote your shares by using the Internet voting site or the toll-free telephone number listed on the Notice or the proxy card, or by requesting a proxy card by telephone at 1-877-777-2857 or by email at requests@viewproxy.com and completing, signing, dating and returning the proxy card in the postage pre-paid envelope provided. Proxy cards submitted by mail must be received by the time of the Annual Meeting in order for your shares to be voted. Specific instructions for using the telephone and Internet voting systems are on the Notice and the proxy card. The telephone and Internet voting systems for stockholders of record will be available until 11:59 p.m. (Eastern time) on May 22, 2014. Whichever of these methods you select to transmit your instructions, the proxy holders will vote your shares in accordance with those instructions. If you sign and return a proxy card without giving specific voting instructions, your shares will be voted as recommended by our Board of Directors.

If you attend the Annual Meeting, you may also submit your vote in person, and any previous votes that you submitted, whether by Internet, telephone or mail, will be superseded by the vote that you cast at the Annual Meeting. If you plan to attend the Annual Meeting, please bring proof of identification for entrance to the Annual Meeting. You may obtain directions to our corporate headquarters in order to attend the Annual Meeting at http://www.informatica.com/us/company/contact-locations, or by calling (650) 385-5000.

Beneficial Owners. As a beneficial owner, you have the right to direct your broker, trustee or other nominee on how to vote your shares, and you will receive instructions from them that you must follow in order to have your shares voted. The instructions from your broker, bank or other nominee will indicate if Internet and telephone voting are available, and if they are available, will provide details regarding Internet and telephone voting.

Because a beneficial owner is not the stockholder of record, you may not vote these shares in person at the Annual Meeting unless you obtain a "legal proxy" from the broker, trustee or nominee that holds your shares, giving you the right to vote the shares at the Annual Meeting.

Changing Your Vote; Revocability of Proxy

Subject to any rules your broker, trustee or nominee may have, you may change your proxy instructions at any time before your proxy is voted at the Annual Meeting.

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Stockholders of Record. If you are a stockholder of record, you may change your vote (1) by delivering to us (Attention: Corporate Secretary, 2100 Seaport Blvd., Redwood City, California 94063), prior to your shares being voted at the Annual Meeting, a later dated written notice of revocation or a duly executed proxy card, or (2) by attending the Annual Meeting and voting in person (although attendance at the Annual Meeting will not, by itself, revoke a proxy). A stockholder of record that has voted on the Internet or by telephone may also change his or her vote by subsequently making a timely and valid later Internet or telephone vote.

Beneficial Owners. If you are a beneficial owner of shares held in street name, you may change your vote (1) by submitting new voting instructions to your broker, trustee or nominee, or (2) if you have obtained a legal proxy from the broker, trustee or nominee that holds your shares giving you the right to vote the shares, by attending the Annual Meeting and voting in person.

Expenses of Solicitation

Informatica will bear all expenses of this solicitation, including the cost of preparing and mailing this solicitation material. Informatica may reimburse brokerage firms, custodians, nominees, fiduciaries and other persons representing beneficial owners of common stock for their reasonable expenses in forwarding solicitation materials to such beneficial owners. Directors, officers and employees of Informatica may also solicit proxies in person or by telephone, letter, e-mail, telegram, facsimile or other means of communication. Such directors, officers and employees will not be additionally compensated, but they may be reimbursed for reasonable out-of-pocket expenses in connection with such solicitation. Informatica has engaged the services of a professional proxy solicitation firm, Alliance Advisors LLC, to aid in the solicitation of proxies from certain brokers, bank nominees and other institutional owners. Informatica's costs for such services, if retained, will not be significant.

Procedure for Submitting Stockholder Proposals

Requirements for Stockholder Proposals to be Considered for Inclusion in Informatica's Proxy Materials

Stockholders may present proper proposals for inclusion in Informatica's proxy statement and for consideration at the next annual meeting of its stockholders by submitting their proposals in writing to the Secretary of Informatica in a timely manner. In order to be included in Informatica's proxy materials for the 2015 annual meeting of stockholders, stockholder proposals must be received by the Secretary of Informatica no later than December 11, 2014 and must otherwise comply with the requirements of Rule 14a-8 of the Securities Exchange Act of 1934, as amended (the "Exchange Act").

Requirements for Stockholder Proposals to be Brought before an Annual Meeting

In addition, Informatica's Bylaws establish an advance notice procedure for stockholders who wish to present certain matters before an annual meeting of stockholders. In general, nominations for the election of directors may be made by (1) the Board of Directors, (2) the Corporate Governance and Nominating Committee or (3) any stockholder entitled to vote who has delivered written notice to the Secretary of Informatica within the Notice Period (as defined below), which notice must contain specified information concerning the nominees and concerning the stockholder proposing such nominations. However, if a stockholder wishes only to recommend a candidate for consideration by the Corporate Governance and Nominating Committee as a potential nominee for Informatica's Board of Directors, see the procedures discussed in "Proposal One Election of Directors Corporate Governance Matters."

Informatica's Bylaws also provide that the only business that may be conducted at an annual meeting is business that is (1) specified in the notice of meeting given by or at the direction of the Board of Directors, (2) properly brought before the meeting by or at the direction of the Board of Directors, or (3) properly brought

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before the meeting by any stockholder entitled to vote who has delivered written notice to the Secretary of Informatica within the Notice Period (as defined below), which notice must contain specified information concerning the matters to be brought before such meeting and concerning the stockholder proposing such matters.

The "Notice Period" is defined as that period not less than 45 days nor more than 75 days prior to the anniversary of the date on which Informatica first mailed its proxy materials for the previous year's annual meeting of stockholders. As a result, the Notice Period for the 2015 annual stockholder meeting will start on January 25, 2015 and end on February 24, 2015.

If a stockholder who has notified Informatica of his or her intention to present a proposal at an annual meeting does not appear to present his or her proposal at such meeting, Informatica need not present the proposal for vote at such meeting.

A copy of the full text of the Bylaw provisions discussed above may be obtained by writing to the Secretary of Informatica or by accessing Informatica's filings on the SEC's website at www.sec.gov. All notices of proposals by stockholders, whether or not included in Informatica's proxy materials, should be sent to Informatica Corporation, 2100 Seaport Blvd., Redwood City, CA 94063, Attention: Corporate Secretary.

Delivery of Proxy Materials to Stockholders

If you share an address with another stockholder, each stockholder may not receive a separate copy of the proxy materials. Stockholders who do not receive a separate copy of the proxy materials may request to receive a separate copy of the proxy materials by sending an email to requests@viewproxy.com, by calling 1-877-777-2857 or by writing to Informatica Corporation, 2100 Seaport Blvd., Redwood City, CA 94063, Attention: Corporate Secretary. Alternatively, stockholders who share an address and receive multiple copies of Informatica's proxy materials can request to receive a single copy by following the same instructions.

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PROPOSAL ONE
ELECTION OF DIRECTORS

General

Informatica's Board of Directors is currently comprised of nine members who are divided into three classes with overlapping three-year terms as follows:

Class I Directors (Term Expires in 2016)	Class II Directors (Term Expires in 2014)	Class III Directors (Term Expires in 2015)
Mark Garrett	Mark A. Bertelsen	Sohaib Abbasi
Gerald Held	Hilarie Koplow-McAdams	Amy Chang
Charles J. Robel	A. Brooke Seawell	Geoffrey W. Squire, OBE

A director serves in office until his or her respective successor is duly elected and qualified or until his or her earlier death or resignation. Any additional directorships resulting from an increase in the number of directors will be distributed among the three classes so that, as nearly as possible, each class will consist of an equal number of directors. Three Class II directors shall be elected at the Annual Meeting.

In accordance with our Bylaws and Corporate Governance Principles, if there is no contested election of directors (i.e., the number of candidates for election as directors does not exceed the number of directors to be elected), a nominee for election or reelection to our Board of Directors must receive more votes cast "for" than "against" his/her election or reelection in order to be elected or reelected to the Board. The Board of Directors expects a director to tender his resignation if he/she fails to receive the required number of votes for reelection. If an incumbent director fails to receive the required vote for reelection, the Corporate Governance and Nominating Committee will act on an expedited basis to determine whether to accept the director's resignation and will submit such recommendation for prompt consideration by the Board of Directors.

Nominees for Class II Directors

Three Class II directors are to be elected at the Annual Meeting for a three-year term ending in 2017. Upon the recommendation of the Corporate Governance and Nominating Committee, the Board of Directors has nominated **Mark A. Bertelsen, Hilarie Koplow-McAdams and A. Brooke Seawell** for election as Class II directors. Mr. Bertelsen, Ms. Koplow-McAdams and Mr. Seawell are independent directors.

Mr. Bertelsen and Mr. Seawell were elected by the stockholders at the 2011 annual meeting of stockholders. Ms. Koplow-McAdams was appointed to the Board of Directors in March 2014 upon the recommendation of the Corporate Governance and Nominating Committee. Ms. Koplow-McAdams was recommended to the Corporate Governance and Nominating Committee by a third-party search firm. After conducting its evaluation, including interviews with Ms. Koplow-McAdams, the Corporate Governance and Nominating Committee recommended her appointment to the Board of Directors.

Mr. Bertelsen, Ms. Koplow-McAdams and Mr. Seawell have each consented to being named in this proxy statement and to serve as directors if re-elected. However, in the event that any nominee is unable or declines to serve as a director at the time of the meeting, the proxies will be voted for any nominee who shall be designated by the Board of Directors to fill the vacancy. The term of office of each person elected as a director will continue until such director's term expires in 2017 or until such director's successor has been elected and qualified.

The Board of Directors recommends a vote "FOR" each of the nominees listed above.

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Board Composition and Director Biographies

Our Corporate Governance Principles and the charter of the Corporate Governance and Nominating Committee provide that such committee should review the size and composition of the Board, including personal character, judgment, diversity, expertise, business experience, length of service, independence and other commitments. The Corporate Governance and Nominating Committee conducts this review annually in the context of recommending directors for election by the stockholders. In addition, the Board of Directors believes that, as a matter of policy, there should be a substantial majority of independent directors on the Board and the mix of Board members should provide a range of expertise and perspective in relevant areas. The Corporate Governance and Nominating Committee believes that certain experiences, qualifications, attributes or skills are important for members of our Board of Directors to have in light of our business, including: leadership expertise, financial expertise, industry expertise, technology expertise, "go-to-market" expertise (which encompasses certain business and organizational strategies, such as customer, operations, sales, pricing and marketing activities), corporate development and merger and acquisition (M&A) expertise, legal and compliance expertise and global expertise. While we do not have a policy with regard to the consideration of diversity in identifying director nominees, as noted above diversity is one of the many criteria that the Corporate Governance and Nominating Committee considers.

For each nominee and the other directors, the biographies below identify and describe the specific experiences, qualifications, attributes or skills that the Corporate Governance and Nominating Committee and Board of Directors considered when nominating such director for election, as well as such directors' recent employment or principal occupation, names of other public companies for which they currently serve or within the past five years have served as a director, their length of service on our Board of Directors and their age.

NAME	AGE	PRINCIPAL OCCUPATION AND BUSINESS EXPERIENCE
Sohaib Abbasi	***57***	***Chief Executive Officer, President and Chairman of the Board, Informatica Corporation***

Mr. Abbasi has served as our chief executive officer and president of Informatica since July 2004, and as chairman since March 2005. From 2001 to 2003, Mr. Abbasi was senior vice president, Oracle Tools Division and Oracle Education at Oracle Corporation, which he joined in 1982. From 1994 to 2000, he was senior vice president, Oracle Tools Product Division. Mr. Abbasi graduated with honors from the University of Illinois at Urbana-Champaign in 1980, where he earned both a B.S. and an M.S. degree in computer science. Mr. Abbasi serves on the board of directors of Red Hat, Inc.

Mr. Abbasi has been a director since February 2004.

