CITRIX SYSTEMS, INC.
DIRECTOR RESIGNATION POLICY

In accordance with the Company's By-laws, if none of the Company's stockholders provides the Company notice of an intention to nominate one or more candidates to compete with the Board's nominees in a Director election, or if the Company's stockholders have withdrawn all such nominations by the tenth day before the Company mails its notice of meeting to its stockholders, a Director nominee must receive more votes cast for than against his or her election or re-election in order to be elected or re-elected to the Board. The Board expects a Director to tender his or her resignation if he or she fails to receive the required number of votes for re-election. The Board shall nominate for election or re-election as Director only candidates who agree to tender irrevocable resignations that will be effective upon (i) the failure to receive the required vote at the next annual meeting at which they face re-election and (ii) Board acceptance of such resignation. In addition, the Board shall fill Director vacancies and new directorships only with candidates who agree to tender, promptly following their appointment to the Board, the same form of resignation tendered by other Directors in accordance with these Corporate Governance Guidelines.

If an incumbent Director fails to receive the required vote for re-election, the Nominating and Corporate Governance Committee shall promptly consider his or her resignation, a range of possible responses based on the circumstances that led to such Director’s failure to receive the required vote for re-election (if known), including, without limitation, actions intended to address the underlying causes of such circumstances, and make a recommendation to the Board. The Board will act on the Nominating and Corporate Governance Committee’s recommendation within 90 days following certification of the stockholder vote. The Nominating and Corporate Governance Committee and the Board may consider any factors they deem relevant in deciding whether to accept a Director's offer of resignation.

Thereafter, the Board will promptly disclose its decision and an explanation of the factors it considered in making its decision regarding whether to accept the Director's resignation (or the reason(s) for rejecting the resignation, if applicable) in a Current Report on Form 8-K furnished to the Securities and Exchange Commission.

Any Director whose offer to resign is considered pursuant to this provision shall not participate in the Nominating and Corporate Governance Committee recommendation or Board action regarding whether to accept such Director’s resignation. It is the intent of the Board that resignations delivered pursuant to this provision shall provide that any such resignation shall be effective upon, and only in the event that, (i) the Board accepts such resignation and (ii) the earlier to occur of the date that such director’s successor is elected and qualified or the date that the Board decreases the number of directors constituting the whole Board.
If each member of the Nominating and Corporate Governance Committee fails to receive the required vote for re-election, then the independent Directors who did not fail to receive the required vote for re-election shall appoint a committee amongst themselves to consider the resignations and recommend to the Board whether to accept them.

_Last updated by the Nominating and Corporate Governance Committee on December 6, 2007._