

RSA SECURITY INC.

COMPENSATION COMMITTEE CHARTER

A. Purpose

The purpose of the Compensation Committee is to assist the Board of Directors in the discharge of its responsibilities relating to the compensation of the Company's executive officers and directors and succession planning of senior executive officers.

B. Structure and Membership

1. Number. The Compensation Committee shall consist of at least three members of the Board of Directors.
2. Independence. Except as otherwise permitted by the applicable rules of The NASDAQ Stock Market, each member of the Compensation Committee shall be an "independent director" as defined by such rules.
3. Chair. Unless the Board of Directors elects a Chair of the Compensation Committee, the Compensation Committee shall elect a Chair by majority vote.
4. Compensation. The Board shall determine the compensation of the Compensation Committee members.
5. Selection and Removal. The Board shall appoint members of the Compensation Committee, upon the recommendation of the Governance and Nominating Committee. The Board of Directors may remove members of the Compensation Committee from such Committee, with or without cause.

C. Authority and Responsibilities

Compensation Matters

1. Executive Officer Compensation. The Compensation Committee or a majority of the independent directors of the Board shall review and approve the compensation of the Company's Chief Executive Officer and other executive officers, including salary, bonus and incentive compensation levels; deferred compensation; executive perquisites; equity compensation (including awards to induce employment); severance arrangements; change-in-control benefits and other forms of executive officer compensation. The Compensation Committee or a majority of the independent directors of the Board, as the case may be, shall meet without the presence of executive officers when approving or deliberating on CEO compensation but may, in its or their discretion, invite the CEO to be present during the approval of, or deliberations on, other executive officer compensation.

2. Plan Recommendations and Approvals. The Compensation Committee shall periodically review and make recommendations to the Board of Directors with respect to incentive-compensation plans and equity-based plans. The Compensation Committee shall review and approve all tax-qualified, non-discriminatory employee benefit plans and all parallel nonqualified plans pursuant to which, in both cases, options or stock may be acquired by officers, directors, employees or consultants of the Company.
3. Plan Administration. The Compensation Committee shall exercise all rights, authority and functions of the Board of Directors under all of the Company's stock option, stock incentive, employee stock purchase and other equity-based plans, including without limitation, the authority to interpret the terms thereof, to grant options thereunder and to make stock awards thereunder. However, except as otherwise expressly authorized to do so by a plan or resolution of the Board of Directors, the Compensation Committee shall not be authorized to amend any such plan. In addition, the Compensation Committee or a majority of the independent directors of the Board shall approve any inducement awards granted in reliance on the exemption from stockholder approval contained in NASDAQ Rule 4350(i)(1)(A)(iv).
4. Director Compensation. The Compensation Committee shall periodically review and make recommendations to the Board of Directors with respect to director compensation (including compensation for members of committees of the Board of Directors).
5. Evaluation of Senior Executives. The Compensation Committee shall be responsible for overseeing the evaluation of the Company's senior executives. In conjunction with the Audit Committee in the case of the evaluation of the senior financial executives, the Compensation Committee shall determine the nature and frequency of the evaluation and the persons subject to the evaluation, and, together with the CEO, supervise the conduct of the evaluation and prepare assessments of the performance of the Company's senior executives, to be discussed periodically with the Board.
6. Succession Planning. The Compensation Committee shall oversee an annual review by the Board on succession planning, including transitional leadership in the event of an unplanned vacancy. The Committee shall, in consultation with the Chief Executive Officer, identify, and periodically review and reassess, the qualities and characteristics necessary for an effective Chief Executive Officer and such other officers as the Board may from time to time direct. With these principles in mind, the Committee should, in consultation with the Chief Executive Officer where appropriate, periodically monitor and review the development and progression of potential internal candidates against these standards.
7. Compensation Committee Report on Executive Compensation. The Compensation Committee shall prepare the report described in Item 402(k) of

Regulation S-K for inclusion where necessary in a proxy or information statement of the Company relating to an annual meeting of security holders at which directors are to be elected (or special meeting or written consents in lieu of such meeting).

8. Compensation Committee Report on Repricing of Options/SARs. When required by applicable laws or regulations, the Compensation Committee shall prepare the report described in Item 402(i) of Regulation S-K for inclusion in a proxy or information statement of the Company.

General

9. Business Judgment. The Compensation Committee shall discharge its responsibilities, and shall assess the information provided by the Company's management, in accordance with its business judgment.
10. Additional Powers. The Compensation Committee shall have such other duties as may be delegated from time to time by the Board of Directors.

D. Procedures and Administration

1. Meetings. The Compensation Committee shall meet as often as it deems necessary in order to perform its responsibilities. The Committee may also act by unanimous written consent in lieu of a meeting. The Compensation Committee shall keep such records of its meetings as it deems appropriate.
2. Subcommittees. The Compensation Committee may form and delegate authority to one or more subcommittees as it deems appropriate from time to time under the circumstances. A subcommittee may consist of a single member or of at least two members, each of whom qualifies as a "non-employee director," as such term is defined from time to time in Rule 16b-3 promulgated under the Securities Exchange Act of 1934, as amended, and an "outside director," as such term is defined from time to time in Section 162(m) of the Internal Revenue Code of 1986, as amended, and the rules and regulations thereunder.
3. Reports to Board. The Compensation Committee shall report regularly to the Board of Directors.
4. Charter. The Compensation Committee shall periodically review and reassess the adequacy of this Charter and recommend any proposed changes to the Board of Directors for approval.
5. Consulting Arrangements. The Compensation Committee has the authority to retain and terminate any compensation consultant to assist in the evaluation of executive officer compensation and the authority to approve the consultant's fees and other retention terms. The Compensation Committee also has the authority to commission compensation surveys or studies as the need arises. The Compensation Committee is empowered, without further action by the Board of

Directors, to cause the Company to pay the compensation of such consultants as established by the Compensation Committee.

6. Independent Advisors. The Compensation Committee has the authority, without further action by the Board of Directors, to engage such independent legal, accounting and other advisors as it deems necessary or appropriate to carry out its responsibilities. Such independent advisors may be the regular advisors to the Company. The Compensation Committee is empowered, without further action by the Board of Directors, to cause the Company to pay the compensation of such advisors as established by the Compensation Committee.
7. Investigations. The Compensation Committee has the authority to conduct or authorize investigations into any matters within the scope of its responsibilities as it deems appropriate, including the authority to request any officer, employee or advisor of the Company to meet with the Compensation Committee or any advisors engaged by the Compensation Committee.

Adopted by the Board of Directors on July 21, 2004