



CHARTER OF THE AUDIT COMMITTEE OF THE BOARD OF DIRECTORS OF VERISIGN, INC.

As Amended Through April 24, 2019

Role

The Audit Committee of the Board of Directors assists the Board in fulfilling its oversight responsibilities relating to the Company's accounting, auditing and reporting practices, and performs other duties as directed by the Board. The Committee oversees the accounting and financial reporting processes at the Company, including resolution of disagreements between management and the auditor regarding financial reporting, internal control over financial reporting, audits of the Company's financial statements, the review of the performance and qualifications of the Company's independent auditor, and the performance of the Company's internal audit department and the independent auditor. The independent auditor reports directly to the Committee and the Committee is responsible for the appointment (subject to shareholder ratification), compensation and retention of the independent auditor. The Committee also 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.

While the Committee has the responsibilities and powers set forth in this Charter, it is not the duty of the Committee to audit the Company's financial statements and the effectiveness of the Company's internal control over financial reporting nor is it the Committee's responsibility to determine that the Company's financial statements are complete, accurate, and in accordance with generally accepted accounting principles. These are the responsibilities of the independent auditor and of management.

Membership

The Committee shall consist of at least three members of the Board, with the exact number being determined by the Board. All members of the Committee will be appointed by, and shall serve at the discretion of, the Board; the Board may remove any member of the Committee at any time with or without cause. Unless a chair is elected by the Board, the members of the Committee may designate a chair by majority vote of the Committee membership.

Each member of the Committee shall meet the independence requirements established by the Board, the listing rules of The Nasdaq Stock Market and the rules and regulations of the U.S. Securities and Exchange Commission (SEC), including Rule 10A-3 under the Securities Exchange Act of 1934, as amended. Each member of the Committee shall have the ability to read and understand fundamental financial statements and otherwise satisfy the financial literacy requirements of The Nasdaq Stock Market. At least one member of the Committee shall be an "audit committee financial expert" as defined by the regulations of the SEC. No member of the Committee shall have participated in the preparation of the financial statements of the Company or any of its current subsidiaries at any time during the preceding three years.

Meetings

The Committee shall meet at least once each quarter and more frequently as determined to be appropriate by the Committee. At any meeting of the Committee, a quorum for the transaction of business shall be established by the presence of a majority of its members, in person or by telephone or video connection. The Committee shall maintain minutes of the meetings and it shall report regularly to the Board in addition to reporting periodically to the Board on significant matters related to the Committee's responsibilities. The Committee is authorized and empowered to adopt its own rules of procedure not inconsistent with (a) any provision of this Charter, (b) any provision of the Bylaws of the Company, or (c) the laws of the State of Delaware.

The Committee shall meet separately in executive session, periodically, with each of the principal financial and accounting officer, independent auditor, the principal internal auditor, the General Counsel and the Compliance Officer, and other members of management as determined by the Committee.

Authority

The Committee shall have the resources and authority necessary to discharge its duties and responsibilities. The Committee has the authority to engage and terminate outside counsel or other experts or consultants to advise the Committee, as it deems appropriate, including authority to approve any such firms' fees and other retention terms. The Company will provide appropriate funding, as determined by the Committee, for the payment of compensation to the Company's independent auditor, outside counsel, and other advisors as the Committee deems appropriate, and administrative expenses of the Committee that are necessary or appropriate in carrying out its duties. In discharging its oversight role, the Committee is empowered to investigate any matter brought to its attention. The Committee will have unrestricted access to the Company's books, records, facilities, and personnel. The Committee may form and delegate authority to subcommittees and may delegate authority to one or more designated members of the Committee.