Among other skills and qualifications, Mr. Abbasi brings to the Board:

- Leadership, Financial and Global Expertise current CEO and director of publicly-traded international companies, including software and emerging technology companies

- Industry, Technology, Go-To-Market and Corporate Development and M&A Expertise over 20 years in senior management of technology companies, including software companies

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NAME	AGE	PRINCIPAL OCCUPATION AND BUSINESS EXPERIENCE
Mark A. Bertelsen	***69***	***Senior Partner, Wilson Sonsini Goodrich & Rosati, Professional Corporation***

Mr. Bertelsen joined Wilson Sonsini Goodrich & Rosati in 1972 and was the firm's managing partner from 1990 to 1996. He received his law degree (J.D.) from the University of California Berkeley School of Law in 1969, and a B.A. in political science from the University of California Santa Barbara in 1966. Mr. Bertelsen is a trustee of the University of California, Berkeley Foundation. Mr. Bertelsen is also a member of the executive committee of the U.C. Santa Barbara Foundation and served as its chair from 2001 to 2003. He also serves on the Dean's Cabinet of the College of Engineering and on the Director's Council of the Institute of Energy Efficiency of the University of California Santa Barbara. Mr. Bertelsen also served on the board of directors of Autodesk, Inc. during the past five years.

Mr. Bertelsen has been a director since September 2002.

Among other skills and qualifications, Mr. Bertelsen brings to the Board:

- Leadership Expertise former managing partner of national law firm; director of publicly-traded technology companies
- Legal and Compliance, Financial, Industry, Corporate Development and M&A Expertise legal advisor to technology and high growth business enterprises for over 30 years

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Amy Chang	***37***	***Chief Executive Officer and Founder, Accompani, Inc.***

Ms. Chang has been the chief executive officer and founder of Accompani, Inc. since May 2013. Prior to founding Accompani, Ms. Chang was the global head of product, ads measurement and reporting for Google Inc. from 2010 until August 2012. Ms. Chang joined Google in July 2005, and served in various management positions including director of product management, group product manager, senior product manager and product manager. Prior to joining Google, Ms. Chang held various positions at eBay Inc. and McKinsey & Company. Ms. Chang holds a B.S. degree in electrical engineering, hardware, and a M.S. degree in electrical engineering, network systems, from Stanford University. During her time at Stanford, Ms. Chang was an Intel Foundation Scholar and a Mayfield Venture Fund Fellow.

Ms. Chang has been a director since July 2012.

Among other skills and qualifications, Ms. Chang brings to the Board:

- Leadership and Global Expertise current CEO; former global division leader for publicly-traded international technology company
- Industry, Technology and Go-To-Market Expertise over 10 years in engineering and product strategy at technology and consulting companies; member of several advisory boards of technology companies

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NAME	AGE	PRINCIPAL OCCUPATION AND BUSINESS EXPERIENCE
Mark Garrett	***56***	***Executive Vice President and Chief Financial Officer, Adobe Systems Incorporated***

Mr. Garrett has been the executive vice president and chief financial officer of Adobe Systems Incorporated since February 2007. From June 2004 to January 2007, Mr. Garrett served as senior vice president and chief financial officer of EMC Software, the software group of EMC Corporation. Prior to its acquisition by EMC, Mr. Garrett was the chief financial officer of Documentum. Mr. Garrett began his career in 1979 at IBM where he spent 12 years in senior accounting and finance management positions. Thereafter, he joined Cadence Design Systems where he was eventually named vice president of finance. Mr. Garrett currently serves on the board of directors for the Adobe Foundation, the Children's Discovery Museum of San Jose and Model N, Inc. He holds bachelor's degrees in accounting and marketing from Boston University and a MBA degree from Marist College.

Mr. Garrett has been a director since October 2008.

Among other skills and qualifications, Mr. Garrett brings to the Board:

- Leadership, Industry, Go-To-Market and Corporate Development and M&A Expertise over 20 years in senior management of technology companies, including software and emerging technology companies

- Financial, Legal and Compliance and Global Expertise current and former CFO of publicly-traded international companies

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Gerald Held	***66***	***Chief Executive Officer, Held Consulting, LLC***

Dr. Held has been chief executive officer of Held Consulting, LLC since 1999. He also serves as a mentor/consultant at Studio 9+, a startup incubator. Dr. Held also served as the executive chairman of Vertica Systems, a provider of database management systems, from January 2007 to July 2010. In 1998, Dr. Held was CEO-in-residence at the venture capital firm of Kleiner Perkins Caufield and Byers. From 1993 to 1997, Dr. Held was senior vice president, Oracle Server Technologies Division. From 1976 to 1993, Dr. Held served in various executive roles at Tandem Computers, Inc. He was a member of the technical staff at RCA Corporation from 1970 to 1976. Dr. Held holds a B.S. degree in electrical engineering from Purdue University, an M.S. degree in systems engineering from the University of Pennsylvania and a Ph.D. degree in computer science from the University of California, Berkeley. Dr. Held serves on the board of directors of NetApp, Inc., and a number of privately-held companies. Dr. Held is also a member of the board of directors of The Tech Museum of Innovation. Dr. Held also served on the board of directors of Openwave Systems, Inc. during the past five years.

Dr. Held has been a director since November 2008.

Among other skills and qualifications, Dr. Held brings to the Board:

- Leadership and Global Expertise former executive and CEO-in-residence; director of publicly-traded technology companies

- Industry and Technology Expertise over 30 years in senior management of technology companies, including software and emerging technology companies

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NAME	AGE	PRINCIPAL OCCUPATION AND BUSINESS EXPERIENCE
Hilarie Koplow-McAdams	***50***	***Chief Revenue Officer, New Relic, Inc.***

Ms. Koplow-McAdams has served as the chief revenue officer of New Relic, Inc., since December 2013. Prior to joining New Relic, Ms. Koplow-McAdams served as president, global sales of salesforce.com, inc. from April 2013 to November 2013. Ms. Koplow-McAdams also held a variety of other positions at salesforce, including president, commercial and SMB unit from February 2012 to April 2013; executive vice president, worldwide sales from May 2010 to February 2012; and executive vice president, global corporate sales from May 2008 to May 2010. Prior to salesforce, Ms. Koplow-McAdams was vice president of direct sales at Intuit, Inc. from 2006 to 2008. In addition, Ms. Koplow-McAdams previously served in various senior sales roles at Oracle Corporation. Ms. Koplow-McAdams has a bachelor of arts degree in sociology from Mills College and a master of arts degree in public policy from the University of Chicago.

Ms. Koplow-McAdams has been a director since March 2014.

Among other skills and qualifications, Ms. Koplow-McAdams brings to the Board:

- Leadership and Global Expertise current executive; former executive of publicly-traded international technology companies
- Industry, Technology and Go-To-Market Expertise over 25 years in senior management of technology companies, including software and emerging technology companies

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Charles J. Robel	***64***	***Former Chairman of the Board, McAfee, Inc.***

Mr. Robel served as the chairman of the board of directors of McAfee, Inc., from October 2006 to February 2011. From June 2000 to December 2005, Mr. Robel was a general partner and chief of operations of Hummer Winblad Venture Partners, a venture capital firm. From January 1974 to May 2000, Mr. Robel was a partner with PricewaterhouseCoopers, LLP. From mid-1995 to May 2000, Mr. Robel led PricewaterhouseCoopers' High Technology Transaction Services Group in Silicon Valley. From May 1985 to mid-1995, Mr. Robel was the partner in charge of the Software Industry Group at PricewaterhouseCoopers, LLP in Silicon Valley, and prior to that, Mr. Robel was with PricewaterhouseCoopers, LLP in Los Angeles and Phoenix. Mr. Robel holds a B.S. degree in accounting from Arizona State University. Mr. Robel serves on the board of directors of Jive Software, Inc., Model N, Inc., Palo Alto Networks, Inc. and a number of privately-held companies. Mr. Robel also served on the board of directors of Autodesk, Inc., and DemandTec, Inc. during the past five years.

Mr. Robel has been a director since November 2005 and lead independent director since January 2009.

Among other skills and qualifications, Mr. Robel brings to the Board:

- Leadership, Industry and Corporate Development and M&A Expertise over 30 years in public accounting and advising on strategy, valuation and M&A structuring for technology companies, including software and emerging technology companies
- Financial, Legal and Compliance, and Global Expertise former partner of international accounting firm and current audit committee chair/member for publicly-traded software companies

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NAME	AGE	PRINCIPAL OCCUPATION AND BUSINESS EXPERIENCE
A. Brooke Seawell	***66***	***Venture Partner, New Enterprise Associates***

Mr. Seawell has been a venture partner with New Enterprise Associates, a venture capital firm, since January 2005. From February 2000 to December 2004, Mr. Seawell was a partner with Technology Crossover Ventures, a venture capital firm. From January 1997 to August 1998, Mr. Seawell was executive vice president of NetDynamics, an applications server software company, which was acquired by Sun Microsystems. From March 1991 to January 1997, Mr. Seawell was senior vice president and chief financial officer of Synopsys, an electronic design automation software company. Mr. Seawell holds a B.A. degree in economics and a M.B.A. degree in finance from Stanford University. Mr. Seawell serves on the Board of Directors of NVIDIA Corporation, Tableau Software, Inc., and a number of privately-held companies. Mr. Seawell also served on the board of directors of Glu Mobile Inc. during the past five years. Mr. Seawell was a member of the Management Board of the Stanford Graduate School of Business from 2008 to 2012 and is currently a member of the Stanford Athletic Board.

Mr. Seawell has been a director since December 1997.

Among other skills and qualifications, Mr. Seawell brings to the Board:

Leadership, Industry and Corporate Development and M&A Expertise over 30 years in senior management of technology companies, including software and emerging technology companies, and venture capital firms; director of technology companies

Financial, Legal and Compliance, and Global Expertise former CFO of international publicly-traded companies

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Geoffrey W. Squire, OBE	***67***	***Chairman, Kognitio Ltd.***

Mr. Squire is presently the chairman of Kognitio Ltd., a provider of business intelligence services. From May 2002 to January 2009, he was chairman of a UK-based public company, The Innovation Group, a provider of business services to the global insurance community. From April 1997 to June 2005, Mr. Squire was vice chairman of VERITAS, a storage solutions software company. From June 1995 to April 1997, Mr. Squire was CEO of OpenVision, a systems management software company. Prior to OpenVision, Mr. Squire was responsible for the launch of Oracle UK, and served as the chief executive officer of Oracle Europe and president of Oracle Worldwide Operations. A former president of the UK Computing Services & Software Association and the European Information Services Association, Mr. Squire holds an honorary doctorate from Oxford Brookes University and was awarded an Officer of the Order of the British Empire for his contributions to the information industry. Mr. Squire also serves on the Board of Directors of a number of privately-held companies.

Mr. Squire has been a director since October 2005.

Among other skills and qualifications, Mr. Squire brings to the Board:

Leadership and Global Expertise former executive and director of international companies

Industry, Technology, Go-To-Market and Corporate Development and M&A Expertise over 20 years in senior management of technology companies, including software and emerging technology companies

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Leadership Structure

At present, Mr. Abbasi serves as our chairman of the board and chief executive officer. Our Corporate Governance Principles provide that our Board of Directors will appoint the chairman and chief executive officer (CEO) positions based upon what it believes is in Informatica's best interests at any point in time. Currently, the Board of Directors does not require separation of the chairman and CEO positions or that the chairman is a

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non-employee director. The Corporate Governance and Nominating Committee annually reviews the combination of the chairman and CEO positions. We currently believe that as CEO, Mr. Abbasi is in the best position to direct the focus and attention of the Board of Directors to the areas most relevant for Informatica and its stockholders. As our CEO, Mr. Abbasi is the most familiar with Informatica's business, industry and strategic priorities. By combining the role of chairman and CEO, Mr. Abbasi is able to provide strong and valuable leadership for Informatica both internally and externally.

In addition, our Corporate Governance Principles provide that the Board of Directors should elect a lead independent director. We have had a lead independent director since 2005. The Corporate Governance and Nominating Committee annually evaluates which non-employee director should serve in such role. At present, Mr. Robel serves as our lead independent director. The lead independent director is primarily responsible for:

- communicating with the chairman and CEO, and consulting with the chairman and CEO regarding board meeting agendas and materials;
- preparing agendas and approving materials for meetings of the independent directors, leading such meetings and calling additional meetings of the independent directors as necessary;
- disseminating information to the other directors; and
- facilitating communication between management and the independent directors, and raising issues with management on behalf of the independent directors when appropriate.

