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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**  
Washington, D.C. 20549  
**SCHEDULE 14A INFORMATION**  
Proxy Statement Pursuant to Section 14(a) of the  
Securities Exchange Act of 1934

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

Preliminary Proxy Statement

**Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**

Definitive Proxy Statement

Definitive Additional Materials

Soliciting Material under §240.14a-12



VeriSign, Inc.

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(Name of Registrant as Specified In Its Charter)

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(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check all boxes that apply):

No fee required

Fee paid previously with preliminary materials

Fee computed on table in exhibit required by Item 25(b) per Exchange Act Rules 14a-6(i)(1) and 0-11

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VERISIGN®

# NOTICE OF 2022 ANNUAL MEETING AND PROXY STATEMENT



**VERISIGN**

VeriSign, Inc.  
12061 Bluemont Way  
Reston, Virginia 20190

April 12, 2022

To Our Stockholders:

You are cordially invited to attend the 2022 Annual Meeting of Stockholders (the "Annual Meeting") of VeriSign, Inc. ("we," "our," "us," or the "Company") to be held at our corporate offices located at 12061 Bluemont Way, Reston, Virginia 20190 on Thursday, May 26, 2022, at 10:00 a.m., Eastern Time.

The matters expected to be acted upon at the Annual Meeting are described in detail on the following pages.

We are using a U.S. Securities and Exchange Commission rule that allows us to furnish our proxy materials over the internet. As a result, we are mailing to our stockholders a Notice Regarding the Availability of Proxy Materials instead of a paper copy of the following Proxy Statement, together with our 2021 Annual Report. The Notice Regarding the Availability of Proxy Materials contains instructions on how to access those documents over the internet or receive a paper copy of those documents. We believe that this process will conserve natural resources and reduce the costs of printing and distributing our proxy materials.

It is important that you use this opportunity to take part in the affairs of the Company by voting on the business to come before the Annual Meeting. Whether or not you plan to attend the Annual Meeting, please vote electronically via the internet or by telephone as described in the Notice Regarding the Availability of Proxy Materials and under "Information About the Meeting—Internet and Telephone Voting" within the following Proxy Statement, or alternatively, if you have received paper copies of our proxy materials, please complete, date, sign, and promptly return the accompanying proxy card or voting instruction form by mail using the enclosed envelope so that your shares may be represented at the Annual Meeting. Returning or completing the proxy card does not deprive you of your right to attend the Annual Meeting and vote your shares.

Thank you for your continued support of the Company.

Sincerely,

/s/ D. James Bidzos  
D. James Bidzos

Chairman of the Board of Directors, Executive  
Chairman, and Chief Executive Officer



# Notice of 2022 Annual Meeting of Stockholders

## Date and Time

May 26, 2022 (Thursday) 10:00 a.m.  
(Eastern Time)

## Location

The Annual Meeting will be held at our corporate offices located at 12061 Bluemont Way, Reston, Virginia 20190.

## Who Can Vote

Only stockholders of record at the close of business on April 1, 2022, which is the record date, are entitled to notice of, and to vote at, the Annual Meeting or any adjournment or postponement thereof.

The 2022 Annual Meeting of Stockholders (the "Annual Meeting") will be held for the following purposes:

PROPOSALS	BOARD VOTE RECOMMENDATION	FOR FURTHER DETAILS
<b>1</b> Election of Eight Directors Named in the Proxy Statement	<input checked="" type="checkbox"/> <b>FOR</b> each director nominee	Page 11
<b>2</b> Advisory Vote to Approve Executive Compensation	<input checked="" type="checkbox"/> <b>FOR</b>	Page 28
<b>3</b> Ratification of Selection of KPMG LLP as Independent Registered Public Accounting Firm for 2022	<input checked="" type="checkbox"/> <b>FOR</b>	Page 47
<b>4</b> Stockholder Proposal Regarding an Amendment to our Special Stockholder Meeting Right	<input checked="" type="checkbox"/> <b>AGAINST</b>	Page 49

Stockholders will also transact such other business as may properly come before the Annual Meeting or any adjournment or postponement thereof.

The foregoing items of business are more fully described in the Proxy Statement accompanying this Notice.

If you hold your shares as of the record date as a stockholder of record or as a beneficial owner, you or your proxyholder may participate, vote, or submit questions during the meeting. A list of stockholders of record entitled to vote shall be available to any stockholder for any purpose relevant to the 2022 Meeting for 10 days prior to the Annual Meeting upon request to the Office of the Corporate Secretary. In addition, the list of stockholders of record will also be available during the Annual Meeting.





## Reston, Virginia

April 12, 2022  
By Order of the Board of Directors,

/s/ Thomas C. Indelicarto  
**Thomas C. Indelicarto**  
Secretary

## How to Vote

Whether or not you plan to attend the Annual Meeting, please vote electronically via the internet or by telephone as described on the Notice Regarding the Availability of Proxy Materials and under “Information About the Meeting—Internet and Telephone Voting” in the Proxy Statement, or alternatively, if you have received paper copies of proxy materials, complete, date, sign, and promptly return the accompanying proxy card or voting instruction form by mail using the enclosed envelope so that your shares may be represented at the Annual Meeting.

 <p><b>Internet</b> Visit the website listed on your proxy card</p>	 <p><b>Telephone</b> Call the telephone number on your proxy card</p>	 <p><b>Mail</b> Sign, date, and return your proxy card in the enclosed envelope</p>	 <p><b>Attending the Meeting</b> Attend and vote at the Annual Meeting</p>
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**Important Notice Regarding the Availability of Proxy Materials for the Annual Meeting of Stockholders to be Held on May 26, 2022: The 2022 Proxy Statement, together with the 2021 Annual Report, are available at [www.edocumentview.com/vrsn](http://www.edocumentview.com/vrsn).**

A Notice Regarding the Availability of Proxy Materials or the Proxy Statement and related proxy materials were first sent or made available to stockholders on April 12, 2022.

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*In this Proxy Statement, the terms "we," "our," "us," "Verisign" or the "Company" refer to VeriSign, Inc.*

# Verisign's Mission, Values, and Strategic Framework

Our mission and values form Verisign's DNA, the principles under which we perform our primary responsibility: helping to enable the security, stability, and resiliency of key internet infrastructure and services. With this DNA, we develop a strategic framework that guides our day-to-day operations. Every year, we develop our corporate goals to support this strategy, which are organized around three strategic framework principles: Protect Unconditionally, Grow Responsibly, and Manage Continuously.

## Verisign's Mission

Verisign enables the world to connect online with reliability and confidence, anytime, anywhere.

## Verisign's Values

### We are stewards of the internet and our Company

Billions of people and a significant portion of the world's economy rely on the internet infrastructure we help to manage and operate. As stewards of the internet and our Company, we work to ensure every decision and action preserves the trust people place in us and creates value for our shareholders.

### We are passionate about technology and continuous improvement

We embrace new technologies, ideas, and the potential they promise. We also challenge past assumptions and do not accept that what works today will work tomorrow. This enables us to continue building, sustaining, and improving on the internet's infrastructure.

### We respect others and exhibit integrity in our actions

The internet has made the world a smaller place, so the way we do business is more important now than ever. That's why we demonstrate respect and integrity in all of our interactions with our stakeholders — customers, shareholders, business partners, internet users, and each other.

### We take responsibility for our actions and hold ourselves to a higher standard

We understand that the role we play in supporting the global internet is a privilege and with that privilege comes great responsibility. We appreciate that our decisions and actions have consequences far beyond our own Company. Therefore, we hold ourselves to a higher standard in all we do.

## Verisign's Strategic Framework

We protect unconditionally.	We grow responsibly.	We manage continuously.
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# 2021 Highlights

## 2021 Business Highlights

<b>\$1.33 billion</b> <b>Revenue</b> ▲ ~5% increase compared to 2020	<b>\$867 million</b> <b>Operating Income</b> ▲ ~5% increase compared to 2020	<b>173.4 million</b> <b>.com and .net Domain Name Registrations in Domain Name Base at End of 2021</b> ▲ 5% increase from December 31, 2020	<b>44.6 million</b> <b>New Domain Name Registrations Processed for .com and .net in 2021</b> compared to 42.4 million in 2020
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## Responding to COVID-19 and Committing to Responsible Corporate Citizenship

2021 continued to bring unexpected and serious challenges to businesses worldwide. As the global pandemic continued to increase reliance on the internet, Verisign's continued focus on our mission – enabling the world to connect online with reliability and confidence, anytime, anywhere – allowed us to continue to provide businesses and individuals with the transparent and reliable navigation services they depend on.

### Prioritizing the Safety and Well-Being of Employees

Throughout the pandemic, the safety and well-being of our employees has remained a key focus. At the outset of the pandemic, we established a task force to monitor the pandemic and to actively protect our employees. Beginning in March 2020, we transitioned approximately 95% of our employees to a work-from-home status. To protect the health of our employees who work on site, we have implemented rigorous cleaning and safety protocols for our facilities. We adjusted employee leave and other policies with the intention of ensuring that our workforce had the flexibility it needed to manage personal challenges arising from the pandemic. We enhanced mental health resources available to our employees, and unique individual requirements are supported to the greatest degree possible. In addition, we have taken steps to provide our employees with the equipment and resources that they require to work remotely. Finally, we continue to reinforce our connection with our employees, through frequent leadership updates and regular management outreach.

### Executing on Business Continuity Plans

We have continued to execute on business continuity plans for the uninterrupted continuation of our services, while most of our employees continue to work remotely. Verisign has maintained 100 percent operational accuracy and stability of the .com and .net domain name system for more than 24 years. This unparalleled achievement is due not only to the unwavering dedication of our team but, in 2021, also to our companywide commitments to mission and to employee safety.

### Committing to Responsible Corporate Citizenship

Verisign is committed to responsible corporate citizenship. This commitment is reflected in our Environmental, Social and Governance objectives, and the work of Verisign Cares, our philanthropic and charitable program. We commissioned a cross-functional ESG task force to integrate our ESG and SEC reporting and align our ESG disclosures with external frameworks. We provided support to food banks, community needs, and to several organizations addressing COVID-19 impacts in India. We continued our focus on social injustice with contributions to the Equal Justice Initiative and Stop AAPI (Asian American Pacific Islander) Hate. In 2021, we not only strengthened our partnership with Virginia Ready but also entered into new partnerships with NPower, Byte Back, and Per Scholas. These organizations all work to re-skill individuals for in-demand jobs in high growth sectors such as our own, especially for those individuals whose jobs may have been displaced or lost due to COVID-19's economic impact. Our direct 501(c)(3) charitable contributions in 2021 totaled \$1.9 million.



# Voting Roadmap

The accompanying proxy is solicited on behalf of our Board of Directors (the “Board”) for use at the 2022 Annual Meeting of Stockholders (the “Annual Meeting”) to be held at our corporate offices located at 12061 Bluemont Way, Reston, Virginia 20190 on Thursday, May 26, 2022 at 10:00 a.m., Eastern Time.

This summary highlights certain information contained elsewhere in this Proxy Statement. This summary does not contain all of the information that you should consider, and we encourage you to read the entire Proxy Statement before voting.

## Proposal 1

### Election of Directors

**FOR**

The Board recommends a vote FOR each director nominee.

See page 11

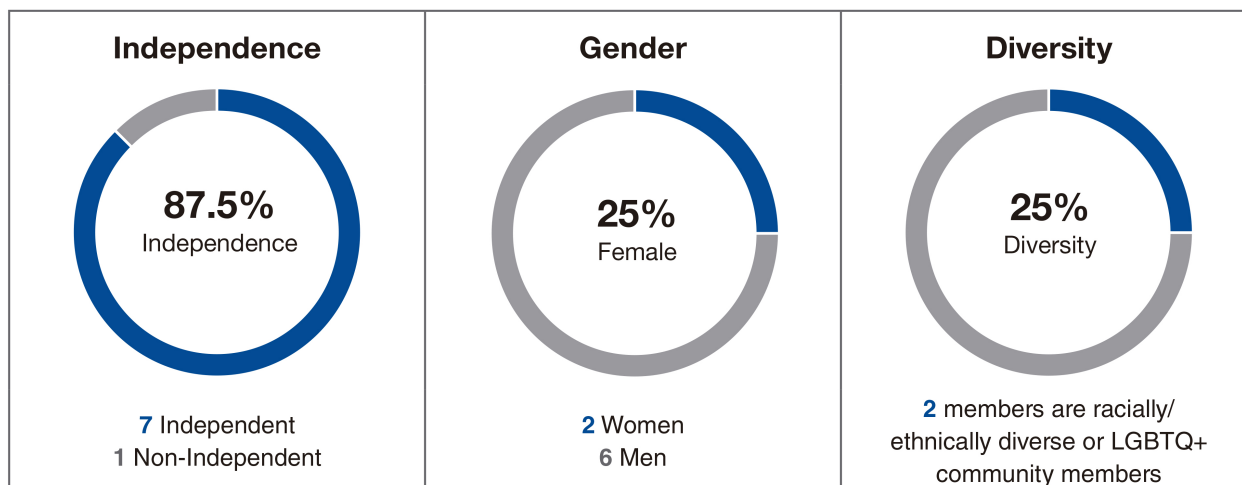
## Director Nominees

The following provides summary information about each director nominee.

NAME	AGE	DIRECTOR SINCE	COMMITTEE MEMBERSHIP			
			AUDIT	COMPENSATION	CORPORATE GOVERNANCE AND NOMINATING	CYBERSECURITY
<b>D. James Bidzos</b>	67	1995				M
<b>Courtney D. Armstrong IND</b>	51	2021			M	
<b>Yehuda Ari Buchalter IND</b>	50	2019			M	M
<b>Kathleen A. Cote IND</b>	73	2008	M		C	
<b>Thomas F. Frist III IND</b>	54	2015		C	M	
<b>Jamie S. Gorelick IND</b>	71	2015		M	M	
<b>Roger H. Moore Lead Independent Director</b>	80	2002	M		M	C
<b>Timothy Tomlinson IND</b>	72	2007	C	M	M	M

C – Chairperson    M – Member    IND – Independent

## Director Nominee Snapshot



## Corporate Governance Highlights

<b>Board Composition</b>	<ul style="list-style-type: none"> <li>7 out of 8 directors are independent.</li> <li>2 out of 8 directors are women.</li> </ul>
<b>Diversity</b>	<ul style="list-style-type: none"> <li>2 self-identify as individuals from underrepresented communities (meaning, an individual who self-identifies as Black, African American, Hispanic, Latinx, Asian, Native American, Alaska Native, Native Hawaiian, or Pacific Islander, or who self-identifies as gay, lesbian, bisexual, or transgender).</li> </ul>
<b>Annual Election of Directors</b>	<ul style="list-style-type: none"> <li>All directors are elected annually.</li> </ul>
<b>Majority Voting Standard</b>	<ul style="list-style-type: none"> <li>To be elected in uncontested elections, each nominee for director must receive a majority of the votes cast.</li> </ul>
<b>Lead Independent Director</b>	<ul style="list-style-type: none"> <li>We have a lead independent director with robust responsibilities.</li> </ul>
<b>Board Committees</b>	<ul style="list-style-type: none"> <li>We have an Audit Committee, Corporate Governance and Nominating Committee and Compensation Committee, each of which is composed entirely of independent directors.</li> <li>We have a Cybersecurity Committee to assist the Board with its oversight of the Company's cybersecurity program and risks.</li> </ul>
<b>Stockholder Rights</b>	<ul style="list-style-type: none"> <li>Stockholders have proxy access rights.</li> <li>Stockholders owning as few as 10% of outstanding common stock may call a special meeting of stockholders.</li> </ul>
<b>Single Voting Class</b>	<ul style="list-style-type: none"> <li>Our common stock is the only class of voting shares outstanding.</li> </ul>
<b>One Share, One Vote</b>	<ul style="list-style-type: none"> <li>Each share of our common stock is entitled to one vote.</li> </ul>
<b>Annual Board Leadership Evaluation</b>	<ul style="list-style-type: none"> <li>The Board evaluates the Board leadership structure annually.</li> </ul>
<b>Annual Self-Evaluations</b>	<ul style="list-style-type: none"> <li>The Board conducts an annual self-evaluation to determine whether it and its committees are functioning effectively.</li> </ul>
<b>No "Poison Pill"</b>	<ul style="list-style-type: none"> <li>We do not have a stockholder rights plan, or "poison pill," in place.</li> </ul>
<b>Annual Auditor Ratification</b>	<ul style="list-style-type: none"> <li>Stockholders have the opportunity to ratify the Audit Committee's selection of our independent registered public accounting firm annually.</li> </ul>
<b>Stock Retention Policy</b>	<ul style="list-style-type: none"> <li>Directors and executives are subject to a stock retention policy.</li> </ul>

**Proposal 2**

# Advisory Vote to Approve Executive Compensation



**FOR**

The Board recommends a vote FOR this proposal.

See page 28

## Compensation Framework

The chart below shows the three main elements of our executive compensation program (including the percentage that each element comprised in our CEO's 2021 pay mix at target and our other NEOs' 2021 average pay mix at target), our objectives for each element of compensation, and the factors we use to determine compensation amounts.

ELEMENT		OBJECTIVE	FACTORS	MEASURES
CEO	Other NEOs (Average)			
<b>Base Salary</b> (% of Pay Mix at Target)		Provide a guaranteed level of annual income in order to attract and retain our executive talent. Increases are not automatic or guaranteed.	<ul style="list-style-type: none"> <li>• Job responsibilities and scope</li> <li>• Experience</li> <li>• Individual contributions</li> <li>• Internal pay equity</li> </ul>	
<p>9%</p>	<p>16%</p>			
CEO	Other NEOs (Average)			
<b>Annual Incentive Bonus</b> (% of Pay Mix at Target)		Provide a reward for achieving individual goals and the Company's financial and strategic goals.	<ul style="list-style-type: none"> <li>• Company performance</li> <li>• Individual performance</li> </ul>	<ul style="list-style-type: none"> <li>• Revenue</li> <li>• Operating margin</li> </ul>
<p>14%</p>	<p>14%</p>			
CEO	Other NEOs (Average)			
<b>Long-Term Incentive Compensation</b> (% of Pay Mix at Target)		Provide an award that both serves a retention purpose and incentivizes executives to manage the Company from the perspective of a stockholder.	<ul style="list-style-type: none"> <li>• Importance of the executive to Company performance</li> <li>• Individual contributions</li> <li>• Future potential of the executive</li> <li>• Value of executive's vested and unvested outstanding equity awards</li> </ul>	<ul style="list-style-type: none"> <li>• Compound annual growth rate (CAGR) of operating income per share</li> <li>• Total Shareholder Return (TSR)</li> </ul>
<p>77%</p>	<p>70%</p>			

## Executive Compensation Highlights

Our executive compensation program is designed to attract and retain the executive talent we need to maintain our high performance standards and grow our business for the future. Our philosophy is to provide a mix of compensation that motivates our executives to achieve our short and long-term performance goals, which in turn will create value for our stockholders. We made no significant changes to our overall approach to executive compensation for 2021.

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### Pay for Performance Alignment

- For the CEO, 91% of targeted total compensation is performance-based.
- For other NEOs, 84% of targeted total compensation on average is performance-based.

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### Compensation Governance Practices and Policies

- Annual Benchmarking of Executive Compensation
- Independent Compensation Consultant
- Annual Say-on-Pay Vote
- Stock Ownership Requirements
- Clawback Policy
- Forfeiture Provisions
- Annual Compensation Risk Assessment

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### Responsible Pay Practices

- No Employment Contracts
  - No Single Trigger Benefits Upon a Change-in-Control
  - No Tax Gross-Ups Upon a Change-in-Control
  - No Special Pension or Retirement Plans
  - No Significant Perquisites
-

**Proposal 3**

## Ratification of Selection of KPMG LLP as Independent Registered Public Accounting Firm for 2022

**FOR**

The Board recommends a vote FOR this proposal.

See page 47

### Principal Accountant Fees and Services

The following table presents fees billed for professional services rendered by KPMG LLP for the audit of our annual consolidated financial statements for the years ended December 31, 2021 and December 31, 2020, and fees billed for other services provided by KPMG LLP, in each of the last two completed years.

