

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 by the Board for election as directors at the annual 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 and management.

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 NASDAQ, each member of the Governance and Nominating Committee shall be “independent” 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 compensation of Governance and Nominating Committee members shall be as determined by the Board.
5. Selection and Removal. Members of the Governance and Nominating Committee shall be appointed by the Board, 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. Selection of Director Nominees. Except where the Company is legally required by contract or otherwise to provide third parties with the ability to nominate directors, the Governance and Nominating Committee shall be responsible for (i) identifying individuals qualified to become Board members and

- (ii) recommending to the Board the persons to be nominated by the Board for election as directors at the annual 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 shall be 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.
 3. Search Firms. The Governance and Nominating Committee shall have 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 shall be 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 and Management; Succession Planning

6. Evaluation of the Board. The Governance and Nominating Committee shall be 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.
7. The Governance and Nominating Committee shall, in conjunction with the Board, find and evaluate potential successors to the Chief Executive Officer and such other officers as the Board may from time to time direct. 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.

D. Procedures and Administration

1. Meetings. The Governance and Nominating Committee shall meet as often as it deems necessary in order to be perform its responsibilities. The Committee shall keep such records of its meetings as it shall deem 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 shall have the authority 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 shall have the authority to conduct or authorize investigations into any matters within the scope of its responsibilities as it shall deem 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.

Approved by the Board of Directors on February 20, 2003