

**SOURCEFIRE, INC.**  
**NOMINATING AND**  
**GOVERNANCE COMMITTEE CHARTER**

**I. Purpose**

The Nominating and Governance Committee (the “Committee”) is appointed by the Board of Directors (the “Board”) of Sourcefire, Inc. (the “Company”) to (a) assist the Board in selecting nominees for election to the Board, (b) monitor and determine the composition of the Board and its committees, (c) establish and monitor a process to assess the Board’s effectiveness, and (d) develop and recommend to the Board and implement a set of corporate governance principles and procedures applicable to the Company. The Committee may undertake those specific duties and responsibilities listed below and such other duties as the Board shall from time to time prescribe. All powers of the Committee are subject to the restrictions designated in the Company’s bylaws and by applicable law.

**II. Committee Membership**

The members of the Committee (the “Members” or, individually, each a “Member”) shall be appointed by the Board at the regular meeting of the Board that falls after the annual meeting of stockholders and shall serve until their respective successors are duly appointed and qualified. The Committee shall consist of at least three (3) Members, each of which shall be a member of the Board. Members may be removed at any time by vote of the Board.

Each Member of the Committee shall meet the independence requirements of NASDAQ, the definition of a “non-employee director” under Rule 16b-3 under the Securities Exchange Act of 1934, as amended, and any other applicable regulatory requirements.

**III. Structure and Meetings**

The Committee shall conduct its business and meetings in accordance with this Charter, the Company’s bylaws and any direction set forth by the Board. The chairperson of the Committee shall be designated by the Board or, in the absence of such a designation, by a majority of the full Committee.

The Committee shall meet at least four(4) times per year at a time and place determined by the Committee chairperson, with further meetings to occur when deemed necessary or desirable by the Committee or its chairperson. Members may participate in a meeting of the Committee by means of conference call or similar communications equipment by means of which all persons participating in the meeting can hear each other, and such participation shall constitute presence in person at such meeting. A majority of the Members, but not less than two (2) Members, shall constitute a quorum for the transaction of business. Unless the Committee by resolution determines otherwise, any action required or permitted to be taken by the Committee may be taken without a meeting if all Members consent thereto in writing and the writing or writings are filed with the minutes of the proceedings of the Committee.

The Committee shall maintain written minutes of its meetings, which minutes will be maintained with the books and records of the Company.

#### **IV. Committee Duties and Responsibilities**

The Committee shall have the following duties and responsibilities:

1. Develop and recommend to the full Board policies and procedures regarding the governance of the Company, especially policies and procedures to be observed by the full Board to improve its effectiveness;
2. Monitor the implementation and operation of the Company's Corporate Governance Guidelines;
3. At least annually review and reassess the adequacy of the Company's corporate governance policies and procedures, including the Company's Corporate Governance Guidelines, and recommend any proposed changes to the Board;
4. Make recommendations to the Board concerning (a) the size and composition of the Board, (b) the size and composition of each standing committee of the Board, (c) the frequency of meetings of the Board and its committees; (d) the term of membership of the Board (e) the total number of other board seats members of the Board may hold at any one time and (f) other matters that properly come before the Committee;
5. At least annually review all charters of standing committees of the Board; recommend changes in the number, function or membership of the committees as appropriate; establish guidelines for the selection and rotation of committee members, balancing reasonable continuity of committee members with rotation; and recommend and select Directors to serve on ad-hoc Board committees as required to deal with situational issues;
6. Review the compensation of the members of the Board for service as Directors or members of committees of the Board and make recommendations to the Board concerning the fixing of such compensation;
7. Oversee and review the Company's processes for providing information to the Board with a view toward assuring that matters appropriate to the Board's consideration are identified and brought to its attention;
8. Periodically review the Company's policies regarding business arrangements (other than compensation for services in the capacity of officer or Director) between the Company and its officers and Directors or their affiliates, and any other relationships between a Director and the Company or a third party which create the appearance or reality of a current or potential conflict of interest, and recommend any changes to such policies to the Board.

9. Develop and recommend to the full Board a code of business conduct and ethics for the Company and its officers and Directors, and conduct an annual review of the code;
10. Assist management in the preparation of the disclosure in the Company's annual proxy statement or annual report on Form 10-K, as required, regarding director independence and qualifications, criteria for nomination, board leadership and the operations of the Committee;
11. Consider and make recommendations regarding continuing education and training for members of the Board; including an orientation process for new Directors;
12. Review and make recommendations to the Board regarding the appropriate response to shareholder proposals relating to corporate governance;
13. Serve as a forum for ideas and suggestions to improve the quality of stewardship provided by the Board;
14. Develop and recommend a succession plan for the Chief Executive Officer (the "CEO") and review succession plans prepared by the CEO for the other senior executives;
15. Recommend to the Board candidates for successor to the CEO of the Company when required;
16. Ensure that the CEO's performance is evaluated annually;
17. Develop criteria for establishing a balanced board which brings to the Board the requisite skills and experience and, when appropriate, recommend to the Board nominees to the Board who bring appropriate experience at that time;
18. Recommend to the Board candidates for election to fill vacancies on the Board, including re-nominations of Directors whose terms are due to expire and in connection with such re-nominations, or earlier where required by exceptional circumstances;
19. Ensure that the Board completes an annual self-evaluation;
20. Conduct an annual self-evaluation of the Committee and report to the Board on the results of the evaluation;
21. Recommend to the Board the removal of a Director when appropriate; and

22. Perform such other functions and have such other powers consistent with this Charter, the Company's bylaws and governing law as the Committee or the Board may deem appropriate.

## **V. Reporting**

The chairperson of the Committee (or other Member designated by the chairperson or the Committee in the chairperson's absence) shall regularly report to the full Board on its proceedings and any actions that the Committee takes, and shall make recommendations as appropriate.

## **VI. Authority and Resources**

The Committee shall have the authority, without approval of the Board or management, to engage and compensate such independent legal, accounting or other advisors or consultants as it deems necessary or desirable to carry out its duties. The Committee may request any officer or employee of the Company or any outside counsel or consultants to meet with any members of the Committee. The Company shall provide the Committee with appropriate funding, as determined by the Committee in its capacity as a committee of the Board, for the payments of: (a) compensation to any advisor or consultant employed by the Committee; and (b) ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties. The Company's Secretary shall provide the Committee such staff support as it may require.

Initially Adopted: November 6, 2006

Last Revised: July 26, 2011

***-oOo-***