

RADISYS CORPORATION
COMPENSATION AND DEVELOPMENT COMMITTEE CHARTER

(Amended and restated as of November, 2015)

Purposes

The primary purposes of the Compensation and Development Committee (the "Committee") of the Board of Directors (the "Board") of Radisys Corporation (the "Company") are to:

- design, manage and oversee employee compensation plans or programs, including equity and cash incentive plans covering executive officers and senior management, as well as the Company's philosophy for all employee compensation;
- approve executive employment offers and all executive employment, change of control and severance agreements;
- evaluate and approve the compensation of the CEO and all other executive officers of the Company and its affiliates (and their performance in respect of corporate goals and objectives relative to their compensation) and provide that they are compensated effectively and in a manner consistent with the stated compensation strategy of the Company, internal equity considerations, competitive practices and applicable laws, rules and regulations;
- guide and recommend to the Board the Company's succession planning, and oversee the existence and implementation of an executive staffing plan for the current and anticipated future leadership needs of the Company;
- oversee the existence and administration of an executive development program, including performance evaluation of the Company's officers;
- produce a Committee report on executive compensation for inclusion in the Company's proxy statement and annual report on Form 10-K; and
- review the Company's Compensation Discussion & Analysis ("CD&A") required by the Securities and Exchange Commission (the "SEC") rules to be included in the Company's proxy statement and annual report on Form 10-K.

Committee Membership

The Committee shall consist of members of the Board and have no fewer than three members. All members of the Committee shall have been determined by the Board to meet the applicable independence and experience requirements of the Nasdaq Stock Market listing standards (as they may be amended from time to time, the "listing standards") and other applicable laws, rules and regulations.

In addition, each member of the Committee also shall satisfy all requirements necessary from time to time to be “non-employee directors” under SEC Rule 16b-3 and qualified “outside directors” under Section 162(m) of the Internal Revenue Code and related regulations, all as amended from time to time.

The members of the Committee shall be appointed or removed by the Board in accordance with the Company’s Bylaws. Committee members will serve for such terms as the Board may fix, and in any case at the Board’s will, whether or not a specific term is fixed. The Board shall designate a Committee member as the chairperson of the Committee in accordance with the Company’s Corporate Governance Guidelines.

Meetings and Reports

The Committee shall meet as often as it determines is necessary, but not less than semi-annually. Meetings may be called by the Chair of the Committee, the Chair of the Board or the Chief Executive Officer of the Company (the “CEO”). All meetings of and other actions by the Committee shall be held and taken pursuant to the Bylaws of the Company, including Bylaw provisions governing notice of meetings and waiver thereof, the number of Committee members required to take actions at meetings and by written consent, and other related matters. The Committee will keep written minutes of its meetings and deliver copies of the minutes to the corporate secretary for inclusion in the corporate records of the Company.

The Committee is at all times authorized to have direct, independent and confidential access to the Company’s other directors, management and personnel, the Company’s outside counsel or the Committee’s counsel or other advisors. The Committee is authorized to conduct or authorize investigations into any matters relating to the purposes, duties or responsibilities of the Committee.

Reports of meetings of the Committee and actions taken by consent of the Committee since the most recent Board meeting shall be made by the Committee Chair or his or her delegate to the Board at its next regularly scheduled Board meeting or action and shall be accompanied by any recommendation from the Committee to the Board. The Committee will also provide to the Board, at an appropriate time before the preparation of the Company’s proxy statement for its annual meeting, the report of the Committee that must be included in the proxy statement. In addition, the Committee Chair or his or her delegate shall be available to answer any questions the other directors may have regarding the matters considered and actions taken by the Committee.

Committee Authority and Responsibilities

The Committee shall have the following responsibilities and authority:

Compensation of Non-Employee Directors, the CEO and Other Executive Officers

1. At least annually, review, discuss with the CEO, modify as necessary and approve (a) the Company’s corporate goals and objectives relevant to director and executive compensation and (b) the structure of the Company’s executive compensation to ensure

that such structure is appropriate to achieve the Company's objectives of rewarding the Company's executive officers appropriately for their contributions to the Company's growth and profitability and the Company's other goals and objectives and linking the interests of the Company's executive officers to the long term interests of the Company's equity owners through a mix of long- and short-term incentives and features that include downside risk as well as upside potential. For purposes of this charter, "executive officers" means the individuals classified by the Company as officers for purposes of SEC rules under Section 16 of the Securities and Exchange Act of 1934.