	2021 FEES	2020 FEES
<b>Audit fees<sup>(1)</sup></b>	\$1,986,852	\$1,665,095
<b>Audit-related fees</b>	–	–
<b>Tax fees<sup>(2)</sup></b>	–	\$13,966
<b>All other fees</b>	–	–
<b>Total fees</b>	\$1,986,852	\$1,679,061

<sup>(1)</sup> Audit fees consist of fees for the integrated audit of the annual financial statements included in our Annual Reports on Form 10-K, the review of the interim financial statements included in our Quarterly Reports on Form 10-Q, and other professional services provided in connection with statutory and regulatory filings or engagements for those years.

<sup>(2)</sup> Tax fees consist principally of technical tax advice.

**Proposal 4**

## Stockholder Proposal Regarding an Amendment to our Special Stockholder Meeting Right

**AGAINST**

The Board recommends a vote AGAINST this stockholder proposal.

See page 49

**Proposal 1**

## Election of Directors

The Board consists of eight directors. The terms of the current directors expire upon the election and qualification of the directors to be elected at the Annual Meeting. The Board has nominated each of the current directors, D. James Bidzos; Courtney D. Armstrong; Yehuda Ari Buchalter; Kathleen A. Cote; Thomas F. Frist III; Jamie S. Gorelick; Roger H. Moore; and Timothy Tomlinson, for election at the Annual Meeting to serve until our 2023 Annual Meeting of Stockholders and until their respective successors have been elected and qualified. Mr. Armstrong, who was appointed to the Board in June 2021, was recommended by a non-management director. Proxies cannot be voted for more than eight persons, which is the number of nominees.

Unless otherwise directed, the persons named as proxies on the proxy card intend to vote all proxies FOR the election of the Board's nominees, each of whom has consented to serve as a director if elected. In addition, if a proxy card is properly executed and returned but no direction is made, the persons named as proxies on the proxy card intend to vote all proxies FOR the election of the Board's nominees. If, at the time of the Annual Meeting, any of the nominees is unable or declines to serve as a director, the discretionary authority provided in the enclosed proxy will be exercised to vote for a substitute candidate designated by the Board, unless the Board chooses to reduce its own size. The Board has no reason to believe that any of the nominees will be unable or will decline to serve if elected.

 **FOR**      The Board recommends a vote FOR the election of each of the foregoing director nominees.

## Independence, Skills, Experience, and Diversity

### Independence of Directors

As required under The Nasdaq Stock Market's listing standards, a majority of the members of our Board must qualify as "independent directors," as determined by the Board. The Board and the Corporate Governance and Nominating Committee consulted with our legal counsel to confirm that the Board's determinations are consistent with all relevant securities and other laws and regulations regarding the definition of "independent," including those set forth in pertinent listing standards of The Nasdaq Stock Market. Consistent with these considerations, after review of all relevant transactions and relationships between each director, or any of his or her family members, and Verisign, our executive officers or our independent registered public accounting firm, our Board affirmatively determined on February 15, 2022 that seven out of the eight members of our Board are independent directors. Our independent directors are: Mr. Armstrong; Dr. Buchalter; Ms. Cote; Mr. Frist; Ms. Gorelick; Mr. Moore; and Mr. Tomlinson. Each member of the Audit Committee, the Compensation Committee, and the Corporate Governance and Nominating Committee is an independent director. Each member of the Cybersecurity Committee other than Mr. Bidzos is an independent director. Mr. Bidzos serves as Executive Chairman and Chief Executive Officer and thus is not considered an independent director. Louis A. Simpson, who served as a director until his death in January 2022, qualified as independent during his service on the Board.

## Skills, Experience, and Diversity

The chart below shows the range of skills and experience represented on the Board:

	BIDZOS	ARMSTRONG	BUCHALTER	COTE	FRIST	GORELICK	MOORE	TOMLINSON
Accounting, Corporate Finance, and Capital Management	✓		✓	✓	✓		✓	✓
Corporate Governance and Ethics	✓	✓		✓	✓	✓	✓	✓
Executive Experience	✓	✓	✓	✓	✓	✓	✓	✓
International/Global Experience	✓	✓	✓	✓		✓	✓	
Government and Public Policy	✓					✓		
Legal and Regulatory	✓	✓		✓		✓		✓
Other Public Company Board Experience	✓			✓	✓	✓	✓	✓
Risk Management	✓	✓	✓	✓	✓	✓	✓	✓
Strategic Planning and Oversight	✓	✓	✓	✓	✓	✓	✓	
Technology and Cybersecurity	✓		✓	✓		✓	✓	✓

### BOARD DIVERSITY MATRIX

The table below provides certain highlights of the composition of our Board members and nominees as of April 1, 2022. Each of the categories listed in the table below has the meaning as it is used in Nasdaq Rule 5605(f).

Total Number of Directors	8	
	Female	Male
Gender Identity		
Directors	2	6
Demographic Background*		
African American or Black	—	1
Alaska Native or Native American	—	—
Asian	—	—
Hispanic or Latinx	—	—
Native Hawaiian or Pacific Islander	—	—
White	2	5
Two or More Races or Ethnicities	—	—
LGBTQ+	1	—
Did Not Disclose Demographic Background	—	—

\* As demonstrated by the Board's adoption of the "Rooney Rule" as part of its director recruitment policies, the Board is committed to including female and racially/ethnically diverse candidates in the pool in new director searches.

## Director Nominees

Set forth below is certain information relating to our director nominees, including details on each director nominee's specific experience, qualifications, attributes, or skills that led the Board to conclude that the person should be nominated for election as a director for another term.

### D. James Bidzos

Age: 67

Committees: **Cybersecurity**

#### Background

Mr. Bidzos has served as Executive Chairman since August 2009 and Chief Executive Officer since August 2011. He served as President from August 2011 to February 2020, Executive Chairman and Chief Executive Officer on an interim basis from June 2008 to August 2009, and President from June 2008 to January 2009. He served as Chairman of the Board since August 2007 and from April 1995 to December 2001. He served as Vice Chairman of the Board from December 2001 to August 2007. Mr. Bidzos served as a director of VeriSign Japan K.K. from March 2008 to August 2010 and served as Representative Director of VeriSign Japan K.K. from March 2008 to September 2008. Mr. Bidzos served as Vice Chairman of RSA Security Inc., an internet identity and access management solution provider, from March 1999 to May 2002, and Executive Vice President from July 1996 to February 1999. Prior to that, he served as President and Chief Executive Officer of RSA Data Security, Inc. from 1986 to February 1999.

#### Qualifications

Mr. Bidzos is a business executive with significant expertise in the technology that is central to the Company's business. Mr. Bidzos is an internet and security industry pioneer who understands the strategic technology trends in markets that are important to the Company. Mr. Bidzos was a founder of the Company and has been either Chairman or Vice Chairman of the Company's Board since the Company's founding in April 1995, providing him with valuable insight and institutional knowledge of the Company's history and development. Mr. Bidzos has prior experience on our Compensation Committee and our Corporate Governance and Nominating Committee and as a member of many other public-company boards. Mr. Bidzos' years of board-level experience contribute important knowledge and insight to the Board. Additionally, Mr. Bidzos' executive-level experience includes many years as a Chief Executive Officer, providing him with a perspective that the Board values. Mr. Bidzos also has international business experience from his service as a director of VeriSign Japan K.K.

### Courtney D. Armstrong IND

Age: 51

Committees: **Corporate Governance and Nominating**

#### Background

Courtney D. Armstrong has served as a director since June 2021. Mr. Armstrong is currently President of Business Affairs and Administration at Paramount Pictures, a position he has held since October 2021. From April 2014 to October 2021, Mr. Armstrong served as Executive Vice President, Worldwide Business Affairs of Warner Bros. Pictures, where he oversaw all day-to-day business and legal aspects of worldwide film acquisition, development, production and initial distribution for the studio, including supervising the negotiations of key deals with filmmakers and talent. He joined Warner Bros. Pictures in 2003 as a Director of Business Affairs and was promoted to Vice President in 2004 and Senior Vice President in 2007. Before joining Warner Bros. Pictures, Mr. Armstrong spent three years at Walt Disney Pictures as an attorney in the Business and Legal Affairs department of the Motion Picture Group. Prior to that, Mr. Armstrong began his career as a litigation associate on the entertainment litigation team at the Los Angeles-based law firm Paul Hastings LLP. Mr. Armstrong is a graduate of the Northwestern Pritzker School of Law and holds an M.B.A. degree from the Kellogg School of Management. He received his undergraduate degree in Mechanical Engineering from Northwestern University.

#### Qualifications

Mr. Armstrong is a business executive with significant expertise in business and legal matters. Mr. Armstrong's expertise as a business executive includes sales and marketing, financial management, contract negotiation, and distribution, providing him with a perspective that the Board values.



**Yehuda Ari Buchalter** IND

Age: 50

Committees: **Corporate Governance and Nominating, Cybersecurity****Background**

Dr. Buchalter has served as a director since July 2019. Dr. Buchalter is the Chief Executive Officer of Place Exchange, Inc., a technology company in the digital advertising space, a position he has held since July 2021. From May 2017 to July 2021, Dr. Buchalter served as the Chief Executive Officer of Intersection Holdings, LLC (“Intersection”), a leading smart cities media and technology company. At Intersection, Dr. Buchalter led the Infosec Leadership Team, which was responsible for overseeing the company’s security and risk management issues, including data security and privacy issues. From July 2008 to January 2017, Dr. Buchalter served as the Chief Operating Officer and then President of MediaMath, a leading programmatic advertising technology platform. From January 2005 to April 2008, Dr. Buchalter was a Senior Partner at the marketing consultancy and agency Rosetta, where he led the Digital Media & Technology vertical. Prior to that, Dr. Buchalter was an Associate Principal in McKinsey & Company’s Media & Technology practice and a founding member of their Innovation practice. Dr. Buchalter holds a B.S. in Physics from Stanford University, a Ph.D. in Astronomy from Columbia University, and was a postdoctoral fellow in Theoretical Astrophysics at the California Institute of Technology.

**Qualifications**

Dr. Buchalter is a business executive with significant experience building and leading technology companies. Dr. Buchalter’s expertise as a business executive includes business administration, sales and marketing, product development, engineering, and operations, providing him with a perspective that the Board values.

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**Kathleen A. Cote** IND

Age: 73

Committees: **Audit, Corporate Governance and Nominating (Chair)****Background**

Ms. Cote has served as a director since February 2008. From May 2001 to June 2003, Ms. Cote served as Chief Executive Officer of Worldport Communications, Inc., a provider of internet managed services. From September 1998 to May 2001, she served as Founder and President of Seagrass Partners, a consulting firm specializing in providing strategic planning, business, operational, and management support for startup and mid-sized technology companies. Prior to that, she served as President and Chief Executive Officer of Computervision Corporation, a supplier of desktop and enterprise, client server and web-based product development, and data management software and services. Ms. Cote served as a director of Western Digital Corporation from January 2001 to November 2021. Ms. Cote holds an Honorary Doctorate from the University of Massachusetts, an M.B.A. degree from Babson College, and a B.A. degree from the University of Massachusetts, Amherst.

**Qualifications**

Ms. Cote is a business executive with significant expertise overseeing global companies in technology and operations in the areas of systems integration, networks, hardware, and software, including web-based applications and internet services. Ms. Cote’s expertise in technology and operations is directly relevant to the Company’s business. Ms. Cote’s expertise as a business executive also includes sales and marketing, product development, strategic planning, and international experience, which contributes important expertise to the Board in those areas of business administration. Ms. Cote’s financial and accounting skills qualify her as an audit committee financial expert. In addition to Ms. Cote’s tenure as a director of the Company, Ms. Cote has served on several other boards of directors, including service on the audit and corporate governance committees of those boards as well as serving as the lead independent director, providing her with valuable board-level experience. Ms. Cote’s executive-level experience includes experience as a Chief Executive Officer, providing her with a perspective that the Board values.

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**Thomas F. Frist III IND**

Age: 54

Committees: **Compensation (Chair), Corporate Governance and Nominating****Background**

Mr. Frist has served as a director since December 2015. Since April 2019, Mr. Frist has served as Chairman of the Board of Directors of HCA Healthcare, Inc. where he has served as a director since 2006. Mr. Frist is the Founder and Managing Principal of Frist Capital, LLC, an investment firm based in Nashville, Tennessee he founded in 2002 that makes long-term equity investments in public and private companies. Prior to that he was the managing member of FS Partners II, LLC and he worked in principal investments at Rainwater, Inc. from 1992 to 1995. Mr. Frist previously served as a director of Science Applications International Corporation from 2013 until 2017. Mr. Frist holds a B.A. degree from Princeton University and an M.B.A. degree from Harvard Business School.

**Qualifications**

Mr. Frist's significant directorship experience provides valuable expertise and perspective to the Board. His directorship experience includes having chaired, and served as a member of, various public company board committees. In addition to his significant experience as a public company director, Mr. Frist provides valuable experience in areas of business administration, finance, and operations, which the Board values.

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**Jamie S. Gorelick IND**

Age: 71

Committees: **Compensation, Corporate Governance and Nominating****Background**

Ms. Gorelick has served as a director since January 2015. Ms. Gorelick has been a partner at Wilmer Cutler Pickering Hale and Dorr LLP since July 2003. She has held numerous positions in the U.S. government, serving as Deputy Attorney General of the United States, General Counsel of the Department of Defense, Assistant to the Secretary of Energy, and a member of the bipartisan National Commission on Terrorist Threats Upon the United States. Ms. Gorelick has served as a director of Amazon.com, Inc. since February 2012 and currently serves as Chair of its Nominating and Corporate Governance Committee. She previously served as a director of United Technologies Corporation from February 2000 to December 2014 and a director of Schlumberger Limited from April 2002 to June 2010. She holds B.A. and J.D. degrees from Harvard University.

**Qualifications**

Ms. Gorelick is an experienced attorney with significant expertise in legal, policy, and corporate matters. Ms. Gorelick's regulatory and policy experience is directly relevant to the Company's business. She is well-versed in critical infrastructure and national security issues and brings a valuable skill-set and wealth of government experience to the Board. Ms. Gorelick has served on several other corporate boards, a compensation committee and a nominating and corporate governance committee, and served on numerous government boards and commissions. Ms. Gorelick's experience in both the public and private sectors, combined with her experience in the corporate boardroom, provides her valuable board experience, and she offers a perspective the Board values.

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**Roger H. Moore IND**

Age: 80

**Lead Independent Director**Committees: **Audit, Corporate Governance and Nominating, Cybersecurity (Chair)****Background**

Mr. Moore has served as a director since February 2002 and as our Lead Independent Director since February 2022. From December 2007 to May 2009, he served as a consultant assisting our Company in the divestiture of its former Communications Services business. From June 2007 through November 2007, Mr. Moore served as interim Chief Executive Officer and President of Arbinet-theexchange, Inc., a provider of online trading services. He was President and Chief Executive Officer of Illuminet Holdings, Inc., a provider of nationwide network and database services, from December 1995 until December 2001 when it was acquired by our Company. Mr. Moore has served as a director of Consolidated Communications Holdings, Inc. since July 2005 and previously served as a director of Western Digital Corporation from June 2000 through November 2014. Mr. Moore holds a B.S. degree in General Science from Virginia Polytechnic Institute and State University.

**Qualifications**

Mr. Moore is a business executive with significant expertise in general management, sales, technology, cybersecurity, and strategic planning in the telecommunications industry. Mr. Moore's expertise contributes operational knowledge of important inputs to the Company's businesses and provides valuable experience in areas of business administration. Mr. Moore also has significant experience, both as a senior executive and as a board member, in joint venture and mergers and acquisition transactions, which is experience that is valuable to the Board. Mr. Moore has experience in military intelligence, including serving two years at the National Security Agency. Mr. Moore's financial and accounting skills qualify him as an audit committee financial expert. Mr. Moore has also served on several other boards of directors, including service on the audit, compensation, and corporate governance committees of certain of those boards, providing him with valuable board-level experience. In addition to the several years of business management experience mentioned above, Mr. Moore has international business experience from his time as President of Nortel Japan and as President of AT&T Canada.

**Timothy Tomlinson IND**

Age: 72

Committees: **Audit (Chair), Compensation, Corporate Governance and Nominating, Cybersecurity****Background**

Mr. Tomlinson has served as a director from the Company's founding in 1995 until 2002, and again since his reappointment in November 2007. From May 2011 through December 2013, Mr. Tomlinson was a corporate lawyer employed as General Counsel of Portola Minerals Company, a producer and seller of limestone products. From May 2007 through May 2011, Mr. Tomlinson was employed as Of Counsel by the law firm Greenberg Traurig, LLP. Mr. Tomlinson was the founder and a named partner of Tomlinson Zisko LLP and practiced with this Silicon Valley law firm from 1983 until its acquisition by Greenberg Traurig, LLP in May 2007. He served as managing partner of Tomlinson Zisko LLP for multiple terms. While at Tomlinson Zisko LLP, Mr. Tomlinson and his firm served as the licensing counsel to RSA Data Security, Inc. and the Company for a wide variety of cryptographic and related cybersecurity products. Mr. Tomlinson holds a B.A. degree in Economics, a Ph.D. degree in History, an M.B.A., and a J.D. degree from Stanford University.

**Qualifications**

Mr. Tomlinson has significant expertise in corporate matters including finance and mergers and acquisitions and has represented clients in the technology industry for more than thirty years. Mr. Tomlinson's long-term service on our Board has provided him with valuable insight and institutional knowledge of the Company's history and development. Mr. Tomlinson's financial and accounting skills qualify him as an audit committee financial expert. He has extensive experience in corporate governance, both as a lawyer advising clients, and through serving on our Audit, Compensation, and Corporate Governance and Nominating Committees, as well as the audit, compensation, and governance committees of other companies.

# Corporate Governance

## Overview

Our business is conducted by our employees, managers and officers, under the direction of our Chief Executive Officer and the oversight of the Board, to enhance the long-term value of our Company for our stockholders. Key corporate governance documents that guide our corporate governance structure and processes, including our Corporate Governance Principles and the charters of the Board's committees, are available on our Investor Relations website at <https://investor.verisign.com/corporate-governance>.

## Board Structure and Operations

### Board Leadership Structure

The Board regularly considers the appropriate leadership structure for the Board. Currently, the Company's eight-member Board is led by Chairman D. James Bidzos. Mr. Bidzos is also an officer of the Company, serving as its Executive Chairman and Chief Executive Officer. Following the passing of Louis A. Simpson, who served as the Lead Independent from July 2015, the independent directors of the Board appointed Roger Moore as Lead Independent Director in February 2022. The Lead Independent Director: (i) presides at all meetings of the Board at which the Chairman of the Board is not present, including executive sessions of the independent directors; (ii) serves as liaison between the Chairman of the Board and the independent directors; (iii) works with the Chairman of the Board to facilitate timely and appropriate information flow to the Board; (iv) reviews and approves agendas and schedules for meetings of the Board; (v) exercises such other powers and duties as from time to time may be assigned to him or her by the Board; and (vi) meets with significant stockholders, as appropriate. In addition, the Lead Independent Director has the authority to call meetings and executive sessions of the independent directors.

The Board has determined that its current leadership structure represents an appropriate structure for the Board. In particular, this structure capitalizes on the expertise and experience of Messrs. Bidzos and Moore due to their service to the Board. The structure permits Mr. Bidzos to engage in the operations of the Company in a more in-depth way as Executive Chairman and Chief Executive Officer. Lastly, the structure encourages Board independence from management by permitting the Lead Independent Director to call and chair meetings and executive sessions of the independent directors separate and apart from the Chairman of the Board.

The Board has concluded that the Company and its stockholders are best served by not having a formal policy on whether the same individual should serve as both Chief Executive Officer and Chairman of the Board. This flexibility allows the Board to utilize its considerable experience and knowledge to elect the most appropriate director as Chairman, while maintaining the ability to separate the Chairman of the Board and Chief Executive Officer roles when necessary. This determination is made according to what the Board believes is best to provide appropriate leadership for the Board at such time.

