

RADISYS CORPORATION
AUDIT COMMITTEE CHARTER

(Amended and restated as of April, 2015)

Purposes

The Audit Committee (the “Committee”) is a committee of the Board of Directors (the “Board”) of Radisys Corporation (the “Company”). Its primary function is to assist the Board in fulfilling its oversight responsibilities relating to:

- corporate accounting and reporting practices of the Company, and the quality and integrity of the Company’s financial reports;
- compliance with legal and regulatory requirements;
- the Company’s internal controls over financial reporting; and
- audits of the Company’s financial statements including the appointment, independence, compensation, qualifications and performance of the Company’s independent auditor.

The Committee also has the purpose of preparing the Audit Committee Report that the SEC rules require the Company to include in its annual proxy statement.

The Committee’s function is one of oversight only and does not relieve management of its responsibilities to (i) make and keep books, records and accounts, which, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the Company, (ii) devise and maintain an effective system of internal accounting controls, (iii) devise and maintain effective disclosure controls and procedures and internal controls over financial reporting, (iv) prepare financial statements that accurately and fairly present the Company’s financial results and condition, and further does not relieve the independent auditors of their responsibilities relating to the audit or review of financial statements.

Committee Membership

The Committee shall consist of at least three (3) directors. The Board will designate a Committee member to serve as chairperson of the Committee in accordance with the Company’s Corporate Governance Guidelines.

Independence – All Committee members must have been determined by the Board to be independent, as defined in the applicable SEC rules and Nasdaq Stock Market listing standards (the “listing standards”) and must otherwise meet the requirements for committee membership as determined by the listing standards.

Financial literacy – Each Committee member must be financially literate upon appointment to the Committee, as determined by the Board in accordance with the listing standards. At all times, there should be at least one Committee member who is an audit committee financial expert as defined in the SEC rules and who meets the finance, accounting or comparable experience or background required by the listing standards.

Education – The Company will assist the Committee in maintaining the appropriate financial literacy, and is responsible for providing the Committee with educational resources related to accounting principles and procedures, current accounting topics pertinent to the Company, and other matters as may be requested. The Company may also provide new members with educational opportunities and appropriate orientation briefings.

Appointment – Subject to any requirements of the listing standards, the Board may appoint and remove Committee members in accordance with the Company’s bylaws.

Service on other audit committees – No director is eligible to serve on the Committee if he or she serves on more than four other public companies’ audit committees.

Meetings, Reports and Resources

The Committee shall meet as often as it determines necessary, but not less than quarterly. The Committee may also act by unanimous written consent in lieu of a meeting. The Committee may ask members of management, the independent auditor, the Company’s outside counsel or the Committee’s counsel or other advisor to attend any meetings or to meet with any members of or consultants to the Committee to provide pertinent information as necessary.

The Committee shall have the authority to delegate any of its responsibilities to a Committee member, as the Committee may deem appropriate.

The Committee shall meet separately and periodically with the independent auditor and management (including the Chief Financial Officer) to discuss any matters that the Committee or these groups believe should be discussed privately with the Committee.

The chairperson or a majority of the Committee members may call meetings of the Committee. A majority of the authorized number of Committee members constitutes 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 will be the act of the Committee, unless a greater number is required by the bylaws or the listing standards.

The Committee shall maintain written minutes or other records of meetings and activities of the Committee, deliver copies of the minutes to the corporate secretary for inclusion in the corporate records, and report Committee actions to the Board with such recommendations as the Committee may deem appropriate. In addition, the Committee Chairman or delegate shall be available to

answer any questions the other directors may have regarding the matters considered and actions taken by the Committee.

The Committee will prepare the Audit Committee Report for the annual meeting proxy statement and report to the Board the results of its annual review of the independent auditors and its annual review by the Committee of its own performance. The Committee will review with the full Board any issues that arise from time to time with respect to the quality or integrity of the Company's financial statements, the Company's compliance with legal or regulatory requirements and the performance and independence of the independent auditors.

