



Corporate Governance Committee Charter

PROOFPOINT, INC.

CHARTER OF THE NOMINATING AND CORPORATE GOVERNANCE COMMITTEE OF THE BOARD OF DIRECTORS

As adopted April 19, 2012

I. PURPOSE

The purpose of the Nominating and Corporate Governance Committee (the "**Committee**") of the Board of Directors (the "**Board**") of Proofpoint, Inc. (the "**Company**") is to assist the Board with respect to corporate governance matters, including:

- | identifying qualified candidates for membership on the Board, consistent with criteria approved by the Board;
- | recommending to the Board a slate of nominees for election by the stockholders at each annual meeting of stockholders;
- | developing and recommending corporate governance guidelines and policies for the Company; and
- | advising the Board on corporate governance matters and Board performance matters, including recommendations regarding the structure and composition of the Board and Board committees.

This charter (the "**Charter**") sets forth the authority and responsibility of the Committee in fulfilling its purpose.

II. MEMBERSHIP

The Committee will consist of two or more members of the Board, with the exact number being determined by the Board. Each member of the Committee will:

- | be an "independent director" as defined under the applicable rules, regulations and listing requirements of The NASDAQ Stock Market, as amended from time to time (the "**Exchange Rules**"), except as may otherwise be permitted by the Exchange Rules; and
- | be free from any relationship that, in the opinion of the Board, would interfere with the exercise of independent judgment as a Committee member.

All members of the Committee will be appointed by, and will serve at the discretion of, the Board. The Board may appoint a member of the Committee to serve as the chairperson of the Committee (the "**Chair**"). If the Board does not appoint a Chair, the Committee members may designate a Chair by their majority vote. The Chair will set the agenda for Committee meetings and conduct the proceedings of those meetings.

III. RESPONSIBILITIES AND DUTIES

The principal responsibilities and duties of the Committee in serving the purposes outlined in Section I of this Charter are set forth below. These duties are set forth as a guide, with the understanding that the Committee will carry them out in a manner that is appropriate given the Company's needs and circumstances. The Committee may supplement them as appropriate and may establish policies and procedures from time to time that it deems necessary or advisable in fulfilling its responsibilities.

The Committee will:

A. Nominating Duties

1. Develop and recommend policies regarding the director nomination processes, including:
 1. whether the Committee will consider any director candidates recommended by security holders, and any procedures to be followed by security holders in submitting such recommendations;
 2. any specific minimum qualifications that the Committee believes must be met by a Committee recommended nominee for a position on the Board and any specific qualities or skills that the Committee believes are necessary for one or more of the Board members to possess; and

3. the Committee's process for identifying and evaluating nominees for director, including nominees recommended by security holders, and any differences in the manner in which the Committee evaluates nominees based on whether the nominee is recommended by a security holder.
2. Recommend to the Board for determination the desired qualifications, expertise and characteristics of Board members, with the goal of developing a diverse, experienced and highly qualified Board.
3. Identify and recruit qualified candidates for Board membership, consistent with criteria approved by the Board.
4. Oversee inquiries into the backgrounds and qualifications of potential candidates for membership on the Board.
5. Consider nominations properly submitted by the Company's stockholders in accordance with the procedures set forth in the Company's Bylaws or determined by the Committee from time to time.
6. Recommend to the Board for selection all nominees to become members of the Board by appointment or to be proposed by the Board for election by the stockholders, including recommendation of a slate of director nominees to be proposed by the Board for election at each annual meeting of stockholders and recommendation of all director nominees to be elected by the Board or stockholders to fill interim director vacancies.
7. Consider the desirability of procedures for the retirement or replacement of Board members, and, if the Committee deems appropriate, review and recommend to the Board adoption or amendment of such procedures.