Furthermore, from time to time, our lead independent director also meets or otherwise communicates with our stockholders on various corporate governance and executive compensation issues. Also, as discussed in "Board Meetings and Committees" below, all of the directors on the Board's standing committees are independent, and each of these committees is led by a committee chair. Our Board of Directors feels that combining the positions of chairman and CEO, selecting a lead independent director to provide independent leadership and maintaining independent committees with individual chairs is the appropriate leadership structure to encourage the effective, efficient and engaged governance of Informatica by the Board of Directors and management.

Board Meetings and Committees

During 2013, the Board of Directors held seven meetings (including regularly scheduled and special meetings), and no director attended fewer than 75% of the total number of meetings of the Board of Directors and the committees of which he or she was a member.

The Board of Directors currently has four standing committees: an Audit Committee, a Compensation Committee, a Corporate Governance and Nominating Committee and a Strategy Committee.

Audit Committee

The Audit Committee, which has been established in accordance with Section 3(a)(58)(A) of the Exchange Act, consists of Messrs. Garrett, Robel and Seawell, each of whom is "independent," as such term is defined for audit committee members by the listing standards of The NASDAQ Stock Market. Mr. Seawell is the Chairman of the Audit Committee. The Board of Directors has determined that each of Messrs. Garrett, Robel and Seawell is an "audit committee financial expert" as defined under the rules of the SEC. The Audit Committee had ten meetings in 2013. The Audit Committee (1) provides oversight of Informatica's accounting and financial reporting processes and of the audit of Informatica's financial statements, (2) assists the Board of Directors in oversight of the integrity of Informatica's financial statements, Informatica's compliance with certain legal and regulatory requirements, the independent registered public accounting firm's qualifications, independence and performance, and Informatica's internal accounting and financial controls, and (3) provides to the Board of

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Directors such information and materials as it may deem necessary to make the Board of Directors aware of significant financial matters that require the attention of the Board of Directors. The Audit Committee acts pursuant to a written charter adopted by the Board of Directors, which is available in the "Investor Relations Corporate Governance" section of our website at www.informatica.com.

Compensation Committee

The Compensation Committee consists of Ms. Chang, Dr. Held and Mr. Robel, each of whom is "independent" as defined in the listing standards of The NASDAQ Stock Market. Dr. Held is the chairman of the Compensation Committee. Effective April 21, 2014, Ms. Koplow-McAdams will join the Compensation Committee, replacing Mr. Robel. The Compensation Committee had six meetings in 2013. The Compensation Committee reviews and approves the compensation and benefits for Informatica's executive officers and the Board of Directors, administers Informatica's stock plans and performs such other duties as may from time to time be determined by the Board of Directors. The Compensation Committee acts pursuant to a written charter adopted by the Board of Directors, which is available in the "Investor Relations Corporate Governance" section of our website at www.informatica.com. The Compensation Discussion and Analysis included in this Proxy Statement includes additional information regarding the Compensation Committee's processes and procedures for considering and determining executive compensation.

Corporate Governance and Nominating Committee

The Corporate Governance and Nominating Committee consists of Messrs. Garrett, Robel and Seawell, each of whom is "independent" as defined in the listing standards of The NASDAQ Stock Market. Mr. Robel is the chairman of the Corporate Governance and Nominating Committee. The Corporate Governance and Nominating Committee had four meetings in 2013. This committee is responsible for making recommendations to the Board of Directors on matters concerning corporate governance, evaluating and recommending candidates for election to the Board, reviewing and making recommendations regarding the composition and mandate of Board committees, developing overall governance guidelines, and overseeing the performance of the Board. It is the policy of the Corporate Governance and Nominating Committee to consider recommendations of candidates for the Board of Directors submitted by the stockholders of Informatica; for more information see the discussion in "Corporate Governance Matters." The Corporate Governance and Nominating Committee acts pursuant to a written charter adopted by the Board of Directors, which is available in the "Investor Relations Corporate Governance" section of our website at www.informatica.com.

Strategy Committee

The Strategy Committee consists of Messrs. Bertelsen, Held, Robel and Squire, each of whom is "independent" as defined in the listing standards of The NASDAQ Stock Market. Mr. Squire is the Chairman of the Strategy Committee. The Strategy Committee is responsible for assisting Informatica's Board of Directors and management to oversee Informatica's strategic plans. The Strategy Committee had three meetings in 2013.

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Director Compensation

Cash Compensation

Non-employee members of the Board of Directors receive the following cash compensation:

- an annual retainer of $50,000;
- $20,000 for the Lead Independent Director;
- $15,000 per year for each member of the Audit Committee (or $30,000 if such member is the chairperson);
- $12,500 per year for each member of the Compensation Committee (or $25,000 if such member is the chairperson);
- $6,000 per year for each member of the Corporate Governance and Nominating Committee ($12,000 if such member is the chairperson); and
- $6,000 per year for each member of the Strategy Committee ($12,000 if such member is the chairperson).

In addition, each non-employee director receives $1,000 for each meeting deemed to be extraordinary based on their relation to special projects which require effort beyond traditional requirements.

Equity Compensation

Pursuant to our 2009 Equity Incentive Plan, each non-employee director automatically receives an award upon joining the Board of Directors (the "Initial Grant"). Currently, non-employee directors receive for their Initial Grant an award of options and/or restricted stock units having a total value (as of the grant date) of $350,000. The Compensation Committee determines the allocation between options and/or restricted stock units. Stock options granted pursuant to the Initial Grant will vest and become exercisable as to 33% of the shares on the first anniversary of the grant date, and as to an additional 2.78% each month thereafter, provided the director continues to serve through such dates. Restricted stock units subject to the Initial Grant will vest as to 33 1/3% of the restricted stock units on each of the first three anniversaries of the vesting commencement date, provided the director continues to serve through such dates.

In addition, each of our non-employee directors automatically receives an award on the date of each annual meeting of stockholders, provided that the non-employee director has served for at least six months prior to the annual meeting (the "Ongoing Grant"). Currently, non-employee directors receive for their Ongoing Grant restricted stock units having a total value (as of the grant date) of $225,000. Restricted stock units granted pursuant to the Ongoing Grant will vest and become exercisable as to 100% of the shares on the day prior to the date of next year's annual meeting of stockholders, provided the director continues to serve on such date.

In the event of a change of control, each of our non-employee directors will receive immediate vesting as to 100% of the director's unvested equity awards.

The 2009 Equity Incentive Plan provides that the Compensation Committee, in its sole discretion, at any time may change the number and other terms and conditions of future awards to our non-employee directors. In October 2013, the Compensation Committee and Board of Directors determined it was in the best interests of our stockholders to change the number of shares underlying the Initial Grant and the Ongoing Grant and the vesting schedule for the Ongoing Grant to the number of shares and vesting schedule described above. Also in April 2011, the Compensation Committee implemented a provision of the 2009 Equity Incentive Plan that

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permits participants to elect to defer delivery of vested shares issuable thereunder for our non-employee directors and certain of our officers with respect to their restricted stock units.

Compensation for 2013

The following table provides information concerning the compensation paid by us to each of our non-employee directors in 2013. Mr. Abbasi does not receive any additional compensation for his service as a director.

Name (1) (2) (3)	Fees Earned or Paid in Cash ($)	Stock Awards ($) (4)	Option Awards ($) (4)	Total ($)
Mark A. Bertelsen	55,250	103,350	105,510	264,110
Amy Chang	60,625	103,350	105,510	269,485
Mark Garrett	70,250	103,350	105,510	279,110
Gerald Held	71,500	103,350	105,510	280,360
Hilarie Koplow-McAdams				
Andrew M. Miller	5,000	173,700	159,825	338,525
Charles J. Robel	103,875	103,350	105,510	312,735
A. Brooke Seawell	80,000	103,350	105,510	288,860
Geoffrey W. Squire	60,500	103,350	105,510	269,360
Godfrey R. Sullivan	37,500			37,500

(1) Dr. Held became the chairman of the Compensation Committee in May 2013. Ms. Koplow-McAdams joined the Board of Directors in March 2014 and will join the Compensation Committee in April 2014. Mr. Miller joined the Board of Directors in May 2013 and resigned in July 2013. Mr. Miller was a member of the Compensation Committee from May 2013 to July 2013. Mr. Seawell joined the Corporate Governance and Nominating Committee in March 2014. Mr. Sullivan resigned from the Board of Directors in May 2013. Mr. Sullivan was chairman of the Compensation Committee until his resignation in May 2013.

(2) In 2013, each of our non-employee directors (other than Ms. Koplow-McAdams, Mr. Miller and Mr. Sullivan) received, on May 24, 2013, a restricted stock unit award of 3,000 shares, with a grant date fair value of $103,350 and an option for 10,000 shares, with a grant date fair value of $105,510. Upon joining the Board of Directors in May 2013, Mr. Miller received, on May 28, 2013, a restricted stock unit award of 5,000 shares, with a grant date fair value of $173,700, and an option for 15,000 shares, with a grant date fair value of $159,825. Mr. Miller forfeited his equity awards when he resigned from the Board of Directors in July 2013.

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(3)

As of December 31, 2013, the aggregate number of shares underlying stock awards and options outstanding for each of our non-employee directors was:

Name	Stock Awards	Options
Mark A. Bertelsen	3,000	45,000
Amy Chang	6,333	25,000
Mark Garrett	9,000	45,000
Gerald Held	9,000	45,000
Hilarie Koplow-McAdams		
Andrew M. Miller		
Charles J. Robel	6,000	45,000
A. Brooke Seawell	3,000	45,000
Geoffrey W. Squire	3,000	45,000
Godfrey R. Sullivan		

Included in Mr. Garrett's and Dr. Held's stock awards are 6,000 shares of which they have elected to defer delivery. Included in Mr. Robel's stock awards are 3,000 shares of which he has elected to defer delivery. For more information regarding security ownership by our non-employee directors, see "Security Ownership by Principal Stockholders and Management."

(4)

Reflects the aggregate grant date fair value computed in accordance with Financial Accounting Standards Board's ("FASB") Accounting Standards Codification ("ASC") Topic 718, Stock Compensation. The assumptions used in the valuation of these awards are set forth in the notes to our consolidated financial statements, which are included in our Annual Report on Form 10-K for the year ended December 31, 2013, filed with the SEC on February 21, 2014. These amounts do not necessarily correspond to the actual value that may be recognized by the director.

Corporate Governance Matters

Risk Oversight

Our Board of Directors is responsible for the oversight of our enterprise risk management. Together with its committees, the Board of Directors ensures that any material risks relevant to Informatica or its business are appropriately considered and addressed. Our management is responsible for identifying, assessing, managing and mitigating Informatica's exposure to risk on a day-to-day basis, and the Board of Directors (and its committees) oversees management in its execution of these responsibilities. The Board of Directors reviews the strategic, financial and operational risks inherent in our business through its consideration of the various matters presented to the Board or its committees by management for review or approval. Furthermore, each committee regularly reviews and evaluates various aspects of enterprise risk as part of its specific functions and responsibilities delegated by the Board of Directors, including:

- the Audit Committee considers risk in connection with its oversight of our financial review and reporting processes and regulatory and corporate compliance matters. In addition, the Audit Committee is responsible for the oversight and review of certain risk management policies, including our insurance, investment and business continuity policies;

- the Compensation Committee considers risk in connection with its oversight of the design and administration of our compensation policies, plans and programs;

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- the Corporate Governance and Nominating Committee considers risk in connection with its oversight of our governance structure, policies and processes, including conflicts of interest (other than related party transactions reviewed by the Audit Committee); and

- the Strategy Committee considers risk in connection with its oversight of our strategic plans, including mergers, acquisitions, investments and similar transactions.

We believe the Board's role is consistent with our leadership structure, with our CEO and management primarily responsible for enterprise risk management and the Board of Directors and its committees providing oversight of such efforts.

Code of Business Conduct

Our Code of Business Conduct applies to all of our directors, officers (including our principal executive officer and senior financial and accounting officers), and employees. You can find the Code of Business Conduct in the "Investor Relations Corporate Governance" section of our website at www.informatica.com. We will post any amendments to the Code of Business Conduct, as well as any waivers, that are required to be disclosed by the rules of either the SEC or The NASDAQ Stock Market on such website.

Corporate Governance Principles

Our Corporate Governance Principles establish the corporate governance policies pursuant to which the Board of Directors intends to conduct its oversight of our business in accordance with its fiduciary duties. You can find the Corporate Governance Principles in the "Investor Relations Corporate Governance" section of our website at www.informatica.com.