## Board Committees

### AUDIT COMMITTEE

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#### Members

Timothy Tomlinson  
(Chairperson)  
Kathleen A. Cote  
Roger H. Moore

**Meetings in 2021: 5**

#### Principal Responsibilities

The Board has established an Audit Committee that:

- oversees the accounting and financial reporting processes at the Company, internal control over financial reporting, audits of the Company's financial statements, the qualifications of the Company's independent registered public accounting firm, and the performance of the Company's internal audit department and the independent registered public accounting firm;
- is responsible for the appointment (subject to stockholder ratification), compensation, and retention of the independent registered public accounting firm, which reports directly to the Audit Committee;
- oversees the Company's processes to manage business and financial risk, and compliance with significant applicable legal and regulatory requirements; and
- oversees the Company's ethics and compliance program.

#### Independence

Each member of the Audit Committee meets the independence criteria of The Nasdaq Stock Market's and the SEC's rules. Each Audit Committee member meets The Nasdaq Stock Market's financial knowledge requirements, and the Board has determined that the Audit Committee has at least one member who has past employment experience in finance or accounting, requisite professional certification in accounting, or any other comparable experience or background which results in the individual's financial sophistication, including being or having been a chief executive officer, chief financial officer, or other senior officer with financial oversight responsibilities as required by Rule 5605(c)(2) of The Nasdaq Stock Market. Our Board has determined that each member of the Audit Committee is an "audit committee financial expert" as such term is defined in Item 407(d)(5) of Regulation S-K.

#### Charter

The Audit Committee operates pursuant to a written charter, which complies with the applicable provisions of the Sarbanes-Oxley Act of 2002 and related rules of the SEC and The Nasdaq Stock Market. The Audit Committee's charter is available on our Investor Relations website at <https://investor.verisign.com/corporate-governance>.

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**COMPENSATION COMMITTEE****Members**

Thomas F. Frist III (Chairperson)  
 Jamie S. Gorelick  
 Timothy Tomlinson

**Meetings in 2021: 5****Principal Responsibilities**

The Board has established a Compensation Committee to:

- discharge the Board's responsibilities with respect to all forms of compensation of the Company's directors and employees, including executive officers;
- administer the Company's equity incentive plans;
- oversee Verisign's overall compensation philosophy and approve and evaluate executive officer compensation arrangements, plans, policies, and programs of the Company, and administer the Company's equity incentive plans for employees; and
- periodically review with management the Company's human capital matters, including a review of various workforce metrics, such as workforce demographics, hiring, turnover, and promotion rates, including diversity characteristics for each metric.

**Independence**

Each Compensation Committee member has been determined to be an "independent director" under the rules of The Nasdaq Stock Market for compensation committee members and a "non-employee director" pursuant to Rule 16b-3 promulgated under Section 16 of the Securities Exchange Act of 1934, as amended (the "Exchange Act").

**Charter**

The Compensation Committee operates pursuant to a written charter. The Compensation Committee's charter is available on our Investor Relations website at <https://investor.verisign.com/corporate-governance>.

For further information regarding the role of management and the external compensation consultant in setting executive compensation, see "Executive Compensation—Compensation Discussion and Analysis" elsewhere in this Proxy Statement.

**CORPORATE GOVERNANCE AND NOMINATING COMMITTEE****Members**

Kathleen A. Cote  
 (Chairperson)  
 Courtney Armstrong  
 Yehuda Ari Buchalter  
 Thomas F. Frist III  
 Jamie S. Gorelick  
 Roger H. Moore  
 Timothy Tomlinson

**Meetings in 2021: 4****Principal Responsibilities**

The Board has established a Corporate Governance and Nominating Committee to:

- recruit, evaluate, and nominate candidates for appointment or election to serve as members of the Board;
- recommend nominees for committees of the Board;
- assess contributions and independence of incumbent directors;
- review and make recommendations regarding the Board's leadership structure;
- develop the Board's CEO succession planning and evaluation process and oversee succession planning for positions held by senior management;
- recommend changes to corporate governance principles and committee charters and periodically review and assess the adequacy of these documents; and
- review annually the performance of the Board.

**Independence**

Each Corporate Governance and Nominating Committee member has been determined by the Board to be an "independent director" under the rules of The Nasdaq Stock Market.

**Charter**

The Corporate Governance and Nominating Committee operates pursuant to a written charter. The Corporate Governance and Nominating Committee's charter is available on our Investor Relations website at <https://investor.verisign.com/corporate-governance>.

**CYBERSECURITY COMMITTEE**

<b>Members</b>	<b>Principal Responsibilities</b>
Roger H. Moore (Chairperson) D. James Bidzos Yehuda Ari Buchalter Timothy Tomlinson	The Board has established a Cybersecurity Committee to assist the Board with its oversight of the Company's cybersecurity program and risks. The Cybersecurity Committee's responsibilities include: <ul style="list-style-type: none"><li>• overseeing the effectiveness of the cybersecurity program;</li><li>• reviewing the activities of management's Safety and Security Council;</li><li>• reviewing the effectiveness of information security incident response, business continuity, and disaster recovery plans, including escalation protocols;</li><li>• reviewing the budget and resources allocated for the cybersecurity program; and</li><li>• reviewing the cybersecurity insurance program.</li></ul>
<b>Meetings in 2021: 4</b>	<b>Independence</b> <p>Each member of the Cybersecurity Committee other than Mr. Bidzos has been determined by the Board to be an "independent director" under the rules of The Nasdaq Stock Market.</p> <b>Charter</b> <p>The Cybersecurity Committee operates pursuant to a written charter. The Cybersecurity Committee's charter is available on our Investor Relations website at <a href="https://investor.verisign.com/corporate-governance">https://investor.verisign.com/corporate-governance</a>.</p>

## Board Nominations and Succession Planning

In nominating candidates for election to the Board, the Corporate Governance and Nominating Committee considers the performance and qualifications of each potential nominee or candidate, not only for his or her individual strengths but also for his or her potential contribution to the Board as a group. In carrying out this responsibility, the Corporate Governance and Nominating Committee also considers additional factors, such as diversity, business experience, and expertise within industries and markets tangential or complementary to the Company's industry. Additionally, pursuant to its charter, the Corporate Governance and Nominating Committee evaluates and reviews with the Board the criteria for selecting new directors, including skills and characteristics such as diversity, in the context of the current composition of the Board and its committees. The pool of new director candidates from which the Corporate Governance and Nominating Committee recommends new director nominees includes female and racially/ethnically diverse candidates, and any third-party search firm that the committee engages is instructed to include female and racially/ethnically diverse candidates in such a pool as well.

The Corporate Governance and Nominating Committee considers candidates for director nominees proposed by directors and stockholders. The Corporate Governance and Nominating Committee may also from time to time retain one or more third-party search firms to identify suitable candidates.

If you would like to recommend to the Corporate Governance and Nominating Committee a prospective candidate, please submit the candidate's name and qualifications to: Thomas C. Indelicato, Secretary, VeriSign, Inc., 12061 Bluemont Way, Reston, Virginia 20190.

The Corporate Governance and Nominating Committee will consider all candidates identified by the directors, chief executive officer, stockholders, or third-party search firms through the processes described above, and will evaluate each of them, including incumbents and candidates nominated by stockholders, based on the same criteria.

## Board Evaluation Process

The Corporate Governance and Nominating Committee oversees the annual performance review of the Board and its committees. Each year, the Corporate Governance and Nominating Committee determines the format for the annual performance reviews, and the Chairperson of each Board committee is responsible for leading that committee's performance review and the Lead Independent Director is responsible for leading the Board's performance review. The results of the reviews are reported to Ms. Cote, in her capacity as Chairperson of the Corporate Governance and Nominating Committee, who in turn reports the results of the reviews to the entire Board. In addition to these reviews, the Lead Independent Director solicits comments and feedback from each director on the operation of the Board and the committees and areas for improvement.

# Board Responsibilities

## Board and Committee Meetings

2021 MEETING ACTIVITY		BOARD ENGAGEMENT AND OVERSIGHT OF COVID-19
<b>BOARD</b> 5 MEETINGS	<b>COMMITTEES</b> 18 MEETINGS COLLECTIVELY	As the COVID-19 pandemic enters its third year, the Board continues to oversee our response to the ongoing challenges presented by the pandemic, with a focus on the safety and well-being of our employees, executing on business continuity plans for the uninterrupted continuation of our services, and helping our communities. The Board continues to receive and discuss updates regarding the impact of and response to the pandemic, including with respect to the health and well-being of our workforce, the activities of management’s coronavirus task force, and our operational posture.
<b>ATTENDANCE</b> During 2021, no director attended fewer than 75% of the aggregate of (i) the total number of meetings held by the Board and (ii) the total number of meetings held by all committees on which he or she served.		

## Board Members’ Attendance at the Annual Meeting

We do not have a formal policy regarding attendance by members of the Board at our annual meetings of stockholders. One member of the Board attended our 2021 Annual Meeting of Stockholders.

## Risk Oversight

The Board is actively engaged in risk oversight for the Company, including the risks associated with the ongoing COVID-19 pandemic. Throughout the year, the Board and senior management discuss the areas of material risk to the Company.

BOARD		
<p>The full Board (or the appropriate committee in the case of risks that are under the purview of a particular committee) receives reports from the appropriate member of senior management responsible for mitigating these risks within the organization to enable the Board to understand our risk identification, risk management, and risk mitigation strategies.</p>		
▼▲		
COMMITTEES		
<p>The Chairpersons of the relevant committees brief the full Board on the committees’ oversight of risks within their purview during the committee reports portion of each regular Board meeting. This enables the Board and its committees to coordinate the risk oversight role, particularly with respect to risk interrelationships, and enables the full Board to provide input on the Company’s risk assessment and risk management efforts. All of our Board members have experience with enterprise risk management.</p>		
<p>The <b>Audit Committee</b> oversees the Company’s processes to manage business and financial risk and compliance with applicable legal and regulatory requirements, including the Company’s enterprise risk management program.</p>	<p>The <b>Compensation Committee</b> oversees the Company’s risk assessment and risk management relative to the Company’s compensation programs, policies, and practices and human capital management.</p>	<p>The <b>Cybersecurity Committee</b> assists the Board with its oversight of the Company’s cybersecurity program and risks.</p>



## Risk Reporting to the Board and its Committees

The chart below shows selected areas of risk and which of the Board committees or the full Board receives regularly scheduled reports from senior management with respect to such area of risk.

RISK AREA	FULL BOARD	AUDIT COMMITTEE	COMPENSATION COMMITTEE	CYBERSECURITY COMMITTEE
Cybersecurity/Technology				
Financial				
Litigation				
Enterprise (ERM)				
Legal and Compliance				
Compensation/Human Capital Management				
Strategic				

### SPOTLIGHT: CYBERSECURITY RISK OVERSIGHT

Established in February 2020, the Cybersecurity Committee assists the Board with its oversight of the Company's cybersecurity program and risks. The Cybersecurity Committee receives quarterly status reports on the cybersecurity program from the Company's Chief Security Officer, with the full Board receiving regular reports from Mr. Moore, the Chairperson of the Cybersecurity Committee, on the conduct of the committee's functions as well as quarterly status reports on the cybersecurity program from the Company's Chief Security Officer. In addition, the Board has appointed Mr. Moore as its liaison to management's Safety and Security Council (the "Council"). The Council's purpose is to oversee the effectiveness and performance of the Company's safety and security functions. The Council provides strategic direction and oversight for the Company's initiatives to minimize cyber, physical, and other security risks to the Company and holds regular monthly meetings. The Council is composed of executives of the Company with responsibility for cybersecurity, physical security, network operations, technology, registry services, finance, and legal and is chaired by Mr. Bidzos. Mr. Moore participates in Council meetings and receives regular, scheduled briefings from Council members regarding incidents and network operations. The Cybersecurity Committee reviews and discusses the activities of the Council at each regularly scheduled Cybersecurity Committee meeting.

## Management Succession Planning

The Board recognizes the importance of the effectiveness of the Company's executive leaders for the Company's success, and the Board is actively engaged in executive succession planning. The Board has delegated to the Corporate Governance and Nominating Committee responsibility for reviewing and assessing the management development and succession planning process for senior management. As part of the succession planning process, the Corporate Governance and Nominating Committee works closely with our management, including our Senior Vice President, Human Resources, to identify succession candidates for senior management other than the Executive Chairman and Chief Executive Officer. Although the Board retains responsibility for identifying succession candidates for the Executive Chairman and Chief Executive Officer, the Corporate Governance and Nominating Committee is charged with developing the processes to identify succession candidates. If the Board commences a search for candidates from outside the Company to succeed the Chief Executive Officer, the pool from which the Board selects a candidate will include female and racially/ethnically diverse candidates, and any third-party search firm that the Board engages is instructed to include female and racially/ethnically diverse candidates in such a pool as well.

## Human Capital Management Oversight

We recognize the importance of talent and culture in driving an environment that fosters high performance, and we are committed to attracting, developing, and retaining the best talent. The Board monitors our progress in these areas primarily through the Compensation Committee, which receives semi-annual updates from our Senior Vice President, Human Resources and regularly discusses with management a variety of workforce metrics (e.g. workforce demographics, hiring, turnover, and promotion rates, including diversity characteristics for each of these metrics) and related human capital matters.

## Ethics and Compliance Oversight

As part of our commitment to VeriSign's mission and values, we are focused on promoting a culture of ethics and compliance. Our Code of Conduct, which is applicable to directors, executive officers, and employees, represents our values and outlines our approach to ethical conduct and compliance with legal and regulatory requirements, including non-retaliation, anti-corruption, and other similar areas. We have a designated Compliance Officer, who is responsible for implementing and maintaining our ethics and compliance program. The Board oversees our ethics and compliance program (including our VeriSign Ethics and Compliance Helpline) primarily through the Audit Committee, which receives quarterly updates from the Compliance Officer and regularly discusses with management the program and its effectiveness.

## Other Governance and Ethics Policies and Practices

### Code of Conduct

We have adopted a written Code of Conduct, which is posted on our Investor Relations website under “Ethics and Business Conduct” at <https://investor.verisign.com/corporate-governance>. The Code of Conduct applies to all of our directors, officers, and employees, including our principal executive officer, principal financial officer, and other senior accounting officers.

We intend to satisfy any disclosure requirement under Item 5.05 of Form 8-K regarding an amendment to, or waiver from, a provision of the Code of Conduct, to the extent applicable to the principal executive officer, principal financial officer, or other senior accounting officers, by posting such information on our Investor Relations website under “Ethics and Business Conduct” at <https://investor.verisign.com/corporate-governance>.

### Transactions with Related Persons

#### Policies and Procedures with Respect to Transactions with Related Persons

Our Audit Committee has approved a written *Policy for Entering into Transactions with Related Persons* (the “Related Person Transaction Policy”), which sets forth the requirements for review, approval, or ratification of transactions between our Company and “related persons,” as such term is defined under Item 404 of Regulation S-K.

The Related Person Transaction Policy requires the Audit Committee to review, approve, or ratify the terms of any transaction, arrangement, or relationship or series of similar transactions, arrangements, or relationships (including any indebtedness or guarantee of indebtedness) in which (i) Verisign was or is to be a participant, (ii) the amount involved exceeds \$120,000, and (iii) a related person has or will have a direct or indirect material interest (“Related Person Transaction”), except for those transactions, arrangements, or relationships specifically listed in the Related Person Transaction Policy as not requiring approval or ratification by the Audit Committee. In determining whether to approve or ratify a Related Person Transaction, the Audit Committee is required to take into account, among other factors it deems appropriate, whether the Related Person Transaction terms are no more favorable to the related person than terms generally available to an unaffiliated third-party under the same or similar circumstances and the materiality of the related person’s direct or indirect interest in the transaction. A related person who has a relationship with a company that engages in a transaction with Verisign is not deemed to have an indirect material interest in that transaction where the person’s only relationship is as a director or beneficial owner of less than 10% of that company’s equity interests.

The Related Person Transaction Policy requires prior approval of the Audit Committee for the following Related Person Transactions:

- Any Related Person Transaction to which a related person is a named party to the underlying agreement or arrangement, provided that certain agreements or arrangements between Verisign and a related person concerning employment and any compensation solely resulting from employment or concerning compensation as a member of the Board that have, in each case, been entered into or approved in accordance with policies of Verisign is not subject to prior approval of the Audit Committee;
- Any Related Person Transaction involving an indirect material interest of a related person where the terms of the agreement or arrangement are not negotiated on an arm’s length basis or where the Related Person Transaction is not a transaction in the ordinary course of business; and
- Any Related Person Transaction where the total transaction value exceeds \$1,000,000.

On a quarterly basis, the Audit Committee is required to review and, if determined by the Audit Committee to be appropriate, ratify any Related Person Transactions not requiring prior approval of the Audit Committee under the Related Person Transaction Policy.

In the event that Verisign proposes to enter into a transaction with a related person who is a member of the Audit Committee or an immediate family member of a member of the Audit Committee, prior approval by a majority of the disinterested members of the Board is required. No Audit Committee member nor his or her immediate family member, who is a party to a proposed transaction, may participate in any discussion or approval of such transaction, except to provide all material information concerning the Related Person Transaction.

The following Related Person Transactions do not require approval or ratification by the Audit Committee:

- Payment of compensation to executive officers in connection with their employment with Verisign, provided that the compensation has been approved in accordance with policies of Verisign.
- Remuneration to directors in connection with their service as a member of the Board, provided that the remuneration has been approved in accordance with policies of Verisign.
- Reimbursement of expenses incurred in exercising duties as an officer or director of Verisign, provided that the reimbursement has been approved in accordance with Verisign's policies.
- Any transaction with a related person involving services as a bank depository of funds, transfer agent, registrar, trustee under a trust indenture, or similar services.
- Any transaction involving a related person where the rates or charges involved are determined by competitive bids, or the transaction involves the rendering of services as a common or contract carrier, or public utility, at rates or charges fixed in conformity with law or governmental authority.
- Any transaction where the related person's interest arises solely from the ownership of Verisign's common stock and all holders of Verisign's common stock received the same benefit on a pro rata basis (e.g., dividends).

There are no transactions required to be reported under Item 404(a) of Regulation S-K where the Related Person Transaction Policy did not require review, approval or ratification, or where the Related Person Transaction Policy was not followed during 2021.

## **Certain Relationships and Related Transactions**

Since January 1, 2021, there has not been, nor is there currently proposed, any transaction or series of similar transactions to which we or any of our subsidiaries are or were to be a party in which the amount involved exceeded or will exceed \$120,000 and in which any director, executive officer or beneficial holder of more than 5% of the common stock of Verisign or any member of the immediate family of any of the foregoing persons had or will have a direct or indirect material interest.

## **Communicating with the Board**

Any stockholder who desires to contact the Board may do so electronically by sending an email to [bod@verisign.com](mailto:bod@verisign.com). Alternatively, a stockholder may contact the Board by writing to: Board of Directors, VeriSign, Inc., 12061 Bluemont Way, Reston, Virginia 20190, Attention: Secretary. Communications received electronically or in writing are distributed to the Chairman of the Board or other members of the Board, as appropriate, depending on the facts and circumstances outlined in the communication received.

## Environmental, Social, and Governance Highlights

At Verisign, we take seriously our responsibility to be a good corporate citizen and to support the communities where we live and work. As stewards of the internet, we believe our corporate values are central to our role in helping preserve and enhance the security, stability, and resiliency of key internet infrastructure and services, which billions of people worldwide depend on every second of every day. These values include demonstrating respect and integrity in our interactions with all of our stakeholders. The following summary highlights some of our environmental, social, and governance policies and practices.

### ESG Disclosure and Governance

- We commissioned a cross-functional ESG task force to integrate our ESG and SEC reporting and align our ESG disclosures with external frameworks.
- Our independent Corporate Governance and Nominating Committee is primarily responsible for ESG oversight, with additional environmental, social, and governance matters reviewed by other committees:
  - the Compensation Committee is responsible for oversight of human capital issues as well as diversity, equity, and inclusion;
  - the Audit Committee is responsible for oversight of our corporate ethics and compliance program; and
  - the Cybersecurity Committee is responsible for oversight of data privacy issues.
- This year we plan to conduct a formal Environmental, Social, and Governance (ESG) materiality assessment that captures the views from internal and external stakeholders on ESG topics. This formal assessment ensures that our strategy prioritizes key areas of impact that are important to our external stakeholders and our long-term business success.
- We continuously engage with stakeholders to better understand their views and sustainability concerns. This diverse engagement is designed to ensure we are prioritizing issues that are important to both our stakeholders and our long-term business success.
  - In response to stockholder feedback, we have adopted a policy regarding Political Contributions. Any Political Contributions will be reviewed by our Corporate Governance and Nominating Committee and disclosed semi-annually on our website starting in August 2022.

