

**ZIX CORPORATION
BOARD OF DIRECTORS
NOMINATING AND CORPORATE GOVERNANCE COMMITTEE**

Charter

This Charter will govern the Nominating and Corporate Governance Committee (the “Committee”) of the Board of Directors (the “Board”) of Zix Corporation (the “Company”),* except as may be otherwise required by the charter or bylaws of the Company or by applicable law.

This Charter is intended as a component of the flexible governance framework within which the Board, assisted by its committees, directs the affairs of the Company. While it should be interpreted in the context of all applicable laws, regulations and listing requirements, as well as in the context of the Company’s charter and bylaws, as amended from time to time, it is not intended to establish by its own force any legal duties or legally binding obligations. Purposes and Responsibilities

The principal purposes and responsibilities of the Committee are to:

- establish the criteria for nominating new Directors;
- identify suitable individuals under those criteria who are qualified to serve as Directors;
- recommend to the Board nominees for election as Directors;
- develop and recommend to the Board corporate governance principles or practices that the Committee believes should be adopted or implemented by the Company, the Board or its committees;
- develop and recommend to the Board policies and procedures for the receipt of stockholder suggestions regarding composition of the Board and stockholder recommendations of candidates for nomination for election to the Board;
- monitor and oversee the Company’s administration of such policies and procedures;
- recommend to the Board standing Board committee structures, functions and composition;
- recommend to the Board qualifications for membership on standing committees of the Board;
- recommend to the Board membership appointments and removals for standing committees of the Board;
- monitor the operations of the Board and its committees and make recommendations to improve operations;
- oversee the annual performance evaluation of the Board and its standing committees;
- perform such other purposes and responsibilities as may be delegated or assigned to the Committee by the Board; and
- report to the Board as needed.

*For purposes of this Charter, references to the “Company” will, where appropriate, mean Zix Corporation and its subsidiaries.

Nominating and Corporate Governance Committee Charter

Delegation of Authority

To the extent permitted by applicable law, the Company's charter and bylaws, the Committee has and may exercise the powers and authority of the Board with respect to the purposes and responsibilities described in this Charter. In discharging its responsibilities, the Committee is empowered to retain, at the Company's expense, such experts (including counsel and outside consultants, "Advisors"), as the Committee deems appropriate. The Committee has the authority to determine, authorize and approve, on behalf of the Company, the compensation of any Advisors hired by the Committee pursuant to this Charter. The Committee has the authority create one or more subcommittees of two or more of its members. The Committee may delegate any of its responsibilities to a subcommittee of this Committee so long as such delegation is not otherwise inconsistent with law and applicable rules and regulations of the Securities Exchange Commission and NASDAQ Stock Market.

Access to Management and Advisors

The Committee will maintain free and open communication with (i) the Company's CEO, General Counsel and other members of management, and (ii) such Advisors as the Committee deems appropriate.

Funding

The Company will, as requested by the Committee, provide funding for any Advisors hired by the Committee and for administrative and other expenses of the Committee that are necessary or appropriate in carrying out its functions and duties.

Key Tasks and Processes

The Committee has the authority to perform the tasks and processes delegated or assigned to it pursuant to this Charter and by the Board from time to time.

Administration Guidelines

The Committee will be administered in accordance with the administration guidelines established for it by the Board from time to time, including Committee member qualifications, Committee member appointment and removal, and Committee structure and operations.