

FINJAN HOLDINGS, INC.
NOMINATING AND CORPORATE GOVERNANCE COMMITTEE
CHARTER

A. PURPOSE

The purpose of the Nominating and Corporate Governance Committee (the “Committee”) is to (1) oversee and assist the Board of Directors (the “Board”) of Finjan Holdings, Inc. (the “Company”) in identifying, reviewing and recommending nominees for election to the Board; (2) advise the Board with respect to Board composition, procedures and committees; (3) recommend directors to serve on each Board committee; (4) evaluate the Board and the Company’s management; (5) develop, review and recommend corporate governance guidelines and otherwise take a leadership role in shaping the corporate governance of the Company; and (6) take such other actions within the scope of this Charter as the Committee deems necessary or appropriate.

B. ORGANIZATION

- 1. Membership.** The Committee shall at all times consist of at least two (2) directors appointed by the Board. Members of the Committee shall be selected at the first Board meeting after the Company’s annual meeting of stockholders, and each member shall serve until his or her successor is duly appointed, or until his or her earlier death, resignation or removal by the Board. Committee members may be removed at any time by a majority vote of the Board. Vacancies will be filled by a majority vote of the Board.

Each member of the Committee shall be determined to be an “independent director” within the meaning of the laws, rules and regulations applicable to the Company and the listing standards of any national securities exchange on which the Company’s equity securities may become listed, as well as within the judgment of the Board pursuant to criteria set forth in any corporate governance guidelines that may be adopted by the Board. Additionally, so long as no equity securities of the Company are listed on any national securities exchange, members of the Committee must satisfy the standards for independence set forth in Rule 5605(a)(2) of The NASDAQ Marketplace Rules applicable to companies with equity securities listed on the NASDAQ Stock Market.

- 2. Meetings.**

- (a) Frequency.** The Committee shall meet during each fiscal year of the Company as frequently as the circumstances dictate or the Committee otherwise deems appropriate, provided that the Committee meets at least twice during each fiscal year. Meetings may be called by the Chair of the Committee, the chief executive officer (or president in the absence of a chief executive officer) or any Committee member. Member’s of the Company’s management and others may attend meetings of the Committee at the

invitation of the Committee and shall provide pertinent information as necessary.

- (b) **Chair.** The Committee shall elect a Chair from among the Committee members only if the Chair has not already been appointed by the Board, and the Chair shall preside, when present, at all meetings of the Committee. The Committee may delegate any of its responsibilities to the Chair or to a subcommittee of the Committee to the extent permitted by applicable law.
- (c) **Agenda and Notice.** The Chair of the Committee shall establish the meeting dates and the meeting agenda and send proper notice of each Committee meeting to each member prior to each meeting. The Chair or a majority of the members of the Committee may call a special meeting of the Committee upon at least one day's prior notice to all Committee members.
- (d) **Holding and Recording Meetings.** Committee meetings may be held in person or telephonically, or action may be taken by written consent in accordance with Delaware corporate law and the Company's Certificate of Incorporation and Bylaws. Members of senior management, other directors and/or other persons may attend Committee meetings at the invitation of the Committee and shall provide pertinent information as necessary.
- (e) **Quorum and Voting.** A majority of the members of the Committee shall constitute a quorum. A majority of the Committee members present at any meeting in which a quorum is present may act on behalf of the Committee.
- (f) **Reports and Minutes.** The Committee shall report regularly to the Board after each Committee meeting, but not later than the first regularly scheduled Board meeting following such Committee meeting (other than a regularly scheduled Board meeting occurring in conjunction with such Committee meeting), with respect to (1) meetings of the Committee, (2) such other matters as are relevant to the Committee's discharge of its responsibilities, and (3) such recommendations as the Committee may deem appropriate. The Committee shall maintain minutes and other records of meetings and activities of the Committee, as appropriate under Delaware law.

C. **RESPONSIBILITIES**

The primary recurring duties and responsibilities of the Committee in carrying out the purposes outlined in Article A shall be the following:

1. **Board Nominations.**

- (a) **Board Composition.** The Committee shall review, at least annually, the size and structure of the Board and its committees to assure that the proper

skills and experience are represented on the Board and such committees and that the composition of the Board and such committees satisfy all requirements, including, if the Company's securities become listed on a national securities exchange, the "independence" requirements, in accordance with the listing standards of such exchange, as well as the laws, rules and regulations applicable to the Company and any corporate governance guidelines that may be adopted by the Board.

