

# RSA SECURITY INC.

## GOVERNANCE AND NOMINATING COMMITTEE CHARTER

### A. Purpose

The purpose of the Governance and Nominating Committee is to:

- Identify individuals qualified to become Board members;
- Recommend to the Board the persons to be nominated for election as directors at any meeting of stockholders;
- Develop and recommend to the Board a set of corporate governance principles applicable to the Company; and
- Oversee the evaluation of the Board.

### B. Structure and Membership

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

### C. Authority and Responsibilities

#### Board and Committee Membership

1. Recommendation of Director Nominees. Except where the Company is legally required by contract, its bylaws or otherwise to provide third parties with the right to nominate directors, the Governance and Nominating Committee is responsible for (i) identifying individuals qualified to become Board members and (ii) recommending to the Board the nominees for election as directors at any

meeting of stockholders and the persons to be elected by the Board to fill any vacancies on the Board.

2. Criteria for Selecting Directors. The Board's criteria for selecting directors are as set forth in the Company's Corporate Governance Guidelines. The Governance and Nominating Committee shall use such criteria and the principles set forth in such Guidelines to guide its director selection process. The Committee is responsible for reviewing with the Board, on an annual basis, the requisite skills and criteria for new Board members as well as the composition of the Board as a whole. The Committee may adopt, and periodically review and revise as it deems appropriate, procedures regarding director candidates proposed by stockholders.
3. Search Firms. The Governance and Nominating Committee has the sole authority to retain and terminate any search firm to be used to identify director nominees, including sole authority to approve the search firm's fees and other retention terms. The Committee is empowered, without further action by the Board, to cause the Company to pay the compensation of any search firm engaged by the Committee.
4. Selection of Committee Members. The Governance and Nominating Committee is responsible for recommending to the Board the directors to be appointed to each committee of the Board.

### **Corporate Governance**

5. Corporate Governance Guidelines. The Governance and Nominating Committee shall develop and recommend to the Board a set of Corporate Governance Guidelines applicable to the Company. The Committee shall, from time to time as it deems appropriate, review and reassess the adequacy of such Corporate Governance Guidelines and recommend any proposed changes to the Board for approval.

### **Evaluation of the Board**

6. Evaluation of the Board. The Governance and Nominating Committee is responsible for overseeing an annual self-evaluation of the Board to determine whether it and its committees are functioning effectively. The Committee shall determine the nature of the evaluation, supervise the conduct of the evaluation and prepare an assessment of the Board's performance, to be discussed with the Board.

### **General**

8. Business Judgment. The Governance and Nominating Committee shall discharge its responsibilities, and shall assess information provided by the Company's management, in accordance with its business judgment.

9. Additional Powers. The Governance and Nominating 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 Governance and Nominating 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 Committee shall keep such records of its meetings as it deems appropriate.
2. Subcommittees. The Governance and Nominating Committee may form and delegate authority to one or more subcommittees (including a subcommittee consisting of a single member), as it deems appropriate from time to time under the circumstances.
3. Reports to the Board. The Governance and Nominating Committee shall report regularly to the Board.
4. Charter. The Governance and Nominating Committee shall, from time to time as it deems appropriate, review and reassess the adequacy of this Charter and recommend any proposed changes to the Board for approval.
5. Independent Advisors. The Governance and Nominating Committee has the authority, without further action by the Board of Directors, to engage such independent legal 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 Committee is empowered, without further action by the Board, to cause the Company to pay the compensation of such advisors as established by the Committee.
6. Investigations. The Governance and Nominating 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 Committee or any advisors engaged by the Committee.

*Adopted by the Board of Directors on July 21, 2004*