



Compensation Committee Charter

Rambus Inc.

Compensation Committee Charter

Adopted on April 24, 2013

I. Purpose

The Compensation Committee (the "Committee") assists the Board of Directors (the "Board") with oversight and other responsibilities relating to the Company's compensation strategies, plans, policies and programs, including pursuant to delegated authority from the Board. The Committee is responsible for determining and approving CEO compensation, approving compensation recommendations for named executive officers and section 16 officers, recommending to the Board changes to the non-employee director compensation program, and approving the overall levels of equity to be granted each year, among other duties expressed in this Charter. In performing these duties, the Committee evaluates the performance of the CEO and the named executive officers and section 16 officers and reviews and evaluates the existing compensation programs. The Committee does not delegate authority to management for executive compensation decisions. In addition, the Committee assists the Board with oversight of the Company's processes for compliance with significant applicable legal, ethical, and regulatory requirements related to human resources and compensation and benefits matters.

II. Membership

The Committee will consist of at least two directors, each of whom must meet the independence and other requirements established by the Board and applicable laws, regulations and listing requirements. The Committee recommends and the Board appoints the members and Chairperson of the Committee, provided that if the Board has not appointed a Chairperson, the Committee may do so. The Board may remove any member from the Committee at any time with or without cause.

III. Roles and Responsibilities

The Committee is committed to ensuring that the compensation programs for which they are responsible attract, retain, and motivate key contributions to the company's success and deliver appropriate results given performance and business conditions. The Committee considers stockholder feedback through advisory votes and otherwise as important input into the Committee's oversight on compensation design and disclosure.

Without limiting its scope, the Committee's roles and responsibilities will include the following:

Determination of Executive Officer Compensation

- Assist the Chairman of the Board in conducting an annual review of the CEO's performance and review the CEO's evaluation of the performance of the named executive officers and section 16 officers of the Company. Measure the named executive officers and section 16 officers against previously established corporate goals and objectives, and assess the relationship between executive compensation actually paid and the Company's financial performance.
- Establish appropriate ranges of compensation for the named executive officers and section 16 officers and other employees.
- Annually review and approve the group of similarly situated peer companies to be used for comparison in evaluating executive compensation, and utilize other market and benchmarking data as appropriate in determining such

compensation.

- Review and approve, for the CEO and the named executive officers and section 16 officers, to the extent applicable (a) annual base salary, (b) annual incentive bonus, including the specific goals, targets, and amounts, (c) equity compensation, (d) employment agreements, severance arrangements, and change in control agreements/provisions, (e) any signing bonus or payment of relocation costs, and (f) any other compensation, benefits or arrangements. The CEO shall not be present during voting or deliberations regarding his or her compensation.

Oversight of Equity Incentive Plans and Compensation and Benefits Structure

- Administer the Company's equity incentive plans (including, without limitation, the 1997 Stock Plan, 1999 Nonstatutory Stock Option Plan, 2006 Equity Incentive Plan and 2006 Employee Stock Purchase Plan) pursuant to the plan terms and the authority delegated by the Board, including (a) approving grants of stock options, stock appreciation rights, restricted stock, restricted stock units or other equity compensation awards to individuals eligible for such grants, (b) approving amendments to such stock options, stock appreciation rights, restricted stock, restricted stock units and other equity compensation awards, and (c) if desired by the Board or the Committee, delegating to appropriate executive officers of the Company the ability to grant equity compensation awards to non-executive officer employees of the Company pursuant to specific guidelines approved by the Board and/or the Committee.
- Review market information, external competitive circumstances, overall ownership and vesting of existing equity held by the senior executives, and senior executive performance and contribution during the completed fiscal year to determine annual equity awards.
- Evaluate annually the structure of the equity compensation program, including the vehicles used and the allocation to ensure that grants appropriately support the Company's strategic and financial objectives.
- Approve, or recommend to the Board for approval, amendments of the terms of the Company's equity incentive plans, changes in the number of shares reserved for issuance under such plans, or adoption of new equity incentive plans, subject to any required stockholder approval.
- Oversee the Company's overall compensation structure, policies and programs, and adopt, amend and oversee the administration of the Company's significant employee benefits programs.
- Assess whether the Company's compensation structure establishes appropriate incentives for management and employees.
- Oversee the Company's processes for identifying and managing risks arising from its compensation policies and practices and from other human resources matters, review and discuss with management the risks that are reasonably likely to have a material adverse effect on the Company, and report to the Board regarding these matters.

