

# VIRNETX HOLDING CORPORATION

## NOMINATING AND CORPORATE GOVERNANCE COMMITTEE CHARTER

(As amended March 14, 2019)

### *Purpose*

The purpose of the Nominating and Corporate Governance Committee (the "Committee") of the board of directors (the "Board") of VirnetX Holding Corporation (the "Company") is to assist the Board in its responsibilities that include:

1. Reviewing the qualifications of, and recommending to the Board, proposed nominees for election as directors of the Company, consistent with criteria approved by the Board.
2. Reviewing the qualifications of, and recommending to the Board, members and chairs of all committees of the Board, including this Committee.
3. Developing, evaluating, and recommending to the Board corporate governance guidelines.
4. Providing oversight with respect to corporate governance and ethical conduct.

### *Composition*

Membership. The Committee shall be composed of three or more directors designated annually by the Board, upon recommendation of the Committee, and may be removed by the Board in its discretion.

Qualifications. Each member of the Committee must satisfy all applicable definitions of independence for directors promulgated by the Securities and Exchange Commission (the "SEC"), the securities exchange on which the Company's securities are listed, and such other qualifications as established by the Board from time to time.

Chairperson. The Board may designate a chairperson of the Committee. In the absence of that designation, the Committee may designate a chairperson by majority vote of the Committee members, provided that the Board may replace any chairperson designated by the Committee at any time.

### *Responsibilities*

The Committee is charged by the Board as follows:

1. Identify and evaluate individuals, including individuals proposed by stockholders, qualified to serve as members of the Board, and recommend for determination by the independent directors of the Company nominees for election as directors of the

Company at the next annual or special meeting of stockholders at which directors are to be elected, and identify, evaluate and recommend to the Board individuals to fill any vacancies or newly created directorships that may occur between such meetings. In all cases, Committee recommendations are subject to any commitments made by the Corporation by contract or in its certificate of incorporation.

2. Reviewing the qualifications of, and recommending to the Board, members and chairs of all committees of the Board, including this Committee.
3. Cause to be prepared and recommend to the Board the adoption of corporate governance guidelines, and perform (at a minimum) an annual review to assess the guidelines and recommend changes for approval by the Board.
4. Cause to be prepared and recommend to the Board the adoption of a code of ethics, and perform (at a minimum) an annual review to assess the code of ethics, and recommend changes for approval by the Board.
5. Conduct, at least annually, a self-performance evaluation of this Committee.
6. Present approved minutes of Committee meetings to the Board, and report to the Board on any significant matters arising from the Committee's work.
7. Review and reassess, at least annually, this charter and, if appropriate, recommend changes to the Board.
8. Perform such other duties and responsibilities as may be assigned to the Committee by the Board.

### ***General***

Meetings. The Committee will meet at such times and places as the Committee determines. The chairperson of the Committee shall preside at each meeting. The chairperson will approve the agenda for the Committee's meetings and any member may suggest items for consideration. If a chairperson is not designated or present, an acting chair may be designated by the Committee members present. The Committee may act by unanimous written consent (which may include electronic consent) in lieu of a meeting in accordance with the Company's bylaws.

Authority to Retain Advisors. The Committee shall have the authority to engage search firms, independent counsel, or other advisors as it deems necessary or appropriate to carry out its duties. The Committee shall set the compensation, and oversee the work of, any search firm, independent counsel, or other advisors retained by it. The Company will provide appropriate funding, as determined by the Committee, to pay the search firm, any independent counsel, and any other outside advisors hired by the Committee and any administrative expenses of the Committee that are necessary or appropriate in carrying out its activities.

Subcommittees. The Committee may form subcommittees for any purpose that the

Committee deems appropriate and may delegate to such subcommittees such power and authority as the Committee deems appropriate. If designated, each such subcommittee will establish its own schedule and maintain written minutes of its meetings, which minutes will be filed with the minutes of the meetings of the Board. The Committee shall not delegate to a subcommittee any power or authority required by law, regulation, or listing standard to be exercised by the Committee as a whole.

Compensation. Members of the Committee shall receive such fees, if any for their service as Committee members as may be determined by the Board in its sole discretion. Members of the Committee may not receive any compensation from the Company except the fees that they receive for service as a member of the Board or any committee thereof.

### ***Authority***

By adopting this charter, the Board delegates to the Committee full authority in its discretion to:

1. Perform each of the responsibilities of the Committee described above.
2. Delegate such of its authority and responsibilities as the Committee deems proper to members of the Committee or a subcommittee.
3. Appoint a chairperson of the Committee, unless a chairperson is designated by the Board.
4. Engage and terminate search firms, independent counsel, and other advisors as the Committee determines necessary to carry out its responsibilities, and approve the fees and other terms of retention of any such search firms, independent counsel, and other advisors.
5. Cause the officers of the Company to provide such funding as the Committee shall determine to be appropriate for payment of compensation to any search firm or other advisors engaged by the Committee.