

**CHARTER OF THE  
WEBEX COMMUNICATIONS, INC.  
GOVERNANCE AND NOMINATING COMMITTEE**

***Purpose***

The purpose of the Governance and Nominating Committee (the “Committee”) of the Board of Directors of WebEx Communications, Inc., a Delaware corporation (the “Company”) shall be to identify individuals qualified to become members of the Board of Directors, to recommend to the Board the director nominees of the Company to be considered for election at the annual meeting of stockholders, to develop and recommend to the Board of Directors a set of corporate governance principles applicable to the Company, and to perform such other duties and responsibilities enumerated in and consistent with this Charter.

***Duties and Responsibilities***

The duties and responsibilities of this Committee shall be as follows:

(a) To evaluate and recommend to the Board of Directors the director nominees of the Company to be considered for election at the annual meeting of stockholders. The Committee shall also recommend nominees to the Board of Directors with respect to filling vacancies on the Board of Directors. The Committee shall give due consideration to nominees recommended by other members of the Board of Directors. The criteria used by the Committee to evaluate and to select director nominees shall include, but shall not be limited to, relevant industry experience, general business experience, relevant financial experience, and compliance with independence and other qualifications necessary to comply with any applicable tax and securities laws and the rules and regulations of the Nasdaq Stock Market.

(b) To recommend to the Board of Directors composition of committees of the Board of Directors, after consultation with the individual members of the Board of Directors.

(c) To review and make recommendations to the Board of Directors with respect to candidates for director proposed by stockholders of the Corporation.

(d) To review and provide direction regarding management development and succession programs.

(e) To formulate and recommend to the Board of Directors a list of corporate governance guidelines, which shall address, at a minimum, director qualification standards; director responsibilities; director access to management and, as necessary and appropriate, independent advisors; director orientation and continuing education; management succession; and annual performance evaluation of the Board of Directors (the “Corporate Governance Guidelines”). The Committee shall from time to time or as necessary recommend to the Board of Directors any revisions to the Corporate Governance Guidelines that the Committee deems appropriate or to ensure compliance with applicable securities law and regulations and stock market rules.

(f) To review and recommend to the Board of Directors changes to the Company’s code of business conduct and ethics for directors, officers and employees of the Company, which shall

address, at a minimum, conflicts of interest, restrictions on individuals usurping corporate opportunities, confidentiality, fair dealing, protection and proper use of company assets, compliance with laws, rules and regulations, and encouraging the reporting of any illegal or unethical behavior (a “Code of Conduct”). The Committee shall from time to time or as necessary recommend to the Board of Directors any revisions to the Code of Conduct that the Committee deems appropriate or to ensure compliance with applicable securities laws and regulations and stock market rules.

(g) To review the functioning and effectiveness of the Board of Directors, its committees and its individual members.

(h) To evaluate the performance of the Company’s management as a whole and its individuals, with respect to compliance with the Corporate Governance Guidelines and the Code of Conduct, and report such findings to the Board of Directors.

(i) To consider and make recommendations on matters related to the practices, policies and procedures of the Board of Directors.

(j) To perform such other activities and functions related to the selection and nomination of directors and corporate governance as may be assigned from time to time by the Board of Directors, including, but not limited to preparing or causing to be prepared any reports or other disclosure required with respect to the Committee by any applicable proxy or other rules of the Securities and Exchange Commission or as required by the rules and regulations of the Nasdaq Stock Market.

### ***Committee Members***

The Committee shall consist of three members of the Board of the Directors, each of whom shall meet the independence and outside director requirements of applicable securities laws and regulations and the rules and regulations of the Nasdaq Stock Market. The Board of Directors shall appoint the Committee members, and shall appoint one of the members as Chairman. If the Company has a Lead Director, that person should, whenever practical, also serve as Chairman of the Committee. Each Committee member, including a member elected to fill a vacancy, shall hold office until a successor has been elected and qualified, or until such member has resigned, been removed, or is unable to serve due to incapacity or death. The Board of Directors shall appoint a new member in the event of a vacancy.

The entire Committee or any individual Committee member may be removed from office without cause by the affirmative vote of a majority of the Board of Directors.

Any Committee member may resign effective upon giving oral or written notice to the Chairman of the Board, the Secretary, or the Board of Directors, unless the notice specifies a later time for the effectiveness of such resignation. If the resignation of a Committee member is effective at a future time, the Board of Directors may elect a successor to take office when the resignation becomes effective.

### ***Committee Meetings***

Regular meetings of the Committee may be held at any place that has been designated from time to time by the Chairman of the Committee. Members of the Committee may participate in a meeting through the use of WebEx services, telephone conference or similar mechanisms, so long as all Committee members participating in such meeting can hear one another. Participation in a meeting pursuant to this paragraph constitutes presence in person at such meeting. The Chairman shall undertake to schedule meetings at convenient times, places and with sufficient advance notice so that all members may be present; provided, however, that if participation of all members is not practical, a majority of the authorized number of Committee members shall constitute a quorum for the transaction of business. The Chairman shall appoint a Secretary to provide notice of the meetings and to take minutes of each meeting, and to file such minutes with the Secretary of the Company. The Secretary of the Committee may be a Committee member or other suitable person, such as the Secretary of the Company. The Chairman shall set the agenda and preside at the meetings of the Committee and exercise and perform such other powers and duties as may be assigned by the Board of Directors or prescribed by this Charter.

Any action required or permitted to be taken by the Committee may be taken without a meeting, if all Committee members individually or collectively consent in writing or by electronic transmission to such action. Such written consent or consents or electronic transmission or transmissions shall be filed with the minutes of the proceedings of the Committee. Such action by written consent or electronic transmission shall have the same force and effect as a unanimous vote of the Committee.

### ***General Matters***

The Committee may, by resolution passed by a majority of the Committee, designate one or more subcommittees, each subcommittee to consist of one or more directors of the Company (who may or may not be members of this Committee). Any such subcommittee to the extent provided in the resolutions of this Committee, shall have and may exercise all the powers and authority of this Committee. Each subcommittee shall keep regular minutes of its meetings and report the same to this Committee or the Board of Directors when required by the Board of Directors. The Committee shall have the authority and shall be granted the resources to retain independent advisers, such as search firms, in order to assist the Committee in identifying and selecting nominees for the Board, and legal and financial advisers, when necessary and appropriate to carry on the responsibilities of the Committee. Such authority shall include the authority to approve such advisor's fees and other retention terms.

This Charter and any provision contained herein may be amended or repealed by the Board of Directors.