

VERISIGN, INC.

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

(as amended November 9, 2004)

I. Purpose

The purpose of the Nominating and Corporate Governance Committee (the “Committee”) of the Board of Directors (the “Board”) of VeriSign, Inc. (the “Company”) is (1) to recruit, evaluate and nominate candidates to be presented for appointment or election to serve as members of the Board; (2) to recommend nominees for Board committees; (3) to recommend corporate governance guidelines applicable to the Company; and (4) to review the Board’s performance.

II. Committee Authority and Responsibilities

- The Committee shall identify a slate of nominees to be proposed by the Company for election at each annual meeting of stockholders and the Committee shall develop a process for considering stockholder suggestions for Board nominees;
- The Committee shall consider the performance and qualifications of each potential nominee not only for their individual strengths but for their contribution to the Board as a group;
- The Committee shall identify potential candidates to fill Board vacancies that may be created by expansion of the number of members of the Board and by resignation, retirement or other termination of service of incumbent Board members;
- The Committee shall have sole authority to retain and terminate any search firm to be used to identify director candidates, including sole authority to approve such firm’s fees and other retention terms;
- The Committee shall have recommend to the Board nominees for Board committees;
- The Committee shall recommend a set of corporate governance principles applicable to the Company and review and assess the adequacy of such guidelines;
- The Committee shall review and assess on at least an annual basis the adequacy of this charter and the Code of Ethics and Business Conduct to ensure that they comply with the rules and regulations of the Securities and Exchange Commission and any exchange or market on which the Company’s capitals stock is traded, as they may be amended from time to time, and to recommend any changes for approval by the Board;

- The Committee may establish subcommittees and delegate authority to such subcommittees;
- The Committee may obtain advice from internal or external legal, accounting or other advisors;
- The Committee shall annually review the performance of the Board and the Committee; and
- The Committee shall perform any other activities required by applicable law, rules or regulations, including the rules of the Securities and Exchange Commission and any exchange or market on which the Company's capital stock is traded, and perform other activities that are consistent with this charter, the Company's Certificate of Incorporation and Bylaws, and governing laws, as the Committee or the Board deem necessary or appropriate.

III. Membership

All members of the Committee will be appointed by, and shall serve at the discretion of, the Board. The Board may elect a member of the Committee to serve as the Chair of the Committee. If the Board does not elect a Chair, the members of the Committee may designate a Chair by majority vote of the Committee membership.

The Committee shall consist of three members of the Board, each of which shall be persons who are not officers or employees of the Company or any subsidiary and who, in the opinion of the Board, have no other relationship or interest that would interfere with the exercise of independent judgment in carrying out the responsibilities of Committee members. Each of the members of the Committee will be an "independent director" as defined under the applicable rules and regulations of The Nasdaq Stock Market, as they may be amended from time to time, except as may otherwise be permitted by such rules, and must meet such other requirements for membership on the Committee as the rules of The Nasdaq Stock Market and the rules of the Securities and Exchange Commission may establish from time to time.

IV. Meetings and Reports

Meetings of the Committee shall be held from time to time as determined by the Board or the Committee. In accordance with the Bylaws of the Company, the Committee may take action by unanimous written consent.

The Committee shall keep minutes of its proceedings, which minutes shall be retained with the minutes of the proceedings of the Board.

The Committee shall make regular reports to the Board.