### Diversity, Equity, and Inclusion

- 2020, we revised our Corporate Governance Principles to adopt the “Rooney Rule” so that (i) the pool of candidates from which the Corporate Governance and Nominating Committee recommends new director nominees includes female and racially/ethnically diverse candidates and (ii) in any searches for candidates from outside the Company to succeed the Chief Executive Officer, the pool from which the Board selects a candidate includes female and racially/ethnically diverse candidates. In 2021, we increased the diversity makeup of our Board.
- We maintain equal employment opportunity hiring policies and practices.
- We are committed to diversity, equity, and inclusion in all aspects of our business. In 2021, with the assistance of outside advisors, we conducted a review of our recruiting, retention, and workplace processes to ensure we are continuing to advance our DEI efforts.
- We continue to focus on the hiring, retention, and advancement of women and underrepresented populations. As of December 31, 2021, approximately 29% of our global workforce was female, and approximately 43% of our U.S. employees were ethnically and racially diverse.
- We have employee affinity groups such as Women in Technology and Young Professionals that support an inclusive workplace environment.
- We provide respectful and inclusive workplace training for employees across all levels.

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## Human Capital Management

- We are committed to attracting, developing, and retaining the best talent, and we routinely monitor and present our progress in these areas to executive management and the Compensation Committee through a variety of workforce metrics (e.g. workforce demographics, hiring, turnover, and promotion rates, including diversity characteristics for each of these metrics).
- We continue to monitor and adapt to the ongoing challenges presented by the COVID-19 pandemic to safeguard the health and well-being of our employees.
- We use employee feedback to monitor employee morale and engagement, including through the use of surveys. During 2021, at least 85% of our employees participated in surveys that were conducted to better understand our employees' well-being and more effectively guide our response to the COVID-19 pandemic.
- We have practices in place to deliver fair and equitable compensation for employees based on their contribution and performance. We benchmark for market practices and regularly review our compensation and benefits against the market to confirm they remain competitive. We also offer a comprehensive set of benefits to our employees.
- We are committed to the continued development of our people, as evidenced by regular strategic talent reviews and succession planning, management training, continuous skill development through our online learning and development platform, and learning sessions designed to build our team's skills and knowledge required for the future.
- We are focused on the increasingly competitive labor market, and we are working diligently to attract the best talent from a diverse range of sources. Over the last several years, we have refreshed our employment branding and developed targeted recruitment strategies for specialized skill sets.

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## Ethics and Compliance

- We operate a robust ethics and compliance program that is maintained by a designated Compliance Officer and overseen by the Audit Committee.
- Our Code of Conduct, which is applicable to directors, executive officers, and employees, represents our mission and values and outlines our approach to ethical conduct and compliance with legal and regulatory requirements, including non-retaliation, anti-corruption, and other similar areas.
- Our directors and employees receive annual ethics and compliance training and certify their compliance with our Code of Conduct.
- We maintain an ethics and compliance helpline through which employees or others can seek guidance or raise a concern confidentially and anonymously if desired. All reported concerns are reviewed and, as appropriate, investigated. Verisign has a strict non-retaliation policy to protect those that report wrongdoing in good faith.
- We conducted an employee-wide ethics and compliance culture survey in 2020 to measure our ethics and compliance culture as well as the effectiveness of our ethics and compliance program.

**Data Privacy and Cybersecurity**

- We have adopted a rigorous governance framework for the oversight of cybersecurity risk, including a Board-level Cybersecurity Committee and a management-level Safety and Security Council that has a Board liaison.
- We implement strong privacy standards in our handling of personal information.
- Our business does not involve monetizing personal information.
- We have adopted the National Institute of Standards and Technology (NIST) cybersecurity framework and perform periodic assessments against this framework to measure cybersecurity program maturity.
- In addition to leveraging a broad array of industry frameworks and best practices applicable to our operating environments, our information security practices align with the AICPA, Trust Services Principles and Criteria (System and Organization Controls). On an annual basis, we obtain SOC 2 Type II and SOC 3 audit reports from an independent, external third-party accounting firm attesting to our system-level controls relating to the security, availability, and processing integrity of our systems.
- We maintain a security awareness program, which is required for all employees, that includes annual information security and compliance training, monthly information security training videos, and regular phishing awareness exercises.

**Community Impact**

- Verisign Cares, our philanthropic and charitable program, we seek to make a positive and lasting impact on the global internet community and the communities in which we live and work.
- We match charitable contributions up to a maximum of \$3,000 to eligible organizations.
- Verisign Cares offers employees paid time off to give their time on a regular basis in support of local community organizations.
- We provided support to food banks, community needs, and to several organizations addressing the COVID-19 impact in India.
- We continued our focus on social injustice with contributions to the Equal Justice Initiative and Stop AAPI Hate.
- In 2021, we not only strengthened our partnership with Virginia Ready but also entered into new partnerships with NPower, Byte Back and Per Scholas. These organizations all work to reskill individuals, for in-demand jobs in high growth sectors such as our own, especially for those individuals whose jobs may have been displaced or lost due to COVID-19's economic impact.
- Our direct charitable contributions in 2021 totaled \$1.9 million.

**Environment**

- Our Reston corporate offices are LEED Gold certified for commercial interiors.
- We use recycled and earth friendly products at our Reston corporate offices.
- We have implemented technologies at our Reston corporate offices that reduce energy consumption.

**Governance**

- See "Voting Roadmap—Corporate Governance Highlights" elsewhere in this Proxy Statement.

Proposal 2

## Advisory Vote to Approve Executive Compensation

As required by Section 14A of the Exchange Act and related SEC rules, we are seeking an advisory stockholder vote to approve the compensation of our named executive officers for 2021 as disclosed under SEC rules, including the Compensation Discussion and Analysis section, the compensation tables and related material included in this Proxy Statement. The stockholder vote approving executive compensation is advisory only, and the result of the vote is not binding upon the Company or the Board. Although the resolution is non-binding, the Board and the Compensation Committee will consider the outcome of the advisory vote approving executive compensation when making future compensation decisions. In 2017, the majority of our stockholders voted in favor of holding a non-binding stockholder advisory vote to approve executive compensation on an annual basis and, in consideration of the outcome of that vote, the Board has determined to hold such an advisory vote each year. Following the Annual Meeting, the next non-binding stockholder advisory vote to approve executive compensation will occur at the 2023 Annual Meeting of Stockholders.

Our executive compensation program and compensation paid to our named executive officers are described elsewhere in this Proxy Statement. The Compensation Committee oversees the program and compensation awarded, adopts changes to the program, and awards compensation as appropriate to reflect the Company's circumstances and to promote the main objectives of the program.

This proposal allows our stockholders to express their opinions regarding the decisions of the Compensation Committee on the prior year's annual compensation to our named executive officers. You may vote for or against the following resolution, or you may abstain.

**RESOLVED, that the stockholders of VeriSign, Inc. approve, on a non-binding, advisory basis, the compensation of VeriSign, Inc.'s named executive officers as disclosed in the Proxy Statement for VeriSign, Inc.'s 2022 Annual Meeting of Stockholders pursuant to Item 402 of Regulation S-K, including the Compensation Discussion and Analysis, the executive compensation tables, and related disclosures.**



**FOR**

The Board recommends a vote **FOR** the foregoing resolution.

# Executive Compensation

## Compensation Discussion and Analysis

This Compensation Discussion and Analysis (“CD&A”) provides comprehensive information about our executive compensation program for our 2021 named executive officers (our “NEOs”) and provides context for the decisions underlying the compensation reported in the executive compensation tables in this Proxy Statement. Our NEOs are:

**D. James Bidzos**

Executive Chairman and  
Chief Executive Officer

**Todd B. Strubbe**

President and Chief  
Operating Officer

**George E. Kilguss, III**

Executive Vice President and  
Chief Financial Officer

**Thomas C. Indelicato**

Executive Vice President,  
General Counsel and Secretary

The sections below describe the material elements of our executive compensation program for 2021, including how we have set compensation and have aligned pay to performance. We refer to our NEOs, Executive Vice Presidents, and Senior Vice Presidents, collectively as our “executives.”

## Compensation Philosophy and Objectives

Our executive compensation program is designed to attract and retain the executive talent we need to maintain our high performance standards and grow our business for the future. Our philosophy is to provide a mix of compensation that motivates our executives to achieve our short and long-term performance goals, which in turn will create value for our stockholders.

Our executive compensation program is designed with the following objectives and program elements:

OBJECTIVE	PROGRAM ELEMENT
<b>Attract and retain talented executives</b>	Provide a competitive level of total target compensation (base salary, bonus, and long-term incentive).
<b>Promote a pay for performance philosophy based on both Company performance and individual contributions</b>	Provide a compensation program that is weighted in favor of annual and long-term incentives that are tied to financial and strategic goals. In addition, provide annual incentive bonuses based on Company performance that, for any individual executive, may be modified up (subject to specified limitations) or down based on individual performance to more closely align executives’ personal accomplishments with their compensation.
<b>Align the interests of our executives with our stockholders</b>	Provide a significant portion of compensation that is aligned to the long-term value of our stock, including performance-based stock awards that are measured in part based on Total Shareholder Return (“TSR”). In addition, require executives to meet stock ownership guidelines and retain minimum stock ownership until six months after termination of employment.

**Key features of our current executive compensation program include:**

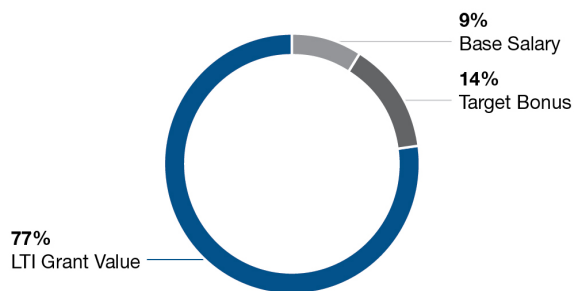
- Our executives’ compensation is primarily based on Company performance and individual performance.
- Our executives do not have employment contracts.
- Our executives’ change in control agreements contain a double trigger and do not provide for tax gross-ups.
- No special pension plans, special retirement plans, or other significant perquisites for executives.
- Our executives participate in the same benefit programs as all other employees.
- An incentive compensation recovery policy applicable to our NEOs that covers both cash and performance-based equity in the event of a materially inaccurate financial statement or an inaccurately measured performance metric criterion, with or without a restatement of our financial statements.
- Forfeiture provisions in our equity awards such that unvested awards are generally forfeited upon a termination of employment (subject to limited exceptions for death, disability, and certain terminations related to a change in control).
- An insider trading policy that prohibits any employee or director from shorting, hedging, or pledging our stock.



## Pay and Performance Relationship

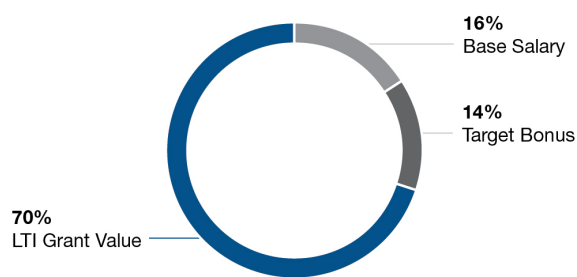
Attracting and retaining the executive talent we need to be successful is a key objective of our executive compensation program. It is equally important that our executives are motivated to and rewarded for achieving objectives that provide long-term benefits to our stockholders. We have designed our executive compensation program so that a significant amount of our NEOs' compensation is tied to the Company's performance and stockholders' long-term interests. The charts below illustrate our emphasis on performance-based compensation.

EXECUTIVE CHAIRMAN AND CEO PAY MIX AT TARGET



Total Performance-Based Compensation<sup>1</sup> = 91%

OTHER NEOs EXCLUDING CEO PAY MIX AT TARGET

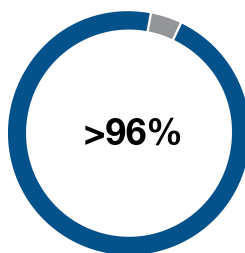


Total Average Performance-Based Compensation<sup>1</sup> = 84%

<sup>1</sup> Performance-Based Compensation = 2021 Annual Target Bonus + 2021 Long-Term Incentive, valued as of the date of the grant.

## Results of 2021 Say on Pay Vote

When the Compensation Committee set compensation amounts for 2022, it considered the results of the 2021 stockholder advisory vote on our executive compensation program. At our 2021 Annual Meeting of Stockholders, our stockholders indicated strong support of our executive compensation program, with over 96% of the votes cast in favor of our executive compensation program. In light of this strong support and based on our review of our program for market competitiveness and alignment with best practices, the Compensation Committee made no significant changes to our overall approach to executive compensation for 2022.



Voted in Favor of our Executive Compensation Program at our 2021 Annual Meeting of Stockholders

## Elements of Our Executive Compensation Program

Our executive compensation program is made up of three main elements: base salary, annual incentive bonus, and long-term incentive compensation. The chart below shows our objectives for each element of compensation and the factors we use to determine compensation amounts. For each element of compensation, the Compensation Committee takes into account our peer group and relevant survey data as well as guidance from the Compensation Committee's independent compensation consultant, as applicable, before determining compensation amounts.

ELEMENT	OBJECTIVE	FACTORS
<b>Base Salary</b>	Provide a guaranteed level of annual income in order to attract and retain our executive talent. Increases are not automatic or guaranteed.	<ul style="list-style-type: none"> <li>• Job responsibilities and scope</li> <li>• Experience</li> <li>• Individual contributions</li> <li>• Internal pay alignment and peer and industry benchmarking</li> </ul>
<b>Annual Incentive Bonus</b>	Provide a reward for achieving individual goals and the Company's financial and strategic goals.	<ul style="list-style-type: none"> <li>• Company performance</li> <li>• Individual performance</li> <li>• Peer and industry benchmarking</li> </ul>
<b>Long-Term Incentive Compensation</b>	Provide an award that both serves a retention purpose and incentivizes executives to manage the Company from the perspective of a long-term stockholder.	<ul style="list-style-type: none"> <li>• Importance of the executive to Company performance</li> <li>• Individual contributions</li> <li>• Future potential of the executive</li> <li>• Value of executive's vested and unvested outstanding equity awards</li> <li>• Peer and industry benchmarking</li> </ul>

## Our Process for Setting Compensation

### Role of the Compensation Committee

The Compensation Committee oversees our compensation and benefit programs, approves executives' compensation, and sets the policies that govern compensation of our executives and other employees. The Compensation Committee annually:

- Reviews and makes changes as appropriate to the peer group used to benchmark competitive compensation levels for our executives;
- Reviews the reports provided from its compensation consultant as described below in the section titled *Role of External Compensation Consultant*;
- Examines the compensation data of our peer group and reviews broader survey data for technology companies that we believe are comparable to the Company in industry and financial metrics;
- Reviews and approves design elements of executive compensation for market competitiveness and alignment with Company goals;
- Reviews stockholder dilution and burn rate in making equity compensation decisions;
- Sets performance goals for our annual and long-term incentive compensation programs;
- Determines the CEO's base salary, annual incentive bonus, and equity awards based on its review of the Board's assessment of the individual performance of the CEO during the year, peer group data, a tally sheet for the CEO provided by the compensation consultant detailing the CEO's entire compensation and benefits package and earnings potential from unvested equity awards, and the compensation consultant's report and recommendations;
- Reviews the comprehensive risk assessment of the Company's incentive plans and arrangements;
- Reviews the competitiveness of our executives' base salaries, annual incentive bonus targets, and long-term incentive compensation targets (element by element and in aggregate) by comparing our program to a peer group of publicly-traded, technology companies that we view as representative of our competitors for executive talent; and
- Determines each executive's base salary, annual incentive bonus, and equity awards based on its review of the CEO's assessment of the individual performance of the executive during the year, the compensation consultant's report regarding peer group data and survey data, and a tally sheet for the executive provided by the compensation consultant detailing the executive's entire compensation and benefits package and earnings potential from unvested equity awards.

## Role of Management

The CEO annually reviews the peer group market data, comparable industry survey data, the tally sheet data, and the performance of each executive, incorporating feedback from the President and Executive Vice Presidents, as applicable, and makes recommendations to the Compensation Committee for base salary adjustments, annual incentive bonuses, and equity awards.

## Role of External Compensation Consultant

The Compensation Committee has engaged Frederic W. Cook & Co., Inc. (“FW Cook”) as its independent compensation consultant to assist it in evaluating and analyzing the Company’s executive compensation program. FW Cook provides the following services, among others, to the Compensation Committee:

- Analyzes the annual compensation of each executive, including the CEO, based on comparisons to the Company’s peer group and comparable industry survey data, including in both cases target and actual total compensation, and advises the Compensation Committee on the appropriateness of management’s recommendations for any changes, other than the CEO’s, to the executives’ compensation;
- Reviews the CEO’s compensation and the design of the CEO’s compensation program and provides recommendations for changes as appropriate;
- Reviews the Company’s peer group annually and provides recommendations for changes as appropriate;
- Advises the Compensation Committee on best practices related to oversight and design of the Company’s executive compensation program;
- Reviews compensation design recommendations from the Company’s management and provides recommendations to the Compensation Committee on the impact of those recommendations;
- Reviews the Company’s equity compensation philosophy and incentive design;
- Reviews and provides guidance on the impact of regulatory changes on our executives’ and non-employee directors’ compensation;
- Reviews and provides guidance on our risk assessment of the Company’s incentive plans and programs;
- Reviews and provides guidance on our executive compensation disclosures;
- Reviews and provides recommendations for non-employee director compensation; and
- Reviews and provides guidance on the Company’s change in control agreements.

In October 2021, the Compensation Committee reviewed FW Cook’s performance, and in December 2021, the Compensation Committee assessed FW Cook’s independence against the independence factors set forth in the applicable Nasdaq rules. The Compensation Committee determined that FW Cook was independent and reengaged FW Cook for 2022. FW Cook performs no other services for the Company, and its services for the Compensation Committee do not raise any conflicts of interest.

## Peer Group

Each year, the Compensation Committee reviews the peer group with the assistance of FW Cook and makes changes as appropriate. In making 2021 compensation decisions, the peer group consisted of the following companies:

Akamai Technologies	Equinix	Nuance Communications
Alliance Data Systems	F5 Networks	Paychex
ANSYS	Factset Research Systems	Roper Technologies
Autodesk	Fiserv	Synopsys
Broadridge Financial	Fortinet	Teradata
Cadence Design Systems	Global Payments	Verisk Analytics
Citrix Systems	Intuit	

At the time the Compensation Committee determined the 2021 peer group, Verisign’s revenue, operating income before depreciation and amortization (“Adjusted Operating Income”), and market capitalization as compared to our 2021 peer group were as follows: first quartile for revenue, second quartile for Adjusted Operating Income, and second quartile for market capitalization.

In October 2021, as part of its annual review of our peer group, FW Cook provided the Compensation Committee with an evaluation of, and recommendation for, our peer group based on revenue, Adjusted Operating Income, market capitalization, free cash flow yield, Adjusted Operating Income growth, use of dividends or buybacks, inclusion in the S&P 500 index and their industry. Based on this review, the Compensation Committee approved the same 20 peer group companies to be used in setting 2022 compensation.

## Base Salary

For 2021, the Compensation Committee reviewed competitive benchmark data, the report on our CEO's compensation provided by FW Cook, and recommendations from our CEO regarding each executive's individual performance other than himself. Based on that review, the Compensation Committee approved adjustments to our NEOs' salaries as summarized in the chart below.

NAME	2020 BASE SALARY	2021 BASE SALARY	RATIONALE FOR ADJUSTMENT
<b>D. James Bidzos</b>	\$925,000	\$925,000	
<b>Todd B. Strubbe</b>	\$565,000	\$575,000	Mr. Strubbe received a salary increase to better align with peer group market data.
<b>George E. Kilguss, III</b>	\$525,000	\$530,000	Mr. Kilguss received a salary increase to better align with peer group market data.
<b>Thomas C. Indelicarto</b>	\$460,000	\$500,000	Mr. Indelicarto received a salary increase to better align with peer group market data.

