

# CHARTER FOR THE NOMINATING AND GOVERNANCE COMMITTEE

of the Board of Directors of Limelight Networks, Inc.

Version 2.1

<b>Author:</b>	WSGR	<b>Create Date:</b>	March 20, 2007
<b>Updated By:</b>	James R. Todd	<b>Date:</b>	August 5, 2013
<b>Reviewed By:</b>	Philip C. Maynard	<b>Date:</b>	August 5, 2013
<b>Approved By:</b>	The Board of Directors	<b>Date:</b>	August 5, 2013

*(signatures on file)*

<b>Owner:</b>	Company Secretary	<b>Department:</b>	Legal
<b>Document ID:</b>	1230-2013	<b>Link:</b>	Click here to enter text.
<b>Classification:</b>	Public	<b>Audience:</b>	Public
<b>Version:</b>	2.1	<b>Effective Date:</b>	August 5, 2013
<b>File name:</b>	1230-N&G Committee Charter-Legal-08.05.2013		

**Classification – Public**

## Table of Contents

<b>1. Purpose</b> .....	<b>1</b>
<b>2. Membership</b> .....	<b>1</b>
<b>3. Responsibilities</b> .....	<b>1</b>
<b>4. Meetings</b> .....	<b>2</b>
<b>5. Outside Advisors</b> .....	<b>2</b>
<b>6. Minutes</b> .....	<b>2</b>
<b>7. Reports</b> .....	<b>2</b>
<b>8. Compensation</b> .....	<b>2</b>
<b>9. Delegation of Authority</b> .....	<b>3</b>
<b>10. Roles and Responsibilities</b> .....	<b>3</b>
<b>11. Document Control</b> .....	<b>3</b>
11.1. Summary of Changes .....	3
11.2. Document Approver .....	4
11.3. Document Reviewers.....	4
11.4. Document Distribution and Notification .....	4

## 1. Purpose

The purpose of the Nominating and Governance Committee of the Board of Directors (the "Board") of Limelight Networks, Inc. (the "Company") is to focus on issues relating to the composition and operation of the Board. The Nominating and Governance Committee provides assistance to the Board in the areas of membership selection, committee selection and rotation practices, evaluation of the overall effectiveness of the Board and review and consideration of developments in corporate governance practices. The Nominating and Governance Committee's goal is to attempt to ensure that the Board is properly constituted to meet its fiduciary obligations to the Company's stockholders and the Company and that the Company has and follows appropriate corporate governance standards. In addition, the Nominating and Governance Committee will undertake those specific responsibilities listed below and such other duties or responsibilities as the Board may from time to time prescribe.

## 2. Membership

The Nominating and Governance Committee may be composed of directors of the Company who are independent as determined in accordance with the listing rules of the NASDAQ Global Market ("NASDAQ"). The members of the Nominating and Governance Committee will be appointed by the members of the Board who are independent, as determined in accordance with the NASDAQ listing rules, and the members of the Nominating and Governance Committee will serve at the discretion of the Board. For purposes of Articles II and III of this Charter, a Nominating and Governance Committee comprised exclusively of independent directors shall be an "Independent Committee" and a Nominating and Governance Committee comprised of independent and non-independent directors shall be a "Non-Independent Committee."

## 3. Responsibilities

The responsibilities of the Nominating and Governance Committee shall include the following:

### I. Nominating

1. Develop a Board capable of advising the Company's management in fields related to current or future business directions of the Company;
2. Approve all nominees for membership on the Board, including the slate of director nominees to be proposed by the Board to the Company's stockholders for election or any director nominees to be elected or appointed by the Board to fill interim director vacancies on the Board;
3. Review director nominees submitted by stockholders of the Company;
4. Appoint directors to committees of the Board; and

5. Evaluate and recommend to the Board the termination of membership of individual directors in accordance with the Board's corporate governance principles, for cause or other appropriate reasons.

