

**Charter of the Nominating and Corporate Governance Committee  
of the Board of Directors of  
Websense, Inc.**

**Adopted as of January 26, 2004**

**1. Purposes.**

The primary purposes of the committee are to (a) select the individuals qualified to serve on the company's board of directors for election by stockholders at each annual meeting of stockholders and to fill vacancies on the board of directors, (b) implement the board's criteria for selecting new directors, (c) develop, recommend to the board, and assess corporate governance policies for the company, and (d) oversee the evaluation of the board.

**2. Composition.**

(a) At Least Two Members. The committee shall consist of at least two directors. The board shall designate a committee member as the chairperson of the committee, or if the board does not do so, the committee members shall appoint a committee member as chairperson by a majority vote of the authorized number of committee members.

(b) Independence. All committee members shall be independent as defined in the Nasdaq listing standards in effect from time to time (the "listing standards").

(c) Appointment. Subject to the requirements of the listing standards, the board may appoint and remove committee members in accordance with the company's bylaws. Committee members shall serve for such terms as may be fixed by the board, or at the will of the board if no specific term is fixed.

**3. Functions.** The committee shall:

(a) Qualifications of Directors: periodically assess, develop and communicate with the full board concerning the appropriate criteria for nominating and appointing new directors and evaluating the continuing qualifications of existing directors, including the board's size and composition; corporate governance policies; applicable listing standards and laws; individual director performance, expertise, experience and willingness to serve actively; number of other public and private company boards on which a director candidate serves; consideration of director nominees timely proposed by stockholders in accordance with the bylaws; and other appropriate factors.

(b) Director Nominees and Vacancies: nominate individuals for election as directors at each annual meeting of stockholders and appoint individuals to fill vacancies on the board of directors in consultation with the company's chief executive officer, subject to legal rights, if any, of third parties to nominate or appoint directors.

(c) Committee Appointments: if and when requested periodically by the board, identify and recommend to the board the appointees to be selected by the board for service on the committees of the board.

(d) CEO Consultation: actively consult with the company's chief executive officer as representative of the company's management prior to recommending to the board the

nomination of any incumbent or new director nominees for election at the annual meeting or appointment to fill a vacancy.

(e) Governance Policies: develop, assess and make recommendations to the board concerning appropriate corporate governance policies.

(f) Board Evaluation: oversee an annual review of the performance of the full board.

(g) Other Functions: perform any other activities consistent with Section 141 of the Delaware General Corporation Law, this charter, the bylaws and applicable listing standards and laws as the committee or the board of directors considers appropriate.

(h) Annual Performance Review: evaluate its own performance as a committee and this charter on an annual basis.

(i) Code of Business Conduct and Code of Ethics: oversee the implementation and periodic review of the company's code of business conduct and code of ethics and consider any requests by directors or executive officers for waivers from such codes.

#### **4. Meetings, Reports and Resources.**

(a) Meetings. The committee shall meet at least annually and as often as necessary to carry out its responsibilities. The committee may also hold special meetings or act by unanimous written consent as the committee may decide. The committee may meet in separate executive sessions with other directors, the chief executive officer and other company employees, agents or representatives invited by the committee.

(b) Procedures. The committee may establish its own procedures, including the formation and delegation of authority to subcommittees, in a manner not inconsistent with Section 141 of the Delaware General Corporation Law, this charter, the bylaws or the listing standards. The chairperson or majority of the committee members may call meetings of the committee. A majority of the authorized number of committee members shall constitute a quorum for the transaction of committee business, and the vote of a majority of the committee members present at a meeting at which a quorum is present shall be the act of the committee, unless in either case a greater number is required by this charter, the bylaws or the listing standards. The committee shall keep written minutes of its meetings and deliver copies of the minutes to the corporate secretary for inclusion in the corporate records.

(c) Reports. The committee will report its director nominees for the annual meeting of stockholders to the board at an appropriate time prior to preparation of the company's proxy statement for the annual meeting. The committee shall also report to the board annually the results of (1) an oversight review of the performance of the board of directors, (2) the committee's assessment of the company's corporate governance policies and implementation, and (3) an annual review by the committee of its own performance. The committee shall also report to the board on the major items covered by the committee at each committee meeting, and provide additional reports to the board as the committee may determine to be appropriate.

(d) Committee Access and Resources. The committee is at all times authorized to have direct, independent and confidential access to the company's other directors, management and personnel to carry out the committee's purposes. The committee is authorized to retain at the

company's expense independent counsel or other advisers selected by the committee for matters related to the committee's purposes.

(e) Reliance on Others. Nothing in this charter is intended to preclude or impair the protection provided in Section 141(e) of the Delaware General Corporation Law for good faith reliance by members of the committee on reports or other information provided by others.