

## **CHARTER FOR THE NOMINATING COMMITTEE OF THE BOARD OF DIRECTORS OF SAFENET, INC.**

The Nominating Committee (the "Committee") is appointed by the Board of Directors to assist the Board of Directors in identifying qualified individuals to become directors, recommend to the Board of Directors qualified director nominees for election at the annual meeting of stockholders, recommend to the Board of Director membership on its committees, and assist the Board of Directors in monitoring and overseeing the overall corporate governance of SafeNet.

### **COMMITTEE MEMBERSHIP**

The Committee members shall be appointed and may be replaced from time to time by the Board of Directors. The Committee shall consist of no fewer than three directors. Each member of the Committee shall be an "independent director" as that term is defined in the applicable rules of The Nasdaq Stock Market. The Board of Directors may appoint a Chairperson of the Committee. If the Board of Directors does not appoint a Chairperson, the Committee may elect its own Chairperson.

### **MEETINGS**

The Committee shall meet as often as necessary to carry out its responsibilities. Any member of the Committee may call a meeting of the Committee. The Chairperson of the Committee, or another of its members, shall report to the Board of Directors on Committee meetings that are held and any recommendations of the Committee.

### **COMMITTEE GOALS AND RESPONSIBILITIES**

1. The Committee shall recommend to the Board of Directors director nominees for election at the annual meeting of stockholders.
2. Prior to nominating an existing director for re-election to the Board of Directors, the Committee shall consider and review the existing director's:
  - (a) performance as a member of the Board of Directors and any committee on which such director serves;
  - (b) attendance at meetings of the Board of Director and any committee on which such director serves;
  - (c) length of Board of Director service;
  - (d) experience, skills and contributions that such director brings to the Board of Directors; and
  - (e) independence.
3. In the event that a vacancy on the Board of Directors arises, the Committee shall (a) seek and identify a qualified director nominee to be recommended to the Board of Directors for either (i) appointment by the Board of Directors to serve the remainder of the term of the director position that is vacant, or (ii) election at the annual meeting or any special meeting of stockholders; or (b) recommend that the size of the Board of Directors be decreased to eliminate the vacancy.

4. In evaluating a candidate for recommendation as a director nominee, including any candidate recommended by a stockholder of SafeNet, the Committee shall consider such matters as it deems appropriate, including the candidate's personal and professional integrity, business judgment, relevant experience and skills, and potential to be an effective director in conjunction with the full Board of Directors in collectively serving the long-term interests of SafeNet's stockholders. The Committee may interview candidates when it deems it appropriate.
5. The Committee shall consider director candidates recommended by stockholders of SafeNet. Recommendations by stockholders should be submitted to the Committee.
6. The Committee shall have discretion and authority to (a) retain any search firm to assist in identifying director candidates, and (b) retain outside counsel or any other internal or external advisors, and approve all related fees and retention terms.
7. The Committee may review the Board of Director's committee structure and may recommend to the Board of Directors for its approval changes in the duties and responsibilities of committees, changes in the size of committees, and the directors to be appointed as members of each committee. When evaluating a director for service on a committee, the Committee may consider such matters as it deems appropriate, including the director's independence; experience, skills, and other Board responsibilities; attendance, performance and contribution on other committees; and potential to be an effective member of the committee with its other members.
8. The Committee shall oversee the orientation and training of newly elected directors and shall coordinate continuing education for all directors in compliance with the requirements of The Nasdaq Stock Market.
9. The Committee shall review and reassess the adequacy of the corporate governance principles of SafeNet annually and recommend any proposed changes to the Board of Directors for approval, including any changes in director qualifications.
10. The Committee may form and delegate authority to subcommittees if determined to be necessary or advisable.
11. The Committee shall review and assess the adequacy of this Charter annually and recommend any proposed amendments to this Charter to the Board of Directors for approval.
12. The Committee shall review annually its own performance.
13. The Committee shall have such other authority and responsibilities as may be assigned to it from time to time by the Board of Directors.