## Annual Incentive Bonus

Our NEOs participate in the Verisign Performance Plan ("VPP"), which is a cash-based annual bonus plan. VPP bonuses are based on the Company's achievement of pre-established financial goals, as well as individual performance. The Compensation Committee determines the target annual incentive opportunity for each of our NEOs based on a comparison to our peer group, relevant survey data, and FW Cook's executive compensation benchmarking report. For 2021, the Compensation Committee approved the following VPP bonus targets as a percentage of base salary for our NEOs, which were the same bonus targets in effect for 2020:

NEOS	2021 BONUS TARGET AS A % OF BASE SALARY
<b>D. James Bidzos</b>	150%
<b>Todd B. Strubbe</b>	95%
<b>George E. Kilguss, III</b>	90%
<b>Thomas Indelicarto</b>	90%

The Compensation Committee approves actual annual incentive award payments for our executives taking into account the Company's and the individual's performance. The Company's performance determines the initial level of funding for the annual incentive bonus pool. The Compensation Committee then considers, and approves as appropriate, the CEO's recommendation for modifying any individual awards above or below that level of funding based on an assessment of individual performance, subject to a maximum of 175% of the executive's target bonus under the VPP.

The Company's performance goals for the 2021 VPP were approved by the Compensation Committee in December 2020 and were based on two financial measures, weighted equally: (i) revenue and (ii) operating margin. The 2021 VPP required achievement of 98% of the established target for either revenue or operating margin before any funding of the bonus pool based on that metric may occur. The table below illustrates different achievement levels for funding of the 2021 VPP bonus pool (threshold, target, and maximum) for each of these financial measures. The table also illustrates actual revenue and operating margin achieved for 2021 and the corresponding funding levels that resulted in a 104% funding for the 2021 VPP bonus pool.

METRIC	THRESHOLD (12.5% Funding)	TARGET (50% Funding)	MAXIMUM (87.5% Funding)	ACTUAL FUNDING
<b>Revenue</b> (in millions)	\$1,288.7	\$1,315.0	\$1,387.3	50.0%
<b>Operating Margin</b>	63.3%	64.6%	68.1%	54.0%
<b>Total Funding</b>				<b>104.0%</b>

In order to establish actual award amounts under the VPP, the Compensation Committee also reviewed the CEO's assessment of individual performance and his recommendations on bonus amounts for other NEOs. The Compensation Committee also considered the Board's assessment of Mr. Bidzos' individual performance. The chart below indicates the Compensation Committee's approved annual incentive bonus award for each NEO under the 2021 VPP.

NAME	2021 BASE SALARY	BONUS TARGET AS A % OF BASE SALARY	2021 ACTUAL BONUS PAYMENT			ACTUAL PAYOUT AS A % OF BASE SALARY
			FUNDING MULTIPLIER AS A % OF TARGET	ACTUAL PAYOUT AS A % OF TARGET	ACTUAL PAYOUT AMOUNT	
<b>D. James Bidzos</b> <sup>(1)</sup>	\$925,000	150%	104%	104%	\$1,443,000	156 %
<b>Todd B. Strubbe</b> <sup>(1)</sup>	\$575,000	95%	104%	104%	\$568,100	99 %
<b>George E. Kilguss, III</b> <sup>(1)</sup>	\$530,000	90%	104%	104%	\$496,080	94 %
<b>Thomas C. Indelicarto</b> <sup>(1)</sup>	\$500,000	90%	104%	104%	\$468,000	94 %

<sup>(1)</sup> Messrs. Bidzos, Strubbe, Kilguss, and Indelicarto received a bonus payment at the funding multiplier level with no further adjustment.

## Long-Term Incentive Compensation

Equity-based grants are a key element of our total compensation program, and we issue them in accordance with our Amended and Restated VeriSign, Inc. 2006 Equity Incentive Plan (the "2006 Plan"). Consistent with our compensation philosophy, we believe it is important that these awards have a performance component and that they are based in part on TSR. Individual target award amounts are based on several factors including competitiveness as determined by data provided by FW Cook, job responsibilities, individual contributions, and future potential of the executive.

In 2021, the Compensation Committee granted (i) a long-term equity award to Mr. Bidzos consisting of 60% performance-based restricted stock units ("PSUs") and 40% time-based restricted stock units ("RSUs") and (ii) long-term equity awards to our other NEOs consisting of 50% PSUs and 50% time-based RSUs. The time-based RSUs provide strong retention value for our executive talent as they vest ratably over four years, subject to continued employment. They are also linked to changes in stockholder value as their value goes up or down with Verisign's stock price. The performance metrics associated with the 2021 PSUs consist of two measures, each measured over a three-year performance period from January 1, 2021 through December 31, 2023. These measures are: (i) compound annual growth rate ("CAGR") of the Company's operating income per share and (ii) TSR of Verisign stock compared to the TSR of the S&P 500 Index. The number of PSUs earned may range from 0% to 200% of the target award based on CAGR of operating income per share for the performance period, but no more than 100% of the target may be earned unless the TSR of Verisign stock equals or outperforms the TSR of the S&P 500 Index for the performance period. We believe that these performance metrics coincide with the interests of our stockholders, create a long-term performance focus, and complement the performance metrics underlying the Company's short term annual cash incentive plan. The potential vesting of the 2021 PSUs at the end of the three-year performance period also provides a strong retention incentive.

The Compensation Committee granted equity awards on the basis described above to our NEOs on February 15, 2021 at its regularly scheduled meeting. Before determining the number of PSUs and RSUs to be granted to each NEO, the Compensation Committee determined the total dollar value of the awards it wished to make to each NEO. The target number of PSUs granted to each of our NEOs was determined by dividing the total dollar value of the award by the closing stock price on the date of grant rounded down to the nearest whole number of shares.

The chart below shows the equity awards granted to each NEO in February 2021:

NAME	2021 EQUITY GRANTS			
	TOTAL MARKET VALUE OF EQUITY GRANT <sup>(1)</sup>	GRANT DATE FAIR VALUE PER SHARE	TIME-BASED RSUs GRANTED <sup>(2)</sup>	TARGET PSUs GRANTED <sup>(3)</sup>
<b>D. James Bidzos</b>	\$7,749,845	\$198.15	15,644	23,467
<b>Todd B. Strubbe</b>	\$2,999,991	\$198.15	7,570	7,570
<b>George E. Kilguss, III</b>	\$2,399,993	\$198.15	6,056	6,056
<b>Thomas C. Indelicarto</b>	\$1,799,995	\$198.15	4,542	4,542

<sup>(1)</sup> The total market value of the equity award is the combined value of time-based RSUs and PSUs based on grant date fair value per share.

<sup>(2)</sup> 25% vested on February 15, 2022, and the remainder vests ratably, 6.25% each quarter for three years thereafter.

<sup>(3)</sup> The number of target PSUs granted represents shares that would be earned based on achievement at 100% of target. The performance period is January 1, 2021 through December 31, 2023. Vesting occurs after the performance achievement has been certified by the Compensation Committee and the Company has received an unqualified signed opinion on the Company's financial statements for the year ending December 31, 2023 from its independent registered public accounting firm.

## Vesting of PSUs Granted in 2019

In February 2019, the Compensation Committee granted PSUs with a performance period of January 1, 2019 through December 31, 2021 to our NEOs. The number of PSUs that could be earned ranged from 0% to 200% of the target award based on CAGR of operating income per share for the performance period, but no more than 100% of target could be earned unless the TSR of Verisign stock equaled or outperformed the TSR of the S&P 500 Index for the performance period. The threshold for the CAGR of operating income per share was 5.4% to earn 10% of the PSUs granted. In order to receive an award of 100% of the PSUs granted, attainment of 9.4% CAGR of operating income per share was necessary. Attainment of at least 13.4% CAGR of operating income per share was required to earn 200% of the PSUs granted. In February 2022, the Compensation Committee reviewed the extent of achievement against these performance goals for these PSUs. The CAGR of operating income per share for the performance period was 7.3% compared to the target of 9.4%. This resulted in earning 53% of target. The chart below shows the number of PSUs that were earned and vested in February 2022 based on achievement of the performance goals for the performance period.

NAME	TOTAL PSUs GRANTED IN 2019	GOAL ACHIEVEMENT	ACTUAL PSUs EARNED AND VESTED IN FEBRUARY 2022
<a href="#">D. James Bidzos</a>	24,629	53%	13,053
<a href="#">Todd B. Strubbe</a>	8,092	53%	4,288
<a href="#">George E. Kilguss, III</a>	6,743	53%	3,573
<a href="#">Thomas C. Indelicarto</a>	4,104	53%	2,175

## Other Features of our Executive Compensation Program

### Recovery of Incentive Compensation

The Compensation Committee has adopted an executive incentive compensation recovery policy that applies to annual and long-term incentive awards. The policy applies when there is an inaccurate financial statement, including statements of earnings, revenues, or gains or any other materially inaccurate calculation of a performance metric criterion, regardless of whether such inaccuracy was the subject of financial statement restatement. If, as a result of such inaccurate financial statement or calculation, certain executives received materially more incentive compensation than they would have, had the correct financial statement or calculation been prepared at the time of the compensation award, the Compensation Committee shall (subject to the exception noted below) seek recovery of this overpayment. The recovery could occur either by limiting future awards or directly seeking repayment. The Compensation Committee may only determine not to seek recovery of such an overpayment if the direct costs of recovery are expected to exceed the amount of recovery. In the case of fraudulent, intentional, willful, or grossly negligent misconduct by the recipient of an award, the Compensation Committee can attempt to recoup previous incentive awards paid regardless of when the awards were paid to the executive. If the inaccuracy is not the result of these circumstances, the Compensation Committee can only recover incentive awards that were incorrectly paid based on the inaccuracy if they were paid in the three years prior to the determination that the financial statement was inaccurate.

### Equity Award Practices

The Compensation Committee approves all equity awards to our executives, the aggregate annual equity pool, employee grant guidelines, and all equity awards to eligible employees during the annual grant process, which generally takes place in February. A separate grant committee makes equity awards to non-executives at times other than the annual grant process.

## Benefits

We generally do not provide our executives with any benefits other than those provided to all of our other U.S.-based employees. All of our U.S.-based employees are eligible for medical, dental and vision insurance, life insurance, short and long-term disability, paid time off, an employee stock purchase plan, and a qualified 401(k) salary deferral plan.

## Severance or Employment Agreements

We generally do not enter into severance or employment agreements with our executives (except as described below), nor do we provide severance or other benefits following voluntary termination. However, the Compensation Committee may determine in special circumstances that providing such severance payments or benefits or entering into employment agreements is warranted in order to attract an executive or for other business considerations.

## Change in Control and Retention Agreements

We have entered into change in control and retention agreements with our executives. These agreements provide for change in control severance benefits and payments in the event the executive's employment is terminated in connection with a change in control of the Company. These agreements are "double trigger" agreements which means the executives will only be eligible for payments under the agreements if both a change in control of the Company occurs and the executive's employment is terminated without cause (or by the executive for good reason) within 24 months of the change in control.

The Compensation Committee believes these agreements are necessary to attract and retain executive talent and to remove any potential conflicts of interests of our executives when making decisions related to potentially beneficial corporate transactions. The Compensation Committee periodically reviews the provisions of these agreements with FW Cook and makes adjustments as necessary to ensure alignment of executives' interests with stockholders' interests. FW Cook advised the Compensation Committee that the agreements were consistent with best practices, which include double trigger benefits, severance multiples less than or equal to 2x base salary and target bonus, and no tax-gross up provision. Based on FW Cook's analysis and the Compensation Committee's review, no changes were made to the benefits provided under the agreements in 2021. The CEO's change in control agreement provides for a severance payment of 2x base salary and a bonus payment of 2x target bonus plus the cash equivalent of two years of continuation of health benefits if he participates in the Company's health plans at the date of his termination. The other terms of his change in control agreement are the same as other executives. Additional details about these agreements, including potential payments, may be found in the "Potential Payments Upon Termination or Change in Control" section and the "Termination and Change in Control Benefit Estimates as of December 31, 2021" table elsewhere in this Proxy Statement.

## Risk Assessment

In 2021, we performed a comprehensive assessment of our compensation policies and program design to determine whether risks arising under them would be reasonably likely to have a material adverse effect on the Company. The Compensation Committee, based on input from FW Cook and management, considered each element of our compensation programs and policies in our risk assessment and determined that none of our compensation policies and programs creates a risk that is reasonably likely to have a material adverse effect on the Company.

## Compensation Committee Report

The Compensation Committee has reviewed the Compensation Discussion and Analysis included in this Proxy Statement. Based on the review, the Compensation Committee recommended to the Board that the Compensation Discussion and Analysis be included in this Proxy Statement.

This report is submitted by the Compensation Committee

**Thomas F. Frist III** (Chairperson)

**Jamie S. Gorelick**

**Timothy Tomlinson**

## Compensation Committee Interlocks and Insider Participation

The members of the Compensation Committee during 2021 were Louis A. Simpson, Thomas F. Frist III, Jamie S. Gorelick, and Timothy Tomlinson. All of the members of the Compensation Committee during 2021 were independent directors, and none of the members of the Compensation Committee during 2021 were employees or officers or former officers of Verisign during the prior three years, as required for director independence under the applicable Nasdaq rules. No executive officer of Verisign has served on the Compensation Committee (or other board committee performing equivalent functions, if any) or the board of directors of another entity, one of whose executive officers served as a member of the Compensation Committee of Verisign during 2021; and no executive officer of Verisign has served on the Compensation Committee (or other board committee performing equivalent functions or, in the absence of any such committee, the entire board of directors) of another entity, one of whose executive officers served as a member of our Board during 2021.



# Executive Compensation Tables

## Summary Compensation Table

The following table sets forth certain summary information concerning the compensation of our NEOs for 2021, 2020, and 2019.

NAMED EXECUTIVE OFFICER AND PRINCIPAL POSITION	YEAR	SALARY (\$) <sup>(1)</sup>	STOCK AWARDS (\$) <sup>(2)</sup>	NON-EQUITY INCENTIVE PLAN COMPENSATION (\$) <sup>(3)</sup>	ALL OTHER COMPENSATION (\$) <sup>(4)</sup>	TOTAL (\$)
<b>D. James Bidzos</b>	2021	925,000	7,749,845	1,443,000	468	10,118,313
Executive Chairman and Chief Executive Officer	2020	960,577	7,749,705	1,387,500	720	10,098,502
	2019	925,000	6,999,915	1,098,438	720	9,024,073
<b>Todd B. Strubbe</b>	2021	573,462	2,999,991	568,100	10,470	4,152,023
President and Chief Operating Officer	2020	586,731	2,999,396	536,750	10,470	4,133,347
	2019	562,692	2,759,858	483,075	10,220	3,815,845
<b>George E. Kilguss, III</b>	2021	529,231	2,399,993	496,080	10,470	3,435,774
Executive Vice President, Chief Financial Officer	2020	545,192	2,359,635	472,500	10,470	3,387,797
	2019	521,154	2,299,768	405,000	10,220	3,236,142
<b>Thomas C. Indelicarto</b>	2021	493,846	1,799,995	468,000	710	2,762,551
Executive Vice President, General Counsel and Secretary	2020	475,769	1,499,677	414,000	660	2,390,106
	2019	450,000	1,399,710	360,000	648	2,210,358

<sup>(1)</sup> Includes, where applicable, amounts electively contributed by each NEO under our 401(k) Plan. The amounts reported represent base salaries paid to each of the named executive officers for the applicable fiscal year. Annual base salary for U.S. salaried employees is paid on a bi-weekly schedule over 26 pay periods. Salaries earned in fiscal year 2020 are higher than each executive's annualized base salary for such year because there were 27 such bi-weekly pay periods in fiscal year 2020 rather than the usual 26.

<sup>(2)</sup> Amounts shown represent the aggregate grant date fair value, which is based on the closing share price on the date of the grant. Amounts for PSUs, which are subject to performance and market conditions, are based upon the probable outcome of the performance conditions as of the grant date of the award. Amounts shown for 2021 include the following for PSUs: Mr. Bidzos, \$4,649,986; Mr. Strubbe, \$1,499,996; Mr. Kilguss, \$1,199,996; and Mr. Indelicarto, \$899,997. Grant date fair value for PSUs granted in 2021, at the maximum achievement level (i.e., 200% payout) would be 143% of the foregoing amounts for each executive, calculated using a Monte Carlo simulation model.

<sup>(3)</sup> Amounts shown are for non-equity incentive plan compensation earned during the year indicated but paid in the following year.

<sup>(4)</sup> Amounts in "All Other Compensation" for 2021 include, where applicable, matching contributions made by the Company to the VeriSign, Inc. 401(k) Plan, life insurance payments, and accidental death and dismemberment insurance payments.

## Grants of Plan-Based Awards in 2021

The following table shows all plan-based awards granted to our NEOs for 2021 under annual and long-term plans.

NAMED EXECUTIVE OFFICER	GRANT DATE	ESTIMATED FUTURE PAYOUTS UNDER NON-EQUITY INCENTIVE PLAN AWARDS <sup>(1)</sup>			ESTIMATED FUTURE PAYOUTS UNDER EQUITY INCENTIVE PLAN AWARDS			ALL OTHER STOCK AWARDS: NUMBER OF SHARES OF STOCK OR UNITS (#) <sup>(3)</sup>	GRANT DATE FAIR VALUE OF STOCK AND OPTION AWARDS (\$)
		THRESHOLD (\$)	TARGET (\$)	MAXIMUM (\$)	THRESHOLD (#) <sup>(2)</sup>	TARGET (#) <sup>(2)</sup>	MAXIMUM (#) <sup>(2)</sup>		
<b>D. James Bidzos</b>	N/A	346,875	1,387,500	2,428,125					
	2/16/2021				2,347	23,467	46,934		4,649,986
	2/16/2021							15,644	3,099,859
<b>Todd B. Strubbe</b>	N/A	136,563	546,250	955,938					
	2/16/2021				757	7,570	15,140		1,499,996
	2/16/2021							7,570	1,499,996
<b>George E. Kilguss, III</b>	N/A	119,250	477,000	834,750					
	2/16/2021				606	6,056	12,112		1,199,996
	2/16/2021							6,056	1,199,996
<b>Thomas C. Indelicarto</b>	N/A	112,500	450,000	787,500					
	2/16/2021				454	4,542	9,084		899,997
	2/16/2021							4,542	899,997

<sup>(1)</sup> Each of our NEOs received an annual cash bonus under the VPP as described in "Compensation Discussion and Analysis" elsewhere in this Proxy Statement.

<sup>(2)</sup> Each of our NEOs was awarded PSUs on February 16, 2021, to be earned based on Company performance and subject to a relative TSR achievement threshold in 2023 and determination to be made after the end of 2023.

<sup>(3)</sup> The RSU awards vested 25% of the total award on February 15, 2022, and the remainder vests 6.25% of the total award each quarter thereafter, until fully vested.

## Outstanding Equity Awards at 2021 Year-End

The following table shows all outstanding equity awards held by our NEOs at the end of 2021 granted under the 2006 Plan.

