

**ZIX CORPORATION**  
**CORPORATE GOVERNANCE GUIDELINES**

Strong corporate governance including the right “tone at the top”, effective monitoring policies, promotion of ethical conduct, accountability at all levels and transparency are essential to the success of a public company. The Board of Directors (the “Board”) must be comprised of qualified individuals and structured in a way that promotes accountability and ensures that the interests of the Directors and management are aligned with stockholder interests. To promote these values and to ensure effective oversight by the Board and its committees, the Board of Zix Corporation (the “Company”) has adopted the following governance principles.

**1. Director Qualifications and Board Composition**

**Independence and Qualifications.** To the extent required by the rules of the NASDAQ Stock Market LLC (“NASDAQ”) (including with respect to the phase-in requirements of such rules), the Board will have a majority of directors who meet the criteria for independence required by the NASDAQ. The Nominating and Corporate Governance Committee of the Board is responsible for reviewing the qualifications and independence of the members of the Board and its various committees on an annual basis as well as the composition of the Board as a whole. This assessment will include members’ qualification as independent, as well as consideration of diversity, age, skills, and experience in the context of the needs of the Board. Nominees for Directorship will be recommended to the Board by the Nominating and Corporate Governance Committee in accordance with the policies and principles in its charter. The invitation to join the Board should be extended by the Board itself by the Chairman of the Nominating and Corporate Governance Committee or by the Chairman of the Board.

**Size of the Board.** The size and composition of the Board will be determined from time to time by the Board, as set forth in and in accordance with the Restated Articles of Incorporation of the Company (as amended from time to time).

**Change of Status.** Any individual Director who changes the principal occupation, position or responsibility he or she held when he or she was elected to the Board should discuss the change in circumstances with the Chairman of the Nominating and Corporate Governance Committee. The Board does not believe that in every instance the Directors who retire or change from the occupation, position or responsibility they held when they joined the Board should necessarily leave the Board. There should, however, be an opportunity for the Board (or the Nominating and Corporate Governance Committee) to review the appropriateness of continued Board membership under the circumstances.

**Other Directorships.** Directors should advise the Chairman of the Board and the Chairman of the Nominating and Corporate Governance Committee in advance of accepting an invitation to serve an initial term on another public company board. There should be an opportunity for the Board, through the Nominating and Corporate Governance Committee, to review the Director’s availability to fulfill his or her responsibilities as a Director if he or she serves on multiple public company boards.

**Term Limits.** The Board does not plan to establish term limits. While term limits could help ensure that there are fresh ideas and viewpoints available to the Board, they carry the disadvantage of losing the contribution of Directors who have been able to develop, over a period of time, increasing insight into the Company and its operations and, therefore, to provide an increasing contribution to the Board and the Company.

**Chairman of the Board.** The Company has no fixed policy with respect to the separation of the offices of Chairman of the Board and the Chief Executive Officer. The Board believes that this issue is part of the succession planning process, and that it is in the best interests of the Company for the Board to make this determination from time to time when selecting a CEO and/or Chairman of the Board.

## **2. Director Responsibilities**

**Business Judgment; Indemnification.** The basic responsibility of the Directors is to exercise their business judgment in good faith to act in what they reasonably believe to be the best interests of the Company. In discharging that obligation, Directors shall be entitled to rely on the honesty and integrity of their fellow Directors and of the Company's senior executives, outside advisors and outside auditors. The Directors shall also be entitled to have the Company purchase reasonable directors' and officers' liability insurance on their behalf, to the benefits of indemnification to the fullest extent permitted by law and the Company's Restated Articles of Incorporation (as amended from time to time) and any indemnification agreements.

**Meetings.** Directors are expected to attend Board meetings and meetings of committees on which they serve, and to spend the time needed and meet as frequently as necessary to properly discharge their responsibilities. Information and data that are important to the Board's understanding of the business to be conducted at a Board or committee meeting will generally be distributed in writing to the Directors before the meeting, and Directors should review these materials in advance of the meeting.

**Matters to be Considered.** The Chairman, in concert with the Chief Executive Officer, will establish the agenda for each Board meeting. Each Board member is free to suggest the inclusion of items on the agenda. Each Board member is free to raise at any Board meeting subjects that are not on the agenda for that meeting. The Board will review the Company's long-term strategic plans and the principal issues that the Company will face in the future during at least one Board meeting each year.

**Meetings of Outside Directors.** The non-management Directors will meet periodically in executive session. If the non-management Directors include any Directors who are not "independent" pursuant to the Board's standards for determining independence, at least one executive session will include only independent Directors. Except where the Chairman of the Board is a non-management Director, the Board will elect one non-management Director as the lead outside director (the "Lead Outside Director") who will preside over executive sessions.

**Communications.** The Board believes that the management speaks for the Company. Individual Board members may, from time to time, meet or otherwise communicate with various constituencies that are involved with the Company. However, it is expected that Board members will do this only after coordinating with the CEO and that any questions, opinions, and other feedback expressed by the constituent will be reported to the CEO. Any such constituent interaction must comply with applicable law, including laws governing selective disclosure.

**Shareholder Communication With the Board.** Stockholders may communicate with the Board or individual Directors by submitting written correspondence to the Secretary at the Company's headquarters. The Secretary may facilitate or direct such communications with the Board or individual Directors by reviewing, sorting, and summarizing such communications. All such communications will be referred to the Board or individual Directors for consideration unless the Board instructs the Secretary otherwise.