## II. Corporate Governance

1. Review issues and developments relating to corporate governance issues and formulate and recommend corporate governance standards to the Board;
2. Review and make recommendations to the Board regarding the structure and delegated responsibilities of each committee of the Board to be included in the charter of each such committee of the Board;
3. Evaluate and recommend any revisions to meeting policies and logistics of the Board and committees of the Board;
4. Consider and recommend changes in the size of the Board;
5. Review and assess this Charter and the Corporate Governance Guidelines and recommend any proposed changes to the Board for approval;
6. Periodically evaluate and recommend to the Board an appropriate member of the Audit Committee of the Board to serve as the "audit committee financial expert" as determined in accordance with the rules and regulations of the Securities and Exchange Commission (the "SEC"); and
7. Review and investigate as necessary any concerns regarding non-financial matters that are reported to the Company's "Silent Whistle" hotline that the Audit Committee refers to the Nominating and Governance Committee.

## 4. Meetings

The Nominating and Governance Committee will meet a minimum of once per year and more frequently as circumstances require and may also act by unanimous written consent in lieu of a meeting.

## 5. Outside Advisors

The Nominating and Governance Committee shall have authority to obtain advice and assistance from internal or external legal, accounting, search firms or other advisors.

## 6. Minutes

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.

## 7. Reports

The Nominating and Governance shall make regular reports to the Board of actions taken at its regular and/or special meetings.

## 8. Compensation

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, per meeting fees and fees for service as Chairman of the Nominating and Governance Committee. Fees may be paid in such form of consideration as is determined by the Board.

Except as permitted under applicable laws and the rules and regulations of the SEC and the Financial Industry Regulatory Authority, 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 or as Chairman of the Board or Chairman of any committee of the Board.

## 9. Delegation of Authority

The Nominating and Governance Committee may form and delegate authority to subcommittees when appropriate.

## 10. Roles and Responsibilities

Role	Responsibility
Assistant Secretary	Maintain this charter in the Company's compliance document repository; publish it on the Company's public facing website; schedule periodic reviews and assessments of this charter; and, where warranted, recommend any proposed changes to the N&G Committee for its consideration.
N&G Committee	See Section 3 above.

## 11. Document Control

### 11.1. Summary of Changes

Updated	Updated by	Section(s)	Summary
07/29/2009	Board	3	Removed recurring references to post-IPO; added responsibility to periodically review the N&GC charter and recommend any proposed changes to the Board; expressly provide that the Board may delegate its responsibilities to its committees; added statement regarding directors' entitlement to reasonable D&O liability insurance, indemnification and exculpation as provided by state law and the Company's charter; clarified the CEO's role with respect to succession planning; added responsibility for adopting and maintaining the Code of Ethics, as well as describing the Board's power to approve of waivers to the Code for officers and directors; added recusal procedure for Board members from participating in discussions or votes that could pose a real or perceived conflict of interest; described AC Chairman's role with respect to the whistleblower hotline; included the regulatory requirement that the Board make an affirmative determination whether or not a director is independent; described responsibility for Board to oversee the annual self-assessment process for the Board and its committees; and non-material edits aimed at cleaning up or enhancing the document.

## 11.2. Document Approver

Title or Role	Approver Name	Signature	Date
Board of Directors	The Board of Directors	[see approved resolutions]	August 5, 2013

## 11.3. Document Reviewers

Title or Role	Reviewer Name	Signature	Date
Secretary	Philip C. Maynard	/s/ Philip C. Maynard	August 5, 2013

## 11.4. Document Distribution and Notification

### 11.4.1. Distribution

The approved document must be distributed to all approvers and reviewers listed above.

### 11.4.2. Notification

The following users/groups need to be notified of the publication of this document:

User/Group	Reason
Legal / Compliance	Incorporate into Compliance Program document repository and calendar for periodic review. Also, assess whether any modifications are material enough to trigger 8-K public disclosure obligations.
Marketing	Replace prior version of the charter with a properly redacted (i.e., removal of internal review history) version of the updated charter.
Independent Public Accountants	For their records.

END OF DOCUMENT