NAMED EXECUTIVE OFFICER	GRANT DATE	STOCK AWARDS			
		NUMBER OF SHARES OR UNITS OF STOCK THAT HAVE NOT VESTED (#) <sup>(1)</sup>	MARKET VALUE OF SHARES OR UNITS OF STOCK THAT HAVE NOT VESTED (\$) <sup>(2)</sup>	EQUITY INCENTIVE PLAN AWARDS: NUMBER OF UNEARNED SHARES, UNITS OR OTHER RIGHTS THAT HAVE NOT VESTED (#)	EQUITY INCENTIVE PLAN AWARDS: MARKET OR PAYOUT VALUE OF UNEARNED SHARES, UNITS OR OTHER RIGHTS THAT HAVE NOT VESTED (\$) <sup>(2)</sup>
<b>D. James Bidzos</b>	02/13/2018	1,582	401,543		
	02/11/2019	5,130	1,302,097		
	02/11/2019			13,053 <sup>(3)</sup>	3,313,112
	02/10/2020	8,469	2,149,602		
	02/10/2020			22,591 <sup>(4)</sup>	5,734,048
	02/16/2021	15,644	3,970,760		
	02/16/2021			23,467 <sup>(5)</sup>	5,956,394
<b>Todd B. Strubbe</b>	02/13/2018	780	197,980		
	02/11/2019	2,526	641,149		
	02/11/2019			4,288 <sup>(3)</sup>	1,088,380
	02/10/2020	3,771	957,155		
	02/10/2020			6,704 <sup>(3)</sup>	1,701,609
	02/11/2020	328	83,253		
	02/11/2020			586 <sup>(4)</sup>	148,739
	02/16/2021	7,570	1,921,417		
02/16/2021			7,570 <sup>(5)</sup>	1,921,417	
<b>George E. Kilguss, III</b>	02/13/2018	621	157,622		
	02/11/2019	2,105	534,291		
	02/11/2019			3,573 <sup>(3)</sup>	906,899
	02/10/2020	3,222	817,808		
	02/10/2020			5,732 <sup>(4)</sup>	1,454,896
	02/16/2021	6,056	1,537,134		
02/16/2021			6,056 <sup>(5)</sup>	1,537,134	
<b>Thomas C. Indelicarto</b>	02/13/2018	395	100,259		
	02/11/2019	1,280	324,890		
	02/11/2019			2,175 <sup>(3)</sup>	552,059
	02/10/2020	2,048	519,823		
	02/10/2020			3,643 <sup>(4)</sup>	924,666
	02/16/2021	4,542	1,152,850		
	02/16/2021			4,542 <sup>(5)</sup>	1,152,850

<sup>(1)</sup> The RSU awards vest 25% of the total award on approximately the first anniversary of the date of grant and then vests 6.25% of the total award each quarter thereafter until fully vested.

<sup>(2)</sup> The market value is calculated by multiplying the number of shares by the closing price of our common stock on December 31, 2021, which was \$253.82 per share.

<sup>(3)</sup> The Compensation Committee granted PSUs on February 11, 2019, to be earned based on Company performance in 2019, 2020, and 2021. The number of shares shown reflects actual performance achievement of 53% of target. These PSUs vested on the date the Company received an unqualified signed opinion on the Company's financial statements from its independent registered public accounting firm on February 18, 2022.

- (4) The Compensation Committee granted PSUs on February 10, 2020 and February 11, 2020, to be earned based on Company performance in 2020, 2021, and 2022 as determined after the end of 2022. The number of shares shown reflects achievement of the target performance level based on Company performance and relative TSR of Verisign stock compared to the TSR of the S&P 500 for 2020 and 2021.
- (5) The Compensation Committee granted PSUs on February 16, 2021, to be earned based on Company performance in 2021, 2022, and 2023 as determined after the end of 2023. The number of shares shown reflects achievement of the target performance level based on Company performance and relative TSR of Verisign stock compared to the TSR of the S&P 500 for 2021.

## Stock Vested in 2021

The following table shows all stock awards vested and the value realized upon vesting by our NEOs during 2021. No stock options were exercised by any of our NEOs during 2021.

NAME	STOCK AWARDS	
	NUMBER OF SHARES ACQUIRED ON VESTING (#)	VALUE REALIZED ON VESTING (\$) <sup>(1)</sup>
D. James Bidzos	52,945	10,786,928
Todd B. Strubbe	20,485	4,205,345
George E. Kilguss, III	16,327	3,352,518
Thomas C. Indelicarto	10,363	2,127,225

(1) The value realized upon vesting is calculated by multiplying the number of shares that vested by the closing price of our common stock on the vesting date.

## Potential Payments Upon Termination or Change in Control

Except as described below, we have no formal severance program for our NEOs, each of whom is employed at will and therefore can be terminated at any time.

### Treatment of Equity Upon Death or Disability or Termination for any Other Reason

In the event of termination due to death or disability, outstanding equity awards will be treated as follows:

- Time-based RSUs – unvested RSUs shall accelerate in full according to the terms in the applicable award agreements; and
- PSUs – If such termination occurs during the applicable performance period and before the conclusion of such performance period, then such PSUs will accelerate and vest at target; if such termination occurs after the conclusion of the applicable performance period and before the award for such performance period has been paid, then the PSUs will fully accelerate based upon the actual achievement level.

In the event of a termination for any other reason, all unvested equity awards are forfeited for no consideration.

### Change in Control Agreements

Each of our executives is party to a change in control and retention agreement (the “CIC Agreements”). Under the CIC Agreements, each of the executives is entitled to receive severance benefits if, within the twenty-four months following a “change in control” (or under certain circumstances, during the six-month period preceding a change in control), the executive’s employment is terminated by the Company or its successor without “cause” or by the executive for “good reason” (referred to as a “qualified termination”). The terms and conditions of the CIC Agreements are described below.

Under the CIC Agreements, “*change in control*” means:

- any “person” (as such term is used in Sections 13(d) and 14(d) of the Exchange Act), other than a trustee or other fiduciary holding securities of the Company under an employee benefit plan of the Company or its subsidiaries, becomes the “beneficial owner” (as defined in Rule 13d-3 promulgated under the Exchange Act), directly or indirectly (excluding, for purposes of this Section, securities acquired directly from the Company), of securities of the Company representing 35% of (A) the then-outstanding shares of common stock of the Company or (B) the combined voting power of the Company’s then-outstanding securities;
- the consummation of a merger or consolidation, or series of related transactions, which results in the voting securities of the Company outstanding immediately prior thereto failing to continue to represent (either by remaining outstanding or by being

converted into voting securities of the surviving entity), directly or indirectly, at least 50% of the combined voting power of the voting securities of the Company or such surviving entity outstanding immediately after such merger or consolidation;

- a change in the composition of the Board occurring within a 24-month period, as a result of which fewer than a majority of the directors are incumbent directors;
- the sale or disposition of all or substantially all of the Company's assets (or consummation of any transaction, or series of related transactions, having similar effect); or
- stockholder approval of the dissolution or liquidation of the Company.

Under the CIC Agreements, "*cause*" means:

- an executive's willful and continued failure to substantially perform the executive's duties after written notice providing the executive with ninety (90) days from the date of the executive's receipt of such notice in which to cure;
- conviction of (or plea of guilty or no contest to) the executive for a felony involving moral turpitude;
- an executive's willful misconduct or gross negligence resulting in material harm to the Company; or
- an executive's willful violation of the Company's policies resulting in material harm to the Company.

Under the CIC Agreements, "*good reason*" means:

- a change in the executive's authority, duties, or responsibilities that is inconsistent in any material and adverse respect from the executive's authority, duties, and responsibilities immediately preceding the change in control;
- a reduction in the executive's base salary compared to the executive's base salary immediately preceding the change in control, except for an across-the-board reduction of not more than 10% of base salary applicable to all senior executives of the Company;
- a reduction in the executive's bonus opportunity of 5% or more from the executive's bonus opportunity immediately preceding the change in control, except for an across-the-board reduction applicable to all senior executives of the Company;
- a failure to provide the executive with long-term incentive opportunities that in the aggregate are at least comparable to the long-term incentives provided to other senior executives at the Company;
- a reduction of at least 5% in aggregate benefits that the executive is entitled to receive under all employee benefit plans of the Company following a change in control compared to the aggregate benefits the executive was eligible to receive under all employee benefit plans maintained by the Company immediately preceding the change in control;
- a requirement that the executive be based at any office location more than 40 miles from the executive's primary office location immediately preceding the change in control, if such relocation increases the executive's commute by more than ten (10) miles from the executive's principal residence immediately preceding the change in control; or
- the failure of the Company to obtain the assumption of the agreement from any successor as provided in the agreement.

Under the CIC Agreements, "*incumbent director*" means: directors who either (i) are directors as of the date of the CIC Agreement, or (ii) are elected, or nominated for election, to the Board with the affirmative votes of at least a majority of the incumbent directors at the time of such election or nomination (but shall not include an individual whose election or nomination is in connection with an actual or threatened proxy contest relating to the election of directors to the Company).

If a change in control occurs and the executive officer experiences a qualifying termination and timely delivers a general release agreement, the CIC Agreements provide that Verisign will make the following payments and provide the following benefits to the executive officer (subject to a six-month delay if and to the extent required by the deferred compensation rules set forth in and promulgated under Section 409A of the Internal Revenue Code):

- a lump sum equal to the pro rata target bonus for the year in which the executive officer was terminated;
- a lump sum equal to a specified multiple of the sum of (i) the executive officer's annual base salary plus (ii) the average of the executive officer's target annual bonus amount for the last three full fiscal years prior to a change in control, or, if the executive officer was employed by the Company for fewer than three full fiscal years preceding the fiscal year in which the change in control occurs, the average target bonus for the number of full fiscal years the executive officer was employed by the Company before the change in control or the target bonus for the fiscal year in which the change in control occurs if the executive officer was not eligible to receive a bonus from the Company during any of the prior three fiscal years; the applicable multiples are 200% of the annual base salary and bonus for the CEO and 100% of the annual base salary and bonus for other executive officer participants;
- if the executive elects to continue medical coverage under COBRA, reimbursement of the total cost of the executive's premiums that would be required to provide health insurance coverage, for 24 months for the CEO and for 12 months for all other executives;
- immediate acceleration of vesting of all of the executive officer's unvested stock options and RSUs; however, if the consideration to be received by stockholders of the Company in connection with the change in control consists of substantially all cash or if the stock options and RSUs held by the executive officer are not assumed in the change in control, then all of the executive officer's then-unvested and outstanding stock options and RSUs shall vest immediately prior to the change in control regardless of whether or not there is a termination of employment in connection therewith; and

- if PSUs are accelerated, and the performance period has not been completed, the amount payable is computed as if the performance has been satisfied at the target level.

In addition, the CIC Agreements include the following terms and conditions:

- to the extent any change in control payments or benefits are characterized as excess parachute payments within the meaning of Section 4999 of the Internal Revenue Code, and such characterization would subject the executive officer to a federal excise tax due to that characterization, the executive officer's termination benefits will be reduced to an amount so that none of the amounts payable constitute excess parachute payments if this would result in the executive officer's receipt, on an after-tax basis, of a greater amount of termination and other benefits, after taking into account applicable federal, state and local taxes, including the excise tax under Section 4999 of the Internal Revenue Code;
- an initial term ending on August 24, 2012 and automatic renewal for one-year periods thereafter unless the Board terminates the CIC Agreement at least 90 days before the end of the then-current term, provided that such termination shall not be effective until the last day of the then-current term; and
- the executive officer is prohibited from soliciting employees of Verisign or competing against Verisign for a period of 12 months following termination.

The following table shows the equity awards that would have vested for our NEOs as of December 31, 2021, as well as the additional cash compensation payable to our NEOs, if any, under the change in control and termination scenarios described above if a change in control had occurred on such date. The value of the accelerated equity is based on the closing price of our common stock on December 31, 2021, which was \$253.82 per share.

**TERMINATION AND CHANGE IN CONTROL BENEFIT ESTIMATES AS OF DECEMBER 31, 2021**

NAMED EXECUTIVE OFFICER	VALUE OF CASH AND CONTINUED HEALTH BENEFITS (\$) <sup>(1)</sup>	VALUE OF ACCELERATED STOCK AWARDS (\$)
	CHANGE IN CONTROL PLUS QUALIFYING TERMINATION	DEATH, DISABILITY OR CHANGE IN CONTROL PLUS QUALIFYING TERMINATION <sup>(2)(3)</sup>
<b>D. James Bidzos</b>	5,869,315	25,765,776
<b>Todd B. Strubbe</b>	1,662,119	9,626,631
<b>George E. Kilguss, III</b>	1,479,070	7,750,394
<b>Thomas C. Indelicarto</b>	1,373,560	5,217,016

<sup>(1)</sup> To the extent any payments made or benefits provided upon termination of an executive officer's employment constitute deferred compensation subject to Section 409A of the Internal Revenue Code, payment of such amounts or provision of such benefits will be delayed for six months after the executive officer's separation from service if and to the extent required under Section 409A.

<sup>(2)</sup> If the equity awards held by the executive are not assumed upon a change in control or the consideration to be received by stockholders consists of substantially all cash, then all such equity awards shall have their vesting and exercisability accelerated in full immediately prior to the change in control regardless of whether there is a qualifying termination.

<sup>(3)</sup> All unvested PSUs included in the amounts accelerated are shown at the target achievement levels as achievement of the performance criteria had not been certified by the Compensation Committee as of December 31, 2021.

## Equity Compensation Plan Information

The following table sets forth information about our common stock that may be issued upon the exercise of options, warrants, and rights under our existing equity compensation plans as of December 31, 2021.

PLAN CATEGORY	EQUITY COMPENSATION PLAN INFORMATION		
	(A)	(B)	(C)
	NUMBER OF SECURITIES TO BE ISSUED UPON EXERCISE OF OUTSTANDING OPTIONS, WARRANTS AND RIGHTS <sup>(1)</sup>	WEIGHTED-AVERAGE EXERCISE PRICE OF OUTSTANDING OPTIONS, WARRANTS AND RIGHTS	NUMBER OF SECURITIES REMAINING AVAILABLE FOR FUTURE ISSUANCE UNDER EQUITY COMPENSATION PLANS (EXCLUDING SECURITIES REFLECTED IN COLUMN (A))
Equity compensation plans approved by stockholders <sup>(2)</sup>	602,540	\$0.00	10,451,274 <sup>(3)</sup>
Equity compensation plans not approved by stockholders	—	\$ —	—
Total	602,540	\$0.00	10,451,274

<sup>(1)</sup> Only includes shares subject to RSUs and the target number of shares subject to PSUs outstanding as of December 31, 2021 that were granted under the 2006 Plan. Excludes purchase rights accruing under the 2007 Employee Stock Purchase Plan (the “2007 Purchase Plan”), which has a remaining stockholder-approved reserve of 2,982,260 shares as of December 31, 2021. There are no outstanding options or warrants.

<sup>(2)</sup> Includes the 2006 Plan and the 2007 Purchase Plan.

<sup>(3)</sup> Consists of shares available for future issuance under the 2006 Plan and the 2007 Purchase Plan. As of December 31, 2021, an aggregate of 7,469,014 shares and 2,982,260 shares of common stock were available for issuance under the 2006 Plan and the 2007 Purchase Plan, respectively, including 48,370 shares purchased under the 2007 Purchase Plan in January 2022. In addition to options and RSUs, shares can be granted under the 2006 Plan pursuant to stock appreciation rights, restricted stock awards, stock bonuses and performance shares.

## CEO Pay Ratio

Item 402(u) of Regulation S-K requires disclosure of the ratio of the annual total compensation of our CEO, Mr. Bidzos, to the annual total compensation of our median employee. For 2021, the annual total compensation of the median employee was \$201,444, and the annual total compensation of our CEO, as reported in the Summary Compensation Table in “Executive Compensation” elsewhere in this Proxy Statement, was \$10,118,313.

Based on this information for 2021, the ratio of our CEO’s annual total compensation to the annual total compensation of our median employee was 50:1. We believe this pay ratio is a reasonable estimate calculated in a manner consistent with applicable rules of the Securities and Exchange Commission (the “SEC”) using the data and assumptions summarized below. The SEC’s rules for identifying the median compensated employee and calculating the pay ratio based on that employee’s annual total compensation allow companies to adopt a variety of methodologies, to apply certain exclusions, and to make reasonable estimates and assumptions that reflect their employee populations and compensation practices. Accordingly, the pay ratio reported by other companies may not be comparable to the pay ratio reported above, as other companies have different employee populations and compensation practices and may use different methodologies, exclusions, estimates, and assumptions in calculating their own pay ratios.

The 2021 median employee was determined based on the total 2021 target direct compensation for all our employees (other than our CEO), who were employed as of December 31, 2021, consistent with the approach taken in the 2020 CEO Pay Ratio determination. For purposes of this pay ratio, we defined target direct compensation as the sum of annual base salary determined as of December 31, 2021, target annual bonus for the 2021 performance year, and the grant date value of annual equity grants in 2021. We applied our compensation measure consistently to all of our employees. Salaries for international employees were converted to U.S. dollars based on the applicable foreign exchange rates as of December 31, 2021. Once we identified our 2021 median employee, we then determined that employee’s annual total compensation in the same manner that we determine the total compensation of our NEOs for purposes of the Summary Compensation Table disclosed above. This 2021 total compensation amount for our median employee was then compared to the 2021 total compensation of our CEO as reported in the Summary Compensation Table to determine the pay ratio.

# Compensation of Directors

This section provides information regarding our compensation policies for non-employee directors and amounts earned and securities awarded to these directors in 2021. Mr. Bidzos is our Executive Chairman and Chief Executive Officer. As an employee of our Company, Mr. Bidzos does not participate in our compensation program for non-employee directors, and he is compensated as an executive officer of our Company. Mr. Bidzos' compensation is described in "Executive Compensation" elsewhere in this Proxy Statement.

## Non-Employee Director Retainer Fees and Equity Compensation Information

On July 19, 2021, the Compensation Committee met to review our overall non-employee director compensation program. As part of this review, the Compensation Committee received a report of competitive market data and compensation practices prepared by FW Cook for the same peer group it used to benchmark executive compensation. For information about the peer group, see "Executive Compensation—Compensation Discussion and Analysis" elsewhere in this Proxy Statement. The Compensation Committee sets director compensation levels at or near the market median relative to directors at companies in the peer group in order to ensure directors are paid competitively for their time commitment and responsibilities. Providing a competitive compensation package is important because it enables us to attract and retain highly qualified directors who are critical to our long-term success. Following the July 2021 review, including consideration of the recommendations made by FW Cook, the Compensation Committee determined that it was in the best interests of our Company and our stockholders to maintain our overall non-employee director compensation program, including providing an annual equity award grant to each director of \$250,000 (made solely in the form of RSUs). Historically, new directors are granted an equity award equal to the pro rata amount of such annual equity award, the amount of which is determined based on the date of such new director's appointment or election to the Board. Directors are subject to our stock retention policy as described in "Stock Ownership Information—Stock Ownership Policies."

Non-employee directors received annual cash retainer fees for 2021 as follows:

<b>ANNUAL CASH RETAINER</b>		
Non-Employee Director		\$40,000
<b>ADDITIONAL CASH RETAINERS</b>		
Non-Executive Chairman of the Board <sup>(1)</sup>		\$100,000
Lead Independent Director		\$25,000
Safety and Security Council Liaison		\$25,000
<b>ADDITIONAL CASH RETAINERS FOR COMMITTEE SERVICE</b>		
	<b>CHAIRPERSON</b>	<b>MEMBER</b>
Audit	\$15,000	\$25,000
Compensation	\$10,000	\$20,000
Corporate Governance and Nominating	\$10,000	\$10,000
Cybersecurity	\$10,000	\$20,000

<sup>(1)</sup> The position of "Non-Executive Chairman of the Board" was not held during 2021, and as such no annual retainer fees were paid during this period.



Non-employee directors are reimbursed for their expenses incurred in attending meetings.

Our Amended and Restated VeriSign, Inc. 2006 Equity Incentive Plan limits the compensation (including equity and cash awards) paid to any non-employee director in any year to an aggregate dollar value of \$600,000, with an exception to allow for up to two times such limit for grants made in the first year of service or first year designated as chairman or lead independent director.

## Non-Employee Director Compensation Table for 2021

The following table sets forth a summary of compensation information for our non-employee directors for 2021.

NON-EMPLOYEE DIRECTOR NAME	FEES EARNED OR PAID IN CASH (\$) <sup>(1)</sup>	STOCK AWARDS (\$) <sup>(2)</sup>	TOTAL (\$)
<a href="#">Courtney D. Armstrong</a> <sup>(3)</sup>	\$26,786	\$271,605	\$298,391
<a href="#">Yehuda Ari Buchalter</a>	\$70,000	\$249,805	\$319,805
<a href="#">Kathleen A. Cote</a>	\$85,000	\$249,805	\$334,805
<a href="#">Thomas F. Frist III</a>	\$70,000	\$249,805	\$319,805
<a href="#">Jamie S. Gorelick</a>	\$70,000	\$249,805	\$319,805
<a href="#">Roger H. Moore</a>	\$130,000	\$249,805	\$379,805
<a href="#">Louis A. Simpson</a>	\$105,000	\$249,805	\$354,805
<a href="#">Timothy Tomlinson</a>	\$130,000	\$249,805	\$379,805

<sup>(1)</sup> Amounts shown represent cash retainer fees earned by each director.