**Other Responsibilities.** Directors are expected to maintain the confidentiality of the proceedings and deliberations of the Board and its committees. Directors are expected to remain sufficiently familiar with the business of the Company to facilitate active and effective participation in the deliberations of the Board and committees on which they sit. Any Director who determines that he or she may have a potential conflict of interest shall promptly notify the Board of that fact. Any Director who is involved in a situation that is reasonably likely to be detrimental to the Company's reputation shall communicate the circumstances to the Board and shall offer to resign. Each Director is required to be the beneficial owner of shares of the Company in accordance with its Stock Ownership Guidelines (as amended from time to time).

### **3. Board Committees**

**Committees and Members.** The Board will have at all times an Audit Committee, a Compensation Committee, and a Nominating and Corporate Governance Committee. The members of these committees will be independent Directors under the criteria established by the NASDAQ to the extent required by the rules of the NASDAQ, and, in the case of the Audit Committee, Section 10A(m)(3) of the Securities Exchange Act of 1934, as amended, and the rules and regulations promulgated thereunder. In general, committee members will be appointed by the Board with consideration of the desires and preferences of individual Directors. Due consideration will be given to rotating committee members periodically, but rotation will not be mandated as a policy and the emphasis will instead be placed on expertise, past performance and Director preference.

**Committee Charters.** Each committee will have its own charter. The charters will set forth the purposes, goals, responsibilities and authority (consistent with any applicable bylaws or resolutions of the Board) of the committees, as well as certain specific qualifications for committee membership and procedures for committee member appointment; in addition, the charters will address committee reporting to the Board. The charters will also provide that each committee will annually evaluate its own performance and report the results of this evaluation to the Board.

**Committee Meetings.** The chairman of each committee, in consultation with the committee members, will determine the frequency and length of the committee meetings consistent with any requirements set forth in the committee's charter. The chairman of each committee, in consultation

with the appropriate members of the committee and management, will develop the committee's agenda.

**Independent Advisors.** The Board shall have the power to hire at the expense of the Company independent legal, financial or other advisors as it may deem necessary, without consulting or obtaining the approval of any officer of the Company in advance.

**Additional Committees.** The Board may, from time to time, establish or maintain additional committees as necessary or appropriate.

#### **4. Director Access to Officers and Employees**

**Full Access.** Directors have full and free access to officers and employees of the Company. Any meetings or contacts that a Director wishes to initiate may be arranged through the CEO or the Secretary or directly by the Director. The Directors will use their judgment to ensure that any such contact is not disruptive to the business operations of the Company and does not inappropriately disclose any confidential or sensitive information in the possession of the Director and will copy, to the extent not inappropriate, the CEO on any written communications between a Director and an officer or employee of the Company.

**Non-Director Attendance at Board Meetings.** The Board welcomes regular attendance at each Board meeting of the appropriate representatives of senior management of the Company as shall be determined from time to time, subject to the Board's right in all instances to meet in executive session or with a more limited number of management representatives. If the CEO wishes to have additional Company personnel attendees on a regular basis, this suggestion should be brought to the Board for consideration.

#### **5. Director Compensation**

**Form and Amount.** The form and amount of Director compensation will be determined by the Compensation Committee accordance with its policies and principles and any NASDAQ or other applicable rules, and the Compensation Committee will conduct an annual review of Director compensation.

#### **6. Director Orientation and Continuing Education**

The Board shall establish, or identify and provide access to, appropriate orientation programs, sessions or materials for newly elected Directors of the Company for their benefit either prior to or within a reasonable period of time after their nomination or election as Directors. The orientation will include presentations by senior management to familiarize new Directors with the Company's strategic plans, its significant financial, accounting and risk management issues, its compliance programs, its Code of Business Conduct and Ethics, its principal officers, and its independent auditors. In addition, new members to a committee will be provided information relevant to the committee and its roles and responsibilities. All continuing Directors are also invited to attend any such orientation programs. The Board believes it is appropriate for Directors, at their discretion, to have access to educational programs related to their duties as Directors on an ongoing basis to enable them to better perform their duties and to recognize and deal appropriately with issues that arise. The Company will provide appropriate funding for these

programs. In addition, Directors will receive periodic reviews of the Company's business as part of their ongoing review of the Company and its operations, which may include visits to Company facilities are one on one meetings with members of management.

## **7. CEO Evaluation and Management Succession**

The Board will conduct an annual review of the CEO's performance in order to ensure that the CEO is providing the best leadership for the Company in the long- and short-term. The Compensation Committee of the Board will conduct this review, as set forth in its charter, and the Board will review the Compensation Committee's report. If the CEO serves as the Chairman of the Board, then the Lead Outside Director will preside over the Board when it meets for this purpose.

The Board will conduct an annual review of succession planning and evaluate and nominate potential successors to the CEO. In addition, the Board, with input from the CEO and other members of management as appropriate, will review annually the Company's program for management development and succession planning for executive officers other than the CEO. The Board will also review succession candidates for executive officers other than the CEO or other senior managers as it deems appropriate.

## **8. Annual Performance Evaluation**

The Board will conduct an annual self-evaluation to determine whether it and its committees are functioning effectively. The Nominating and Corporate Governance Committee will receive comments from all Directors and report annually with an assessment of the Board's performance.

This assessment will be discussed by the full Board once each fiscal year. The assessment will focus on the Board's contribution to the Company and especially on areas in which the Board or management believes that the Board could improve.

## **9. Amendment and Interpretation**

These Guidelines are in addition to and are not intended to change or interpret any federal or state law or regulation, including the Texas Business Organizations Code, or the Company's Restated Articles of Incorporation (as amended from time to time) or Bylaws (as amended from time to time) or any committee charter reviewed and approved by the Board. These Guidelines are subject to modification from time to time by the Board, in its discretion.