The Committee is at all times authorized to have direct, independent and confidential access to the independent auditors, other directors of the Company, management and other 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.

The Committee is authorized to select, retain (including approval of the fees and terms of engagement), oversee, terminate and obtain advice and assistance from outside legal, accounting or other advisors or consultants. The Company shall provide for appropriate funding, as determined by the Committee, for payment of (i) compensation to the independent auditors for their audit and audit-related, review and attest services, (ii) compensation to any advisors or consultants engaged by the Committee and (iii) any ordinary administrative expenses of the Committee necessary or appropriate to carry out its duties. 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.

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

Independent Auditors

Overall authority – The Committee has the sole authority and direct responsibility for appointment, compensation, retention, termination, evaluation and oversight of the work of any independent auditors. The independent auditors report directly to the Committee. The Committee's authority includes resolution of disagreements between management and the auditors regarding financial reporting and the receipt of communications from the auditors. The Committee will review, in consultation with management and the independent auditor, in advance of the annual audit, the audit scope, plan, staffing and areas of audit focus.

Terms of audit and non-audit engagements – The Committee must pre-approve all audit, review, attest and permissible non-audit services to be provided to the Company or its subsidiaries by the independent auditor. The Committee may establish pre-approval policies and procedures in compliance with applicable SEC rules. The independent auditor shall not perform, nor shall the

Committee approve the performance by the independent auditor of services prohibited by the Exchange Act or other applicable laws, rules and regulations.

Annual quality control report and review – The Committee must obtain and review, at least annually, a report by the independent auditors describing the audit firms’ internal quality-control procedures and any material issues raised by the most recent internal quality-control review or peer review of the auditing firm or by any inquiry or investigation by governmental or professional authorities within the previous five years, and any steps taken to deal with such issues. The Committee must also review and evaluate annually the lead partner and rotation of lead partner of the independent auditors for the Company’s account, the auditors’ views of Company management and internal finance employees and such other matters as the Committee may consider relevant to the engagement of the independent auditors.

AS 18 review – The Committee will discuss with the independent auditors the matters required to be discussed by PCAOB Auditing Standard No. 18 and other related auditing standards, including without limitation information regarding the Company’s relationships with related parties, the Company’s significant unusual transactions and the Company’s financial relationships and transaction with its executive officers, if any.

Hiring employees of the independent auditors – The Committee will establish hiring policies that will govern the Company’s hiring of employees or former employees of the independent auditors and report these policies to the Board.

Annual Financial Reporting

As often and to the extent deemed necessary, but at least annually, the Committee will:

1. Discuss with management and the independent auditors the financial statements and internal controls, related accounting and auditing principles and practices and management’s assessment and the related attestation of internal control over financial reporting.
2. Request and receive from the independent auditors (before the filing of any audit report) the report or update required pursuant to applicable SEC rules concerning (i) all critical accounting policies and practices to be used, (ii) all alternative treatments within generally accepted accounting principles relating to material items and (iii) any other material written communications between the independent auditors and Company management, including any management letter or schedule of unadjusted differences.
3. Discuss with the independent auditors the matters required to be discussed by PCAOB Auditing Standard 16.

4. Review and discuss with management and the independent auditors the intended disclosures under “Management’s Discussion and Analysis of Financial Condition and Results of Operations” to be included in the Company’s annual report on Form 10-K.
5. Receive from the independent auditors all written statements and other communications relating to their independence from the Company that may be required under the then applicable rules governing independent auditors. Actively discuss with the independent auditors any disclosed relationships or services that may impact their objectivity and independence and take any other appropriate action to oversee their independence.
6. To the extent necessary or appropriate, discuss with the independent auditors any material issues on which the audit team consulted the independent auditors’ national office.
7. Recommend to the Board the acceptance of the audited financial statements for inclusion in the Company’s annual report on Form 10-K and timely prepare the Audit Committee Report and other information required to be included in the Company’s annual proxy statement.

