

ZIX CORPORATION
CHARTER OF THE NOMINATING AND CORPORATE
GOVERNANCE COMMITTEE
OF THE BOARD OF DIRECTORS
OF ZIX CORPORATION

I. PURPOSE.

The Nominating and Corporate Governance Committee (the “Committee”) shall discharge the responsibilities of the Board of Directors (the “Board”) by:

- A. Identifying individuals qualified to become directors and recommending that the Board select the candidates for all directorships to be filled by the Board or by the shareholders;
- B. Developing and recommending to the Board a set of corporate governance principles applicable to the Company; and
- C. Taking a leadership role in shaping the corporate governance of the Company, including the composition of the Board and its committees.

II. STRUCTURE AND OPERATIONS.

- A. Size. The Committee shall be comprised of the number of directors determined by the Board and consistent with the Company’s bylaws.
- B. Appointment of Members. The Board shall appoint the members of the Committee from qualified members of the Board. Each member of the Committee will be “independent” in accordance with, and the members will possess any additional qualifications required by, NASDAQ, the Securities Act of 1934 and the rules and regulations of the Securities and Exchange Commission.
- C. Removal. Members shall continue to be members until their successors are elected and qualified or until their earlier resignation or removal. Any member may be removed by the Board, with or without cause, at any time.

- D. Chair. Unless a Chair is elected by the full Board in accordance with the Company's bylaws, the members of the Committee shall designate a Chair by majority vote of the full Committee membership. The Chair will chair all regular sessions of the Committee and set the agendas for Committee meetings. If a Chair is not designated or is not present at any meeting, the members of the Committee may designate a chairman for such meeting by majority vote of the Committee.
- E. Delegation. The Committee shall be entitled to delegate certain of its responsibilities, where appropriate, to the Chair or to one or more other members of the Committee, subject to policies and/or procedures adopted by the Committee, which shall be consistent with applicable legal and regulatory requirements.
- F. Funding. The Company shall provide adequate resources to support the Committee's activities, including compensation of the Committee's counsel, consultants and other advisors.

II. MEETINGS.

- A. Meetings. The Committee shall meet at least once annually, or more frequently as circumstances dictate. The Committee shall maintain minutes or other records of the meetings and activities of the Committee.
- B. Attendance of Non-Members. The Committee may invite to its meetings any director, any manager of the Company and any other persons it deems appropriate in order to carry out its responsibilities. The Committee may also exclude from its meetings any persons it deems appropriate in order to carry out its responsibilities.

III. AUTHORITY, RESPONSIBILITIES AND DUTIES.

The following functions shall be within the power of the Committee in carrying out its purposes outlined in Section I of this Charter. These functions should serve as a guide with the understanding that the Committee may carry out additional functions and adopt additional or different policies and procedures as may be appropriate in light of changing business, legislative, regulatory, legal or other conditions. The Committee shall also have such further powers as may be delegated to it by the Board from time

to time related to the purposes of the Committee outlined in Section I of this Charter.

The Committee, in fulfilling its responsibilities, is empowered to study or investigate any matter of interest or concern that the Committee deems appropriate and shall have independent authority to retain outside counsel or other experts for this purpose. The Committee shall have the direct responsibility for the appointment, termination, compensation and oversight of search firms and recruitment consultants retained by the Company in respect of identifying and recruiting Board candidates and shall have the authority to negotiate and approve such consultant's fees and terms of engagement.

A. Selection, Composition, Evaluation and Compensation.

1. Establish the standards and procedures for the selection of individuals to serve on the Board.
2. Identify and screen individuals believed to be qualified as candidates to serve on the Board and recommend that the Board select the candidates for directorships to be filled by the Board or by the shareholders at an annual or special meeting. In identifying candidates for membership on the Board, the Committee may take into account all factors it considers appropriate, such as financial or industry expertise.
3. Review and make recommendations to the full Board concerning nominations of existing members of the Board to stand for re-election.
4. Conduct all necessary and appropriate inquiries into the backgrounds and qualifications of possible candidates.
5. Review and make recommendations to the Board, as the Committee deems appropriate, regarding the composition and size of the Board in order to ensure the Board has the requisite expertise.
6. Review and recommend to the Board for approval any changes in the compensation of directors.

B. Corporate Governance.

1. Establish and recommend to the Board a set of corporate governance guidelines and principles.
2. Consider corporate governance issues that arise from time to time, and develop appropriate recommendations for the Board regarding such matters.
3. Consider questions of independence and possible conflicts of interest of members of the Board and executive officers.

IV. ANNUAL PERFORMANCE EVALUATION.

The Committee shall perform a review and evaluation, at least annually, of the performance of the Committee, including but not limited to reviewing the compliance of the Committee with this Charter. In conducting its evaluation, the Committee may address all matters that it considers relevant to its performance, including but not limited to (a) the adequacy, appropriateness and quality of the information and recommendations presented by the Committee to the Board, (b) the manner in which they were discussed or debated or (c) whether the number and length of meetings of the Committee were adequate for the Committee to complete its work in a thorough and thoughtful manner. In addition, the Committee shall review and reassess, at least annually, the adequacy of this Charter and recommend to the Board any improvements to this Charter that the Committee considers necessary or desirable. The Committee shall conduct such evaluations and reviews in such manner as it deems appropriate.

V. GENERAL.

Notwithstanding any other provision of this Charter to the contrary, no provision of this Charter will, except to the extent required by applicable law, rule or regulation, be construed to create any duty, liability or obligation on the part of the Committee or any of its members or create any third party beneficiaries.