

## **SECUREWORKS CORP.**

---

---

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

#### **Membership**

The Governance and Nominating Committee (the "Committee") of the board of directors (the "Board") of SecureWorks Corp. (the "Company") shall consist of a minimum of two directors. Each member of the Committee shall be independent in accordance with the Company's Corporate Governance Principles, which incorporate the director independence standards of the Listing Rules of the Nasdaq Stock Market.

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

#### **Purpose**

The Board has established the Committee for the following purpose:

To select, evaluate and recommend to the Board qualified candidates for election or appointment to the Board.

To oversee the administration of matters relating to the Company's corporate governance.

#### **Responsibilities**

The Committee shall have the following authority and responsibilities:

1. To identify, screen and evaluate individuals qualified to become members of the Board, consistent with the Board's Director Nomination Policy, and, in connection therewith, to consider (a) any director candidates recommended by the Company's stockholders in accordance with the procedures set forth in the Company's Corporate Governance Principles and described in the Company's proxy statement for the annual meeting of

stockholders, and (b) any nominations of director candidates validly made by stockholders in accordance with applicable laws, rules and regulations and the provisions of the Company's certificate of incorporation and bylaws.

2. To make recommendations to the Board regarding the selection and approval by the Board of nominees for director to be submitted to a stockholder vote at a meeting of stockholders.
3. To recommend to the Board the number of members who shall serve on the Board.
4. To monitor and review any issues regarding the independence of the Company's non-employee directors or involving potential conflicts of interest involving any such directors, and to evaluate any change of status or circumstances with respect to any director and determine the propriety of the director's continued service in light of that change.
5. To review the Board's committee structure and composition and to make recommendations annually to the Board regarding the appointment by the Board of directors to serve as members and chairpersons of each committee.
6. If a vacancy on the Board or any Board committee occurs, to identify and make recommendations to the Board regarding the selection and appointment of a candidate to fill such vacancy.
7. To oversee a Company orientation program for new directors and a continuing education program for current directors, periodically review such programs and update the programs as necessary.
8. To administer and review with the Board, a process for an annual evaluation of the Board and the overall effectiveness of individual directors and to oversee the conduct of such annual evaluation.
9. To review the Company's Corporate Governance Principles at least annually and to recommend any changes thereto to the Board.
10. To oversee the Company's corporate governance practices and procedures, including identifying best practices and reviewing and recommending to the Board for approval any changes to the documents, policies and

procedures relating to the Company's corporate governance, including its certificate of incorporation and bylaws.

11. To develop and recommend to the Board for approval a Company policy for the review and approval of related-person transactions and to review, oversee, approve, ratify or disapprove any transaction involving the Company and any related person (as defined in Item 404 of Regulation S-K promulgated by the Securities and Exchange Commission) on an ongoing basis in accordance with such policy.
12. Periodically to review and approve changes to the Company's code of conduct and other policies with respect to legal compliance, conflicts of interest and ethical conduct.
13. To oversee the development and implementation of policies and management systems relating to environmental, social and governance issues in order to ensure compliance with applicable laws and best practices and to monitor the Company's performance against sustainability objectives established under such policies and systems.

In addition to the foregoing responsibilities, the Committee shall undertake such other duties as the Board may delegate to it from time to time

Any action duly and validly taken by the Committee pursuant to the power and authority conferred on the Committee under this Charter shall constitute for all purposes an action duly and validly taken by the Board and may be so certified by the Secretary or other authorized officer of the Company.

### **Advisers**

The Committee shall have the authority, in its sole discretion, to select, retain and obtain the advice and assistance of a director search firm, an executive search firm, outside legal counsel and such other advisers as it deems necessary to fulfill its duties and responsibilities under this Charter. The Committee shall fix the compensation and oversee the work of any such advisers. The Committee shall receive appropriate funding from the Company, as determined by the Committee in its capacity as a committee of the Board, for the payment of compensation to such advisers.

## **Meetings and Reports**

The Board shall designate a member of the Committee to act as the Committee's chairperson. The Committee shall meet at such times and places as it deems necessary to fulfill its responsibilities. The Committee shall report regularly to the Board regarding its actions and make recommendations to the Board as appropriate. The Committee shall be governed by the same procedures regarding meetings (including meetings in person or by telephone or other similar communications equipment), action without meetings, notice, waiver of notice, and quorum and voting requirements as are applicable to the Board. The Committee shall maintain written minutes of its meetings, which minutes shall be filed with the minutes of the meetings of the Board.

## **Delegation of Authority**

The Committee shall have the authority to delegate any of its responsibilities, along with the authority to take action in relation to such responsibilities, to one or more subcommittees, consisting of one or more members of the Committee, as the Committee may deem appropriate.

## **Annual Evaluation**

The Committee shall assess annually the adequacy of this Charter and conduct an annual evaluation of the performance of its duties under this Charter and shall recommend annually to the Board for approval any proposed changes to this Charter and the Committee.

April 18, 2016