Quarterly Financial Reporting

As often and to the extent deemed necessary, but at least quarterly, the Committee will:

1. Review and discuss the quarterly financial statements and results of the independent auditors’ review of the financial statements with management and the auditors.
2. Review and discuss with Company management and the independent auditors the quality and acceptability of the accounting principles applied in the financial statements, new or changed policies, significant estimates, judgments, uncertainties or unusual transactions, the selection, application and effects of critical accounting policies and estimates applied by the Company, any off-balance sheet transactions or relationships with any unconsolidated entities or any other persons that may have a material current or future effect on the financial condition or results of the Company.
3. Review and discuss with management and the independent auditors the Company’s disclosures under “Management’s Discussion and Analysis of Financial Condition and Results of Operations” to be included in the Company’s quarterly report on Form 10-Q.

Other Functions

1. The Committee will review and assess the adequacy of this charter annually and recommend any proposed changes to the Board.
2. The Committee will discuss with management each earnings press release, including the use of “pro forma” or “adjusted” non-GAAP information, and any other published financial

information or guidance provided to analysts and rating agencies. The Chair (or the Chair's designee) of the Committee may represent the entire Committee for purposes of this review and approval.

3. The Committee will periodically review with management the Company's disclosure controls and procedures, internal control over financial reporting, internal accounting controls and policies and systems and procedures to promote compliance with laws.
4. The Committee will periodically review with management the adequacy of the Company's information technology systems, the internal controls over information technology systems and the measures taken to monitor, detect and mitigate cybersecurity risks.
5. The Committee will oversee the Company's assessment of risks relating to the financial statements, the financial reporting process and information technology. The Committee will periodically, and no less frequently than annually, discuss with management and/or the independent auditors any major financial risks or exposures, 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.
6. The Committee will review and approve, on an annual basis, the Company's decision to enter into swaps, including those that may not be subject to clearing and exchange trading and execution requirements in reliance on the "end-user exception" set forth in Sections 2(h)(1) and 2(h)(8) of the Commodity Exchange Act (the "End-User Exception"), and the Company will consider the risks and benefits of entering into swaps without clearing and exchange trading and execution in reliance on the End-User Exception. The Committee will also review and approve the Company's policies governing the Company's use of swaps and other derivative transactions subject to the End-User Exception.
7. The Committee will assess and approve the Company's *Code of Conduct and Ethics*, and will review with the independent auditor the results of their review of the Company's monitoring of compliance with the code of conduct and ethics.
8. The Committee will establish and maintain procedures for the receipt, retention and treatment of complaints received regarding accounting, internal controls or auditing matters and will provide for the confidential, anonymous submission by employees of the Company of concerns regarding questionable accounting or auditing matters.
9. The Committee will review and approve any related-party transactions required to be disclosed under SEC rules prior to initiation of any such transaction.
10. The Committee will periodically review and discuss with management and the independent auditors the design and effectiveness of the Company's internal control over financial reporting, any significant deficiencies or material weaknesses in internal control, any change that has or is reasonably likely to materially affect internal controls, and any fraud

that involves management or other employees who have a significant role in internal controls.

11. The Committee will review and take action with respect to any reports from legal counsel concerning any material violation of securities law or breach of fiduciary duty or similar violation by the Company, its subsidiaries or any officer, director, employee or agent of the Company, or any other legal or regulatory matter that might have a material impact on the Company. The Committee will require management to establish procedures for the receipt, retention and treatment of reports by the Company's internal and external legal counsel regarding evidence of a material violation of an applicable federal or state securities law, material breach of fiduciary duty arising under federal or state law or similar material violation of any federal or state law by the Company, its subsidiaries or any officer, director, employee or agent of the Company.
12. 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 of Directors considers appropriate.

The duties and responsibilities of a member of the Committee are in addition to those duties set out for a member of the Board.