Independence of the Board of Directors

The Board of Directors has determined that, with the exception of Sohaib Abbasi, who is our chief executive officer and president, all of its members are "independent directors" as defined in the listing standards of The NASDAQ Stock Market.

In making this determination, the Board of Directors considered that Mark A. Bertelsen is a member of the law firm of Wilson Sonsini Goodrich & Rosati, Professional Corporation ("WSGR"). Fees paid by us to WSGR for legal services rendered for the year ended December 31, 2013 were approximately $1.9 million, which represented significantly less than 1% of WSGR's revenues. We believe the services performed by WSGR were provided in the ordinary course of business on terms no more or less favorable than those available from unrelated parties. In addition, the Board of Directors also considered the annual amount of Informatica's sales to, or purchases from, any company where a non-employee director serves as an executive officer or director or is a substantial stockholder. The Board of Directors determined that any such sales or purchases were made in the ordinary course of business and the amount of such sales or purchases in each of the past three fiscal years was less than 5% of Informatica's or the applicable company's consolidated gross revenues for the applicable year.

Stock Ownership Guidelines

We have adopted stock ownership guidelines for our directors and executive officers. For information regarding such guidelines, see the section of this Proxy Statement entitled "Executive Compensation Compensation Discussion and Analysis Stock Ownership Guidelines."

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Contacting the Board of Directors

Stockholders and other individuals may communicate with the Board of Directors by submitting either an e-mail to board@informatica.com or a written communication addressed to the Board of Directors (or specific board member), Informatica Corporation, 2100 Seaport Blvd., Redwood City, California 94063. E-mail communications that are intended for a specific director should be sent to the e-mail address above to the attention of the applicable director.

Attendance at Annual Stockholder Meetings by the Board of Directors

Although we do not have a formal policy regarding attendance by members of the Board of Directors at our annual meeting of stockholders, we encourage, but do not require, directors to attend. Three directors attended our 2013 annual meeting of stockholders.

Process for Recommending Candidates for Election to the Board of Directors

The Corporate Governance and Nominating Committee is responsible for, among other things, determining the criteria for membership to the Board of Directors and recommending candidates for election to the Board of Directors. It is the policy of the Corporate Governance and Nominating Committee to consider recommendations for candidates to the Board of Directors from stockholders. Stockholder recommendations for candidates to the Board of Directors must be directed in writing to Informatica Corporation, Corporate Secretary, 2100 Seaport Blvd., Redwood City, CA 94063 and must include the candidate's name, home and business contact information, detailed biographical data and qualifications, information regarding any relationships between the candidate and Informatica within the last three years, and evidence of the nominating person's ownership of our common stock.

The Corporate Governance and Nominating Committee's general criteria and process for evaluating and identifying the candidates that it recommends to the full Board of Directors for selection as director nominees are as follows:

- The Corporate Governance and Nominating Committee regularly reviews the current composition and size of the Board of Directors.

- In its evaluation of director candidates, including the members of the Board of Directors eligible for re-election, the Corporate Governance and Nominating Committee seeks to achieve a balance of knowledge, experience and capability on the Board of Directors and considers (1) the current size and composition of the Board of Directors and the needs of the Board of Directors and the respective committees of the Board of Directors, (2) such factors as personal character, judgment, diversity, expertise, business experience, length of service, independence and other commitments, and (3) such other factors as the Corporate Governance and Nominating Committee may consider appropriate.

- While the Corporate Governance and Nominating Committee has not established specific minimum qualifications for director candidates, the Corporate Governance and Nominating Committee believes that candidates and nominees must reflect a Board of Directors that is comprised of directors who (1) are predominantly independent, (2) are of high integrity, (3) have broad, business-related knowledge and experience at the policy-making level in business, government or academia, (4) possess strong aptitude for technology, including their understanding of the enterprise software industry and Informatica's business in particular, (5) have qualifications that will increase overall Board effectiveness, and (6) meet other requirements as may be required by applicable rules, such as financial literacy or financial expertise with respect to audit committee members.

- In evaluating and identifying candidates, the Corporate Governance and Nominating Committee has the authority to retain third-party search firms with regard to candidates who are properly recommended by stockholders or by other means. The Corporate Governance and Nominating Committee will review the qualifications of any such candidate. This review may, in the Corporate Governance and Nominating Committee's discretion, include interviewing references for the candidate, direct interviews with the candidate, or other actions that the Corporate Governance and Nominating Committee deems necessary or proper.

The Corporate Governance and Nominating Committee will apply these same principles when evaluating Board candidates who may be elected initially by the full Board of Directors to fill vacancies or to add additional directors prior to the annual meeting of stockholders at which directors are elected.

After completing its review and evaluation of director candidates, the Corporate Governance and Nominating Committee recommends to the full Board of Directors the director nominees for selection.

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PROPOSAL TWO
AMENDMENT TO 2009 EQUITY INCENTIVE PLAN

We are seeking stockholder approval of an amendment to our 2009 Equity Incentive Plan (the "2009 Plan"). This amendment would increase the number of shares of our common stock reserved for issuance under the 2009 Plan by 6,300,000 shares. The Board of Directors has approved such amendment to the 2009 Plan, subject to approval from our stockholders at the Annual Meeting.

The Board of Directors recommends a vote "FOR" this proposal.

Reasons to Vote for the Amendment

The amendment to the 2009 Plan, if approved by our stockholders, would add 6,300,000 shares to the 2009 Plan. If the amendment to the 2009 Plan is not approved by stockholders, we will continue to use the current version of the 2009 Plan.

Our Success Depends on Providing Competitive Equity Compensation to Attract and Retain Employees

We believe our success is due to our highly talented employee base and that our future success depends on our ability to attract, retain and motivate high caliber personnel. We compete with many technology companies for a limited pool of talented people. We strive to provide our employees with compensation packages that are competitive, that reward performance, enable our retention efforts and align their interests with those of our stockholders. The ability to grant equity awards is a necessary and powerful recruiting and retention tool for us to obtain quality personnel.

We believe that increasing the shares reserved for issuance under the 2009 Plan is necessary for us to continue to offer a competitive equity incentive program in the future. If the stockholders do not approve the proposed share increase, we believe we will not be able to continue to offer competitive equity awards to retain our current employees and hire new employees in future years. This could significantly affect our plans for growth and adversely affect our ability to operate our business and increase stockholder value. In addition, we may need to instead offer material cash incentives to compete for talent, which could negatively impact our quarterly results of operations, and may make us less competitive compared to other technology companies and our peer companies in attracting, retaining and motivating our employees. We also believe that equity awards are an effective way to provide significant long-term retention value and ensure that employee and stockholder interests are closely aligned.

We Carefully Manage our Equity Incentive Program

Currently, the maximum number of shares that may be issued under the 2009 Plan is 20,500,000 shares. The 2009 Plan is the only plan from which we currently grant equity awards (other than our employee stock purchase plan). As of February 28, 2014, under the 2009 Plan, there were 9,829,270 shares subject to outstanding options, restricted stock unit awards and performance-based restricted stock unit awards, and 2,803,187 shares remained available for grant.

Further, as of February 28, 2014, under all of our equity compensation plans (other than our employee stock purchase plan), there were:

- 9,490,150 shares subject to issuance upon exercise of outstanding options, at a weighted average exercise price of $30.69, and with a weighted average remaining life of 4.06 years;

- 2,123,416 shares subject to outstanding restricted stock unit awards that remain subject to vesting; and

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- a maximum of 637,462 shares subject to outstanding performance-based restricted stock unit awards eligible to be earned.

We focus on effectively managing our annual equity awards, particularly in order to minimize stockholder dilution. Therefore, we consider both our "burn rate," "issued overhang" and "total overhang" in evaluating the impact of our equity award usage and determining proposed share increases to the 2009 Plan. We define "burn rate" as the number of equity awards granted during the year, divided by the weighted average number of shares outstanding. We define "issued overhang" as the number of full value awards and options outstanding, divided by the total number of shares outstanding. We define "total overhang" as the number of full value awards and options outstanding plus shares available for grant, divided by the total number of shares outstanding. Accordingly:

- our three-year average "burn rate" for fiscal 2011, 2012 and 2013 was approximately 3.8%;
- as of February 28, 2014, our "issued overhang" of approximately 12.3 million shares represented approximately 11.2% of our total outstanding shares; and
- as of February 28, 2014, our "total overhang" of approximately 15.1 million shares represented approximately 13.8% of our total outstanding shares.

We had 109,331,732 shares outstanding on February 28, 2014. In addition to our "burn rate" and "overhang" metrics, we also considered a number of other factors when determining the proposed 6,300,000 share increase, such as our expected equity award usage, proxy advisory firm guidelines for our industry, and guidelines and feedback that we gathered from our engagement efforts with our larger stockholders. We currently expect that the proposed 6,300,000 share increase will be sufficient for our equity award usage for the next 12 months, and we anticipate requesting that the stockholders approve an additional share increase for the 2009 Plan at the 2015 annual meeting of stockholders.

We also have an on-going stock repurchase program to help mitigate the dilutive effect of our equity programs. During 2011, 2012 and 2013, we repurchased approximately 1.6 million, 2.4 million and 2.5 million shares, respectively. Our stock repurchase program does not have a specific expiration date. As of December 31, 2013, we had approximately $4.0 million remaining under the program for future share repurchases. In January 2014, we announced that the Board had authorized an additional $100 million increase to the program.

Our 2009 Plan Conforms to Best Practices

We designed the 2009 Plan to conform to best practices in equity incentive plans. The 2009 Plan is intended to be a broad-based equity plan, and historically, a significant number of awards each year have been granted to non-executive employees. The 2009 Plan contains many features designed to address stockholder concerns related to equity incentive plans, including:

- prohibitions on option and stock appreciation right repricing without stockholder consent;
- reduced maximum option terms of 7 years (rather than the typical 10 years);
- no "evergreen" share reserve increases;
- the flexibility of restricted stock, restricted stock units, performance units or performance shares that can be used in lieu of stock options to reduce the total number of our shares necessary to grant competitive equity awards;
- awards of restricted stock, restricted stock units, performance units and performance shares are counted against the pool of available shares on a greater than one-for-one basis (see below);

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- stock options and stock appreciation rights must have an exercise price that is not less than 100% of the fair market value of the covered stock on the grant date; and

- the 2009 Plan does not provide for tax gross-ups of any kind.

Description of the 2009 Plan

The 2009 Plan was originally approved by our stockholders in 2009. Our stockholders approved amendments to the 2009 Plan in 2011, 2012 and 2013. The 2009 Plan has not been materially amended since our stockholders last approved amendments to the 2009 Plan.

The following paragraphs provide a summary of the principal features of the 2009 Plan and its operation. The 2009 Plan is set forth in its entirety as Appendix A to this Proxy Statement. The following summary is qualified in its entirety by reference to Appendix A.

The 2009 Plan provides for the grant of the following types of incentive awards: (i) stock options, (ii) stock appreciation rights, (iii) restricted stock, (iv) restricted stock units, (v) performance units and (vi) performance shares. Each of these is referred to individually as an "Award." Those who will be eligible for Awards under the 2009 Plan include employees, non-employee directors and consultants who provide services to Informatica and its affiliates. As of February 28, 2014, approximately 3,310 employees and non-employee directors were eligible to participate in the 2009 Plan.

The 2009 Plan is intended to permit (but not require) us to grant equity compensation awards that are intended to qualify as performance-based compensation under Section 162(m) of the Internal Revenue Code of 1986, as amended (the "Code"), thereby potentially permitting us to receive a full federal income tax deduction in connection with certain awards granted under the 2009 Plan. Under Section 162(m), one of the requirements to qualify as performance-based compensation is that the plan be approved by stockholders.

Number of Shares of Common Stock Available Under the 2009 Plan

The Board has reserved 20,500,000 shares of Informatica's common stock for issuance under the 2009 Plan. The shares may be either authorized, but unissued, common stock or treasury shares. Shares subject to full value awards (restricted stock units, restricted stock, performance units or performance shares) currently count against the share reserve as 2.37 shares for every one share subject to such an award. Prior to the amendment of the 2009 Plan in May 2011, shares subject to full value awards counted against the share reserve as 1.52 shares for every one share subject to such an award. To the extent that a share that was subject to an award that counted as 1.52 or 2.37 shares against the 2009 Plan reserve, respectively, are returned to the 2009 Plan, the 2009 Plan reserve will be credited with 1.52 or 2.37 shares, respectively, that will thereafter be available for issuance under the 2009 Plan. If this Proposal Two is approved, the maximum number of shares that may be issued under the 2009 Plan will increase to 26,800,000 shares.

