

**CHARTER OF THE CORPORATE GOVERNANCE, ETHICS AND NOMINATING COMMITTEE
OF THE
BOARD OF DIRECTORS
OF
ENTERASYS NETWORKS, INC. (THE “COMPANY”)**

I. Purpose. The purpose of the Corporate Governance, Ethics and Nominating Committee of the Company (the “Committee”) is to assist the Board of Directors (the “Board”) in identifying qualified individuals to become Board members, determining the composition of the Board and its committees, and assessing the performance of the Board and its committees. The Committee takes a leadership role in the development of the Company’s corporate governance policies and practices, including developing and recommending to the Board the Company’s Corporate Governance Guidelines. To the extent required by applicable rules and regulations or as desired by the Board, the Chairman of the Committee shall serve as the Lead Director.

II. Organization and Governance. The Committee shall consist of not less than two members appointed by the Board, all of whom shall satisfy the independence requirements of the New York Stock Exchange. In order to fulfill its role, the Committee shall be organized and governed in the following manner:

- Committee members will be appointed and removed by the Board;
- Action may be taken by the Committee upon the affirmative vote of a majority of the members;
- A majority of the Committee members shall constitute a quorum;
- Any member of the Committee may call a meeting of the Committee upon due notice to each other member at least forty-eight hours prior to the meeting;
- Action may be taken by the Committee without a meeting if all of the members of the Committee indicate their approval thereof in writing;
- The Committee may delegate its authority to a subcommittee; and
- The Committee may establish such other procedures to govern its operation as it determines are appropriate.

III. Powers. In order to fulfill its role, the Committee shall have the resources and authority necessary to discharge its duties and responsibilities, including the authority to retain a search firm to assist in the identification of director candidates, to retain separate and independent counsel to provide advice and counsel to the Committee, and to retain such other experts or consultants as it deems appropriate, all at the expense of the Company.

IV. Duties and Responsibilities. The principal duties and responsibilities of the Committee include the following as well as such other matters as the Board or the Committee shall deem appropriate:

a. Board Nominees; Committee Appointments; Policies:

- Determine the criteria for selecting Board members, which criteria shall address at a minimum the following factors: independence, diversity, age, integrity, skills, expertise, breadth and depth of experience, industry knowledge and willingness to devote adequate time and effort to Board responsibilities.
- Identify and assess individuals for Board membership, recommend to the Board qualified candidates for election as directors of the Company, and recommend to the Board the director nominees for the next annual meeting of stockholders.
- Identify, assess and recommend to the Board qualified director candidates to serve as committee members on Board committees.
- Review, assess and make recommendations to the Board with respect to: the Company's practices and policies with respect to directors, including retirement policies, Board size, ratio of employee directors to non-employee directors, Board and committee meeting frequency, and Board and committee meeting structure.
- Implement a policy regarding shareholder director nominees.

b. Corporate Governance:

- Develop Corporate Governance Guidelines which address at a minimum: (i) director qualification standards; (ii) director responsibilities; (iii) director access to management and, as necessary and appropriate, independent advisors; (iv) director compensation; (v) director orientation and continuing education; (vi) management succession; and (vii) annual performance evaluation of the Board.
- Review and assess the adequacy of the Company's policies and practices on corporate governance, including the Company's Corporate Governance Guidelines. Recommend proposed changes to these policies and practices to the Board for approval.

- Review and assess the adequacy of the charters adopted by each Board committee, the functions, duties and composition of the committees, and compensation for committee members, and make recommendations to the Board with respect thereto.
- Evaluate, among other things: (i) composition and independence of the Board; (ii) access to and review of information from management; (iii) responsiveness of the Board to stockholder concerns; (iv) delineation of Board and management powers; (v) interaction between and among directors; (vi) education and development of directors; and (vii) maintenance and implementation of the Corporate Governance Guidelines.
- Establish and oversee a system by which corporate employees and other interested parties can, on a confidential basis, provide information concerning possible illegal or unethical conduct regarding the Company.
- Review and assess the adequacy of new director orientation and existing director continuing education.
- Oversee the Company's senior management succession plans.
- Periodically as circumstances warrant, but at least annually, meet with the Company's Compliance Officer whose sole responsibility shall be to report to and communicate with the Committee and senior management, including the internal auditor, on matters of corporate ethics and governance.

c. Performance Evaluation; Reporting:

- Assist the Board in the Board's annual evaluation of the Board's performance and the performance of the Board's committees, and make recommendations to improve the performance of the Board and its committees.
- At least annually, review and assess the Committee's performance and the adequacy of this charter and submit a performance evaluation and any recommendations to improve the performance of the Committee or to revise this charter to the Board for approval.
- Keep regular minutes of its meetings and regularly report to the Board on Committee activities.