

ENTRUST, INC.

CHARTER OF THE NOMINATIONS AND CORPORATE GOVERNANCE COMMITTEE

The Nominations and Corporate Governance Committee (the “Committee”) was created by a standing resolution adopted by the Board of Directors (the “Board”) of Entrust, Inc. (the “Company”) on January 28, 2000. The Board approved this Charter of the Committee on January 30, 2004.

Role of the Committee

The duties of the shall be to:

1. Identify individuals qualified to become Board members, consistent with criteria approved by the Board, and to select, or recommend to the Board, the nominees to stand for election as directors at the annual meeting of stockholders or, if applicable, at a special meeting of stockholders. In the case of a vacancy in the office of a director (including a vacancy created by an increase in the size of the Board), the Committee shall recommend to the Board an individual to fill such vacancy either through appointment by the Board or through election by stockholders. In selecting or recommending candidates, the Committee shall take into consideration the criteria approved by the Board, and such other factors as it deems appropriate. The Committee shall consider all candidates nominated by the Company’s stockholders in accordance with the Company’s by-laws, and shall evaluate such candidates in the same manner as other candidates identified to the Committee. The Committee may use outside consultants to assist in identifying candidates. The Committee may consider candidates proposed by management, but is not required to do so.
2. In the case of a director nominee to fill a Board vacancy created by an increase in the size of the Board, make a recommendation to the Board as to the class of directors in which the individual should serve.
3. Identify Board members qualified to fill vacancies on any committee of the Board (including the Committee) and to recommend that the Board appoint the identified member or members to the respective committee. In nominating a candidate for committee membership, the Committee shall take into consideration the factors set forth in the charter of that committee, if any, as well as any other factors it deems appropriate.
4. Make recommendations to the Board and, as appropriate, to the stockholders of the Company, concerning:
 - (I) consideration of the performance of incumbent directors and determining whether to nominate them for re-election, and

- (II) policies concerning the tenure and retirement of directors.
5. Study, and review with management, the overall effectiveness of the organization of the Board (including its committees) and the conduct of its business, and make appropriate recommendations to the Board (including its committees) on such matters and in particular:
 - (I) review and recommend changes to the charter of the Board and charter of each committee, including changes that the Committee believes to be desirable to the size of the Board or any committee thereof,
 - (II) consider the adequacy of the number of Board meetings per year and means of improving the effectiveness of Board meetings,
 - (III) review the appropriateness and adequacy of information supplied to directors prior to and during Board meetings,
 - (IV) consider from time to time the overall relationship of directors and management, and
 - (V) develop and recommend to the Board the standards to be applied in making determinations as to the absence of material relationships between the Company and directors.
 6. Review from time to time compensation (including benefits) for services to the Company by its directors, and make recommendations with regard thereto to the Board.
 7. Report to the Board on a regular basis, and not less than twice per year.
 8. Assist management in the preparation of the disclosure in the Company's annual proxy statement regarding the operations of the Committee.
 9. Prepare and issue the evaluation required under "Performance Evaluation" below.
 10. Review such other matters concerning corporate governance, as the Board or the Committee deems appropriate.
 11. Perform any other duties or responsibilities expressly delegated to the Committee by the Board from time to time relating to the nomination of Board and committee members.

Composition of the Committee

The Committee shall consist solely of "independent directors," i.e., those directors who neither are officers or employees of the Company or its subsidiaries nor have a relationship which, in the opinion of the Board, would interfere with the exercise of independent judgment in carrying out the responsibilities of a director, and who are otherwise "independent" under the rules of The Nasdaq Stock Market, Inc.

The members of the Committee shall be appointed by the Board. Members shall serve at the pleasure of the Board and for such term or terms as the Board may determine. The Board shall determine the Chair of the Committee.

Meetings of the Committee

The Committee shall meet in person or telephonically at least twice a year, and perhaps more frequently, in conjunction with regularly scheduled meetings of the Board at regularly scheduled times and places determined by the Committee Chair, with further meetings to occur, or actions to be taken by unanimous written consent, when deemed necessary or desirable by the Committee or its Chair.

Delegation to Subcommittee

The Committee may, in its discretion, delegate all or a portion of its duties and responsibilities to a subcommittee of the Committee.

Performance Evaluation

The Committee shall prepare and review with the Board an annual performance evaluation of the Committee, which evaluation shall compare the performance of the Committee with the requirements of this Charter. The performance evaluation shall also recommend to the Board any improvements to the Committee's charter deemed necessary or desirable by the Committee. The performance evaluation by the Committee shall be conducted in such manner as the Committee deems appropriate. The report to the Board may take the form of an oral report by the Chair of the Committee or any other member of the Committee designated by the Committee to make this report.

Resources and Authority of the Committee

The Committee shall have the resources and authority appropriate to discharge its duties and responsibilities, including the authority to select, retain, terminate, and approve the fees and other retention terms of special counsel or other experts or consultants, as it deems appropriate, without seeking approval of the Board or management. With respect to consultants or search firms used to identify director candidates, this authority shall be vested solely in the Committee.