- (b) **Director Criteria.** The Committee shall determine the desired skills, experience and attributes required by the Board and its committees and develop and review the Board's criteria for selecting new directors. Criteria that will be used in connection with evaluating and selecting new directors will include factors relating to whether the director candidate (i) would meet the definition of "independent director" specified in applicable laws, rules and regulations (including, if applicable, any corporate governance guidelines that may be adopted by the Board) and, if the Company's securities become listed on national securities exchange, in the listing standards of such exchange, (ii) would have desired characteristics, such as strength of character, personal integrity, mature and sound judgment, professional or governmental experience, relevant technical and professional skills and expertise, diversity and time availability, and (iii) would fill a present need on the Board or one of its committees.
- (c) **Nominee Consideration.** In connection with evaluating and selecting any new members, the Committee shall conduct searches for prospective Board members with the desired skills, experience and attributes and with consideration to applicable policies and criteria that may be outlined in any corporate governance guidelines that may be adopted by the Board, and shall discuss and evaluate possible candidates, including making appropriate inquiries into backgrounds and qualifications, and suggest individuals to explore in more depth.
- (d) **Board Nominee Recommendations by the Committee.** Following consultation with the Chairman of the Board, the Committee shall evaluate and recommend to the Board nominees for election to the Board, including whether members of the Board should stand for re-election and nominees to fill vacancies on the Board.
- (e) **Committee Nominee Recommendations by the Committee.** Following consultation with the Chairman of the Board, the Committee shall evaluate and recommend to the Board nominees for appointment to, or removal from, the Board committees (including whether members of the Board committees should be re-appointed and nominees to fill vacancies on the each Board committee), and the Committee shall also evaluate and recommend to the Board nominees for appointment as chairpersons of each Board committee.

- (f) **Nominee Recommendations by Stockholders.** Nominees for election to the Board recommended by the Company's stockholders in accordance with the Company's Bylaws will be given appropriate consideration in the same manner as other nominees.
- (g) **Recommendation for Board Leadership.** The Committee shall annually review and evaluate the leadership structure of the Board (in particular, as to the separation or combination of the positions of Chairman of the Board and chief executive officer (or president in the absence of a chief executive officer)), and determine whether it continues to be appropriate, in lights of circumstances and considerations involving the Company, including the satisfaction of the Board's risk oversight function. To the extent the Committee determines that the leadership structure of the Board should be modified, the Committee shall make recommendations to the Board regarding such changes as it deems appropriate, consistent any corporate governance guidelines that may be adopted by the Board.
- (h) **Director Evaluation.** The Committee shall evaluate and consider matters relating to qualifications, retirement and succession of directors. The Committee shall review the suitability of each Board member for continued service when his or her term expires or when he or she has a significant change in status, including a change in principal employment, and shall evaluate and recommend any termination of a director for cause.

2. **Corporate Governance.**

- (a) **Corporate Governance Policies.** The Committee shall assist the Board in developing, and periodically reviewing and assessing the adequacy of, Code of Business Conduct and Ethics, Code of Ethics for Principal and Senior Financial Officers and other policies and procedures for the Company, including those relating to the structure and operation of the Board, and recommend any proposed changes to the Board for approval. The Committee shall ensure that adherence to these guidelines, codes, policies and procedures is promoted by the Company and that waivers thereto are thoughtfully considered and, if appropriate, approved and documented in writing.
- (b) **Other Corporate Governance Issues.** The Committee shall consider any other corporate governance issues that arise from time to time, including any plans or provisions to be adopted by the Company that may impact stockholders' rights.
- (c) **Director Education.** The Committee shall ensure that new and incumbent directors are adequately informed about corporate governance issues.

- (d) **Succession Planning.** The Committee shall oversee and approve the management continuity planning process. The Committee shall review and evaluate the succession plans relating to the chief executive officer, president or other principal executive officer of the Company and other executive office positions and make recommendations to the Board with respect to such plans.
- (e) **Organizational Document Review and Publication.** The Committee shall conduct periodic reviews of the Company's Certificate of Incorporation, the Company's Bylaws and this Charter, and make recommendations to the Board for changes therein, as determined necessary or appropriate by the Committee. If the Company's securities become listed on a national securities exchange, the Committee shall also cause the Board Committee Charters and the Company's Code of Business Conduct and Ethics, Code of Ethics for Principal and Senior Financial Officers and policies, procedures and other information relating to the corporate governance of the Company to be published on the Company's website, in accordance with the listing standards of such exchange.

(f)

3. **Other.**

- (a) **Committee Review.** On an annual basis, the Committee shall evaluate its performance and report on such performance to the Board.
- (b) **Other Duties.** The Committee shall perform such other functions that from time to time may be assigned to it by the Board and are related to the purposes of the Committee set forth in Article A. The Committee shall discharge its responsibilities, and shall assess the information provided to the Committee, in accordance with its business judgment. The Committee shall have the authority to conduct or authorize investigations into any matters within the scope of its responsibilities as it shall deem appropriate.
- (c) **Assistance from Third Parties.** The Committee shall exercise the sole authority to retain, pay and terminate any search firm to be used to identify director and/or executive officer candidates and shall approve the search firm's fees and other retention terms. The Committee shall also obtain advice and assistance as it deems necessary or appropriate from internal or external legal, accounting or other advisors.
- (d) **Annual Self Evaluation.** At least annually, the Committee shall evaluate its own performance and report its results to the Board.