



## **Charter of the Compensation Committee of the Board of Directors of VeriSign, Inc.**

As Amended Through July 23, 2019

### **PURPOSE AND AUTHORITY:**

The Compensation Committee (the "Committee") of the Board of Directors (the "Board") of VeriSign, Inc. (the "Company") is appointed by the Board to assist in discharging the Board's responsibilities with respect to the forms of compensation of the Company's employees, including Senior Executives, and directors, to administer the Company's equity incentive plans, and to provide the compensation committee report required to be included in the Company's annual proxy statement. This Charter sets forth the authority and responsibility of the Committee for approving and evaluating Senior Executive compensation arrangements, plans, policies and programs of the Company, and for administering the Company's equity incentive plans for employees whether adopted prior to or after the date of adoption of this Charter (the "Stock Plans"). For purposes of this Charter, "Senior Executives" means, collectively, the Company's officers (within the meaning of Rule 16a-1(f) under the Securities Exchange Act of 1934, as amended (the "Exchange Act")), executive vice presidents and senior vice presidents.

### **MEMBERSHIP:**

The Committee will consist of not less than two members of the Board, with the exact number being determined by the Board. Each of the members of the Committee will be (i) an "independent director" as defined under the listing rules of The Nasdaq Stock Market, as they may be amended from time to time (the "Rules"), and eligible to serve on the Committee under the Rules, except as may otherwise be permitted by such Rules; (ii) a "non-employee director," as defined in Rule 16b-3 promulgated under Section 16 of the Exchange Act; and (iii) an "outside director" under Regulation Section 1.162-27 promulgated under Section 162(m) of the Internal Revenue Code of 1986, as amended. A subsequent determination that any member of the Committee does not qualify as a "non-employee director" or an "outside director" will not invalidate any previous actions by the Committee except to the extent required by law or determined appropriate to satisfy regulatory standards. All members of the Committee will be appointed by, and shall serve at the discretion of, the Board.

The Board will appoint members of the Committee based on the recommendation of the Corporate Governance and Nominating Committee. Committee members will serve during their respective term as a director until their respective successors have been duly appointed and qualified, subject to earlier resignation or removal by the Board in its discretion. Unless a Chair of the Committee is elected by the full Board, the members of the Committee may designate a Chair of the Committee by majority vote of the Committee membership.

### **DUTIES AND RESPONSIBILITIES:**

The principal processes of the Committee in carrying out its oversight responsibilities are set forth below. These processes are set forth as a guide with the understanding that the Committee may supplement them as appropriate and may establish policies and procedures from time to time that it deems necessary or advisable in fulfilling its responsibilities.

1. The Committee will oversee the Company's overall compensation philosophy and programs and assess whether the Company's compensation philosophy establishes appropriate incentives for management and employees. Unless the Committee otherwise expressly provides, the Committee delegates authority to subcommittees of the Committee or to management with respect to compensation determinations for persons who are not Senior Executives to the extent permitted by applicable law.
2. The Committee will have the authority to determine the form and amount of compensation to be paid or awarded to the Company's directors, including compensation for service on the Board, as Chairman of the Board, as Lead Independent Director, on committees of the Board, as chair of a committee of the Board or as Safety and Security Council liaison, and the Committee will review such determinations annually.
3. The Committee will have the sole authority and right, as and when it shall determine to be necessary or appropriate to the functions of the Committee, at the expense of the Company and not at the expense of the members of the Committee, to retain (or obtain the advice of) and terminate compensation consultants, legal counsel and other advisors of its choosing (together, "advisors") to assist the Committee in connection with its functions. Before selecting or receiving advice from an advisor (other than in-house counsel or other advisors excepted from the Rules), the Committee must take into consideration the factors set forth in the Rules. The Committee shall be directly responsible for the appointment, compensation and oversight of the work of any advisor retained by the Committee. The Committee shall have the sole authority to approve the fees and other retention terms of such advisors. The Company shall provide for appropriate funding, as determined by the Committee, for payment of reasonable compensation to any such advisors retained by the Committee pursuant to this Charter.
4. In discharging its responsibilities, the Committee shall have full access to any relevant records of the Company and may also request that any officer or other employee of the Company, including the Company's senior compensation or human resources executives, the Company's outside counsel or any other person meet with any members of, or consultants to, the Committee.
5. The Committee will annually review and approve the matters related to compensation and performance management relevant to the compensation of the Chief Executive Officer ("CEO") and evaluate the CEO performance in light of these goals and objectives, based on input from the formal evaluation of the CEO conducted by the independent directors of the Board. Based on this evaluation, the Committee will make and annually review decisions with respect to (i) the salary paid to the CEO; (ii) the grant of all cash-based bonuses and equity compensation to the CEO; (iii) the entering into or amendment or extension of any employment contract or similar arrangement with the CEO; (iv) any CEO severance or change-in-control arrangement; (v) the provision of any perquisites not generally available to other Company employees; and (vi) any other CEO compensation matters as from time to time directed by the Board. In determining the long-term incentive component of the CEO's compensation, the Committee will consider the Company's performance and relative stockholder return, the value of similar incentive awards to chief executive officers at companies that the Committee determines comparable based on factors it selects, the incentive awards given to the Company's CEO in prior years and any other facts the Committee deems relevant. In making determinations regarding any one of the foregoing components, the Committee shall consider all applicable components of the CEO's compensation. The CEO shall not be present during any voting or deliberations by the Committee regarding the CEO's compensation.
6. The Committee will review and approve matters related to compensation and performance management for Senior Executives on an annual basis and at the time of hire or promotion. Based on this evaluation, the Committee will make and review decisions with respect to (i) the salary paid to the Senior Executives; (ii) the grant of cash-based bonuses and equity compensation provided to the Senior Executives; (iii) the entering into or amendment or extension of any employment contract or similar arrangement with Senior Executives; (iv) Senior Executives' severance or change-in-control arrangement; (v) the provision of any perquisites not generally available to other Company employees; and (vi) any other Senior Executive compensation matters as from time to time directed by the Board. In determining the long-term incentive component of the Senior Executive's compensation, the Committee will consider the Company's performance and relative stockholder return, the value of similar incentive awards to

