

CHARTER FOR THE NOMINATING AND CORPORATE GOVERNANCE COMMITTEE OF THE BOARD OF DIRECTORS OF ALTIGEN COMMUNICATIONS, INC.

(Amended and Restated on December 29, 2016)

PURPOSE

The purpose of the Nominating and Corporate Governance Committee (the “*Committee*”) of the Board of Directors (the “*Board*”) of AltiGen Communications, Inc. (the “*Company*”) is to oversee the nomination of directors for service on the Board and its committees and to address general corporate governance and other related matters. The Committee has the authority to undertake the specific duties and responsibilities listed below and will have the authority to undertake such other specific duties as the Board from time to time prescribes.

MEMBERSHIP

The members of the Committee will be appointed by, and will serve at the discretion of, the Board and will consist of at least two (2) members of the Board. Members of the Committee must meet the following criteria:

- each member of the Committees will meet the independence and other requirements for Committee membership established by the Board and applicable laws, regulations and listing requirements applicable to the Company from time to time; and
- each member will be familiar with the Company’s then current bylaws.

The Board shall designate one member of the Committee as the chairperson.

DIRECTOR NOMINATION POLICY

The Committee has been established to serve the interests of the Company and its stockholders to obtain highly qualified candidates with the personal integrity, knowledge, skills, expertise, diversity of experience, ability to make independent analytical inquiries, understanding of the Company’s business environment and willingness to devote adequate time and effort to serve as members of the Board.

RESPONSIBILITIES AND AUTHORITY

The responsibilities and authority of the Committee shall include:

- reviewing and establishing criteria and procedures, as appropriate, for the process of nominating directors for election or appointment to the Board;
- preparing and recommending to the Board, on a periodic basis, the desired qualifications, expertise and characteristics of Board members and assisting the Board in searches for potential Board members with corresponding attributes;
- evaluating, proposing, and recommending nominees for election or appointment to the Board and proposals for the Board slate for election. Considering, evaluating and, as applicable, proposing and recommending stockholder nominees for election to the Board in accordance with the policies and procedures established by the Board;
- evaluating and making recommendations to the Board concerning the appointment of directors to Board committees and the selection of Board committee chairs;
- evaluating and making recommendations to the Board concerning the termination of membership of individual directors for cause;
- evaluating the performance of the Board and of individual directors and overseeing the Board performance evaluation process, including conducting surveys of director observations, suggestions and preferences;

- evaluating the current composition, size, organization and governance of the Board and its committees, determining future requirements and making recommendations to the Board for approval;
- overseeing and implementing, as necessary, director continuing education programs, including compliance with any applicable director continuing education requirements;
- conducting a review on succession planning, as necessary, reporting its findings and recommendations to the Board, and working with the Board in evaluating potential successors to executive management positions;
- reviewing the Committee's own charter, structure, processes and membership requirements; and
- performing such other duties as may be requested by the Board.

INVESTIGATIONS, STUDIES AND OUTSIDE ADVISORS

The Committee may conduct or authorize investigations into or studies of matters within the Committee's scope of responsibility with full access to all of the Company's books, records, facilities and personnel. As appropriate, the Committee may obtain advice and assistance from outside legal, accounting or other advisors at the Company's expense.

MEETINGS

The Committee will determine its own schedule and will meet at least one (1) time each year. The Committee may invite the Chief Executive Officer or any other person to attend meetings as appropriate and consistent with this charter.

MINUTES

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

REPORTS

The Committee shall report regularly to the full Board to summarize its examinations and recommendations, consistent with this charter, and on any other issue that the Committee believes should be brought to the attention of the full Board. Such reports may be made orally or in writing.

COMPENSATION

Members of the Committee shall receive such fees, if any, for their service as Committee members, as may be determined by the Board. Such fees may include retainers or per meeting fees and shall be paid in such form of consideration as is determined by the Board.

DELEGATION OF AUTHORITY

The Committee may, to the extent permitted under applicable law, regulations or listing requirements, and the Company's certificate of incorporation (as amended from time to time) and bylaws (as amended from time to time), form and delegate authority to subcommittees when appropriate.