If an Award expires or becomes unexercisable without having been exercised in full, or, with respect to restricted stock, restricted stock units, performance shares or performance units, is forfeited to or repurchased by Informatica, the unpurchased Shares (or for Awards other than options and stock appreciation rights, the forfeited or repurchased shares) will become available for future grant or sale under the 2009 Plan (unless the 2009 Plan has terminated). Awards paid out in cash rather than shares will not reduce the number of shares available for issuance under the 2009 Plan. If a stock appreciation right is settled in shares, such shares as well as shares that represent payment of the exercise price and tax related to the award will cease to be available under the 2009 Plan.

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If Informatica declares a dividend or other distribution or engages in a recapitalization, stock split, reverse stock split, reorganization, merger, consolidation, split-up, spin-off, combination, repurchase, or exchange of shares or other securities of Informatica, or other change in the corporate structure of Informatica affecting Informatica's common stock, the Committee will adjust the number and class of shares that may be delivered under the 2009 Plan, the number, class, and price of shares covered by each outstanding Award, and the numerical per-person limits on Awards.

Administration of the 2009 Plan

A committee authorized by the Board (the "Committee") will administer the 2009 Plan, which is currently the Compensation Committee. To make grants to certain of Informatica's officers and key employees, the members of the Committee must qualify as "non-employee directors" under Rule 16b-3 of the Securities Exchange Act of 1934, and as "outside directors" under Section 162(m) of the Internal Revenue Code of 1986, as amended (the "Code") so that Informatica can potentially receive a federal tax deduction for certain compensation paid under the 2009 Plan. Subject to the terms of the 2009 Plan, the Committee has the sole discretion to select the employees, consultants, and non-employee directors who will receive Awards, determine the terms and conditions of Awards, and to interpret the provisions of the 2009 Plan and outstanding Awards. The Committee may not, without the approval of Informatica's stockholders, institute an exchange program under which outstanding Awards are amended to provide for a lower exercise price or surrendered or cancelled in exchange for Awards with a lower exercise price.

Options

The Committee is able to grant nonstatutory stock options and incentive stock options under the 2009 Plan. The Committee determines the number of shares subject to each option, although the 2009 Plan provides that an employee or consultant may not receive options (and/or stock appreciation rights) for more than one million (1,000,000) shares in any fiscal year, except in connection with his or her initial service as an employee with Informatica, in which case he or she may be granted an option (and/or stock appreciation rights) to purchase up to an additional two million (2,000,000) shares. In addition, the maximum number of options (and/or stock appreciation rights) that a non-employee director may receive in any fiscal year is limited to one hundred thousand (100,000) shares.

The Committee determines the exercise price of options granted under the 2009 Plan, provided the exercise price must be at least equal to 100% of the fair market value of Informatica's common stock on the date of grant. In addition, the exercise price of an incentive stock option granted to any participant who owns more than 10% of the total voting power of all classes of Informatica's outstanding stock must be at least 110% of the fair market value of the common stock on the grant date.

The term of an option may not exceed seven (7) years, except that, with respect to any participant who owns 10% of the voting power of all classes of Informatica's outstanding capital stock, the term of an incentive stock option may not exceed five years.

After a termination of service with Informatica, a participant will be able to exercise the vested portion of his or her option for the period of time stated in the agreement governing his or her Award. No incentive stock option may be exercised more than three (3) months after the participant's termination of service for any reason other than disability or death (unless the participant dies during such three (3) month period and/or the participant's agreement governing his or her Award, or the Committee, permits later exercise). No incentive stock option may be exercised more than one (1) year after the participant's termination of service due to disability or death (unless the participant's agreement governing his or her Award, or the Committee, permits later exercise). In no event may an option be exercised later than the expiration of its term.

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Stock Appreciation Rights

The Committee will be able to grant stock appreciation rights, which are the rights to receive the appreciation in fair market value of common stock between the exercise date and the date of grant. Informatica can pay the appreciation in either cash or shares of common stock or a combination of both. Stock appreciation rights will become exercisable at the times and on the terms established by the Committee, subject to the terms of the 2009 Plan. The Committee, subject to the terms of the 2009 Plan, will have complete discretion to determine the terms and conditions of stock appreciation rights granted under the 2009 Plan; provided, however, that the exercise price may not be less than 100% of the fair market value of a share on the date of grant. The term of a stock appreciation right may not exceed seven (7) years. No employee or consultant will be granted stock appreciation rights (and/or options) covering more than one million (1,000,000) shares during any fiscal year, except that an employee may be granted stock appreciation rights (and/or options) covering up to an additional two million (2,000,000) shares in connection with his or her initial service as an employee with Informatica. In addition, the maximum number of stock appreciation rights (and/or options) that a non-employee director may receive in any fiscal year is limited to one hundred thousand (100,000) shares.

After termination of service with Informatica, a participant will be able to exercise the vested portion of his or her stock appreciation right for the period of time stated in the agreement governing his or her stock appreciation right. If a participant dies prior to the exercise of his or her stock appreciation rights, the Committee, in its discretion, may provide that the stock appreciation rights will be exercisable for up to one (1) year after the date of death. In no event will a stock appreciation right be exercised later than the expiration of its term.

Restricted Stock

Awards of restricted stock are rights to acquire or purchase shares of Informatica's common stock, which vest in accordance with the terms and conditions established by the Committee in its sole discretion. For example, the Committee may set restrictions based upon continued employment or service with Informatica, the achievement of specific performance goals, applicable laws, or any other basis determined by the Committee in its discretion. Subject to the provisions of the 2009 Plan, after the grant of restricted stock, the Committee, in its sole discretion, may reduce or waive any restrictions for such Award and may accelerate the time at which any restrictions will lapse at a rate determined by the Committee.

The Award agreement governing the grant of the restricted stock will generally grant Informatica a right to repurchase or reacquire the shares upon the termination of the participant's service with Informatica for any reason (including death or disability). The Committee will determine the number of shares granted pursuant to an Award of restricted stock. With respect to restricted stock intended to qualify as "performance-based compensation" under Section 162(m) of the Code, the Committee, in its discretion, may set restrictions based upon the achievement of specific performance objectives. The Committee shall determine the number of shares of restricted stock granted to any participant, but no employee or consultant will be granted more than three hundred thirty three thousand three hundred thirty three (333,333) shares of restricted stock (and/or performance shares and/or restricted stock units) during any fiscal year, except that an employee may be granted up to an additional six hundred sixty six thousand six hundred sixty seven (666,667) shares of restricted stock (and/or performance shares and/or restricted stock units) in connection with his or her initial employment with Informatica. In addition, the maximum number of restricted stock (and/or performance shares and/or restricted stock units) that a non-employee director may receive in any fiscal year is limited to fifty thousand (50,000) shares.

Restricted Stock Units

Awards of restricted stock units result in a payment to a participant only if the vesting criteria the Committee establishes is satisfied. For example, the Committee may set restrictions based on the achievement of

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specific performance goals or upon continued employment or service with Informatica. Upon satisfying the applicable vesting criteria, the participant will be entitled to the payout specified in the Award agreement. Subject to the provisions of the 2009 Plan, after the grant of restricted stock units, the Committee, in its sole discretion, may reduce or waive any performance objectives or other vesting provisions for such Award and may accelerate the time at which any restrictions will lapse at a rate determined by the Committee.

The Committee, in its sole discretion, may pay earned restricted stock units in cash, shares, or a combination thereof. Restricted stock units that are fully paid in cash will not reduce the number of shares available for grant under the 2009 Plan. On the date set forth in the Award agreement, all unearned restricted stock units will be forfeited to Informatica. The Committee determines the number of restricted stock units granted to any participant. With respect to restricted stock units intended to qualify as "performance-based compensation" under Section 162(m) of the Code, the Committee, in its discretion, may set restrictions based upon the achievement of specific performance objectives. The Committee shall determine the number of restricted stock units granted to any participant, but no employee or consultant may be granted more than three hundred thirty three thousand three hundred thirty three (333,333) restricted stock units (and/or shares of restricted stock and/or performance shares) during any fiscal year, except that an employee may be granted up to an additional six hundred sixty six thousand six hundred sixty seven (666,667) restricted stock units (and/or shares of restricted stock and/or performance shares) in connection with his or her initial employment with Informatica. In addition, the maximum number of restricted stock units (and/or shares of restricted stock and/or performance shares) that a non-employee director may receive in any fiscal year is limited to fifty thousand (50,000) shares.

Performance Units and Performance Shares

The Committee will be able to grant performance units and performance shares, which are Awards that will result in a payment to a participant only if the performance goals or other vesting criteria the Committee may establish are achieved or the Awards otherwise vest. The Committee will establish performance or other vesting criteria in its discretion, which, depending on the extent to which they are met, will determine the number and/or the value of performance units and performance shares to be paid out to participants. Subject to the provisions of the 2009 Plan, after the grant of performance units or performance shares, the Committee, in its sole discretion, may reduce or waive any performance objectives or other vesting provisions for such Award and may accelerate the time at which any restrictions will lapse at a rate determined by the Committee.

The Committee determines the number of performance units and performance shares granted to any participant. With respect to performance units and performance shares intended to qualify as "performance-based compensation" under Section 162(m) of the Code, the Committee, in its discretion, may determine that the performance objectives applicable to the performance units and performance shares shall be based on the achievement of performance goals. During any fiscal year, no employee or consultant will receive more than three hundred thirty three thousand three hundred thirty three (333,333) performance shares (and/or shares of restricted stock and/or restricted stock units) and no employee or consultant will receive performance units having an initial value greater than three million dollars ($3,000,000), except that in the first year a participant becomes an employee, a participant may be granted performance shares (and/or shares of restricted stock and/or restricted stock units) covering up to an additional six hundred sixty six thousand six hundred sixty seven (666,667) shares or performance units having an initial value up to an additional three million dollars ($3,000,000). Performance units will have an initial dollar value established by the Committee on or before the date of grant. Performance shares will have an initial value equal to the fair market value of a share of Informatica's common stock on the grant date. In addition, the maximum value of performance units that a non-employee director may receive in any fiscal year is limited to five hundred thousand dollars ($500,000), and the maximum number of performance shares (and/or shares of restricted stock and/or restricted stock units) that a non-employee director may receive in any fiscal year is limited to fifty thousand (50,000) shares.

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Performance Goals

Awards of restricted stock, restricted stock units, performance shares, and performance units under the 2009 Plan may be made subject to the attainment of performance goals relating to one or more business criteria within the meaning of Section 162(m) of the Code and may provide for a targeted level or levels of achievement including: (i) profit, (ii) revenue, (iii) operating income, (iv) earnings per share, and (v) total shareholder return. Any criteria used may be (i) measured in absolute terms, (ii) in relative terms (including, but not limited to, passage of time and/or against another company or companies), (iii) on a per-share basis, (iv) against the performance of Informatica as a whole or a business unit of Informatica, and/or (v) on a pre-tax or after-tax basis. In granting Awards that are intended to qualify under Section 162(m) of the Code, the Committee will follow any procedures determined by it from time to time to be necessary or appropriate to comply with the requirements of Section 162(m) of the Code.

Awards to Non-Employee Directors

The 2009 Plan provides for automatic grants to non-employee directors, in addition to the potential discretionary grants that are described above. The 2009 Plan provides that the Committee, in its sole discretion, at any time may change the number, type and other terms and conditions of the Awards to be granted in the future automatically to non-employee directors. As of the date of this proxy statement, each new non-employee director receives an initial grant having a grant date total value of $350,000 and each continuing non-employee director receives a grant having a grant date total value of $225,000. See "Proposal One Election of Directors Director Compensation Equity Compensation," for more details on the grants that currently are made to non-employee directors.

Transferability of Awards

Awards granted under the 2009 Plan are generally not transferable, and all rights with respect to an Award granted to a participant generally will be available during a participant's lifetime only to the participant. If the Committee makes an Award transferable, such Award will contain such additional terms and conditions as the Committee deems appropriate.

