

**RADISYS CORPORATION
COMPENSATION AND DEVELOPMENT COMMITTEE CHARTER**

(Approved 10-24-05)

Purpose

The purpose of the Compensation and Development Committee (the "Committee") of RadiSys Corporation (the "Company") shall be to:

- approve the compensation strategy for the officers of the Company;
- approve and evaluate the compensation of the officers of the Company and its affiliates (and their performance relative to their compensation) and assure that they are compensated effectively and in a manner consistent with the stated compensation strategy of the Company, internal equity considerations, competitive practices and applicable laws, rules and regulations;
- oversee the existence and implementation of an executive staffing plan for the current and anticipated future leadership needs of the Company;
- oversee the existence and administration of an executive development program, including performance evaluation of the Company's officers; and
- communicate to the Company's stockholders regarding the Company's compensation policies and the reasoning behind such policies as required by applicable laws, rules and regulations.

Committee Membership

The Committee shall consist of members of the Company's Board of Directors (the "Board") and have no fewer than three members. The members of the Committee shall meet the applicable independence and experience requirements of the Nasdaq Stock Market and other applicable laws, rules and regulations.

In addition, each member of the Committee also shall satisfy all requirements necessary from time to time to be "disinterested directors" under Securities and Exchange Commission Rule 16b-3 and qualified "outside directors" under Section 162(m) of the Internal Revenue Code and related regulations, all as amended from time to time.

The members of the Committee shall be recommended by the Nominating and Corporate Governance Committee and shall be elected by the Board at its first meeting following the Company's annual meeting of stockholders and shall serve until their successors shall be duly elected and qualified. Unless a Chair is elected by the full Board, the members of the Committee shall designate a Chair by majority vote of the full Committee membership.

Meetings

The Committee shall meet as often as it determines, but not less than semi-annually. The Chairman of the Committee, the Chairman of the Board or the Chief Executive Officer of the Company (the "CEO") may call meetings of the Committee. All meetings of and other actions by the Committee shall be held and taken pursuant to the Bylaws of the Company, including Bylaw provisions governing notice of meetings and waiver thereof, the number of Committee members required to take actions at meetings and by written consent, and other related matters.

The Committee may request any officer or employee of the Company, the Company's outside counsel or the Committee's counsel or other advisors to attend a meeting of the Committee or to meet with any members of, or advisors or consultants to, the Committee.

Reports of meeting of and actions taken at a meeting or by consent by the Committee since the most recent Board meeting shall be made by the Committee Chairman or his or her delegate to the Board at its next regularly scheduled Board meeting or action and shall be accompanied by any recommendation from the Committee to the Board. In addition, the Committee Chairman or his or her delegate shall be available to answer any questions the other directors may have regarding the matters considered and actions taken by the Committee.

Committee Authority and Responsibilities

The Committee shall have the following responsibilities and authority:

Compensation of Directors, the CEO and Other Officers

1. Review from time to time, modify as necessary and approve (a) the Company's corporate goals and objectives relevant to executive compensation and (b) the structure of the Company's executive compensation to ensure that such structure is appropriate to achieve the Company's objectives of rewarding the Company's executive officers appropriately for their contributions to the Company's growth and profitability and the Company's other goals and objectives and linking the interests of the Company's executive officers to the long term interests of the Company's equity owners through a mix of long- and short-term incentives and features that include downside risk as well as upside potential.

2. Determine and approve, and periodically evaluate, the compensation (and performance relative to compensation) of the CEO and the other officers, as that term is defined in Section 16 of the Securities Exchange Act of 1934, as amended, and Rule 16a-1 thereunder and determine the amounts and individual elements of total compensation for such persons and consistent with the Company's corporate goals and objectives. This responsibility and authority shall apply to all

newly hired officers of the Company. In determining the officers' compensation, the Committee shall consider, among other things, the:

- (a) Company's performance and relative stockholder return;
- (b) Value of similar incentive awards to officers at comparable companies; and
- (c) Awards given to the officers in prior years.

3. Approve revisions to the Company's executive salary range structure and annual salary increase guidelines, and discuss all such compensation arrangements with the CEO.

4. The CEO may be present during deliberations relating to compensation of all officers other than the CEO, but may not vote.

5. The Committee will periodically review director compensation and make a recommendation to the Board regarding any proposed changes in director compensation.

Incentive and Equity Plans and Other Employee Benefits

5. As directed under such plans, periodically evaluate the terms and administration of the Company's annual and long-term incentive plans to assure that they are structured and administered in a manner consistent with:

- (a) The Company's goals and objectives as to participation in such plans;
- (b) Target annual incentive awards;
- (c) Corporate financial goals;
- (d) Actual awards paid to the Company's officers; and
- (e) Total funds reserved for payment under the compensation plans.

6. As directed by such plans, periodically evaluate (and approve any proposed amendments) to existing equity-related plans and evaluate and approve the adoption of any new equity-related plans and determine when it is necessary (based on advice of counsel) or otherwise desirable to (a) amend, terminate or supplement any such plans or (b) submit such amendment or adoption to a vote of the full Board and/or the Company's stockholders.

7. As directed under such programs, periodically evaluate the Company's employee benefit programs and approve any significant changes therein and determine when it is necessary (based on advice of counsel) or otherwise desirable to submit any such changes to a vote of the Board and/or the Company's stockholders.

Other

8. Prepare the Compensation Committee Report to be included in the Company's proxy statement in accordance with applicable laws, rules and regulations.
9. To obtain on an annual basis surveys of executive compensation for companies comparable to the Company, as the Committee may deem appropriate, for purposes of evaluation executive compensation and have sole authority to retain (including approval of the fees and terms of engagement), oversee and terminate independent legal, accounting or other advisors, including, without limitation, compensation consultants to assist in evaluating the compensation of the CEO and other officers. The Company shall provide for appropriate funding for payment of compensation to any advisors or consultants employed by the Committee and for the appropriate surveys of executive compensation.
10. Annually review and reassess the adequacy of this Charter and recommend any proposed changes to the Board for approval.
11. Annually review the Committee's own performance.
12. Delegate authority to the Chair and one or more members, as the Committee deems necessary, provided that the decisions of such members shall be presented to the full Committee at its next scheduled meeting.
13. Develop and periodically review and revise, as appropriate, a management succession plan and related procedures. Consider and recommend to the Board candidates for successor to the CEO and, with appropriate consideration of the CEO's recommendations, candidates for successors to other officers, in each case when vacancies shall occur in those offices.
14. Review periodically and assess executive development programs for the Company's officers.
15. Perform such other duties and responsibilities as may be assigned to the Committee by the Board or the Chairman of the Board or as designated in plan documents.

Rule 162(m) Considerations

The Committee may condition its approval of any compensation on ratification by the full Board of Directors to the extent required to comply with applicable laws, rules and regulations, including, without limitation, Rule 162(m) of the Internal Revenue Service.