

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

## DELEGATED AUTHORITY

The Nominating and Governance Committee of the Board of Directors (the "Board") of Rackspace Hosting, Inc. (the "Company") is established pursuant to the Company's Bylaws and Section 141(c) of the Delaware General Corporation Law.

## PURPOSE

The purpose of the Nominating and Governance Committee is to ensure that the Board is properly constituted to meet its fiduciary obligations to stockholders and the Company and that the Company has and follows appropriate corporate governance standards. To carry out this purpose, the Nominating and Governance Committee shall:

- Assist the Board in identifying prospective director nominees and recommend to the Board the director nominees for each annual meeting of stockholders, in each case consistent with criteria approved by the Board;
- Recommend members for each Board committee;
- Develop and recommend to the Board governance principles applicable to the Company;
- Oversee the evaluation of the Board and management; and
- Perform such other functions as assigned by law, the Company's certificate of incorporation or bylaws or the Board.

In performing its responsibilities, the Nominating and Governance Committee shall have the authority to hire and obtain advice, reports or opinions from internal or external counsel and expert advisors.

## NOMINATING AND GOVERNANCE COMMITTEE MEMBERSHIP

- The Nominating and Governance Committee shall be comprised of no fewer than three members of the Board.
- The members of the Nominating and Governance Committee shall meet the independence requirements of the listing standards of the New York Stock Exchange, applicable rules and regulations promulgated by the Securities and Exchange Commission and other applicable laws.
- The members of the Nominating and Governance Committee shall be appointed and replaced by the Board.

### RACKSPACE INVESTOR RELATIONS

Phone: 1.210.312.7291 | Email: [ir@rackspace.com](mailto:ir@rackspace.com) | [ir.rackspace.com](http://ir.rackspace.com)  
RACKSPACE HOSTING, INC. | 5000 WALZEM ROAD | SAN ANTONIO, TX 78218 U.S.A.



## NOMINATING AND GOVERNANCE COMMITTEE CHARTER

### MEETINGS AND PROCEDURES

- The Nominating and Governance Committee will set its own schedule of meetings and will meet at least twice per year, with the option of holding additional meetings at such times as it deems necessary or appropriate. The Nominating and Governance Committee will maintain written minutes of its meetings, which minutes will be filed with the minutes of the meetings of the Board.
- The Nominating and Governance Committee may form subcommittees for any purpose that the Nominating and Governance Committee deems appropriate and may delegate to such subcommittees such power and authority as the Nominating and Governance Committee deems appropriate. The Nominating and Governance Committee shall not delegate to a subcommittee any power or authority required by law, regulation or listing standard to be exercised by the Nominating and Governance Committee as a whole.
- The Board may designate one member of the Nominating and Governance Committee as its chairperson. If the Board does not designate a chairperson, a majority of the members of the Nominating and Governance Committee may elect a chairperson of the Nominating and Governance Committee. The chairperson will preside over executive sessions of the non-employee directors and apprise the Board of the issues considered where appropriate, and will call meetings of the non-employee directors when necessary and appropriate.
- Consistent with this Charter, the Nominating and Governance Committee shall report to the Board regarding its recommendations for director nominees for the next annual meeting of stockholders and regarding its examinations and recommendations with respect to corporate governance.
- Members of the Nominating and Governance Committee shall receive such fees, if any, for their service as Nominating and Governance Committee members as may be determined by the Board in its sole discretion. Such fees may include retainers or per meeting fees. Fees may be paid in such form of consideration as is determined by the Board. Members of the Nominating and Governance Committee may not receive any compensation from the Company except the fees that they receive for service as a member of the Board or any committee thereof.

### NOMINATING AND GOVERNANCE COMMITTEE AUTHORITY AND RESPONSIBILITIES

To the extent it deems necessary or appropriate, the Nominating and Governance Committee shall:

#### *Board Composition, Evaluation and Nominating Activities*

- Evaluate the current composition, organization and governance of the Board and its committees, determine future requirements and make recommendations to the Board for approval.
- Review periodically the standards and procedures for considering stockholder nominees for election to the Board.
- Recommend for approval by the Board on an annual basis desired qualifications and characteristics for Board membership and with corresponding attributes.
- Search for, identify, evaluate and select, or recommend for the selection of the Board, candidates to fill new positions or vacancies on the Board, and review any candidates recommended by stockholders, provided such stockholder recommendations are made in compliance with the Company's bylaws, and any stockholder nominations and recommendations standards adopted by the Board or the Nominating and Governance Committee. In performing these tasks the Nominating and Governance Committee shall have the authority to retain and terminate any search firm to be used to identify director candidates and shall have sole authority to approve any search firm's fees and other retention terms.
- Evaluate the performance of individual members of the Board eligible for re-election, and select, or recommend for the selection of the Board, the director nominees by class for election to the Board by the stockholders at the annual meeting of stockholders.

## NOMINATING AND GOVERNANCE COMMITTEE CHARTER

- Evaluate the performance of and, if appropriate, recommend termination of particular directors in accordance with the Board's Corporate Governance Guidelines, for cause or for other appropriate reasons.
- Evaluate the "independence" of directors and director nominees against the independence requirements of the listing standards of the New York Stock Exchange, applicable rules and regulations promulgated by the Securities and Exchange Commission and other applicable laws.

### *Board Committees*

- Review periodically the composition of each committee of the Board and make recommendations to the Board for the creation of additional committees or the change in mandate or dissolution of committees.
- Recommend to the Board persons to be members and chairpersons of the various committees.

### *Corporate Governance Generally*

- Develop and recommend to the Board a set of corporate governance guidelines applicable to the Company.
- Review annually the corporate governance guidelines approved by the Board to ensure that they remain relevant and are being complied with.
- Determine and recommend ways to enhance communications and relations with stockholders.
- Oversee the evaluation of the Company's management.
- Periodically review and reassess the adequacy and scope this Charter, the Nominating and Governance Committee's established processes and procedures, periodically and recommend any proposed changes to the Board for approval.
- Oversee the Board's performance and self-evaluation process, including conducting surveys of director observations, suggestions and preferences regarding how effectively the Board operates. The Nominating and Governance Committee also will evaluate the participation of members of the Board in continuing education activities in accordance with the rules of the New York Stock Exchange.
- Oversee compliance by the Board and its committees with applicable laws and regulations, including the rules of the New York Stock Exchange and applicable rules and regulations promulgated by the Securities and Exchange Commission.
- Review annually the performance of the Nominating and Governance Committee.
- Periodically review and reassess the adequacy and scope this Charter, the Nominating and Governance Committee's established processes and procedures, periodically and recommend any proposed changes to the Board for approval.

### *Conflicts of Interest*

- Review and monitor the Company's Code of Business Conduct and Ethics
- Consider questions of possible conflicts of interest of members of the Board and of corporate officers.
- Review actual and potential conflicts of interest of members of the Board and corporate officers, and clear any involvement of such persons in matters that may involve a conflict of interest.

As Adopted July 8, 2008