

**RADISYS CORPORATION**  
**NOMINATING AND CORPORATE GOVERNANCE COMMITTEE CHARTER**

**(Amended and restated as of April, 2016)**

**Purposes**

The purpose of the Nominating and Corporate Governance Committee (the “Committee”) of the Board of Directors (the “Board”) of Radisys Corporation (the “Company”) is to assist the Company in promoting the best interests of its shareholders through the implementation of sound governance principles and practices. The primary responsibilities of the Committee are to:

- identify and recommend individuals qualified to serve on the Company’s Board (consistent with criteria that the Board has approved) for approval by the entire Board and election by shareholders at each annual meeting of shareholders and to fill vacancies on the Board;
- develop, recommend to the Board, and assess corporate governance policies for the Company; and
- oversee the evaluation of the Board.

**Composition**

*Membership.* The Committee shall consist of three or more directors, as determined by the Board. The Board shall designate a Committee member as the chairperson of the Committee in accordance with the Company’s Corporate Governance Guidelines.

*Independence.* All Committee members shall have been determined by the Board to be independent as defined in the Nasdaq listing standards, as they may be amended from time to time (the “listing standards”) and must otherwise meet the requirements for Committee membership as determined by the listing standards.

*Appointment.* Subject to the requirements of the listing standards, the Board may appoint and remove Committee members in accordance with the Company’s bylaws. Committee members shall serve for such terms as may be fixed by the Board, and in any case at the will of the Board whether or not a specific term is fixed.

**Functions**

*Qualifications of directors.* The Committee shall periodically assess, develop and communicate with the full Board concerning the appropriate criteria for nominating and appointing directors, including:

- the Board’s size and composition;
- the criteria described in the Company’s Corporate Governance Guidelines;
- applicable listing standards and laws;

- individual director performance, expertise, experience, qualifications, attributes, skills and willingness to serve actively;
- consideration of director nominees proposed or recommended by shareholders in a timely manner in accordance with the Company's bylaws; and
- other appropriate factors as provided in the Company's Corporate Governance Guidelines.

*Director nominees and vacancies.* The Committee shall recommend for the Board's selection the individuals for nomination as directors at each annual meeting of shareholders and recommend for the Board's selection the individuals to fill vacancies on the Board, subject to legal rights, if any, of third parties to nominate or appoint directors. The Committee shall also be responsible for developing a succession plan for the Board and for making recommendations to the full Board on director succession matters.

*Committee appointments.* The Committee shall consult with the Chairman of the Board and make its recommendation to the Board for the appointees to be selected by the Board for (1) service on the committees of the Board and (2) service as chairs of the committees of the Board, taking into consideration such factors as the Committee deems appropriate.

*Governance policies.* The Committee shall develop, assess and make recommendations to the Board concerning the Company's Corporate Governance Guidelines and other appropriate corporate governance policies. The Company's Corporate Governance Guidelines governing the full Board as they relate to matters concerning the selection of individuals to serve on the Board and the adoption of corporate governance guidelines for the Company are incorporated in this charter.

*Shareholder proposals and engagement.* The Committee will review shareholder proposals, except for shareholder proposals pertaining to compensation matters which are reviewed by the Board's Compensation and Development Committee, and recommend responses to such proposals to the Board. The Committee will also review and provide guidance to management and the full Board on the framework for the Board's oversight of and involvement in shareholder engagement.

*Board evaluation.* The Committee shall oversee an annual review of the performance of the full Board, the Board committees and the Chairman of the Board.

*Risk oversight.* The Committee will review risks relating to corporate governance and governance policies and procedures. The Committee will periodically, and no less frequently than annually, discuss with management any major risks or exposures relating to corporate governance, the steps management has taken to monitor and control such exposures and the relationship between such risks and the Company's risk management policies and practices.

*Committee Charters.* The Committee shall confirm that each standing committee of the Board has a written charter in effect, and that its committee members review such charter at least annually.

*Director Retirement.* The Committee shall recommend for Board approval any policy regarding the retirement of directors.

*Corporate Governance Guidelines.* The Committee shall annually review and reassess the adequacy of the Company's Corporate Governance Guidelines and recommend any changes to the Board for approval.

*Other functions.* The Committee may perform any other activities consistent with this charter, the Company's corporate governance documents and applicable listing standards, laws and regulations as the Committee or the Board considers appropriate.

*Annual performance review.* The Committee shall evaluate its own performance as a Committee and this charter on an annual basis and recommend any proposed changes to this charter to the Board for approval.

*Director orientation and continuing education.* The Committee will be responsible for developing and implementing (a) an orientation program for new directors, and (b) a plan for periodically providing instruction to directors on subjects that would assist them in discharging their responsibilities.

### **Meetings, reports and resources**

*Meetings.* The Committee shall meet as often as it determines is necessary, but not less frequently than twice a year. The Committee may also hold special meetings or act by unanimous written consent as the Committee may decide consistent with the Company's bylaws. The Committee may meet in separate executive sessions with other directors, the chief executive officer and other Company employees, agents or representatives invited by the Committee.

*Procedures.* The Committee may establish its own procedures, including the formation and delegation of authority to subcommittees, in a manner not inconsistent with this charter, the Company's bylaws and other corporate governance documents, applicable laws or regulations, or the listing standards. The chairperson or majority of the Committee members may call meetings of the Committee. A majority of the authorized number of Committee members shall constitute a quorum for the transaction of Committee business, and the vote of a majority of the Committee members present at a meeting at which a quorum is present shall be the act of the Committee, unless in either case a greater number is required by this charter, the bylaws or the listing standards. The Committee shall keep written minutes of its meetings and deliver copies of the minutes to the corporate secretary for inclusion in the corporate records.

*Reports.* The Committee shall report its recommendation for director nominees for the annual meeting of shareholders to the Board at an appropriate time prior to preparation of the Company's proxy statement for the annual meeting. The Committee shall also report to the Board annually the results of:

- an oversight review of the performance of the Board;

- the Committee's assessment of the Company's corporate governance policies and implementation; and
- an annual review by the Committee of its own performance.

The Committee shall also report to the Board on the major items covered by the Committee at each Committee meeting, and provide additional reports to the Board as the Committee may determine to be appropriate.

*Committee access and information.* The Committee is at all times authorized to have direct, independent and confidential access to the Company's other directors, management and personnel to carry out the Committee's purposes. The Committee is authorized to conduct or authorize investigations into any matters relating to the purposes, duties or responsibilities of the Committee.

*Committee advisers and funding.* The Committee shall have sole authority to retain, oversee and terminate (including approval of the fees and terms of engagement) a search firm to be used to identify director candidates, independent legal, accounting or other advisors and consultants. The Company shall provide for appropriate funding for payment of compensation to any advisors or consultants employed by the Committee. 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.

*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.