Responsibilities

Among its specific duties and responsibilities, the Committee will:

- (a) Be directly responsible, in its capacity as a committee of the Board, for the appointment, compensation, retention and oversight of the work of the independent auditor. In this regard, the Committee will appoint and retain (subject to shareholder ratification), compensate, evaluate, and terminate when appropriate, the independent auditor, which reports directly to the Committee.
- (b) Obtain and review, at least annually, a report by the independent auditor describing: (1) the independent auditor's internal quality-control procedures; and (2) any material issues raised by the most recent internal quality-control review, or peer review, or by any inquiry or investigation by governmental or professional authorities, within the preceding five years that the Committee has not already reviewed, respecting one or more independent audits carried out by the auditor, and any steps taken to deal with any such issues.

- (c) Approve in advance all audit and permissible non-audit services to be provided by the independent auditor and establish policies and procedures for the pre-approval of audit and permissible non-audit services to be provided by the independent auditor.
- (d) At least annually, consider the independence of the independent auditor, and, consistent with rules of the Public Company Accounting Oversight Board (PCAOB), obtain and review a report by the independent auditor describing any relationships between the independent auditor, and the Company or individuals in financial reporting oversight roles at the Company, that may reasonably be thought to bear on the auditor's independence, and discuss with the auditor the potential effects of any such relationships on independence.
- (e) Review and discuss with the independent auditor the matters required to be discussed by the independent auditor under Auditing Standard No. 1301, as adopted by the PCAOB and amended from time to time, including any problems or difficulties the independent auditor encountered in the course of its audit work and management's response to such problems or difficulties.
- (f) Meet to review and discuss with management and the independent auditor the annual audited and quarterly financial statements of the Company (including the Company's specific disclosures under "Management's Discussion and Analysis of Financial Condition and Results of Operations") and the independent auditor's reports related to the financial statements.
- (g) Recommend to the Board based on the review and discussion described in paragraphs (d) - (f) above, whether the financial statements should be included in the Annual Report on Form 10-K.
- (h) Review and discuss with management and the independent auditor earnings press releases prior to their publication, and corporate practices with respect to earnings press releases.
- (i) Receive reports from the independent auditor and management regarding, and review and discuss the adequacy and effectiveness of, the Company's internal control over financial reporting, including any significant deficiencies in internal control over financial reporting and significant changes in internal control over financial reporting reported to the Committee by the independent auditor or management.
- (j) Receive reports from management regarding, and review and discuss with management, the adequacy and effectiveness of, the Company's disclosure controls and procedures.
- (k) Review and discuss with the principal internal auditor of the Company: (1) on an annual basis, the annual internal audit plan and the adequacy of internal audit resources; and (2) on a periodic basis, the results of the internal audit program.

- (l) Annually review and discuss the performance and effectiveness of the Company's internal audit department.
- (m) Review and approve the appointment, and dismissal when appropriate, of the principal internal auditor.
- (n) Review and discuss with management the Company's practices with respect to risk assessment and risk management.
- (o) Oversee the Company's ethics and compliance program with respect to significant applicable legal and regulatory requirements, including the Company's Code of Conduct and the Company's policies and procedures for monitoring compliance; and at least annually, meet to review the implementation and effectiveness of the Company's compliance program with the Compliance Officer, who shall have the authority to communicate directly to the Committee, about actual and alleged violations of law or the Code of Conduct, including any matters involving criminal or potential criminal conduct.
- (p) Establish and oversee procedures for handling complaints regarding accounting, internal accounting controls, auditing and federal securities law matters, and the confidential, anonymous submission of concerns by employees regarding accounting, internal accounting controls, auditing and federal securities law matters.
- (q) Establish and periodically review policies and procedures for the review, approval and ratification of related party transactions, as defined in applicable SEC rules, review related party transactions, and oversee other related party transactions governed by applicable accounting standards.
- (r) Provide the audit committee report required to be included in the Company's annual proxy statement.
- (s) Review and discuss with the Company's general counsel legal and regulatory matters that could have a significant impact on the Company's financial statements.
- (t) Annually evaluate the performance of the Committee and assess the adequacy of the Committee charter.