



REALNETWORKS, INC.

Charter of the Nominating and Corporate Governance Committee of the Board of Directors

Purpose

The purpose of the Nominating and Corporate Governance Committee of the Board of Directors (the “Board”) of RealNetworks, Inc. (the “Company”) is to ensure that the Board is properly constituted to meet its fiduciary obligations to shareholders and the Company and that the Company has and follows appropriate governance standards. To carry out this purpose, the Nominating and Governance Committee shall: (1) identify prospective director nominees and recommend to the Board the director nominees (A) for election to the Board at any meeting of the shareholders of the Company or (B) to fill vacancies and newly-created directorships, as applicable; (2) develop and recommend to the Board the governance principles applicable to the Company and any modifications or amendments thereto; (3) oversee the evaluation of the Board; and (4) recommend to the Board director nominees for each committee.

Membership

- The Nominating and Corporate Governance Committee shall be comprised of at least two (2) members.
- The members of the Nominating and Corporate Governance Committee shall meet the applicable requirements of The Nasdaq Stock Market and the rules and regulations promulgated by the SEC, as in effect from time to time, including those related to independence.
- The members of the Nominating and Corporate Governance Committee shall be appointed and replaced by the Board.
- The Board may designate one of the members of the Nominating and Corporate Governance Committee as the Chair of the Committee.

Responsibilities and Authority

- Evaluate the current composition, organization and governance of the Board and its committees, evaluate the overall effectiveness of the Board and determine future requirements and make recommendations to the Board for approval;
- Determine on an annual basis desired Board qualifications, expertise and characteristics and conduct searches for potential Board members with corresponding attributes. Identify, evaluate and propose nominees (1) for election to the Board or (2) to fill vacancies on the

Board or newly-created directorships resulting from any increase in the size of the Board, as necessary or advisable. Except as provided by the Company's Bylaws or applicable law, the Board shall approve nominees to stand for election at the annual meeting of shareholders and all new members of the Board; provided that all such nominees and new members must first be approved by the Committee. In performing these tasks the Nominating and Corporate Governance Committee shall have the sole authority to retain and terminate any search firm to be used to identify director candidates and shall have sole authority to approve any such firm's fees and other retention terms;

- Consider any director candidates nominated by the Company's shareholder(s) and determine whether such nomination has been made in accordance with the Company's Bylaws and applicable laws, rules and regulations;
- Oversee the Board performance evaluation process, including conducting surveys of director observations, suggestions and preferences;
- Evaluate, monitor and review any issues regarding the "independence" of the Company's Directors or Director nominees or involving potential conflicts of interest, and evaluate any change of status or circumstances with respect to a Director and determine the propriety of the Director's continued service in light of that change;
- Form and delegate authority to subcommittees when appropriate;
- Evaluate and make recommendations to the Board concerning the appointment of Directors to Board committees, the selection of Board committee chairs, and proposal of the Board slate for election;
- Evaluate and recommend termination of membership of individual Directors in accordance with the Board's governance principles, for cause or for other appropriate reasons;
- Regularly review issues and developments related to corporate governance issues and practices, and formulate and recommend governance standards to the Board;
- Review and reassess the adequacy of this Charter at least annually and make recommendations to the Board for any proposed changes;
- Review and evaluate its own performance at least annually;
- Perform such other duties as may be requested or delegated by the Board from time to time;
- In performing its responsibilities, the Nominating and Corporate Governance Committee shall have the authority to obtain advice, reports or opinions from internal or external counsel and expert advisors; and
- Make regular reports to the Board as to the foregoing as the Nominating and Corporate Governance Committee deems necessary from time to time.

Any individual who is not a member of the Nominating and Corporate Governance Committee shall not take any action that interferes with the Nominating and Corporate Governance Committee's responsibilities or authority or seek to take any action that is within the scope of the delegated responsibilities and authority of the Nominating and Corporate Governance Committee other than at the specific request of the Committee. To the extent the Board has delegated any of its authority to the Nominating and Corporate Governance Committee, any action duly and validly taken by the Nominating and Corporate Governance Committee pursuant to such delegation shall for all purposes constitute an action duly and validly taken by the Board, without the need for any ratification by the Board.

The Nominating and Corporate Governance Committee is authorized and empowered to adopt its own rules of procedure not inconsistent with any provision of this Charter, any provision of the Bylaws of the Company, the laws of the State of Washington or any applicable rule or regulation of an exchange on which the Company's securities are listed.

Meetings

The Nominating and Corporate Governance Committee will meet at least once per year. The Chair of the Nominating and Corporate Governance Committee, in consultation with the other Committee members, shall set meeting times and agendas. Any person who is not a member of the Nominating and Corporate Governance Committee (including other members of the Board, the Company's senior management, outside auditors, legal counsel, consultants and other advisors) may attend meetings of the Nominating and Corporate Governance Committee only upon the invitation of the Chair of the Committee or a majority of the members of the Committee.

Minutes

The Nominating and Corporate Governance Committee will maintain written minutes of its meetings, which minutes will be filed with the minutes of the meetings of the Board.