

WIND RIVER SYSTEMS, INC.
NOMINATING COMMITTEE CHARTER
Adopted April 1, 2004

I. PURPOSES

The Nominating Committee (the “Committee”) of the Board of Directors (the “Board”) of Wind River Systems, Inc. (the “Company”) shall (i) identify the individuals qualified to become members of the Board consistent with criteria established by the Board, (ii) recommend to the Board the persons to be nominated as directors for election at the annual meeting of stockholders and (iii) review and recommend to the Board changes to the size and/or composition of the Board and/or committees thereof.

In discharging its role, the Committee is empowered to inquire into any matter it considers appropriate to carry out its responsibilities, with access to all books, records, facilities and personnel of the Company. The Committee has the power to retain outside counsel, consultants or other advisors to assist it in carrying out its activities. The Company shall provide adequate resources to support the Committee’s activities, including compensation of the Committee’s counsel, consultants and other advisors. The Committee shall have the sole authority to retain, compensate, direct, oversee and terminate counsel, consultants, and other advisors hired to assist the Committee, who shall be accountable ultimately to the Committee.

II. COMMITTEE MEMBERSHIP

The Committee shall consist of three or more members of the Board, each of whom the Board has selected and determined to be “independent” in accordance with applicable rules of the Securities and Exchange Commission and the Nasdaq National Market (“Nasdaq”). Committee members shall serve as set forth in Article IV, Section 24(c) of the Bylaws of the Company. The Chairman of the Committee shall be appointed from among the Committee members by, and serve at the pleasure of, the Board to convene and chair meetings of the Committee, set agendas for meetings, and determine the Committee’s information needs. In the event the Board does not designate a Chairman, the Committee members may appoint their own Chairman by majority vote. In the absence of the Chairman at a duly convened meeting, the Committee shall select a temporary substitute from among its members.

III. COMMITTEE MEETINGS

The Committee shall meet on a regularly scheduled basis at least once per year or more frequently as circumstances dictate. The Committee shall establish its own schedule. Meetings of the Committee may be held telephonically and shall conform to the requirements of Article IV, Section 24(d) of the Company’s Bylaws regarding matters of procedure, including, without limitation, those regarding notice and quorum.

IV. KEY RESPONSIBILITIES

The following responsibilities are set forth as a guide for fulfilling the Committee’s purpose, with the understanding that the Committee’s activities may diverge as appropriate given

the circumstances. The Committee is authorized to carry out these activities and other actions reasonably related to the Committee's purposes or assigned by the Board from time to time:

1. identify and review the qualifications of potential nominees to the Board, including incumbent directors and candidates recommended by the stockholders;
2. identify a slate of nominees to be proposed by the Company for election at each annual meeting of stockholders;
3. recommend to the Board potential director nominees to fill any vacancy on the Board;
4. periodically review the size and composition of the Board and its committees and recommend any changes to the Board for its consideration;
5. develop and recommend to the Board criteria to identify and evaluate prospective candidates for the Board;
6. assume a leadership role in providing to the Board and its committees guidance in evaluating their performance;
7. review and reassess the adequacy of this Charter annually, and recommend to the Board amendments as the Committee deems appropriate;
8. report regularly to the Board on Committee findings and recommendations and any other matters the Committee deems appropriate or the Board requests; and
9. maintain minutes or other records of Committee meetings and activities.