

EXTREME NETWORKS, INC.

CHARTER OF THE NOMINATING AND GOVERNANCE COMMITTEE OF THE BOARD OF DIRECTORS (As amended and restated on November 17, 2016)

I. STATEMENT OF POLICY

This Charter specifies the scope of the responsibilities of the Nominating and Corporate Governance Committee (the “Committee”) of the Board of Directors (the “Board”) of Extreme Networks, Inc. (the “Company”) and how the Committee carries out those responsibilities, including its organization and membership requirements. The primary responsibilities of the Committee are to: (i) develop and recommend to the Board criteria for selecting qualified director candidates; (ii) identify, review and evaluate individuals qualified to become Board members; (iii) consider committee member qualifications, appointment and removal; (iv) recommend corporate governance principles, codes of conduct and compliance mechanisms applicable to the Company; (v) assist the Board in its annual reviews of the performance of the Board, each committee and management; and (vi) assist the Board in the administration of the Rights Agreement. Consistent with these functions, the Committee should encourage continuous improvement of, and foster adherence to, the Company’s corporate governance policies, procedures, and practices at all levels.

II. ORGANIZATION AND MEMBERSHIP REQUIREMENTS

The Committee shall be comprised of two or more directors, each of whom shall meet the independence criteria established by the NASDAQ listing standards.

The members of the Committee shall be appointed and may be removed or replaced, with or without cause, by the Board. Unless the Board elects a chairperson, the members of the Committee may designate a chairperson by majority vote of the full Committee membership. The Committee may delegate duties or responsibilities to subcommittees or to one member of the Committee from time to time.

A majority of the members present shall represent a quorum of the Committee, and, if a quorum is present, any action approved by at least a majority of the members present shall represent the valid action of the Committee.

The Committee may take action by written or electronic consent, provided that any such action, to be effective, must be unanimously approved by the members of the Committee. Actions taken by written or electronic consent shall be deemed effective on the date which the last of the members executes such written consent or on such later date as specified by the Committee in such consent.

The Committee shall have the authority to obtain advice or assistance from consultants, legal counsel, accounting or other advisors as needed to perform its duties hereunder, and to determine the terms, costs and fees for such engagements. Without limitation, the Committee shall have sole authority to retain or terminate any search firm to be used to identify director candidates and to determine and approve the terms, costs and fees for such engagements. The fees and costs of any consultant or advisor engaged by the Committee to perform its duties hereunder shall be borne by the Company.

III. MEETINGS

The Committee shall meet from time to time as it deems necessary to fulfill its responsibilities hereunder, and may meet with management and directors at any time it deems appropriate to discuss any matters before the Committee. The Committee shall record minutes of the proceedings of all Committee meetings.

IV. COMMITTEE AUTHORITY AND RESPONSIBILITY

To fulfill its responsibilities and duties hereunder, the Committee shall:

Nominating Functions

- Evaluate the current size, composition, organization and governance of the Board and its committees, and determine future requirements for director candidates. The Committee shall have the exclusive authority to make recommendations to the Board for approval for the election of new members to the Board.
- Determine the Board's criteria for selecting new directors, including desired board skills and attributes, and actively seek prospective individuals qualified to become board members.
- Adopt and maintain a policy concerning the director nomination process.
- Adopt a policy concerning the consideration of director candidates recommended by stockholders. Consider stockholder nominees for election to the Board.
- Evaluate and propose nominations for election to the Board; except that if the Company is at any time legally required by contract or otherwise to provide any third party with the ability to nominate a director, the Committee need not evaluate or propose such nomination, unless required by contract or requested by the Board.
- Review, on an annual basis, and make recommendations to the Board concerning membership of Board committees.
- Review, on an annual basis, and make recommendations to the Board concerning rotation of the independent Chairman of the Board.
- Seek input from the Compensation Committee, and then review and make recommendations to the Board concerning director retirement policies.
- Provide input to the Compensation Committee regarding Board and Committee compensation.

Corporate Governance

- Develop, recommend and continuously review and assess for Board approval the adequacy of, and recommend for Board approval any proposed changes to, the corporate governance principles applicable to the Company. Such principles shall cover director qualification standards, director responsibilities, committee responsibilities, director access to management and independent advisors, director compensation, director orientation and continuing education, management succession and annual performance evaluation of the Board and Committees.

- Periodically review the Code of Business Conduct and Ethics (the “Code”) applicable to all employees and directors, to ensure that the Code meets the requirements of Item 406 of the SEC’s Regulation S-K, and recommend such changes to such Code to the Board as the Committee shall deem appropriate. Review and approve any requested waivers of the Code related to the executive officers or members of the Board. To the extent required by SEC or NASDAQ rules, provide for and review prompt disclosure to the public of any material change in the Code and any waivers of the Code approved for any executive officers or directors. Adopt procedures for monitoring and enforcing compliance with such Code of Business Conduct and Ethics.
- Review, on an as needed basis, the Company’s compliance with the NASDAQ corporate governance listing requirements, and report to the Board regarding the same.
- Assist the Board in its self-evaluation and its evaluation of management, on an annual basis, to determine whether it is functioning effectively.
- Evaluate the Committee’s own performance, on an annual basis, to determine whether the Committee is functioning effectively.
- Assist each other Committee of the Board, on an annual basis, to develop evaluation criteria for the performance of such Committee’s members and to determine whether such committee is functioning effectively.
- Review and recommend to the Board for approval changes to the Company’s Bylaws as needed.
- Review and oversee the Rights Agreement and any other anti-takeover provisions adopted by the Board.
- Review and reassess the adequacy of this Charter periodically and recommend any proposed changes to the Board for approval.
- Adopt and maintain a policy concerning stockholder communications with directors.
- Develop orientation materials for new directors and outline corporate governance-related continuing education for all Board members.
- Review and recommend to the Board for approval proxy statement proposals submitted for shareholder approval.
- Make regular reports to the Board of Directors regarding the foregoing.
- Perform any other activities consistent with this Charter, the Company’s Bylaws and governing law, as the Committee or the Board deems necessary or appropriate.