External Reporting Matters

- Prepare and approve the content of the report of the Committee required by the Securities and Exchange Commission to be included in the Company's annual proxy statement, review and discuss with management the Compensation Discussion & Analysis, and based on such review and discussions, if appropriate, recommend that the Compensation Discussion & Analysis be included in the Company's annual report on Form 10-K, proxy statement on Schedule 14A or information statement on Schedule 14C, and review any other disclosure required by the Securities and Exchange Commission related to the Committee or its responsibilities.
- Make recommendations to the Board as to structuring of the Company's proxy statement, proposals regarding stockholder advisory votes on executive compensation (a "say-on-pay") and "golden parachute" arrangements, including the frequency of holding say-on-pay votes (taking into account the results of prior stockholder votes on frequency). Review the results of stockholder voting on such proposals and consider whether to make any adjustments to the Company's executive compensation or golden parachute policies, practices or arrangements.

Other Matters

- In the Committee's sole discretion, retain, obtain the advice of, and terminate any compensation consultants, legal counsel or other advisers to be used by the Committee, which shall be directly responsible for the appointment,

compensation and oversight of such consultants, legal counsel or other advisors.

- Consider the independence of such consultants, legal counsel or other advisors, as and to the extent required under applicable laws, regulations and listing standards, including, but not limited to, the factors enumerated in Section 10C-1 of the Securities and Exchange Act of 1934, as amended and the rules of the Nasdaq Stock Market.
- Conduct an annual assessment of any compensation consultants or advisors retained by the Committee or management, including the nature and extent of all services provided to the Committee and management, the amount of fees paid, who made or recommended the decision to retain the compensation consultants, the nature of any conflicts of interest raised by the work of the compensation consultants and how any such conflicts of interest have been addressed.
- In accordance with applicable laws, regulations and listing standards, make recommendations to the Board with respect to adoption of any incentive-based compensation recovery or adjustment (“clawback”) policies, and (with the assistance of the Audit Committee) whether the Company will pursue the recovery or adjustment of any incentive-based compensation that is subject to a clawback policy.
- Periodically assess the appropriateness of the Company's stock ownership guidelines and make recommendations to the Board with respect to changes to the guidelines.
- Establish policies regarding hedging or purchase of any financial instrument designed to offset decreases in the market value of equity grants made to directors, executive officers and employees, and periodically monitor compliance with such policies.
- Annually review, jointly with the Corporate Governance/Nominating Committee, leadership development, performance objectives, and succession planning activities led by Company management, report findings and recommend actions to the Board.
- Conduct a review of director compensation at least annually and make recommendations regarding any changes to director compensation.
- Review stockholder proposals related to human resources and compensation and benefits matters, and recommend responses to the Board.
- Periodically receive and assess reports from management regarding the Company's compliance with significant applicable legal, ethical, and regulatory requirements related to human resources and compensation and benefits matters.
- Annually review and evaluate its own performance and report on the results of such self-assessment to the Board.
- Review and reassess the adequacy of this Charter at least annually and make recommendations to the Board for any proposed changes.
- Perform other oversight functions or duties as requested by the Board.

IV. Organizational Matters

Meetings. The Committee will hold meetings at least quarterly. The Committee will keep regular minutes of its meetings, and will regularly update the Board about Committee activities and findings.

Executive Sessions. The Committee will meet periodically in executive session (including executive sessions with its consultants or legal advisors, and with the Company's compliance officers), without Company management present, at such times as it deems appropriate to fulfill the Committee's responsibilities under this charter.

Subcommittees. To the extent permitted by applicable laws, regulations and listing standards, including independence requirements, the Committee may, as deemed appropriate in its sole discretion, delegate any of its responsibilities to subcommittees, and revoke any such delegation at any time, with or without cause. Such subcommittees will promptly report activities and decisions to the full Committee orally or in writing at a subsequent regularly scheduled meeting.

Resources, Access to Information and Advisers. The Committee has the authority to engage consultants and legal advisers as deemed necessary or appropriate, and sole authority to approve the fees and retention terms for and terminate any such consultants and legal advisers. The Company will provide the Committee with the funding and other resources the Committee deems necessary or appropriate to fulfill its responsibilities, including funding to pay for ordinary administrative expenses, and fees to consultants, legal counsel and other advisors.

Unless the Board, the Company's Bylaws or this charter provides otherwise, the Committee may make, alter or repeal rules for

the conduct of its affairs. All references to specific statutes or regulations in this charter are to such statutes or regulations as they may be amended from time to time in the future.

Compensation. Members of the Committee may not receive any fees, directly or indirectly, from the Company or its subsidiaries for their services as Committee members, other than director fees.