Amendment and Termination of the 2009 Plan

The Committee will have the authority to amend, suspend or terminate the 2009 Plan. No amendment, suspension or termination of the 2009 Plan will impair the rights of any participant, without the consent of the participant. The 2009 Plan will remain in effect until terminated pursuant to the provisions of the 2009 Plan; provided, however, that without further stockholder approval, no incentive stock options may be granted under the 2009 Plan after April 28, 2019.

Change of Control

In the event of a "change of control", as defined in the 2009 Plan, each outstanding Award will be treated as the Committee determines, including, without limitation, that each Award be assumed or an equivalent option or right substituted by the successor corporation or a parent or subsidiary of the successor corporation. The Committee will not be required to treat all Awards similarly in the transaction. In the event that the successor corporation refuses to assume or substitute for the Award, the participant will fully vest in and have the right to exercise all of his or her outstanding options or stock appreciation rights, including shares as to which such Awards would not otherwise be vested or exercisable, all restrictions on restricted stock and restricted stock units will lapse, and, with respect to Awards with performance-based vesting, all performance goals or other vesting criteria will be deemed achieved at one hundred percent (100%) of target levels and all other terms and conditions met. In addition, if an option or stock appreciation right is not assumed or substituted for, the

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Committee will notify the participant in writing or electronically that the option or stock appreciation right will be fully vested and exercisable for a period of time determined by the Committee in its sole discretion, and the option or stock appreciation right will terminate upon the expiration of such period. The above provisions will apply only upon the consummation of a change of control, and will not apply to a proposed or potential change of control.

Number of Awards Granted to Employees and Directors

The number of Awards that an employee, director or consultant may receive under the 2009 Plan is at the discretion of the Committee and therefore cannot be determined in advance. Our executive officers and non-employee directors have an interest in this proposal because they are eligible to receive Awards under the 2009 Plan. For illustrative purposes only, the following table sets forth information with respect to the grant of

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options and restricted stock unit awards under the 2009 Plan in 2013 (no other type of award was granted during this time):

	Options Granted (#)	Weighted Average Exercise Price Per Share ($)	Restricted Stock Units Granted (#)	Weighted Average Dollar Value of RSUs Granted ($)	Performance -Based Restricted Stock Units Granted (#) (1)	Weighted Average Dollar Value of RSUs Granted ($)
Sohaib Abbasi *Chairman of the Board, Chief Executive Officer and President*	80,000	37.43			81,000	37.43
Earl Fry *Chief Financial Officer, Chief Administration Officer, Executive Vice President, Global Customer Support and Services and Secretary*	77,000	37.43			23,000	37.43
Anil Chakravarthy *Executive Vice President and Chief Product Officer*	175,000	38.11	75,000	38.11		
Ivan Chong *Executive Vice President and Chief Strategy Officer*	42,000	37.43			12,500	37.43
John McGee *Executive Vice President, Worldwide Field Operations*	66,000	37.43			20,000	37.43
Girish Pancha *Former Executive Vice President and Chief Product Officer*	66,000	37.43			20,000	37.43
All current executive officers as a group (6 people)	440,000	37.70	75,000	38.11	149,000	37.43
All non-employee directors as a group (8 people) (2)	70,000	34.45	21,000	34.45		
All employees who are not executive officers as a group	1,634,152	37.78	733,950	35.27	468,400	37.42

(1) Reflects the target number of PSUs granted.

(2) For further information, see "Proposal One Election of Directors Director Compensation Equity Compensation."

Federal Tax Aspects

The following paragraphs are a summary of the general U.S. federal income tax consequences to U.S. taxpayers and Informatica of Awards granted under the 2009 Plan. Tax consequences for any particular individual may be different.

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Nonstatutory Stock Options

No taxable income is reportable when a nonstatutory stock option with an exercise price equal to the fair market value of the underlying stock on the date of grant is granted to a participant. Upon exercise, the participant will recognize ordinary income in an amount equal to the excess of the fair market value (on the exercise date) of the shares purchased over the exercise price of the option. Any taxable income recognized in connection with an option exercise by an employee of Informatica is subject to tax withholding by Informatica. Any additional gain or loss recognized upon any later disposition of the shares would be capital gain or loss.

Incentive Stock Options

No taxable income is reportable when an incentive stock option is granted or exercised (except for purposes of the alternative minimum tax, in which case taxation is the same as for nonstatutory stock options). If the participant exercises the option and then later sells or otherwise disposes of the shares more than two years after the grant date and more than one year after the exercise date, the difference between the sale price and the exercise price will be taxed as capital gain or loss. If the participant exercises the option and then later sells or otherwise disposes of the shares before the end of the two- or one-year holding periods described above, he or she generally will have ordinary income at the time of the sale equal to the fair market value of the shares on the exercise date (or the sale price, if less) minus the exercise price of the option. This taxable income is not subject to income tax withholding.

Stock Appreciation Rights

No taxable income is reportable when a stock appreciation right with an exercise price equal to the fair market value of the underlying stock on the date of grant is granted to a participant. Upon exercise, the participant will recognize ordinary income (subject to withholding) in an amount equal to the amount of cash received and the fair market value of any shares received. Any additional gain or loss recognized upon any later disposition of the shares would be capital gain or loss.

Restricted Stock, Restricted Stock Units, Performance Units and Performance Shares

A participant generally will not have taxable income at the time an Award of restricted stock, restricted stock units, performance shares or performance units are granted. Instead, he or she will recognize ordinary income in the first taxable year in which his or her interest in the shares underlying the Award becomes either (i) freely transferable, or (ii) no longer subject to substantial risk of forfeiture.

Tax Effect for Informatica

Informatica generally will be entitled to a tax deduction in connection with an Award under the 2009 Plan in an amount equal to the ordinary income realized by a participant and at the time the participant recognizes such income (for example, the exercise of a nonstatutory stock option). Special rules limit the deductibility of compensation paid to Informatica's Chief Executive Officer and to each of its three most highly compensated executive officers other than our Chief Financial Officer. Under Section 162(m) of the Code, the annual compensation paid to any of these specified executives will be deductible only to the extent that it does not exceed $1,000,000 for any such person. However, Informatica can preserve the deductibility of certain compensation in excess of $1,000,000 if the conditions of Section 162(m) are met. These conditions include stockholder approval of the 2009 Plan, setting limits on the number of Awards that any individual may receive and for Awards other than certain stock options, establishing performance criteria that must be met before the Award actually will vest or be paid. The 2009 Plan has been designed to permit the Committee, in its discretion, to choose to grant Awards that are intended to qualify as performance-based for purposes of satisfying the

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conditions of Section 162(m), thereby permitting Informatica to continue to receive a federal income tax deduction in connection with such Awards.

THE FOREGOING IS ONLY A SUMMARY OF THE EFFECT OF FEDERAL INCOME TAXATION UPON PARTICIPANTS AND INFORMATICA WITH RESPECT TO THE GRANT AND EXERCISE OF AWARDS UNDER THE 2009 PLAN. IT DOES NOT PURPORT TO BE COMPLETE, AND DOES NOT DISCUSS THE TAX CONSEQUENCES OF A PARTICIPANT'S DEATH OR THE PROVISIONS OF THE INCOME TAX LAWS OF ANY MUNICIPALITY, STATE OR FOREIGN COUNTRY IN WHICH THE PARTICIPANT MAY RESIDE.

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PROPOSAL THREE
RATIFICATION OF APPOINTMENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

The Audit Committee appointed Ernst & Young LLP ("EY") as the independent registered public accounting firm of Informatica for the fiscal year ending December 31, 2014. Although ratification by stockholders is not required by any applicable legal requirements, the Board of Directors has determined that it is desirable to request ratification of this selection by the stockholders. Notwithstanding its selection, the Audit Committee, in its discretion, may appoint a new independent registered public accounting firm at any time during the year if the Audit Committee believes that such a change would be in the best interest of Informatica and its stockholders. If the stockholders do not ratify the appointment of EY, the Audit Committee may reconsider its selection.

EY has audited Informatica's financial statements since our inception. A representative of EY is expected to be present at the Annual Meeting with the opportunity to make a statement if he or she desires to do so, and is expected to be available to respond to appropriate questions.

The Board of Directors recommends a vote "FOR" this proposal.

Accounting Fees

The following table shows the fees paid or accrued by Informatica for the audit and other services provided by EY for 2012 and 2013.

	2012 ($)	**2013 ($)**
Audit Fees (1)	1,800,000	1,889,000
Audit-Related Fees (2)	272,000	168,000
Tax Fees (3)	1,440,000	1,293,000
All Other Fees		
Total	3,512,000	3,350,000

(1) Audit fees consist of professional services rendered for the audit of Informatica's annual financial statements and reviews of its quarterly financial statements. Audit fees also include fees for international statutory audits, consents, assistance with and review of documents filed with the SEC, attest services, work done by tax professionals in connection with the audit or quarterly reviews and attestation-related services in connection with Section 404 of the Sarbanes-Oxley Act of 2002.

(2) Audit-related fees consist of assurance and related services performed by EY that are reasonably related to the performance of the audit or review of Informatica's financial statements, which include fees for accounting consultations, internal control reviews and attest services not required by statute or regulation.

(3) Tax fees consist of professional services performed by EY with respect to tax compliance and tax planning and advice. Tax compliance includes preparation of original and amended tax returns for Informatica, research and development credit study, tax accounting method change, intangible property valuation, and tax audit assistance. Tax compliance fees totaled approximately $865,000 and $677,000 for 2012 and 2013, respectively. Tax planning and advice includes tax strategy planning and modeling, cash repatriation planning, merger and acquisition related projects, intellectual property tax issues, intercompany and transfer pricing design and foreign employee tax matters. Tax planning and advice totaled $575,000 and $616,000 for 2012 and 2013, respectively.

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Pre-Approval of Audit and Non-Audit Services

All audit and non-audit services provided by EY to Informatica must be pre-approved by the Audit Committee. The Audit Committee utilizes the following procedures in pre-approving all audit and non-audit services provided by EY. In the first and third quarters of the fiscal year, the Audit Committee is presented with a detailed listing of the individual audit and non-audit services and fees (separately describing audit-related services, tax services and other services) expected to be provided by EY for that year. On an as-needed basis, during subsequent Audit Committee meetings throughout the year, the Audit Committee is presented with an updated listing of approved services highlighting any new audit and non-audit services to be provided by EY. The Audit Committee reviews these listings and approves the services outlined therein if such services are acceptable to the Audit Committee.

To ensure prompt handling of unexpected matters, the Audit Committee delegates to the Chairman of the Audit Committee the authority to amend or modify the list of audit and non-audit services and approve additional fees of up to $50,000; provided, however, that such additional or amended services may not affect EY's independence under applicable SEC rules. The Chairman reports any such action taken to the Audit Committee at the subsequent Audit Committee meeting.

All EY services and fees in 2012 and 2013 were pre-approved by the Audit Committee.

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REPORT OF THE AUDIT COMMITTEE OF THE BOARD OF DIRECTORS

With respect to Informatica's financial reporting process, the management of Informatica is responsible for (1) establishing and maintaining internal controls, and (2) preparing our consolidated financial statements. Informatica's independent registered public accounting firm, EY, is responsible for auditing these financial statements and performing an attestation of our internal controls. It is the responsibility of the Audit Committee to oversee these activities. It is not the responsibility of the Audit Committee to prepare or certify our financial statements or guarantee the audits or reports of the independent auditors. These are the fundamental responsibilities of Company management and our independent registered public accounting firm. In the performance of its oversight function, the Audit Committee has:

- reviewed and discussed the audited financial statements with EY and management;
- discussed with EY the matters required to be discussed under the rules adopted by the Public Company Accounting Oversight Board ("PCAOB"); and
- received the written disclosures and the letter from EY required by applicable requirements of the PCAOB regarding EY's communications with the Audit Committee concerning independence, and has discussed with EY its independence.

Based upon such review and discussions, the Audit Committee recommended to the Board of Directors that the audited financial statements be included in Informatica's Annual Report on Form 10-K for the year ended December 31, 2013 for filing with the SEC.

