

PHOENIX TECHNOLOGIES LTD.

Charter for the Nominating and Corporate Governance Committee of the Board of Directors

Purpose

The purpose of the Nominating and Corporate Governance Committee (the “Committee”) of the Board of Directors (the “Board”) of Phoenix Technologies Ltd. (the “Company”) is to:

- Recommend to the Board qualified individuals to serve as directors of the Company and on committees of the Board;
- Develop and monitor the corporate governance practices of the Company;
- Oversee the evaluation of the Board; and
- Carry out the other responsibilities set forth below or as otherwise delegated to the Committee by the Board.

Membership

The Committee shall be comprised of no fewer than two (2) members, each of whom shall be appointed by the Board upon the recommendation of the Committee. Each Committee member will serve on the Committee during his or her respective term as a Board member, subject to earlier removal by a majority vote of the Board. Each member of the Committee must be an “independent director,” as defined by and to the extent required by NASDAQ rules.

Meetings

The Committee will meet at least two (2) times per year and as necessary to carry out its responsibilities. If one or more members of the Committee is absent from a meeting of the Committee, a majority of the remaining members of the Committee (provided there are at least two such members) shall have the power to take any action necessary, proper or advisable in order to perform the Committee’s purpose. No action of the Committee shall be valid unless taken pursuant to a resolution adopted and approved by at least two members of the Committee. The Committee may act without a meeting by securing the unanimous written consent of the members of the Committee. The Committee shall report to the full Board with respect to its meetings and shall periodically report to the Board with respect to significant results of its activities.

The Committee may ask members of management of the Company or others to attend Committee meetings and provide pertinent information when needed. Minutes of all meetings, including telephone meetings, and copies of all consents in lieu of meeting shall be maintained and furnished to members of the Committee, the Board and the Secretary of the Company.

Authority

The Committee will have the resources and authority necessary to discharge its duties and responsibilities. The Committee may retain and terminate outside legal counsel, search firms, consultants or other experts or consultants, as it deems appropriate; provided, that, the Board shall approve the fees and other retention terms for such persons. Any communications between the Committee and legal counsel in the course of obtaining legal advice will be considered privileged communications of the Company and the Committee will take all necessary steps to preserve the privileged nature of those communications.

Responsibilities

The principal responsibilities and functions of the Committee are as follows:

1. Establish and annually review general qualification guidelines applicable to nominees for election to the Board and for committee memberships;
2. Recommend to the Board the nominees for election to the Board for each annual meeting of stockholders of the Company;
3. Annually review the composition of each Board committee and present recommendations to the Board regarding committee memberships and chairs as needed;
4. Evaluate the composition, size and organization of the Board in light of current and future requirements of the Company and applicable laws, rules and regulations, and make recommendations to the Board as needed;
5. Identify, interview and recommend to the Board potential candidates for election to the Board;
6. Annually assess the independence of each Board member in accordance with applicable laws, rules and regulations;
7. Establish procedures for stockholders to submit nominees for election to the Board and review the qualifications of any such submitted nominees;
8. Review any offer of resignation from a director whose employment responsibilities change materially from when he or she was elected to the Board, determine the continued appropriateness of such director's Board membership under the changed circumstances, and recommend to the Board whether or not to accept the offer of resignation;
9. Develop and recommend to the Board a set of Corporate Governance Guidelines for the Company, and review and recommend any revisions to such guidelines at least every two (2) years;
10. Assess the reporting channels through which the Board receives Company information and the quality and timeliness of information received to ensure that the Board obtains appropriately detailed information in a timely fashion;

11. Establish procedures for stockholders to communicate with the Board and periodically review such procedures;
12. Oversee an annual performance evaluation of the Board and each of its members and report the results of such evaluations to the Board, including an assessment of the Board's compliance with the principles set forth in the Company's Corporate Governance Guidelines;
13. Conduct, with the Board, an annual performance evaluation of the Committee;
14. Review this charter annually and make recommendations to the Board for any proposed changes; and
15. Develop and periodically review and recommend to the Board appropriate revisions and updates to the Company's then current Certificate of Incorporation and Bylaws.
16. Perform other functions as requested by the Board, or as required by law, applicable NASDAQ rules or provisions in the Company's charter documents, or as are otherwise necessary and advisable, in its or the Board's discretion, to the efficient discharge of its duties hereunder.

Approved: July 28, 2009