<sup>(2)</sup> Stock awards consist solely of RSUs which vest immediately upon grant. Amounts shown represent the aggregate grant date fair value computed in accordance with FASB ASC Topic 718 for awards granted in 2021. The grant date fair value of each award granted to each non-employee director on July 19, 2021 was \$249,805 (consisting of 1,093 RSUs valued at \$228.55 per share, which was the closing price per share on the grant date). No director held any outstanding awards as of December 31, 2021.

<sup>(3)</sup> Mr. Armstrong was appointed to our Board on June 18, 2021. The stock awards granted to Mr. Armstrong included an additional 97 RSUs valued at \$224.74 per share granted on June 21, 2021 with a grant date fair value of \$21,800, which represents the amount of the annual equity award granted to each non-employee director in July 2020 prorated for Mr. Armstrong's service as a director from June 18, 2021 through July 19, 2021. Mr. Armstrong's cash compensation was also prorated from June 18, 2021 through December 31, 2021.

**Proposal 3**

## Ratification of Selection of Independent Registered Public Accounting Firm

The Audit Committee has selected KPMG LLP as our independent registered public accounting firm to perform the audit of our consolidated financial statements for the year ending December 31, 2022, and, as a matter of good corporate governance, our stockholders are being asked to ratify this selection. A representative of KPMG LLP is expected to be available at the Annual Meeting, will have the opportunity to make a statement at the Annual Meeting if he or she desires to do so, and is expected to be available to respond to appropriate questions.

**FOR**The Board recommends a vote **FOR** this proposal.

## Principal Accountant Fees and Services

The following table presents fees billed for professional services rendered by KPMG LLP for the audit of our annual consolidated financial statements for the years ended December 31, 2021 and December 31, 2020, and fees billed for other services provided by KPMG LLP, in each of the last two completed years.

	2021 FEES	2020 FEES
<b>Audit fees<sup>(1)</sup></b>	\$ 1,986,852	\$1,665,095
<b>Audit-related fees</b>	–	–
<b>Tax fees<sup>(2)</sup></b>	–	\$13,966
<b>All other fees</b>	–	–
<b>Total fees</b>	\$ 1,986,852	\$1,679,061

<sup>(1)</sup> Audit fees consist of fees for the integrated audit of the annual financial statements included in our Annual Reports on Form 10-K, the review of the interim financial statements included in our Quarterly Reports on Form 10-Q, and other professional services provided in connection with statutory and regulatory filings or engagements for those years.

<sup>(2)</sup> Tax fees consist principally of technical tax advice.

## Policy on Audit Committee Pre-Approval of Audit and Permissible Non-Audit Services of Independent Auditors

Pursuant to the Audit Committee's Charter, the Audit Committee, or a designated member of the Audit Committee, pre-approved all audit and permissible non-audit services provided by the independent registered public accounting firm. These services included audit services, audit-related services, tax services and other services. Any pre-approval is detailed as to the particular service or category of services and is generally subject to a specific budget. The independent registered public accounting firm and management are required to periodically report to the Audit Committee regarding the extent of services provided by the independent registered public accounting firm in accordance with this pre-approval, and the fees for the services performed to date.

## Report of the Audit Committee

The Audit Committee is composed of three directors who meet the independence and experience requirements of the listing rules of The Nasdaq Stock Market. The Audit Committee operates under a written charter adopted by the board of directors (the “Board”) of VeriSign, Inc. (“Verisign”). The members of the Audit Committee are Mr. Tomlinson (Chairperson), Ms. Cote, and Mr. Moore. The Audit Committee met five times during 2021.

Management is responsible for the preparation, presentation, and integrity of Verisign’s financial statements, accounting, and financial reporting principles and internal controls and processes designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with accounting standards and applicable laws and regulations. The independent registered public accounting firm, KPMG LLP (“KPMG”), is responsible for performing an independent audit of Verisign’s consolidated financial statements and the effectiveness of Verisign’s internal control over financial reporting in accordance with standards of the Public Company Accounting Oversight Board (United States) (“PCAOB”) and for issuing reports thereon.

The Audit Committee is responsible for oversight of Verisign’s accounting and financial reporting processes. The Audit Committee is also responsible for the appointment, compensation, and oversight of Verisign’s independent registered public accounting firm, including (i) annually evaluating the independent registered public accounting firm’s qualifications and performance, (ii) annually reviewing and confirming the independent registered public accounting firm’s independence, (iii) reviewing and approving the planned scope of the annual audit, (iv) overseeing the audit work of the independent registered public accounting firm, (v) reviewing and pre-approving any non-audit services that may be performed by the independent registered public accounting firm, which are considered in the evaluation of the independent registered public accounting firm’s independence, (vi) annually reviewing with management and the independent registered public accounting firm the adequacy of Verisign’s internal control over financial reporting, (vii) annually reviewing Verisign’s critical accounting policies, and the application of accounting principles, and (viii) overseeing the conduct of the annual audit, including the oversight of the resolution of any issues identified by the independent registered public accounting firm. In evaluating the independent registered public accounting firm’s qualifications and performance and considering the independent registered public accounting firm for appointment, the Audit Committee considers the firm’s, as well as the engagement team’s, quality of audit services (including its knowledge, skill, and experience), its global capabilities and technical resources, the reasonableness of its fees, its communications with the Audit Committee, its independence, objectivity, and professional skepticism, its knowledge of Verisign, and its tenure as Verisign’s independent registered public accounting firm as well as regulatory reviews of the firm and the firm’s responses thereto. As part of this evaluation, the Audit Committee considers information provided by the firm as well as from management, including from the Chief Financial Officer, Controller, and Head of Internal Audit.

To ensure the independence of Verisign’s independent registered public accountant, the Audit Committee has received from KPMG the written disclosures required by applicable requirements of the PCAOB regarding KPMG’s communications with the Audit Committee concerning independence, and the Audit Committee has discussed with KPMG their independence. In addition, we follow the applicable laws, rules, and regulations regarding the rotation of audit partners, including Rule 2-01 of Regulation S-X. The Audit Committee is involved in the selection of the audit partner when a rotational change is required.

During 2021, the Audit Committee met privately with KPMG to discuss the results of the audit, evaluations by the independent registered public accounting firm of Verisign’s internal control over financial reporting, and the quality of Verisign’s financial reporting. In addition, in connection with its regularly scheduled meetings, the Audit Committee met privately with each of Verisign’s Chief Financial Officer, General Counsel and Compliance Officer, and Head of Internal Audit to discuss various legal, accounting, auditing, and internal control over financial reporting matters.

The Audit Committee has reviewed and discussed the audited consolidated financial statements contained in Verisign’s Annual Report on Form 10-K for the year ended December 31, 2021 with management. This review included a discussion of the accounting principles, reasonableness of significant judgments, and clarity of disclosures in the consolidated financial statements. Management represented to the Audit Committee that Verisign’s consolidated financial statements were prepared in accordance with accounting principles generally accepted in the United States of America and the Audit Committee has reviewed and discussed the consolidated financial statements with KPMG.

The Audit Committee has discussed with KPMG the matters required to be discussed by the applicable requirements of the PCAOB and the Securities and Exchange Commission (the “SEC”).

Based upon the review and discussions referred to above, the Audit Committee recommended to the Board that the audited consolidated financial statements be included in Verisign’s Annual Report on Form 10-K for the year ended December 31, 2021, for filing with the SEC.

This report is submitted by the Audit Committee

**Timothy Tomlinson** (Chairperson)  
**Kathleen A. Cote**  
**Roger H. Moore**

## Proposal 4

## Stockholder Proposal Regarding an Amendment to our Special Stockholder Meeting Right

John Chevedden has submitted a stockholder proposal for consideration at the Annual Meeting. Mr. Chevedden's address is 2215 Nelson Avenue, No. 205, Redondo Beach, CA 90278. We have been notified that Mr. Chevedden has continuously owned no fewer than 50 shares of our common stock since November 1, 2018. If properly presented at the Annual Meeting, the Board unanimously recommends a vote "AGAINST" the following proposal. The affirmative vote of the holders of a majority of the shares of common stock present in person or represented by proxy and entitled to vote at the Annual Meeting will be required to approve the stockholder proposal. Mr. Chevedden has requested that the proposal set forth in the box below be presented for a vote at the Annual Meeting:

### Proponent's Statement

**Proposal 4 - Special Shareholder Meeting Improvement**

Shareholders ask our board to take the steps necessary to amend the appropriate company governing documents to give the owners of a combined 10% of our outstanding common stock the power to call a special shareholder meeting.

One of the main purposes of this proposal is to give shareholders the right to formally participate in calling for a special shareholder meeting regardless of their length of stock ownership to the fullest extent possible.

Currently it takes a theoretical 10% of all shares outstanding to call for a special shareholder meeting. And it goes downhill from here. All shares held for less than one full year are 100% disqualified from formal participation in calling for a special shareholder meeting. Plus all shares not held long are also 100% excluded.

Thus shareholders who own 10% of VeriSign stock that meets the additional add-on qualifiers to the 10% requirement could determine that they own 25% of VeriSign stock when they include their stock owned for less than a full year and their stock that is not held long.

And this 25% of VeriSign stock equals 30% of the stock that typically votes at the annual meeting. It would be hopeless to think that shares that do not have time to vote would have the time to go through the special procedural steps to call for a special shareholder meeting.

Thus the face value of 10% of all shares outstanding can realistically translate into a 30% stock ownership requirement to just call for a special shareholder meeting. A realistic 30% stock ownership threshold is nothing for management to brag about.

Plus VeriSign management apparently tried to mislead shareholders because the 2021 proxy failed to mention the add-on qualifiers to the 10% requirement. The 2021 proxy only mentioned the face value of 10% and unfortunately omitted the material add-on qualifiers to the 10% requirement.

VeriSign management also bragged about "Stockholder Engagement" in the 2021 proxy. Apparently attempting to mislead shareholders is part of the bedrock of the so-called VeriSign Stockholder Engagement.

Plus we have no right to act by written consent. VeriSign shareholders gave 43% support to a right to act by written consent in 2020.

Southwest Airlines and Target are companies that do not provide for shareholder written consent and yet provide for 10% of shares to call for a special shareholder meeting without the VeriSign type add-on qualifiers.

We need a right for 10% of shares, without add-on qualifiers, to call for a special shareholder meeting to help make up for our complete lack of a right to act by written consent.

Please vote yes:

**Special Shareholder Meeting Improvement – Proposal 4**

## Company Statement and Recommendation

### The Board recommends a vote “AGAINST” this proposal:

The Board is committed to sound corporate governance policies and practices that promote the long-term interests of all Company stockholders. In 2021, the Board took action to further enhance our stockholders’ ability to call special meetings of stockholders by lowering the special meeting threshold to 10%—matching the lowest threshold in place at S&P 500 companies. After carefully reviewing this proposal and in light of our existing policies and practices, the Board believes that adopting the proposal would not be in the best interest of our stockholders and recommends voting “AGAINST” this proposal.

**Stockholders Owning As Few As 10% of Our Shares Already Have the Ability to Call a Special Meeting of Stockholders Outside of the Annual Meeting Cycle.** In early 2021, the Board proactively lowered our special meeting threshold to 10% from 25%. Thus, one or more stockholders owning as few as 10% of our outstanding common stock already may call a special meeting of stockholders. A special meeting permits stockholders, the Board, and company management to vote on matters in between annual meetings. The ability for stockholders owning 10% of our outstanding shares to call a special meeting represents a significant right—and one that is significantly more stockholder-friendly than the right at most other S&P 500 companies. Our 10% special meeting threshold is more favorable to stockholders than the special meeting rights at approximately 89% of the 472 S&P 500 companies surveyed by FactSet, and only one of our peers provides its stockholders with a comparable special meeting right.

**Elimination Of Our Nominal One-Year Holding Requirement Would Increase The Potential For Misuse Of The Special Meeting Right By Special-Interest Stockholder Groups With No Long-Term Interest in the Company.** Currently, stockholders holding 10% or more of our outstanding common stock net long for at least one year have the ability to call special meetings. The Company carefully tailored our special meeting right to provide stockholders with the meaningful ability to call a special meeting when extraordinary matters arise, without enabling a minority of stockholders that have not held a financial stake in the Company for a reasonable period of time to call unnecessary or duplicative meetings for less significant matters. If the nominal one-year net long holding requirement is eliminated as suggested by the proposal, the Company could be subject to regular disruptions by special-interest stockholder groups with agendas that are not in the best interests of the Company or our stockholders and unnecessarily divert our Board’s and management’s attention from their primary focus of leading and operating our business. Such a diversion could potentially operate against the best interests of our stockholders overall, in order to serve the narrow interests of the short-term stockholders requesting a special meeting.

**Special Meetings Require Substantial Company Time and Resources.** The Board recognizes the importance of providing stockholders with the right to call special meetings in appropriate circumstances. Whether held in person or virtually, a special stockholder meeting is a significant undertaking that requires substantial time, effort, and management. The Company must prepare, print and distribute legal disclosure documents to stockholders, solicit proxies, and tabulate votes, which requires substantial time and effort as well as the use of Company funds to pay for the related costs. In addition, the Board and management must divert time and focus from their responsibility of managing the Company on behalf of all stockholders to prepare for, and conduct, the meeting, consequently detracting from their primary focus of operating our businesses and maximizing long-term stockholder value. Accordingly, special meetings of stockholders should be extraordinary events that occur only when there are matters of sufficient import or urgency that they cannot wait until the next annual meeting.

**The Company's Other Strong Governance Policies Further Empower Stockholders and Promote Board Accountability.** The Board is committed to strong and effective corporate governance and responsiveness to stockholders, and the Board regularly evaluates and refines our corporate governance policies and procedures to take into account evolving best practices and to address feedback provided by our stockholders. In addition to providing stockholders owning as few as 10% of our outstanding common stock the right to call a special meeting of stockholders, the Board has adopted additional policies and practices that provide our stockholders with additional opportunities to have their voices heard and that encourage effective, independent Board oversight of Company management:

- **Market-Standard Proxy Access Bylaw Provision.** Stockholders owning 3% or more of our outstanding common stock for three years have the right to nominate director candidates constituting up to 20% of our Board, and to have those nominees included in our proxy materials. This proxy access right complements the ability of stockholders to call a special meeting to voice their views
- **Annual Election of Directors.** All directors are elected annually and stockholders can remove directors with or without cause.
- **Majority Voting for Election of Directors.** We have adopted a majority voting standard for the election of directors in uncontested elections.
- **Stockholder Engagement.** Stockholders can communicate directly with the Board as a whole or with individual directors.
- **Independent Board Leadership.** All but one director on the Board are independent, as defined under Nasdaq's director independence standards. Independent directors thus compose 87.5% of the Board, well above the majority required by Nasdaq. In addition, we have a Lead Independent Director with robust duties.
- **Independent Board Committees.** All members of the Board's Audit Committee, Corporate Governance and Nominating Committee, and Compensation Committee are independent directors. This entrusts oversight of critical matters to independent directors, such as the integrity of the Company's financial statements, the evaluation of the Board and its committees, and the compensation of executive officers.

**AGAINST**The Board recommends a vote **AGAINST** this stockholder proposal.

# Stock Ownership Information

## Security Ownership of Certain Beneficial Owners and Management

The following table sets forth certain information with respect to the beneficial ownership of our common stock as of April 1, 2022, except as otherwise indicated, by:

- each current stockholder who is known by us to own beneficially more than 5% of our common stock;
- each current director;
- each of our named executive officers listed in the Summary Compensation Table in “Executive Compensation” elsewhere in this Proxy Statement; and
- all current directors and executive officers as a group.

Shares of common stock that are issuable upon vesting of RSUs within 60 days of April 1, 2022 are deemed outstanding for the purpose of computing the percentage ownership of the person holding such RSUs but are not deemed outstanding for computing the percentage ownership of any other person. Unless otherwise indicated in the footnotes following the table, the persons and entities named in the table have sole voting and sole investment power with respect to all shares beneficially owned, subject to community property laws where applicable.

### BENEFICIAL OWNERSHIP TABLE

NAME AND ADDRESS OF BENEFICIAL OWNER	SHARES BENEFICIALLY OWNED	
	NUMBER <sup>(1)</sup>	PERCENT <sup>(1)</sup>
<i>Greater Than 5% Stockholders</i>		
<b>Warren Buffett<sup>(2)</sup></b> Berkshire Hathaway, Inc. 3555 Farnam Street Omaha, NE 68131	12,815,613	11.68 %
<b>The Vanguard Group<sup>(3)</sup></b> 100 Vanguard Boulevard Malvern, PA 19355	10,385,922	9.46 %
<b>BlackRock, Inc.<sup>(4)</sup></b> 55 East 52nd Street New York, NY 10055	10,102,520	9.21 %
<i>Directors and Named Executive Officers</i>		
<b>D. James Bidzos<sup>(5)</sup></b>	685,639	*
<b>Courtney D. Armstrong</b>	1,190	*
<b>Yehuda Ari Buchalter</b>	3,472	*
<b>Kathleen A. Cote</b>	30,047	*
<b>Thomas F. Frist III</b>	12,254	*
<b>Jamie S. Gorelick</b>	17,351	*
<b>Roger H. Moore</b>	40,838	*
<b>Timothy Tomlinson<sup>(6)</sup></b>	15,000	*
<b>Todd B. Strubbe<sup>(7)</sup></b>	92,362	*
<b>George E. Kilguss, III<sup>(8)</sup></b>	138,399	*
<b>Thomas C. Indelicarto<sup>(9)</sup></b>	36,319	*
All current directors and executive officers as a group (11 persons) <sup>(10)</sup>	1,072,871	*

\* Less than 1% of Verisign's outstanding common stock.

<sup>(1)</sup> The percentages are calculated using 109,744,555 outstanding shares of common stock on April 1, 2022, as adjusted pursuant to Rule 13d-3(d)(1)(i). Pursuant to Rule 13d-3(d)(1) of the Exchange Act, beneficial ownership information for each person also includes any shares of common stock that are issuable to such person upon vesting of RSUs within 60 days of April 1, 2022.

<sup>(2)</sup> Based on a Schedule 13G/A filed with the SEC on February 16, 2021, by Warren E. Buffett, Berkshire Hathaway, Inc. and other reporting persons with respect to the beneficial ownership of 12,815,613 shares, as of December 31, 2020. Berkshire Hathaway, Inc., is a diversified

holding company which Mr. Buffett may be deemed to control. Mr. Buffett and Berkshire Hathaway share voting and dispositive power over 12,815,613 of these shares, which include shares beneficially owned by certain subsidiaries of Berkshire Hathaway. National Indemnity Company and GEICO Corporation each share voting and dispositive power over 7,905,481 of these shares.

- (3) Based on a Schedule 13G/A filed with the SEC on February 10, 2022, by The Vanguard Group with respect to the beneficial ownership of 10,385,922 shares, as of December 31, 2021. The Vanguard Group has shared voting power over 153,843 of these shares, sole dispositive power over 9,992,800 of these shares, and shared dispositive power over 393,192 of these shares.
- (4) Based on a Schedule 13G/A filed with the SEC on February 1, 2022, by BlackRock, Inc. with respect to the beneficial ownership of 10,102,520 shares, as of December 31, 2021. BlackRock, Inc. has sole voting power over 9,126,469 of these shares and sole dispositive power over all 10,102,520 of these shares.
- (5) Includes 2,945 RSUs vesting within 60 days of April 1, 2022, held directly by Mr. Bidzos.
- (6) Includes 15,000 shares held by the Tomlinson Family Trust, under which Mr. Tomlinson and his spouse are co-trustees.
- (7) Includes 1,435 RSUs vesting within 60 days of April 1, 2022, held directly by Mr. Strubbe.
- (8) Includes 1,158 RSUs vesting within 60 days of April 1, 2022, held directly by Mr. Kilguss.
- (9) Includes 768 RSUs vesting within 60 days of April 1, 2022, held directly by Mr. Indelicarto.
- (10) Includes the shares described in footnotes (5)-(10).