Senior Executives at companies that the Committee determines comparable based on factors it selects, and the incentive awards given to Senior Executives in prior years. In making determinations regarding any one of the foregoing components, the Committee shall consider all applicable components of the Senior Executives' compensation.

7. The Committee will annually review and make recommendations to the Board, as applicable, with respect to adoption and approval of, or amendments to, all cash-based and equity-based incentive compensation plans and arrangements, and the shares and amounts reserved thereunder after taking into consideration the Company's strategy of long-term and equity-based compensation.

8. The Committee will: (i) approve grants of equity awards to individuals eligible for such grants (including grants in compliance with Rule 16b-3 promulgated under the Exchange Act to individuals who are subject to Section 16 of the Exchange Act); (ii) interpret the Stock Plans and agreements thereunder; and (iii) determine acceptable forms of consideration for stock acquired pursuant to the Stock Plans. The Committee may delegate to the CEO the authority to grant equity awards under the Stock Plans to employees of the Company or of any subsidiary of the Company who are not directors or officers (within the meaning of Rule 16a-1(f) under the Exchange Act), provided that no grant exceeds any limit previously established by resolution of the Committee.

9. The Committee shall oversee the Company's engagement efforts with stockholders on the subject of executive compensation, and review and consider the results of the Company's say-on-pay vote and other feedback garnered through the engagement process.

10. The Committee will meet with the CEO within 90 days after the commencement of each fiscal year to discuss the incentive compensation programs to be in effect for Senior Executives for such fiscal year, and the corporate goals and objectives relevant to those programs.

11. The Committee will review as needed the Company's procedures with respect to employee loans and will not approve any arrangement in which the Company, directly or indirectly, extends or maintains credit, arranges for the extension of credit or renews an extension of credit, in the form of a personal loan to or for any director or executive officer (or equivalent thereof) of the Company. The Committee will assist the Board and management in complying with this prohibition.

12. The Committee will determine stock ownership and retention guidelines applicable to the Company's directors and Senior Executives and review compliance with such guidelines.

13. The Committee will be responsible for appointing the chairperson of the 401(k) Plan Committee, and monitoring its actions through quarterly 401(k) Plan updates from the chairperson.

14. The Committee will oversee and review the results of the Company's risk assessment and risk management relative to the Company's compensation programs, policies and practices.

15. The Committee shall (i) review the Compensation Discussion and Analysis section proposed for inclusion in the Company's annual proxy statement and the related disclosures about director and executive compensation; (ii) discuss the Compensation Discussion and Analysis section and related disclosures with management and recommend to the Board whether such section should be included in the Company's annual proxy statement; and (iii) provide the compensation committee report required to be included in the Company's annual proxy statement.

16. The Committee will periodically review with management the Company's human resources initiatives.

17. The Committee will, at least annually, assess whether the work of compensation consultants involved in determining or recommending executive or director compensation has raised any conflict of interest that is required to be disclosed in the Company's annual report and proxy statement.

18. The Committee will make regular reports to the Board.

19. The Committee will review and reassess the adequacy of this Charter annually and recommend to the Board any changes it determines are appropriate.

20. The Committee will at least annually review its performance and report on its performance to the Board.

21. The Committee will perform any other activities required by applicable law, rules or regulations, including the rules of the Securities and Exchange Commission and The Nasdaq Stock Market, 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 deems necessary or appropriate.

22. The Committee may delegate its duties and responsibilities to one or more subcommittees, consisting of not less than two members of the Committee, as it determines appropriate.

#### **MEETINGS:**

Meetings of the Committee will be held from time to time as determined by the Chair of the Committee in response to the needs of the Board or as shall be determined by the Chair of the Committee.

A quorum at any Committee meeting shall be a majority of the number of Committee members then serving, unless there are only two members of the Committee, in which case a quorum shall require the presence of both members. All determinations of the Committee shall be made by a majority of its members present at a meeting duly called and held, except as specifically provided herein (or where the Committee consists of only two members, by unanimous vote). In lieu of a meeting, the Committee may also act by unanimous written consent resolution consistent with the Company's Bylaws.

#### **AGENDA AND MINUTES:**

The Chair of the Committee shall be responsible for establishing the agendas for meetings of the Committee. An agenda, together with materials relating to the subject matter of each meeting, shall be sent to members of the Committee prior to each meeting. The Committee shall keep minutes of its proceedings. The minutes shall be approved at a subsequent meeting of the Committee, shall be distributed periodically to the full Board (if requested), and shall be retained with the minutes of the proceedings of the Board.