



## **CHARTER OF THE CORPORATE GOVERNANCE AND NOMINATING COMMITTEE OF THE BOARD OF DIRECTORS OF VERISIGN, INC.**

As amended through October 26, 2016

### **Purpose**

The purpose of the Corporate Governance and Nominating Committee (the "Committee") of the Board of Directors (the "Board") of VeriSign, Inc. (the "Company") is (1) to identify and recruit individuals qualified to become Board members (consistent with criteria approved by the Board); (2) to evaluate and recommend candidates to be presented for appointment or election to serve as members of the Board; (3) to recommend nominees for Board committees; (4) to recommend corporate governance principles applicable to the Company; and (5) to oversee the evaluation of the Board's and its Committees' performance.

### **Duties and Responsibilities**

1. Evaluate and periodically review with the Board the criteria for selecting new directors to serve on the Board and the Board committees, including skills and characteristics of Board members in the context of the current composition of the Board and the Board committees.
2. Identify, recruit and evaluate candidates for election to the Board (consistent with criteria approved by the Board).
3. Assess the contributions and independence of incumbent directors being considered for nomination, including in light of the criteria for Board candidates and other perceived needs of the Board.
4. Recommend to the Board a slate of nominees to be proposed by the Company for election at each annual meeting of stockholders or to be elected by the Board to fill any vacancies that may occur between meetings or that may be created by expansion of the number of members of the Board and by resignation, retirement or other termination of service of incumbent Board members (which responsibility shall include conducting, subject to applicable law, any and all inquiries into the background and qualifications of any director candidate and such candidate's compliance with the independence and other qualification requirements established by the Board).
5. Develop and periodically review a process for considering stockholder recommendations for Board nominees and consider any individuals who are so recommended.
6. Upon receiving the resignation offer of any member of the Board who has failed to receive a majority of the votes cast at a meeting at which an uncontested election for a position on the Board occurred, make a recommendation to the Board as to whether to accept or reject such tendered resignation.
7. Upon receiving notification from the Chairman and/or the Executive Chairman and/or the Corporate Secretary that a director has experienced a significant change (including retirement) in his or her principal occupation or business association, evaluate the appropriateness of such director's continuing membership on the Board and, based upon this evaluation, decide whether to make a recommendation to the Board to evaluate such director's continuing service as a director.
8. Develop the Board's chief executive officer succession planning and evaluation process, including the process for emergency and ordinary course chief executive officer succession planning, and

recommend such process to the Board. Periodically, but no less than annually, review and assess the Board's process for the chief executive officer succession planning and evaluation and the process for management development planning.

9. Periodically review the Board's leadership structure and recommend changes to the Board as appropriate, and make a recommendation to the independent directors regarding the appointment of the Lead Independent Director.

10. Recommend to the Board any changes in size, structure and composition of the Board and of each standing Board committee as it believes would improve corporate governance.

11. Advise the Board with respect to the charters, structure and operations of the various Board committees and qualifications for membership thereon, including policies for removal of members and rotation of members among other Board committees.

12. Recommend to the Board nominees for the Board committees and committee chairs.

13. Review and make recommendations periodically on orientation for new directors and continuing education for directors regarding their responsibilities as directors generally and as members of Board committees.

14. Periodically review the Company's Corporate Governance Principles, consider other corporate governance practices that may, from time to time, merit the Board's consideration and make recommendations to the Board regarding the Corporate Governance Principles.

15. Review and assess periodically the adequacy of this charter and corporate governance best practices, and make recommendations to the Board for approval.

16. Be available to the Board and members of the Company's senior management team to consult with and to resolve reported violations or instances of noncompliance with the Code of Conduct.

17. Review and make recommendations to the Board regarding properly presented stockholder proposals for inclusion in the Company's proxy statement; provided that the Committee may, as appropriate in light of the subject matter of the proposal, refer any such proposal to any other Committee of the Board for purposes of such review and recommendations.

18. Evaluate and make recommendations with respect to actual and potential conflicts of interest involving directors, after consulting with counsel if it deems necessary or appropriate.

19. Review and approve any requests by a director to sit on the board of directors of more than four public companies (in addition to membership on the Board of the Company), or two public companies in the case of a directors serving as a chief executive officer of a public company (in addition to membership on the Board of the Company).

20. Perform any other activities required by applicable law, rules or regulations, including the rules of the Securities and Exchange Commission and The Nasdaq Stock Market, and perform other activities that are consistent with this charter, the Company's Certificate of Incorporation and Bylaws, and governing laws, as the Committee or the Board deem necessary or appropriate.

21. Oversee an annual evaluation of the Board, including assessing the Board's compliance with the Corporate Governance Principles and The Nasdaq Stock Market Rules and identifying areas in which the Board could improve its performance.

22. Oversee the annual evaluation of the Board committees and annually review the performance of the Committee.

23. Engage, retain and terminate outside counsel, experts, consultants or other advisors (including search firms), as it deems appropriate to assist it in the full performance of its functions, including authority to approve the fees and other retention terms of any advisors retained by the Committee. The Company will provide appropriate funding, as determined by the Committee, for the payment of reasonable compensation to such 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.

### **Membership**

All members of the Committee will be appointed by, and shall serve at the discretion of, the Board, and the Board may remove any member of the Committee at any time with or without cause. Each member of the Committee shall serve until his or her successor has been duly appointed and qualified or until his or her earlier resignation or removal. The Board may elect a member of the Committee to serve as the Chair of the Committee. If the Board does not elect a Chair, the members of the Committee may designate a Chair by majority vote of the Committee membership.

The Committee shall consist of at least two members of the Board, with the exact number to be determined from time to time by a resolution of the Board. Each member of the Committee shall be an "independent director" as defined under The Nasdaq Stock Market Rules, and must meet such other requirements for membership on the Committee as the Nasdaq Rules and the rules of the Securities and Exchange Commission may establish from time to time.

### **Meetings and Reports**

Meetings of the Committee shall be held from time to time as determined by the Board or the Committee, either in person or telephonically. The Chair of the Committee shall be responsible for establishing the agendas for meetings of the Committee. An agenda, together with materials relating to the subject matter of each meeting, shall be sent to members of the Committee prior to each meeting. In discharging its responsibilities, the Committee shall have full access to any relevant records of the Company and may invite members of management or others to attend Committee meetings and provide pertinent information on such issues within the purview of the Committee.

The Committee shall keep minutes of its proceedings. The minutes shall be approved at a subsequent meeting of the Committee, shall be distributed periodically to the full Board (if requested), and shall be retained with the minutes of the proceedings of the Board.

A majority of the number of Committee members then serving shall represent a quorum of the Committee unless there are only two members of the Committee, in which case a quorum shall require the presence of both members. Any action approved by at least a majority of the members present shall represent the valid action of the Committee. In accordance with the Bylaws of the Company, the Committee may take action by unanimous written consent.

The Committee shall make regular reports to the Board.