2. Determine and approve, and periodically, but at least annually, evaluate, the compensation (and performance in respect of corporate goals and objectives relative to compensation) of the CEO and the other executive officers, and determine the amounts and individual elements of total compensation for such persons and consistent with the Company's corporate goals and objectives. Review and approve all executive officers' employment offers, executive employment, change of control and severance agreements and other compensatory contracts, arrangements, perquisites and payments. In determining the executive officers' compensation, the Committee shall consider, among other things:

- the Company's performance and relative stockholder return;
- compensation at comparable companies; and
- compensation given to the officers in prior years.

3. Obtain on an annual basis surveys of executive compensation for companies comparable to the Company, as the Committee may deem appropriate, for purposes of evaluation of executive compensation. Further, the Committee may, in its sole discretion, retain or obtain the advice of a compensation consultant, legal counsel or other adviser. The Committee shall be directly responsible for the appointment, compensation and oversight of the work of any compensation consultant, legal counsel and other adviser retained by the Committee. In addition, the Company must provide for appropriate funding, as determined by the Committee, for payment of reasonable compensation to a compensation consultant, legal counsel or any other adviser retained by the Committee. The Committee shall have the authority to oversee and terminate any such compensation consultant, legal counsel or any other adviser. The Committee will have sole authority to approve the engagement of any such consultant or its affiliates for additional services to the Company, including the purchase of any products from such consultant or its affiliates.

The Committee may select, or receive advice from, a compensation consultant, legal counsel or other adviser, other than in-house legal counsel, only after taking into consideration the following six factors, as well as any other factors required by applicable exchanges and/or the Securities Exchange Act and corresponding rules that may be amended from time to time: (i) the provision of other services to the Company by the person that employs the compensation consultant, legal counsel or other adviser; (ii) the amount of fees received from the Company by the person that employs the compensation

consultant, legal counsel or other adviser, as a percentage of the total revenue of the person that employs the compensation consultant, legal counsel or other adviser; (iii) the policies and procedures of the person that employs the compensation consultant, legal counsel or other adviser that are designed to prevent conflicts of interest; (iv) any business or personal relationship of the compensation consultant, legal counsel or other adviser with a member of the Committee; (v) any stock of the Company owned by the compensation consultant, legal counsel or other adviser; and (vi) any business or personal relationship of the compensation consultant, legal counsel, other adviser or the person employing the adviser with an executive officer of the Company.

The Committee may retain, or receive advice from, any compensation advisor they prefer, including ones that are not independent, after considering the factors specified above. The Committee is not required to assess the independence of any compensation consultant or other adviser that acts in a role limited to consulting on any broad-based plan that does not discriminate in scope, terms or operation in favor of executive officers or directors and that is generally available to all salaried employees or providing information that is not customized for a particular company or that is customized based on parameters that are not developed by the consultant or adviser, and about which the consultant or adviser does not provide advice. The Committee shall evaluate whether any compensation consultant retained or to be retained by it has any conflict of interest in accordance with Item 407(e)(3)(iv) of Regulation S-K.

4. Periodically evaluate and recommend to the Board the compensation of non-employee directors including the compensation of specific roles such as Chair of the Board, committee chairs, and committee members (consistent with any applicable requirements of the listing standards for independent directors). In recommending the non-employee directors' compensation, the Committee shall consider, among other things:

- the Company's performance and relative stockholder return;
- compensation for directors at comparable companies; and
- current director compensation.

In any deliberations or voting to determine the compensation of the CEO, the CEO may not be present; however, during deliberations relating to compensation of all directors and officers other than the CEO, the Committee may elect to invite the CEO to be present but not vote.

