

MOSYS, INC.
CORPORATE GOVERNANCE GUIDELINES

The Board of Directors (the “Board”) of MoSys, Inc. (the “Company”) has developed corporate governance practices to help it fulfill its responsibilities to the Company’s stockholders.

Responsibilities of the Board of Directors

1. **General Responsibility.** The responsibility of the Board of Directors is to manage or direct the management of the business and affairs of the Company. The Board fulfills this responsibility primarily through its selection of the Chief Executive Officer, or CEO, and the Board’s review of the conduct of the Company’s business by the CEO and senior management.
2. **Implementation.** The Board holds regular meetings at which management reports on operations, financial matters, strategic plans and other significant corporate matters. The Board also has standing committees, as described below, to which management must report periodically regarding matters such as selection of auditors, internal controls, legal compliance and executive compensation. Each committee has the power to approve, modify or reject management’s recommendations and proposals.

Board Composition and Selection

3. **Board Size.** In accordance with the Company’s Bylaws, the number of directors may range from three to thirteen. The Board believes that five directors is an appropriate number in light of the Company’s current size and level of operations, but that a larger Board may be appropriate in the future, depending on the circumstances. The Company does not have a classified Board, or staggered terms of service.
4. **Selection of Board Members.** All Board members are elected annually by the Company’s stockholders, unless selected to fill a vacancy. The Board recommends director nominees for election at the annual meeting of stockholders. The Board’s recommendations are based on its determination as to the suitability of the nominees, taking into account the membership criteria discussed below. The Board may fill vacancies in existing or new director positions. A director appointed to fill a vacancy will serve only until the next election of directors by stockholders unless elected by the stockholders to a further term at such time.
5. **Invitation to Join the Board.** The invitation to join the Board will be extended by the Company’s Chairman of the Board or the CEO.

6. **Board Membership Criteria.** Annually, prior to approving nominations for director to be presented as management's slate at the annual meeting, the Board reviews and assesses the suitability of each individual Board member, taking into account his or her individual skills, expertise, industry and business experience, and other relevant considerations.
7. **Board Composition.** A majority of the Board will consist of directors who are "independent" under Section 10A of the Securities Exchange Act of 1934 (the "Exchange Act"), the listing standards of The NASDAQ Stock Market, Inc. ("Nasdaq") and other applicable rules and regulations regarding independence in effect from time to time.
8. **Inside Directors.** The Board anticipates that the Company's CEO will be nominated annually to serve on the Board. The Board may also nominate other members of the Company's management who satisfy the Board membership criteria.
9. **Term Limits.** The Board does not believe it should limit the number of terms for which an individual may serve as a director.
10. **Retirement.** The Board has not established a fixed retirement age for directors, and prefers to focus on whether the candidate satisfies the selection criteria.
11. **Selection of Chairman and CEO.** The Board will select the Chairman and CEO in the manner that it determines to be in the best interests of the Company's stockholders. The Board has no policy with respect to separation of the roles of Chairman and CEO.
12. **No Specific Limitation on Other Board Service.** The Board does not believe that directors should be prohibited from serving on boards or committees of other organizations, as long as such other service does not affect the director's independence or interfere with the fulfillment of his or her duties to the Company.

Board Meetings and Performance

13. **Number of Meetings.** The Board meets on a regular basis at least four times each year. The Board also acts by written consent, and holds special meetings and telephone conferences as needed. Additional meetings may be called by the Board, the Chairman, the CEO, or any two directors in accordance with the Company's Bylaws. It is the responsibility of directors to attend meetings.
14. **Agenda.** The Chairman or CEO sets the agenda for each Board meeting, but Board members may suggest additional agenda items. The Board considers operating budgets and long range plans periodically.
15. **Distribution of Materials.** All material information relevant to the Board's understanding of matters to be discussed at an upcoming Board meeting is distributed in writing or electronically to all members in advance, unless doing so would be likely to compromise the confidentiality of extremely sensitive information, or it is not feasible to provide written materials prior to the meeting.

16. **Access to Management and Employees.** The Board will have such access to the Company's management and other employees as the directors deem necessary to obtain information relevant to the fulfillment of the Board's responsibilities. The Board may direct management to invite Company personnel to any Board meeting at which their presence and expertise would be helpful to the Board.
17. **Executive Sessions of Independent Directors.** The independent directors of the Board may meet in executive sessions as they deem necessary. Currently, the Audit Committee and the Compensation Committee meet periodically without the presence of management directors or other management personnel. These executive session discussions may include such topics as the independent directors determine.

Committees

18. **Reliance on Management and Consultants.** The Board is entitled to rely upon management and such counsel, accountants, auditors and other expert advisors and consultants as it deems appropriate. The Board and each Committee have the authority to select, retain, terminate and approve the fees and other retention terms of such consultants, which fees will be borne by the Company.
19. **Number and Structure of Committees.** The Board has three standing committees: Audit and Compensation. The Board may add new committees and, in accordance with the Bylaws, may delegate such duties to specified committees as the Board deems appropriate. Each committee selects its own Chairman, schedules its own meetings and sets the agenda for each meeting.
20. **Audit Committee.** The Audit Committee performs the tasks identified in the Audit Committee Charter, as it may be amended from time to time. The Audit Committee also addresses the tasks specified for audit committees in Section 10A of the Exchange Act. In addition, the Audit Committee currently serves as the Company's qualified legal compliance officer. All members of the Audit Committee are independent directors.
21. **Compensation Committee.** The Compensation Committee is responsible for reviewing, recommending and approving the compensation policies and benefits, including the compensation of all of executive officers of the Company. The Compensation Committee also has the principal responsibility for the administration of the Company's employee stock option and stock purchase plans, including approving stock option grants to executive officers.
22. **Technology Strategy Committee.** The Technology Strategy Committee is responsible for overseeing the development, planning and implementation of the Company's long-term intellectual property strategy.

Compensation and Share Ownership.

23. **Director Compensation.** The Company currently does not pay cash remuneration to directors, but does reimburse their expenses, if any, of attending Board meetings. The Company's stock option plan provides for an automatic grant of options to purchase 20,000 shares of Common Stock to each outside director annually. With the approval of a majority of the disinterested directors, the Board may authorize other option grants to outside directors. Management directors receive compensation, including option grants, as approved by the Compensation Committee.
24. **Share Ownership of Directors.** The Board believes that directors should be stockholders and have a financial stake in the Company. While the Board does not believe it appropriate to specify the level of ownership for individual directors, it is anticipated that each director will develop meaningful ownership position in the Company overtime, primarily through the exercise of options granted annually to each outside director, which options typically vest ratably during the year.

Miscellaneous.

25. **Confidentiality.** The proceedings and deliberations of the Board and its committees are treated as confidential. Each director will maintain the confidentiality of information received in connection with his or her service as a director, subject to the Company's legal disclosure obligations.
26. **Disclosure of Corporate Governance Principles.** These guidelines are available on the Company's website at [www.mosys.com/\[investor relations\]/](http://www.mosys.com/[investor relations]/).