## Section 16(a) Beneficial Ownership Reporting Compliance

Section 16(a) of the Exchange Act requires our directors and officers, and persons who own more than 10% of our common stock, to file initial reports of ownership and reports of changes in ownership with the SEC. We file Section 16(a) reports on behalf of our directors and executive officers to report their initial and subsequent changes in beneficial ownership of our common stock. Based solely on a review of the reports we filed on behalf of our directors and executive officers, or written representations from reporting persons that all reportable transactions were reported, the Company believes that all Section 16(a) filing requirements applicable to our directors and executive officers were complied with for 2021, except that one Form 4 relating to one transaction was filed late for Courtney D. Armstrong. This late filing was due to a delay in obtaining EDGAR filer codes following Mr. Armstrong's appointment to the Board.

## Stock Ownership Policies

### Stock Retention Policy

Our stock retention policy applies to our employees at the Senior Vice President level and above, officers who are subject to the provisions of Section 16 of the Exchange Act ("Section 16 Officers"), and board members.

Ownership levels are set as a multiple of base salary or annual retainer and are as follows:

- Directors: 10x Annual Retainer
- CEO: 6x Base Salary
- Section 16 Officers, Executive Vice Presidents and Senior Vice Presidents, other than the CEO: 2x Base Salary

The stock retention policy requires participants to retain 50% of their shares received from equity awards (net of taxes) until they reach the required minimum ownership level, and that the required minimum number of shares must be held until six months after the participant ceases employment or board service with the Company. We believe requiring executives and board members to continue to retain stock after their service with the Company ceases aligns our executives' interests with the long-term interests of our stockholders.

### Insider Trading Policy

Our Insider Trading Policy prohibits our directors and employees (including our executives) from (i) trading in our securities, including derivative securities, while aware of material non-public information or (ii) disclosing material non-public information to unauthorized persons outside of the Company. In addition, under our Insider Trading Policy, our directors and executives may only trade in our securities during approved trading windows after our Compliance Officer has pre-approved the trade.

### No Shorting, Hedging, or Pledging Allowed

Our Insider Trading Policy also prohibits our directors and employees (including our executives) from (i) trading in any interest or position relating to the future price of our securities, such as a put, call or short sale, other than a cashless exercise of an option through a broker, (ii) engaging in hedging or monetization transactions using our securities, including through the use of financial instruments such as prepaid variable forwards, equity swaps, collars, and exchange funds, or (iii) holding our securities in a margin account or otherwise pledging our securities as collateral.



# Information About the Meeting

The Annual Meeting will be held at our corporate offices located at 12061 Bluemont Way, Reston, Virginia 20190 on Thursday, May 26, 2022, at 10:00 a.m., Eastern Time.

Only holders of record of our common stock at the close of business on April 1, 2022, which is the record date, will be entitled to vote at the Annual Meeting. This Proxy Statement and related proxy materials were first made available to stockholders on April 12, 2022. Our 2021 Annual Report, which includes our Annual Report on Form 10-K for the year ended December 31, 2021, is enclosed with this Proxy Statement for stockholders receiving a paper copy of proxy materials. This Proxy Statement, together with our 2021 Annual Report, can be accessed on our Investor Relations website at <https://investor.verisign.com>, or at [www.edocumentview.com/vrsn](http://www.edocumentview.com/vrsn).

Each proxy received will be voted in accordance with the instructions specified in the proxy. Unless contrary instructions are specified, if the proxy is submitted (and not revoked) prior to the Annual Meeting, the shares of Verisign common stock represented by the proxy will be voted: (1) **FOR** the election of each of the eight director candidates nominated by the Board (Proposal 1); (2) **FOR** the non-binding, advisory resolution to approve Verisign's executive compensation (Proposal 2); (3) **FOR** the ratification of the selection of KPMG LLP as our independent registered public accounting firm for the year ending December 31, 2022 (Proposal 3); and (4) **AGAINST** the stockholder proposal, if properly presented at the Annual Meeting, regarding an amendment to our special stockholder meeting right (Proposal 4); in accordance with the best judgment of the named proxies on any other matters properly brought before the Annual Meeting.

## Voting Rights

At the close of business on the record date, we had 109,744,555 shares of common stock outstanding and entitled to vote. Holders of our common stock are entitled to one vote for each share held as of the record date.

## Quorum, Effect of Abstentions and Broker Non-Votes, Vote Required to Approve the Proposals

A majority of the shares of our common stock outstanding and entitled to vote must be present or represented by proxy at the Annual Meeting in order to have a quorum for the transaction of business at the Annual Meeting. Abstentions and broker non-votes will be treated as shares present for the purpose of determining the presence of a quorum. A broker non-vote occurs when a bank, broker or other stockholder of record holding shares for a beneficial owner has not received voting instructions from the beneficial owner and does not vote on a particular proposal because that record holder does not have discretionary voting power with respect to that “non-routine” proposal. Each of the election of directors (Proposal 1), the non-binding, advisory vote to approve executive compensation (Proposal 2), and the stockholder proposal, if properly presented at the Annual Meeting, regarding an amendment to our special stockholder meeting right (Proposal 4), is a “non-routine” proposal and so shares for which record holders do not receive voting instructions will not be voted on such matters. The ratification of the selection of KPMG LLP as our independent registered public accounting firm for the year ending December 31, 2022 (Proposal 3) is a “routine” proposal and so shares for which record holders do not receive voting instructions may be voted on such matter by record holders.

If a quorum is present at the Annual Meeting, to be elected, a nominee for director must receive a majority of the votes cast (the number of shares voted “for” that nominee must exceed the number of votes cast “against” that nominee). Under this voting standard, abstentions and broker non-votes will not affect the voting outcome. Stockholders may not cumulate votes in the election of directors.

If a nominee who currently serves as a director is not re-elected, Delaware law provides that the director would continue to serve on the Board as a “holdover director.” Under our Corporate Governance Principles, each director that is not reelected by the stockholders must offer to resign, subject to acceptance by the Board. Each director submits an irrevocable letter of resignation for this purpose. When such a resignation offer is made, the Corporate Governance and Nominating Committee makes a recommendation to the Board with respect to the resignation offer and the Board must then determine whether to accept or reject the resignation offer and publicly disclose its decision and the rationale therefor within 90 days following the date of the certification of the relevant election results.

If a quorum is present at the Annual Meeting, approval of the proposals for:

- the non-binding, advisory resolution to approve Verisign’s executive compensation (Proposal 2);
- the ratification of the selection of KPMG LLP as the Company’s independent registered public accounting firm for the year ending December 31, 2022 (Proposal 3); and
- the stockholder proposal, if properly presented at the Annual Meeting, regarding an amendment to our special stockholder meeting right (Proposal 4).

requires, in each case, the affirmative vote of a majority of the shares of our common stock present or represented by proxy and entitled to vote on the matter. Under this voting standard, abstentions will have the effect of votes cast against the proposal, and broker non-votes will not affect the voting outcome.

The inspector of elections appointed for the Annual Meeting will separately tabulate for and against votes, abstentions, and broker non-votes.

## Adjournment of Annual Meeting

In the event that a quorum shall fail to attend the Annual Meeting, either present or represented by proxy at the Annual Meeting, the chairman of the meeting may adjourn the Annual Meeting, or alternatively, the holders of a majority of the shares of our common stock entitled to vote who are present or represented by proxy may adjourn the Annual Meeting. Any such adjournment proposed by a stockholder or person named as a proxy would require the affirmative vote of the majority of the shares present or represented by proxy at the Annual Meeting.

## Expenses of Soliciting Proxies

Verisign will bear the expenses of soliciting proxies to be voted at the Annual Meeting. Verisign intends to retain Morrow Sodali LLC for various services related to the solicitation of proxies, which we anticipate will cost approximately \$32,500, plus reimbursement of expenses. Following the original mailing of the Notice Regarding the Availability of Proxy Materials and paper copies of proxy materials, we and/or our agents may also solicit proxies by mail, telephone, electronic transmission, including email, or in person. Following the original mailing of the Notice Regarding the Availability of Proxy Materials and paper copies of the proxy materials, we will request that brokers, custodians, nominees, and other record holders of our shares forward copies of the proxy materials to persons for whom they hold shares and request authority for the exercise of proxies. In such cases, we will reimburse the record holders for their reasonable expenses if they ask us to do so.

## Internet and Telephone Voting

If you hold your shares as a stockholder of record as of the record date, you can simplify your voting process and save the Company expense by voting your shares by telephone at 1-800-652-VOTE (8683) or on the internet at [www.envisionreports.com/VRSN](http://www.envisionreports.com/VRSN) 24 hours a day, seven days a week. Telephone and internet voting are available through 12:00 a.m. Eastern Time on the day of the Annual Meeting. More information regarding internet voting is given on the Notice Regarding the Availability of Proxy Materials. If you hold your shares as of the record date through an intermediary, such as a bank or broker, the intermediary should provide you with separate instructions on a form you will receive from them. Many such intermediaries make telephone or internet voting available, but the specific processes available will depend on those intermediaries' individual arrangements.

## Revocability of Proxies

If you hold your shares as a stockholder of record, you may revoke any proxy that is not irrevocable by attending and voting at the Annual Meeting or by delivering a proxy in accordance with applicable law bearing a later date to the Secretary of the Company. If you hold your shares through an intermediary, such as a bank or broker, you must follow the instructions provided by the intermediary to change or revoke your voting instructions.

## Householding

A number of brokerage firms have instituted a procedure called "householding," which has been approved by the SEC. Under this procedure, the firm delivers only one copy of the Notice Regarding the Availability of Proxy Materials or one copy of this Proxy Statement, together with our 2021 Annual Report, as the case may be, to multiple stockholders who share the same address and have the same last name, unless it has received contrary instructions from an affected stockholder. If your shares are held in "street name" and you would like to receive only one copy of these materials (instead of separate copies) in the future, please contact your bank, broker, or other holder of record to request information about householding. If you would like to receive an individual copy of the Notice Regarding the Availability of Proxy Materials or an individual copy of this Proxy Statement, together with our 2021 Annual Report, as the case may be, now or in the future, we will promptly deliver these materials to you upon request to VeriSign, Inc., 12061 Bluemont Way, Reston, Virginia 20190, Attention: Secretary or (703) 948-3200.

# Other Information

## Stockholder Proposals and Nominations for the 2023 Annual Meeting of Stockholders

We strongly encourage any stockholder interested in submitting a stockholder proposal to contact our Secretary in advance of the applicable deadline described below to discuss the proposal. Our Corporate Governance and Nominating Committee reviews all stockholder proposals and makes recommendations to the Board for action on such proposals. For information on recommending individuals for consideration as director nominees, see “Corporate Governance—Board Structure and Operations” elsewhere in this Proxy Statement.

We engage in a continuous quality improvement approach to corporate governance practices. We monitor and evaluate trends and events in corporate governance and compare and evaluate new developments against our current practices; we understand that corporate governance is not in a static state with regard to numerous topic areas. We seek and receive input from stockholders and other commentators on our practices and policies, and our Board and our Corporate Governance and Nominating Committee consider this input when reviewing proposals to change practices or policies.

### Proposals for Inclusion in Proxy Statement

Under Rule 14a-8 of the Exchange Act, some stockholder proposals may be eligible for inclusion in our Proxy Statement for our 2023 Annual Meeting of Stockholders (other than nominees for director). These stockholder proposals must comply with Rule 14a-8 and must be submitted, along with proof of ownership of our stock in accordance with Rule 14a-8, to our Secretary at VeriSign, Inc., 12061 Bluemont Way, Reston, Virginia 20190. Failure to deliver a proposal in accordance with this procedure may result in the proposal not being deemed timely received. We must receive all submissions no later than 6:00 p.m. Eastern Time on December 13, 2022. Submitting a stockholder proposal does not guarantee that we will include it in our Proxy Statement for our 2023 Annual Meeting of Stockholders.

### Director Nominations for Inclusion in Proxy Statement (Proxy Access)

Our Bylaws permit a stockholder (or a group of up to 20 stockholders) that has continuously owned at least 3% of the outstanding shares of our common stock entitled to vote in the election of directors for at least three years, to nominate and include in our Proxy Statement for an annual meeting of stockholders up to the greater of two individuals or 20% of the number of the directors then in office so long as the nominating stockholder(s) and the nominee(s) satisfy the eligibility, procedural, and disclosure requirements in our Bylaws. For our Proxy Statement for our 2023 Annual Meeting of Stockholders, notice of a proxy access nomination must be delivered to our Secretary at VeriSign, Inc., 12061 Bluemont Way, Reston, Virginia 20190 no earlier than 6:00 p.m. Eastern Time on November 13, 2022, and no later than 6:00 p.m. Eastern Time on December 13, 2022. The notice must include the information required by our Bylaws, including information concerning the nominee and information about the stockholder’s ownership of and agreements related to our common stock. If our 2023 Annual Meeting of Stockholders is held more than 30 days before or after the anniversary of our 2022 Annual Meeting of Stockholders, a stockholder seeking to nominate a candidate for election to the Board pursuant to the proxy access provisions of our Bylaws must submit notice of any such nomination no earlier than 6:00 p.m. Eastern Time on the 150th day prior to our 2023 Annual Meeting of Stockholders and no later than 6:00 p.m. Eastern Time on the later of the 120th day prior to our 2023 Annual Meeting of Stockholders or the 10th day following the day on which the date of our 2023 Annual Meeting of Stockholders is first publicly announced by us.

### Other Proposals and Nominations

Our Bylaws govern the submission of nominations for director or other business proposals that a stockholder wishes to have considered at a meeting of our stockholders, but which are not included in our Proxy Statement for that meeting. Under the advance notice provisions of our Bylaws, written notice of any such nominations for directors or other business proposals must be delivered to our Secretary at VeriSign, Inc., 12061 Bluemont Way, Reston, Virginia 20190, no earlier than 6:00 p.m. Eastern Time on January 26, 2023 and no later than 6:00 p.m. Eastern Time on February 25, 2023. The notice must include the information required by these advance notice provisions. If our 2023 Annual Meeting of Stockholders is held more than 30 days before or more than 60 days after the anniversary of our 2022 Annual Meeting of Stockholders, a stockholder seeking to nominate a candidate for election to the Board or propose any business at our 2023 Annual Meeting of Stockholders, pursuant to these advance notice provisions, must submit notice of any such nomination or proposed business no earlier than 6:00 p.m. Eastern Time on the 120th day prior to our 2023 Annual Meeting of Stockholders and no later than 6:00 p.m. Eastern Time on the later of the 90th day prior to our 2023 Annual Meeting of Stockholders or the 10th day following the day on which the date of our 2023 Annual Meeting of Stockholders is first publicly announced by us. These advance notice provisions are separate from the requirements that a stockholder must meet in order to have a nominee or proposal included in the Proxy Statement.

In addition to satisfying the foregoing requirements under our Bylaws, to comply with the universal proxy rules (once effective), stockholders who intend to solicit proxies in support of director nominees other than Verisign's nominees must provide notice that sets forth the information required by Rule 14a-19 under the Exchange Act no later than 6:00 p.m. Eastern Time, Monday, March 27, 2023.

## Other Business

The Board does not presently intend to bring any other business before the Annual Meeting, and, so far as is known to the Board, no matters are to be brought before the Annual Meeting except as specified in the Notice of the Annual Meeting. As to any business that may properly come before the Annual Meeting, the proxies received will be voted in accordance with the best judgment of the persons voting such proxies.

**Whether or not you expect to attend the Annual Meeting, please complete the proxy electronically as described on the Notice Regarding the Availability of Proxy Materials and under “Information About the Meeting—Internet and Telephone Voting” in this Proxy Statement, or alternatively, if you have received paper copies of our proxy materials, please complete, date, sign, and promptly return the proxy card or voting instruction form in the enclosed postage paid envelope or cast your vote by phone so that your shares may be represented at the Annual Meeting.**

## Communicating with Verisign

Visit our main website at <https://www.verisign.com> for additional information regarding our products and services, capabilities, technologies, and customer support. Our Investor Relations website at <https://investor.verisign.com> contains key corporate governance documents, financial information, links to our SEC filings, and a copy of this Proxy Statement, together with our 2021 Annual Report. The contents of our websites are not incorporated by reference into this Proxy Statement.

A copy of this Proxy Statement, together with our 2021 Annual Report, will be sent without charge to any stockholder who requests it. Please direct your requests to Verisign Investor Relations at [ir@verisign.com](mailto:ir@verisign.com) (and specify your mailing address).

If you have any questions concerning the Annual Meeting or the proposals to be voted on at the Annual Meeting, you may submit your questions to the following address:

VeriSign, Inc.  
Attention: Investor Relations  
12061 Bluemont Way  
Reston, Virginia 20190  
or via email at [ir@verisign.com](mailto:ir@verisign.com)

Phone: +1 800 922 4917  
Int'l: +1 703 948 3447

If you have any questions concerning accounts of stockholders of record, including address changes, name changes, inquiries as to requirements to transfer shares, and similar issues, please contact our transfer agent Computershare by calling (877) 255-1918 (U.S.) or +1 (201) 680-6578 (outside the U.S.), or by accessing their website at <https://www.computershare.com/investor>.

If you have any questions concerning accounts of stockholders who hold their shares through an intermediary, such as a bank or broker, please contact the intermediary.



**2022 Annual Meeting of Stockholders of VeriSign, Inc. will be held  
Thursday, May 26, 2022 at 10:00 a.m. Eastern Time  
VeriSign, Inc  
12061 Bluemont Way, Reston, Virginia 20190**

Upon arrival, please present this admission ticket and photo identification at the registration desk.

**Important notice regarding the availability of proxy materials for the Annual Meeting of Stockholders  
to be held on May 26, 2022:**

The material is available at:  
[www.edocumentview.com/vrsn](http://www.edocumentview.com/vrsn)



▼ IF VOTING BY MAIL, SIGN, DETACH AND RETURN THE BOTTOM PORTION IN THE ENCLOSED ENVELOPE. ▼

**Proxy – VeriSign, Inc.**



**2022 Annual Meeting of Stockholders  
Proxy Solicited by Board of Directors for Annual Meeting – (Thursday, May 26, 2022)**

The undersigned stockholder hereby appoints D. James Bidzos, Todd B. Strubbe, George E. Kilguss, III, and Thomas C. Indelicarto, or any of them, as proxies, each with the power to appoint his substitute, and hereby authorizes them to represent and to vote, when properly executed, as designated on the reverse side of this proxy, all of the shares of Common Stock of VERISIGN, INC. that the undersigned stockholder is entitled to vote at the Annual Meeting of Stockholders to be held at 12061 Bluemont Way, Reston, Virginia 20190 at 10:00 a.m. Eastern Time on May 26, 2022 and any adjournment or postponement thereof.

In their discretion, the proxies are authorized to vote upon such other business as may properly come before the Annual Meeting of Stockholders or any adjournment or postponement thereof.

**This proxy, when properly executed and returned, will be voted as directed on the reverse side of this proxy by the undersigned stockholder. If this proxy is properly executed and returned but no direction is made, this proxy will be voted FOR each of the nominees for directors in proposal 1, FOR proposals 2 and 3, and AGAINST proposal 4. Whether or not direction is made, this proxy, when properly executed, will be voted in the discretion of the proxies upon such other business as may properly come before the Annual Meeting of Stockholders or any adjournment or postponement thereof (including, if applicable, on any matter which the board of directors did not know would be presented at the annual meeting of stockholders by a reasonable time before the proxy solicitation was made or for the election of a person to the board of directors if any director nominee named in proposal 1 becomes unable to serve or for good cause will not serve).**

This proxy will be governed by and construed in accordance with the laws of the State of Delaware and applicable federal securities laws. The execution of this proxy is not intended to, and does not, revoke any prior proxies or powers of attorney other than the revocation, in accordance with the laws of the State of Delaware and applicable federal securities laws, of any proxy previously granted specifically in connection with the voting of the shares subject hereto.

**C Non-Voting Items**

**Change of Address** – Please print new address below.

**Comments** – Please print your comments below.

**Meeting Attendance**

Mark box to the right if  
you plan to attend the  
Annual Meeting.