AUDIT COMMITTEE OF THE BOARD OF DIRECTORS

A. Brooke Seawell (Chair)
Mark Garrett
Charles J. Robel

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PROPOSAL FOUR
APPROVAL OF EXECUTIVE COMPENSATION

In accordance with SEC rules, we are providing our stockholders with the opportunity to vote to approve, on an advisory or non-binding basis, the compensation of our named executive officers as disclosed in accordance with the SEC's rules in the "Executive Compensation" section of this Proxy Statement beginning on page 35. This proposal, commonly known as a "say-on-pay" proposal, gives our stockholders the opportunity to express their views on our named executive officers' compensation as a whole. This vote is not intended to address any specific item of compensation or any specific named executive officer, but rather the overall compensation of all of our named executive officers and the philosophy, policies and practices described in this Proxy Statement.

The say-on-pay vote is advisory, and therefore not binding on Informatica, the Compensation Committee or our Board of Directors. The say-on-pay vote will, however, provide information to us regarding investor sentiment about our executive compensation philosophy, policies and practices, which the Compensation Committee will be able to consider when determining executive compensation for the remainder of the current fiscal year and beyond. Approximately 96% of the votes cast on the say-on-pay proposal in 2013 were voted in favor of the proposal. Our Board of Directors and our Compensation Committee value the opinions of our stockholders and to the extent there is any significant vote against the named executive officer compensation as disclosed in this Proxy Statement, we will communicate directly with stockholders to better understand the concerns that influenced the vote, consider our stockholders' concerns and the Compensation Committee will evaluate whether any actions are necessary to address those concerns.

We believe that the information we've provided in the "Executive Compensation" section of this Proxy Statement, and in particular the information discussed in "Executive Compensation — Compensation Discussion and Analysis — Executive Summary" beginning on page 35, demonstrates that our executive compensation program was designed appropriately and is working to ensure management's interests are aligned with our stockholders' interests to support long-term value creation. Accordingly, we ask our stockholders to vote "FOR" the following resolution at the Annual Meeting:

> "RESOLVED, that Informatica's stockholders approve, on an advisory basis, the compensation of the named executive officers, as disclosed in Informatica's Proxy Statement for the 2014 Annual Meeting of Stockholders pursuant to the compensation disclosure rules of the SEC, including the Compensation Discussion and Analysis, the compensation tables and narrative discussion, and the other related disclosure."

The Board of Directors recommends a vote "FOR" this proposal.

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EXECUTIVE COMPENSATION

Compensation Discussion and Analysis

This section discusses our executive compensation programs, policies and decisions relating to our chief executive officer, chief financial officer and four other most highly compensated executive officers (collectively referred to as our "named executive officers"). For 2013, our named executive officers were:

- Sohaib Abbasi, our chairman of the board, chief executive officer and president;
- Earl Fry, our chief financial officer, chief administration officer, executive vice president, global customer support and services, and secretary;
- Anil Chakravarthy, our executive vice president and chief product officer;
- Ivan Chong, our executive vice president and chief strategy officer;
- John McGee, our executive vice president, worldwide field operations; and
- Girish Pancha, our former executive vice president and chief product officer.

Executive Summary

Pay-for Performance. The principal objectives of our compensation programs are to attract and retain top-tier talent and to motivate and reward employees who continually drive strong results for Informatica and its stockholders. A central goal of our executive compensation program is to pay for performance, in order to align the interests of our executive officers with those of our stockholders. We believe our record over the past several years demonstrates that we have accomplished this goal. For example, we believe the charts below demonstrate the strong correlation between our revenue, net income and stock price growth and the compensation we paid to Mr. Abbasi over the last five years.

CEO Pay-For-Performance: Revenue

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CEO Pay-For-Performance: Net Income

CEO Pay-For-Performance: Stock Price

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* CEO compensation is calculated on the same basis as in the 2013 Summary Compensation Table on page 53.

(1) Reflects non-equity incentive plan compensation.

(2) Reflects the aggregate grant date fair value of stock awards and option awards computed in accordance with FASB ASC Topic 718. For 2012, excludes the aggregate grant date fair value of approximately $0.6 million for performance-based restricted stock units that were not earned (and therefore were not eligible to vest).

(3) Reflects the closing stock price on the last trading day of the fiscal year.

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2013 Financial Highlights. In 2013, we reported record annual revenues of approximately $948 million, an increase of 17% from 2012. The following table illustrates our 2013 results in terms of revenue, net income, diluted earnings per share and stock price relative to 2011 and 2012:

	2011	**2012**	**2013**
Revenue	$783.8 million	$811.6 million	$948.2 million
Net Income	$117.5 million	$93.2 million	$86.4 million
Diluted Earnings per Share	$1.05	$0.83	$0.78
Closing Stock Price (on last trading day)	$36.93	$30.32	$41.50

In addition to the results reflected in the table above, non-GAAP net income increased 9% from 2012 to 2013. Also, non-GAAP net income per diluted share increased 10% from 2012 to 2013.

Significant 2013 Compensation Decisions. We continually make refinements to our executive compensation program in order to achieve our compensation-related objectives and ensure that they align with the interests of our stockholders. At our 2013 annual meeting of stockholders, we held an advisory vote on our 2012 executive compensation. Approximately 96% of the votes cast on the proposal were voted in support. We believe this result, as well as the positive results from prior-year advisory votes, validates our general approach to executive compensation. When planning for 2013, we also considered our 2012 financial performance and our total stockholder return. In order to motivate our executive officers to continually advance our long-term strategic priorities and build stockholder value, as well as to demonstrate our long-standing commitment to pay for performance and positive compensation practices, we refined our executive compensation program for 2013 by:

- not increasing the base salary or target cash incentive award from 2012 levels for Mr. Abbasi;

- not increasing the base salaries of our other executive officers from 2012 levels and making only limited increases in the target cash incentive awards for certain of our other executive officers;

- establishing aggressive performance goal targets for the payment of cash incentive awards under our corporate bonus plan that reflect the achievement of the appropriate level of corporate performance;

- significantly altering the mix of equity awards granted to our executive officers in utilizing a blend of options and a much larger component of performance-based restricted stock units ("PSUs"); and

- focusing the objective of the 2013 equity awards on enhancing performance, by granting only equity awards (options and PSUs) that we believe contain a performance-based component.

We believe the design of our executive compensation program, and the resulting compensation paid to our executive officers for 2013 (particularly for Mr. Abbasi), illustrate that we adhere to our central goal to pay for performance.

Mix of Compensation Elements. Our executive compensation program continues to consist of three principal elements: base salary, short-term cash incentive awards and long-term equity-based incentive awards. Consistent with our pay for performance philosophy, a significant portion of our named executive officers' compensation in 2013 consisted of incentive awards, particularly long-term equity-based incentive awards (options, restricted stock units ("RSUs") and PSUs). By using a significant equity-based element, we believe we create an incentive for our executive officers to achieve long-term stockholder value. If our stock price declines or stays flat, our executive officers realize little to no benefit from their outstanding options. Therefore, we believe that options present a substantial incentive to maximize performance, and we utilize a mix of equity awards significantly weighted towards options.

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The chart below illustrates the overall mix of compensation components for our named executive officers in 2013:

2013 Executive Compensation Mix

(1) Includes the value of option, RSU and PSU awards granted in 2013. Value is based on the aggregate grant date fair value computed in accordance with FASB ASC Topic 718.

2014 CEO Compensation Highlights. In planning for 2014 executive compensation, we considered our 2013 financial performance as well as total stockholder return, including total stockholder return over a three-year period. As a result, we made certain refinements to our executive compensation program for 2014. Particularly with respect to CEO compensation, we demonstrated our continued commitment to ensuring that we emphasize pay for performance principles by:

- not increasing Mr. Abbasi's base salary from the 2013 level of $700,000;
- making a limited increase in Mr. Abbasi's target cash incentive award, from 105% of base salary in 2013 (or $735,000) to 115% of base salary (or $805,000) for 2014; and
- maintaining a performance-oriented mix of equity awards granted to Mr. Abbasi by utilizing a blend of options and PSUs (with Mr. Abbasi receiving an option for 91,000 shares and a target PSU award for 92,000 shares in 2014).

Comparison of CEO Target Compensation. The following table compares Mr. Abbasi's target compensation for 2013 and 2014, assuming achievement at 100% of the target award:

	2013 Target ($) (1)	**% of 2013 Total Target**	**2014 Target ($)**	**% of 2014 Total Target**	**% Change 2013 to 2014**
Base Salary	700,000	13.1	700,000	11.5	
Cash Incentive Compensation	735,000	13.7	805,000	13.2	9.5
Value of Equity-Based Incentive Awards (2)					
Options	894,680	16.7	1,058,740	17.4	18.3
Time-Based RSUs					
Performance-Based RSUs	3,031,830	56.5	3,519,000	57.9	16.1
Total Target Compensation	5,361,510		6,082,740		13.5

(1) Mr. Abbasi's actual compensation in 2013 was $5,174,085, as set forth in the 2013 Summary Compensation Table on page 53.

(2) Reflects the aggregate grant date fair value computed in accordance with FASB ASC Topic 718.

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In addition, the charts below illustrate the mix of Mr. Abbasi's target compensation components for 2013 and 2014:

2013 CEO Target Compensation Mix

2014 CEO Target Compensation Mix

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(1) Assumes achievement at 100% of target.

(2) Reflects the aggregate grant date fair value computed in accordance with FASB ASC Topic 718.

Positive Compensation Practices. We continually monitor trends and developments in compensation practices to enhance the effectiveness of our compensation philosophy and our corporate governance objectives. In addition to the decisions and highlights described above, we have adopted the following practices:

all of our executive officers are employed "at will";

our severance agreements with our executive officers (other than our chief executive officer) generally feature "double-trigger" severance benefits (that is, the payment of severance benefits is triggered only upon certain terminations of employment following a change in control of Informatica);

none of our severance agreements provide for potential tax "gross-up" payments;

we maintain robust stock ownership guidelines for our executive officers and directors;

our employees (including our executive officers) and directors are prohibited from margining our securities, short selling our securities or trading in derivative securities;

our equity incentive plan prohibits us from instituting any program to reprice or exchange equity awards for awards with a lower exercise price without stockholder approval; and

we hold an annual stockholder advisory vote on executive compensation and often solicit feedback from our stockholders on the effectiveness of our compensation philosophy and programs.

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Philosophy of Compensation Program

Our compensation program is grounded in the belief that employee performance and success will result in our economic growth, which will have the effect of increasing stockholder value. Our executive officers are compensated under the same programs as other employees, although certain executive compensation elements are more heavily weighted towards our overall performance as compared to achievement of individual objectives. Rewarding strong performance and contribution, regardless of seniority within Informatica, is an important part of our culture and core values.

A significant portion of the executive officers' compensation is directly tied to our performance, ensuring that executive compensation, our financial results and stockholder value are properly aligned. We maintain a balance between short-term and long-term performance by rewarding executive officers both on the achievement of our current business plan objectives, as well as on the achievement of long-term growth, profitability and improvement in stockholder value.

We consider each of the following components as an integral part of the overall total compensation package:

- base salary;
- short-term cash incentive awards;
- long-term equity-based incentive awards;
- benefits under generally available programs; and
- severance arrangements.

The Compensation Committee considers each of the above items in determining the compensation package for each executive officer. Further detail on each component is provided below.

Role of the Compensation Committee

Our Compensation Committee acts for the Board of Directors to oversee the design of, and to evaluate and approve, our compensation plans, policies and programs. The Compensation Committee is empowered to review and approve, or when appropriate recommend for the approval by the independent members of the Board of Directors, the annual compensation for and compensation policies applicable to our executive officers, including our chief executive officer.

The Compensation Committee meets at least quarterly. Members of the Compensation Committee also meet with our management and other employees as a part of the compensation planning and administration process throughout the year. In January, the Compensation Committee typically reviews and approves for all employees the compensation philosophy with respect to target compensation, equity award ranges for hiring and retention, bonus metrics and benefits, and also finalizes executive compensation plans for the current fiscal year.

The Compensation Committee consists of Ms. Chang, Dr. Held and Mr. Robel. Dr. Held is the chairman of the Compensation Committee. Each member of the Compensation Committee is independent as that term is defined pursuant to the Compensation Committee's charter in terms of the independence requirements of The NASDAQ Stock Market, the non-employee director definition under Section 16 of the Exchange Act and the outside director definition in Section 162(m) of the Internal Revenue Code of 1986, as amended. No Compensation Committee member is a former or current officer or employee of Informatica or any of its subsidiaries. Members of the Compensation Committee serve at the discretion of our Board of Directors.

