

ST. BERNARD SOFTWARE, INC.

NOMINATING & CORPORATE GOVERNANCE COMMITTEE CHARTER

Role & Purpose

The purpose of the Nominating & Corporate Governance Committee (the "NCG Committee" or "Committee") of the Board of Directors (the "Board") of St. Bernard Software, Inc. (the "Company") is to assist the Board by (i) identifying individuals qualified to become members of the Board and recommending selection by the Board of nominees for election as Directors at the annual meeting of stockholders of the Company, (ii) reviewing and evaluating incumbent Directors, (iii) overseeing all aspects of the Company's corporate governance functions on behalf of the Board, (iv) developing and recommending to the Board for adoption a set of corporate governance principles applicable to the Company and designed to help the Board satisfy its obligations to the stockholders of the Company and (v) making other recommendations to the Board regarding affairs relating to Directors of the Company, including Director compensation. The term "corporate governance" as used in this charter means the system by which the Company is generally directed and controlled. The corporate governance system describes the distribution of authority and responsibility among the Board, Board Committees and Management, subject to the Charter and Bylaws of the Company, and defines the framework and procedures for taking action on corporate affairs.

Composition and Organization

The Committee shall be composed entirely of independent directors. The membership of the NCG Committee shall consist of at least three directors, each of whom shall satisfy any applicable independence listing requirements of Nasdaq, when and as required by Nasdaq, including any exceptions permitted by those requirements, or pursuant to federal securities laws or regulations. Members shall be elected annually by the full Board and shall serve until the earlier of the appointment of their respective successors, the end of their service as a Director of the Company or their resignation from the Committee. A chairperson of the Committee may be appointed either by the Board or by election by vote of a majority of the full Committee. The chairperson will chair all regular sessions of the Committee and set the agenda for Committee meetings. The Committee may form and delegate authority to subcommittees when appropriate.

The Committee shall hold such regular or special meetings as its members shall deem necessary or appropriate. Minutes of each meeting of the Committee shall be prepared and maintained with the Company's corporate records. The operation of the Committee shall be subject to the Bylaws of the Company as in effect from time to time and Section 141 of the Delaware General Corporation Law.

Duties & Responsibilities

The NCG Committee's responsibilities and duties shall be to:

- Develop and recommend to the Board a set of corporate governance guidelines or principles applicable to the Company and designed to help the Board satisfy its obligations to the stockholders of the Company.
- Review and assess, periodically, such corporate governance guidelines and principles and their application, and recommend any changes deemed appropriate to the Board for its consideration.
- Establish criteria (subject to Board approval) for the selection of new directors to serve on the Board of Directors, taking into account at a minimum all applicable laws, rules, regulations and listing standards, a potential candidate's experience, areas of expertise and other factors relative to the overall composition of the Board of Directors.
- Identify, review and report on possible candidates for membership on the Board consistent with the criteria for selecting new directors as expressed in the corporate governance guidelines or otherwise, including consideration of any potential conflicts of interest as well as applicable independence and experience requirements.
- Review, evaluate and consider the recommendation for nomination of incumbent Directors for re-election to the Board, and monitor the size of the Board.
- Recommend the slate of nominees for membership on the Board at each annual meeting of stockholders. The Committee shall have the power and authority to consider recommendations for nominees for membership on the Board and proposals submitted by the Company's stockholders and to establish any policies, requirements, criteria and procedures, including policies and procedures to facilitate stockholder

communications with the Board, to recommend to the Board appropriate action on any such proposal or recommendation and to make any disclosures required by applicable law in the course of exercising its authority.

- Review and from time to time recommend to the Board the compensation each member of the Board will receive for such member's service as a member of the Board.
- Make recommendations to the Board on (i) committee member qualifications, following due consideration of the interests, independence and experience of the individual Directors and the independence and experience requirements of Nasdaq, the Securities and Exchange Commission (the "SEC") and other applicable law, (ii) committee member and chair appointments and removals, (iii) committee structure and operations (including authority to delegate to subcommittees), and (iv) committee reporting to the Board.
- Provide oversight of the evaluation of the Board, including committees of the Board, and Management, including evaluation of the Board's effectiveness in serving the best interests of the Company and its stockholders, specific areas in which the Board and/or Management believe improvements could be made, as well as overall Board composition and makeup in light of the independence requirements of Nasdaq and the SEC.
- Oversee and approve the management continuity planning process. Annually review and evaluate the succession plans relating to the CEO and other executive officer positions and make recommendations to the Board of Directors with respect to the selection of individuals to occupy these positions.
- Report to the Board, by means of written or oral reports, submission of minutes of committee meetings or otherwise, from time to time or whenever it shall be called upon to do so.
- Oversee and review the processes and procedures used by the Company to provide information to the Board and its committees. The Committee should consider, among other factors, the reporting channels through which the Board and its committees receive information and the level of access to outside advisors where necessary or appropriate, as well as the procedures for providing accurate, relevant and appropriately detailed information to the Board and its committees on a timely basis.
- Perform any other activities consistent with this Charter, the Company's Bylaws and governing law as the Committee or the Board of Directors deem appropriate.
- Review this Charter and the corporate governance principles annually for possible revision.

Authority and Resources

The Committee shall have the authority to obtain, at the expense of the Company, advice and assistance from outside legal, accounting or other advisors, including search firms, as it determines necessary to carry out its duties. The Committee shall have sole authority to retain and terminate any search firm to be used to identify candidates and to retain and terminate any compensation consultant used to assist establishing director compensation, including sole authority to approve search firm fees and other retention terms.

Interpretation and Determination

The Committee shall have the power and authority to interpret this Charter and make any determinations as to whether any act taken has been taken in compliance with the terms hereof.

Evaluation

The Committee shall conduct an annual performance evaluation for the Committee.

Disclosure

This Charter shall be made available on the Company's website.