

Policy Regarding Selection of Directors

The Board of Directors (the “Board”) of Entrust, Inc. (the “Company”), acting on the recommendation of its Nominations and Corporate Governance Committee, has adopted the following policy regarding the selection of directors.

Nominations and Appointments

The Board’s Nominations and Corporate Governance Committee shall be responsible for identifying and recommending to the Board qualified candidates for Board membership, based primarily on the following criteria:

- Judgment, character, expertise, skills and knowledge useful to the oversight of the Company’s business;
- Diversity of viewpoints, backgrounds, experiences, and other demographics;
- Business or other relevant experience; and
- The extent to which the interplay of the candidate’s expertise, skills, knowledge and experience with that of other Board members will build a Board that is effective, collegial and responsive to the needs of the Company.

The Nominations and Corporate Governance Committee shall give appropriate consideration to candidates for Board membership nominated by stockholders in accordance with the Company’s by-laws, and shall evaluate such candidates in the same manner as other candidates identified to the Nominations and Corporate Governance Committee. The Nominations and Corporate Governance Committee may use outside consultants to assist in identifying candidates. Members of the Nominations and Corporate Governance Committee discuss and evaluate possible candidates in detail prior to recommending them to the Board.

The Nominations and Corporate Governance Committee shall also be responsible for initially assessing whether a candidate would be an “independent” director under the rules of The Nasdaq Stock Market, Inc. (an “Independent Director”). The Board, taking into consideration the recommendations of the Nominations and Corporate Governance Committee, shall be responsible for selecting the nominees for election to the Board by the stockholders and for appointing directors to the Board to fill vacancies, with primary emphasis on the criteria set forth above. The Board, taking into consideration the assessment of the Nominations and Corporate Governance Committee, shall also make a determination as to whether a nominee or appointee would be an Independent Director.

Invitations

The invitation to join the Board shall be extended by the Board via the Chairman and either the chairperson of the Nominations and Corporate Governance Committee or

another independent director of the Company designated by the Chairman and the chairperson of the Nominations and Corporate Governance Committee.