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In carrying out its responsibilities, the Compensation Committee consults with Mr. Abbasi, our human resources personnel, and when appropriate, with external independent compensation consultants or other members of management, to assist in the evaluation of and recommendations related to our compensation programs. While the Compensation Committee may, from time to time, consult with Mr. Abbasi, Mr. Fry or other members of management in connection with the planning or evaluation of compensation program-related matters, the Compensation Committee is responsible for oversight and approval of our programs and the individual elements of those programs.

Role of Executive Officers in Compensation Decisions

The Compensation Committee meets with Mr. Abbasi to obtain recommendations regarding the compensation of our executive officers, particularly with respect to base salaries, cash incentive awards and equity incentive awards. The Compensation Committee considers, but is not bound to and does not always accept, Mr. Abbasi's recommendations. While the Compensation Committee may solicit input from Mr. Abbasi on his expectations regarding his own compensation, the Compensation Committee deliberates and makes decisions with respect to his compensation without him present. Mr. Abbasi and other executive officers attend some of the Compensation Committee's meetings, but leave the meetings as appropriate when matters of executive compensation specific to them are discussed.

Role of the Independent Compensation Consultant

An independent compensation consultant is retained each year by the Compensation Committee to analyze and benchmark our executive officers' compensation package, including base salary, variable pay and equity awards. Additionally, such consultant may be asked to review and benchmark the competitive structure of equity programs, benefits or severance provisions on an as needed basis. The independent compensation consultant serves at the discretion of the Compensation Committee. The Compensation Committee typically requests that representatives of the independent compensation consultant attend the Compensation Committee's meetings, as appropriate.

For 2013, Radford, an AonHewitt Company, provided independent compensation consulting services to the Compensation Committee with respect to our executive officer and director compensation programs and policies and with respect to our equity compensation programs and policies for the broader employee base. Radford was originally engaged by the Compensation Committee in 2009 following a review of the compensation consultant relationship as part of their governance process and an evaluation of a number of consultants. The Compensation Committee reviews, on an annual basis, the independence of Radford in accordance with the rules and regulations of the SEC.

Peer Companies

On an annual basis, the Compensation Committee asks Radford to develop a peer group of software and technology companies for further analysis. In evaluating potential peer companies, Radford solicits input from the Compensation Committee, as well as from members of management, on the appropriate parameters for comparison. The specific criteria for selection into the peer group are set annually by the Compensation Committee. In selecting a peer group, we consider software and technology companies that, in our view, compete with us for talent and have financial or other organizational metrics generally similar to ours. Accordingly, our peer group includes a blend of mid-size companies and larger companies serving the data integration market or adjacent markets, as well as other comparably sized software companies. The selection criteria for our peer group includes headquarters location, revenue and revenue growth rates, market capitalization and number of employees. When the peer group is reviewed each year, companies may be removed for failure to meet the selection criteria or new companies may be added as necessary to ensure a significant sample size of companies.

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2013 Peer Companies. Our peer group for 2013 consisted of the following companies:

2013 Peer Group

Akamai Technologies, Inc.	NeuStar, Inc.	Quest Software, Inc.
Cadence Design Systems, Inc.	Nuance Communications, Inc.	Red Hat, Inc.
Concur Technologies, Inc.	Open Text Corporation	salesforce.com, inc.
JDA Software Group, Inc.	PTC Inc.	Synopsys, Inc.
MicroStrategy Incorporated	Pegasystems, Inc.	Tibco Software Inc.
NetSuite Inc.	Qlik Technologies Inc.	VeriSign, Inc.

For 2013, Ariba, Inc., Fair Isaac Corporation and Progress Software Corporation were removed from our 2013 peer group. Ariba was acquired, and Fair Isaac and Progress Software failed to meet the criteria for revenue growth and market capitalization. In addition, Cadence Design Systems, Inc., Pegasystems, Inc., Qlik Technologies Inc. and Synopsys, Inc. were added.

Stockholder Advisory Vote on Executive Compensation

We hold an annual stockholder advisory vote on executive compensation (the "say-on-pay proposal"). Approximately 96% of the votes cast on the say-on-pay proposal at the 2013 annual meeting were voted in favor of the proposal. In addition, approximately 96% of the votes cast on the say-on-pay proposal at the 2012 annual meeting were voted in favor of the proposal.

In establishing 2013 compensation, the Compensation Committee considered the results from 2012 annual meeting. The Compensation Committee believes that these results affirm our stockholders' support for our executive compensation decisions and policies, and as such, the Compensation Committee did not materially change its approach to 2013 executive compensation in response to the say-on-pay proposal. In addition, the results from the 2013 annual meeting were evaluated by the Compensation Committee when establishing 2014 executive compensation, and similarly did not result in a material change to our executive compensation philosophy.

The Compensation Committee will continue to consider the results of future say-on-pay proposals when making executive compensation decisions and policies. We continually refine our executive compensation program in order to achieve our principal compensation objectives and ensure alignment with our stockholders' interests. We also engage in an annual dialogue with some of our larger stockholders on corporate governance and compensation matters and often solicit their feedback on various aspects of our compensation programs, particularly our equity compensation programs.

Target Compensation

We look at three elements of compensation (base salary, target total cash, and long-term incentives) as compared to our peer group. For 2013, we targeted base salary at the 55th percentile, target total cash (salary plus cash incentive awards) at the 65th percentile and long-term incentives at the 65th percentile within dilution constraints. We use above-median targets to assist with attracting and retaining key employees and offering competitive compensation. The Compensation Committee also believes that targeting higher total cash and long-term incentives (which includes equity-based incentive awards) furthers our pay-for-performance philosophy. We also use above-median targets to maintain consistency with our internal operating plan, which is intentionally challenging and designed to require significant effort and skill by the company to achieve. By

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targeting above-median compensation, we ensure that if we achieve our internal goals and objectives for our business, our overall compensation will align with our performance.

New Executive Officer Compensation

One of our named executive officers, Mr. Chakravarthy, joined us in 2013. In determining and negotiating Mr. Chakravarthy's compensation, the Compensation Committee and management reviewed and considered his qualifications and experience, his anticipated duties and responsibilities at Informatica, the overall compensation necessary to encourage and incentivize Mr. Chakravarthy to join Informatica, and the compensation that Mr. Chakravarthy was receiving from his then-current employer. The Compensation Committee and management also consulted with Radford regarding the appropriate compensation for such duties and responsibilities relative to our peer group and our target percentiles.

Base Salary

Annual base salaries for our executive officers are determined primarily on the basis of the executive officer's level of responsibility, general salary practices of the peer group and the individual officer's specific qualifications and experience. Base salaries are reviewed annually by the Compensation Committee and any variances between the salary levels of each executive officer and those of the companies included in the benchmarks are reviewed. The Compensation Committee also reviews recommendations made by Mr. Abbasi for each executive officer (other than himself). Salaries may be adjusted based on certain criteria including our recent financial performance, the executive officer's individual performance, the functions performed by the executive officer, the scope of the executive officer's on-going duties and any general changes in the compensation data from the peer companies. In determining any merit salary increase, the relative importance of each factor may vary from individual to individual.

2013 Base Salaries. In the fourth quarter of 2012 and the first quarter of 2013, the Compensation Committee reviewed data provided by Radford, including the analysis of each named executive officer's base salary against our selected peer group. In addition to reviewing the data provided by Radford, the Compensation Committee considered our 2012 financial performance and the current position of base salaries within the percentile target. As a result, no increases were made to the base salaries for any of our executive officers for 2013.

For 2013, the base salaries of our named executive officers were as follows:

Named Executive Officer	2012 Base Salary ($)	2013 Base Salary ($)	% Change
Sohaib Abbasi	700,000	700,000	
Earl Fry	417,000	417,000	
Anil Chakravarthy (1)		410,000	
Ivan Chong (2)	335,000	335,000	
John McGee	400,000	400,000	
Girish Pancha (3)	390,000	390,000	

(1) Mr. Chakravarthy joined us in September 2013. Mr. Chakravarthy's base salary was negotiated in connection with his hiring.

(2) Mr. Chong's base salary was increased to $375,000 in November 2013 in connection with his assumption of the chief strategy officer role and responsibilities.

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(3)
Mr. Pancha was on a leave of absence from April 2013 to September 2013. He left Informatica in October 2013.

Short-Term Cash Incentive Awards

In addition to base salaries, we pay short-term cash incentive awards pursuant to our corporate bonus plan and individual variable compensation plans. As a result, a substantial portion of each named executive officer's total cash compensation is tied to our performance, in order to focus each executive officer on the importance of achieving our top-line and bottom-line objectives. We refer to these cash incentive awards as a bonus.

Target Bonus. The target bonus for each named executive officer is determined using competitive market data provided by our independent compensation consultant, evaluated against a number of criteria including functional responsibilities and the scope of the executive officer's position and on-going duties, and is expressed as a percentage of base salary. The Compensation Committee also reviews recommendations made by Mr. Abbasi for each executive officer (other than himself).

2013 Target Bonus. The Compensation Committee approved a 10% increase in the 2013 target bonus percentages for Mr. Fry and Mr. Pancha and a 5% increase in the 2013 bonus percentage for Mr. Chong , in order to maintain their total cash compensation at the targeted 65th percentile, ensure internal parity among their peers and incentivize them to achieve our growth strategies and maximize stockholder value. No changes were made to the target bonus percentages for Mr. Abbasi and Mr. McGee for 2013.

For 2013, each named executive officer's target bonus was:

Named Executive Officer	2012 Target Bonus (as a % of Base Salary)	2013 Target Bonus (as a % of Base Salary)	2013 Target Bonus ($)
Sohaib Abbasi	105%	105%	735,000
Earl Fry	80%	90%	375,300
Anil Chakravarthy (1)		90%	123,000
Ivan Chong (2)	75%	80%	284,000
John McGee	90%	90%	360,000
Girish Pancha (3)	80%	90%	351,000

(1)
Mr. Chakravarthy joined us in September 2013. Mr. Chakravarthy's target bonus percentage was negotiated in connection with his hiring. The table above reflects a prorated target bonus based on his start date.

(2)
Mr. Chong's 2013 target bonus ($) reflects the increase in his base salary in November 2013.

(3)
Mr. Pancha was on a leave of absence from April 2013 to September 2013. He left us in October 2013.

Corporate Bonus Plan. Our corporate bonus plan focuses on the achievement of key fiscal year business objectives around growth and profitability. All of our employees participate in this bonus plan, including our executive officers, which directly rewards achievement against semi-annual performance goals. The performance goals are determined by the Compensation Committee in consultation with the Board of Directors, Mr. Abbasi and Mr. Fry. These performance goals are specifically tied to two key corporate performance objectives: license bookings and non-GAAP operating income. For purposes of the corporate bonus plan, GAAP operating income is adjusted for certain items. Non-GAAP operating income excludes charges and benefits related to the

amortization of acquired technology and intangible assets, facilities restructuring and facility lease termination costs, building operating expense, acquisitions and other charges, and stock-based compensation expense.

The target levels of the performance goals are measured on a semi-annual basis. Bonuses are paid out after the second calendar quarter for performance achieved in the first half of the year, and after the fourth calendar quarter for performance achieved in the second half of the year. The corporate bonus plan has a minimum payout threshold, with zero payout for achievement at 80% or less of the target level for that semi-annual period. In addition, it is possible to exceed the target level of achievement and receive a bonus payout in excess of the amount payable at the target level, up to a maximum of 200% of the target bonus amount. The Compensation Committee reviews, approves and has discretion to adjust the actual achievement levels and the bonus payments for all participants.

The target levels of the performance goals are derived from our internal operating plan for the fiscal year. Our annual operating plan sets forth our internal goals and objectives for the overall growth and development of Informatica, and therefore is intentionally challenging and designed to require significant effort and skill by the company to achieve. As a result, the likelihood of achieving the performance targets reflects the challenges inherent in achieving the goals and objectives in our internal operating plan. We also adjust the payout levels under the corporate bonus plan from year-to-year based on the likelihood of achievement of the performance goals. In addition, we evaluate and adjust payout levels based on an assessment of our peer group's financial targets for the current fiscal year.

The Compensation Committee considers the likelihood o