B. Corporate Governance Duties

1. Develop and recommend to the Board a code of business conduct and ethics ("**Code of Business Conduct and Ethics**") applicable to the Company, including all of its directors, officers and employees, that addresses, at a minimum, conflicts of interest, compliance with applicable laws, rules and regulations, waivers of the Code of Business Conduct and Ethics, and compliance standards and procedures.
2. Working with the Audit Committee, establish procedures for the receipt, retention, and treatment of complaints received by the Company regarding accounting, internal accounting controls, or auditing matters, the prompt internal reporting of violations of the Code of Business Conduct and Ethics and confidential, anonymous submission by Company employees of concerns regarding questionable accounting or auditing matters (the "**Whistleblower Policy**"), and any changes therein.
3. Review, and recommend that the Board consider and approve, the Company's Insider Trading Policy and other legal compliance policies, and any changes thereto.
4. Review, assess and consider evolving corporate governance best practices develop and recommend to the Board a set of corporate governance guidelines applicable to the Company ("**Corporate Governance Guidelines**") and, if the Committee deems appropriate, review and recommend to the Board adoption or amendment of the Corporate Governance Guidelines.
5. Periodically review and assess the adequacy of this Charter, the Corporate Governance Guidelines and the Code of Business Conduct and Ethics, and recommend revisions for approval by the Board.
6. Overseeing any formal procedures for stockholder communications with members of the Board, and make such recommendations to the Board with respect thereto as the Committee deems appropriate.
7. Oversee the implementation of a continuing education program for all directors, including an orientation program for new directors, and oversee and maintain any such program that is implemented.
8. Consider and develop a process for evaluation of the performance of the Board on an annual basis. Make any recommendations to the Board that the Committee deems appropriate regarding improvements of the Board's operations.
9. Evaluate the Committee's performance on an annual basis, and make recommendations to the Board that the Committee deems appropriate regarding improvements of the Board's operations, committee member qualifications, committee member appointment and removal, and committee structure and operations (including delegation to subcommittees), and committee reporting to the Board.
10. Make such recommendations to the Board and its committees as the Committee may consider necessary or appropriate and consistent with its purpose, and take such other actions and perform such other services as may be referred to it from time to time by the Board or required under the federal securities laws, the Commission Rules and the Exchange Rules.

IV. STUDIES AND ADVISERS

The Committee, in discharging its responsibilities, may conduct or authorize studies of, or investigations into, any matter that the Committee deems appropriate, with full access to all books, records, facilities and personnel of the Company. The Committee has the sole authority and right, at the expense of the Company, to retain legal and other consultants, accountants, experts and advisers of its choice to assist the Committee in connection with its functions, including any studies or investigations.

V. MEETINGS, ACTIONS WITHOUT A MEETING AND STAFF

Meetings of the Committee will be held from time to time, as determined appropriate by the Committee. The Chair, in consultation with the other member(s) of the Committee, will set the dates, times and places of such meetings. Subject to the

requirements of this Charter, applicable law, the Exchange Rules and the Commission Rules, the Committee and the Chair may invite any director, executive or employee of the Company, or such other person, as it deems appropriate in order to carry out its responsibilities, to attend and participate (in a non voting capacity) in all or a portion of any Committee meeting. The Committee may exclude from all or a portion of its meetings any person it deems appropriate in order to carry out its responsibilities. The Chair will designate a secretary for each meeting, who need not be a member of the Committee. The Secretary of the Company will provide the Committee such staff support as it may require.

VI. MINUTES AND REPORTS

The Committee will maintain written minutes of its meetings and copies of its actions by written consent, and will cause such minutes and copies of written consents to be filed with the minutes of the meetings of the Board. The Chair will report to the Board from time to time with respect to the activities of the Committee, including on significant matters related to the Committee's responsibilities and the Committee's deliberations and actions. The minutes of the Committee and actions by the unanimous written consent of the Committee members will be made available to the other members of the Board.

VII. DELEGATION OF AUTHORITY

The Committee may from time to time, as it deems appropriate and to the extent permitted under applicable law, the Exchange Rules and the Commission Rules, and the Company's Certificate of Incorporation and Bylaws, form and delegate authority to subcommittees.

VIII. PUBLICATION

The Company will make this Charter freely available to stockholders on request and, provided that the Company is subject to the periodic reporting requirements of the Exchange Act, will publish it on the Company's website.