Cash and Equity Incentive Plans and Other Employee Benefits

5. Oversee and administer all of the Company's incentive plans, including annual, equity and long-term incentive plans, and serve as the administrative committee or other body serving such administrative function, including with respect to the grant of awards thereunder to non-employee directors, unless otherwise directed in such plans or by the Board. As directed under such plans, the Committee will periodically evaluate the terms

and administration of the Company's annual, equity and long-term incentive plans to assure that they are structured and administered in a manner consistent with:

- the Company's goals and objectives as to participation in such plans;
- target annual incentive awards;
- corporate financial goals;
- awards under similar plans at comparable companies;
- actual awards paid to the Company's officers; and
- total funds reserved for payment under the compensation plans.

6. As directed by such plans, periodically evaluate (and approve any proposed amendments to) existing equity-related plans and evaluate and approve the adoption of any new equity-related plans and determine when it is necessary (after considering advice of counsel) or otherwise desirable to (a) amend, terminate or supplement any such plans or (b) submit such amendment or adoption to a vote of the full Board and/or the Company's stockholders.

7. As directed under such programs, periodically evaluate the Company's employee benefit programs and approve any significant changes therein and determine when it is necessary (after considering advice of counsel) or otherwise desirable to submit any such changes to a vote of the Board and/or the Company's stockholders.

8. The Committee may delegate to the CEO the authority to make equity grants to eligible individuals other than directors and executive officers, provided that the Committee shall have fixed the exercise price or a formula for determining the exercise price for each grant, approved the vesting schedule, authorized any alternative provisions as are necessary or desirable to facilitate legal compliance or to ensure the effectiveness or tax-qualified status of the award under the laws of countries outside the U.S. when grants are made to non-U.S. employees and determined the number of shares or the basis for determining such number of shares by position, compensation level or category of personnel. The timing of any such grants shall be subject to the then current Company policies and procedures and consistent with applicable legal and regulatory requirements. The CEO must regularly report to the Committee the grants so made.

Other

9. Review incentive compensation arrangements to assess whether incentive pay encourages unnecessary risk-taking and review and discuss, at least annually, the relationship between risk management policies and practices, corporate strategy and executive compensation.

10. Prepare and approve the Committee report on executive compensation to be included in the Company's proxy statement and annual report on Form 10-K in accordance with SEC rules and regulations.
11. Review and discuss with the Company's management the Company's CD&A prepared in accordance with the SEC rules and regulations and determine whether to recommend to the Board that the CD&A be included in the Company's proxy statement and annual report on Form 10-K.
12. Review and approve the creation or revision of any clawback policy allowing the Company to recoup compensation paid to employees.
13. Review shareholder proposals pertaining to compensation matters and recommend responses to such proposals to the Board.
14. Annually review and reassess the adequacy of this charter and recommend any proposed changes to the Board for approval.
15. Annually evaluate its own performance as a Committee.
16. At its discretion, delegate authority to the Chair and one or more members, as the Committee deems necessary, provided that the decisions of such members shall be presented to the full Committee at its next scheduled meeting.
17. Develop and periodically review and revise, as appropriate, a management succession plan and related procedures for executive officers and other appropriate management personnel. Consider and recommend to the Board candidates for successor to the CEO and, with appropriate consideration of the CEO's recommendations, candidates for successors to other executive officers, in each case when vacancies shall occur in those offices.
18. Review periodically and assess executive development programs for the Company's officers.
19. Periodically review and discuss overall employee satisfaction, attrition and retention as related to the overall functioning and success of the Company.
20. At its discretion, delegate any of its responsibilities, as it deems appropriate, to a subcommittee comprised of one or more members of the Committee, except powers and responsibilities required by applicable law and regulations to be exercised by the whole Committee.
21. Perform such other duties and responsibilities as may be assigned to the Committee by the Board or the Chair of the Board or as designated in plan documents.
22. The Committee may perform any other activities consistent with this charter, the Company's Corporate Governance Guidelines and other corporate governance documents

and applicable listing standards, laws and regulations as the Committee or the Board considers appropriate.

Rule 162(m) Considerations

The Committee may condition its approval of any compensation on ratification by the full Board to the extent required to comply with applicable laws, rules and regulations, including, without limitation, Rule 162(m) of the Internal Revenue Service.

Reliance on Others

Nothing in this charter is intended to preclude or impair the protection provided in Section 60.357 of the Oregon Business Corporation Act for good faith reliance by members of the Committee on reports or other information provided by others.