

RADISYS CORPORATION CORPORATE GOVERNANCE GUIDELINES

To promote transparency of corporate processes and maintain the trust of our shareholders, the Board of Directors (the “Board”) of RadiSys Corporation (the “Company” or “RadiSys”) has adopted the following Corporate Governance Guidelines.

1. Role of the Board. The Board of Directors, which is elected by the shareholders, is the ultimate decision-making body of the Company, except with respect to matters reserved to the shareholders. The Board of Directors selects the Chief Executive Officer and shall approve the selection of the other executive officers of the Company, who are charged with directing the Company's business. The primary function of the Board of Directors is therefore oversight – defining and enforcing standards of accountability that enable the Company's executive officers to execute their responsibilities fully and in the interests of shareholders. For purposes of these Guidelines, the term "executive officers" shall have the meaning given to such term by the Securities Exchange Act and the rules and regulations promulgated thereunder.

Directors shall exercise their business judgment to act in what they reasonably believe to be the best interests of the Company and its shareholders. In discharging that obligation, directors may rely on the honesty and integrity of the Company's executive officers and its outside advisors and auditors.

The Board’s specific responsibilities include:

- a. Selecting, evaluating, retaining and compensating the Company’s CEO, and providing oversight of the selection, evaluation, retention and compensation of the other executive officers;
- b. Approving and monitoring the Company’s overall strategic plan, operating goals, annual operating plans and major corporate actions;
- c. Helping develop strategies to address major risks facing the Company; and
- d. Establishing policies designed to maintain the financial, legal and ethical integrity of the Company.

2. Board Composition.

- a. Majority of Independent Directors. A majority of the members of the Board will satisfy the requirements for director independence under the rules and regulations of the Nasdaq Stock Market, Inc. (“Nasdaq”), the Securities Act of 1933, the Securities Exchange Act of 1934 and the rules and regulations promulgated by the Securities and Exchange Commission.
- b. Number of Directors. The target size of the Board is six to nine members. The Board will consider revising the size of the Board to accommodate the availability

of qualified candidates based on the recommendations of the Nominating and Corporate Governance Committee and consistent with the Company's articles of incorporation and bylaws.

- c. Membership Requirements. Directors should satisfy the following basic requirements for membership on the Board:
- i. Ethics: Directors should be persons of good reputation and character who conduct themselves in accordance with high personal and professional ethical standards, including the policies set forth in the Company's Code of Conduct.
 - ii. Business and Professional Activities: Directors should maintain a professional life active enough to keep them in contact with the markets, the business and technical environments and the communities in which the Company is active. Because this exposure is a main factor in selecting and retaining directors, a significant position or title change will be seen as reason to review a director's membership on the Board.
 - iii. Time: Directors should have the time and willingness to carry out their duties and responsibilities effectively, including time to study informational and background material and to prepare for meetings. Directors should attempt to arrange their schedules to allow them to attend all scheduled Board and committee meetings.
 - iv. Social/Political/Economic Awareness: Directors should maintain active awareness of changes in the world about them in the broadest possible number of relevant spheres, including economic, social and political spheres.
 - v. Health: Directors should be sufficiently healthy, mentally and physically, to attend and contribute actively to most Board and committee meetings.
 - vi. Conflicts of Interest: Each director should not, by reason of any other position, activity or relationship, be subject to any conflict of interest that would impair the director's ability to fulfill the responsibilities of a member of the Board of Directors.
 - vii. Service on Other Boards. A director who also serves as CEO or in an equivalent position should not serve on more than two boards of public companies in addition to the Board, and any other director should not serve on more than four other boards of public companies in addition to the Board.
 - viii. Commitment to Overall Performance: Directors should understand and commit to the predominance of overall RadiSys performance over any particular area of personal interest.

- d. Selection, Tenure and Retirement of Board Members.
- i. Selection of New Director Candidates. The Nominating and Corporate Governance Committee will recommend candidates to serve on the Board for selection by the entire Board of Directors. Invitations to join the Board should be extended on behalf of the Board by the Chairman of the Nominating and Corporate Governance Committee.
 - ii. Annual Review. The Nominating and Corporate Governance Committee, in consultation with the CEO and the Chairman of the Board, will review each director's continuation on the Board every year. This review will include determination of independence as well as consideration of skills, experience and other criteria in the context of the needs of the Company.
 - iii. Change in Status of Board Members. If a question arises as to whether a director continues to meet the requirements for service on the Board, that director will submit the question to the Nominating and Corporate Governance Committee, which will consider the matter and make a recommendation to the Board. If the Board determines that a director no longer meets the basic membership requirements, the director will be asked to resign. It is not the Board's view that a director who retires or has a change in job responsibility during the director's tenure as a director must necessarily leave the Board. There should, however, be an opportunity for the Board through the Committee to review the continued appropriateness of Board membership under these circumstances.
 - iv. Employee Director's Resignation from Company. A director whose employment with the Company terminates (including termination by retirement or early retirement) will tender his or her resignation from the Board to the Nominating and Corporate Governance Committee.
 - v. Resignation at Retirement Age. A director will resign from the Board at the annual shareholders' meeting next following the director's 70th birthday.
- e. Balanced Representation. Effort will be made to maintain representation on the Board directors who have substantial and direct experience in areas of importance to the Company.
- f. Election of Directors from Acquired Companies Normally the Board will not consider electing an individual as a director because that person owns, or has owned, any company acquired by RadiSys. When such a person is considered, the Board will weigh reporting relationships, stock ownership and Board balance along with the factors listed above.

3. Board Committees.

- a. Committees. The Board will at all times have an Audit Committee, a Compensation and Development Committee and a Nominating and Corporate Governance Committee. The Board may from time to time establish additional committees. Each committee will adopt a charter.
- b. Independence and Other Requirements of Committee Members. All members of the Audit, Compensation and Development and Nominating and Governance Committees are required to be independent under the rules and regulation of Nasdaq, the Securities Act of 1933, the Securities Exchange Act of 1934 and the rules and regulations promulgated by the Securities and Exchange Commission. In addition, members of the Audit Committee must meet the enhanced standard of independence under the Nasdaq rules. Members of committees must also satisfy any other requirements under the Nasdaq rules.
- c. Committee Assignments. The Chairman of the Board, after consultation with individual Board members, will recommend to the Nominating and Corporate Governance Committee the assignment of directors to the various committees of the Board. The Committee will then make its recommendation to the full Board for approval. This process will be performed on an annual basis. Consideration should be given to rotating committee members periodically but rotation is not mandated.
- d. Committee Chairs. The Chairman of the Board will recommend to the Committee the assignment of chairs to each committee each year. The Committee will then make its recommendation to the full Board for approval. Absent special circumstances, no director will serve as chair of more than one committee. Although no specific time limitation for serving as a committee chair is mandated, committee chairs should generally be changed at least once in any three-year period.
- e. Meetings and Agenda. The chairman of each committee, in consultation with the Chairman of the Board and other committee members, will determine the frequency and length of the meetings of the committee. The chairman of each committee, in consultation with committee members, the Chairman of the Board and appropriate members of management, will also develop the committee's agenda.
- f. Advisors. The Board and its committees have the authority to hire any independent legal, financial or other advisors they may deem advisable, without consulting with or obtaining the approval of any officer of the Company.
- g. Audit Committee Financial Expert. The Audit Committee should have one member that qualifies as an "audit committee financial expert" as defined by applicable rules of the SEC under Section 407 of the Sarbanes-Oxley Act. The Board shall be responsible for determining the qualification of an individual to

serve on the Audit Committee as a designated “audit committee financial expert.” In light of this responsibility of the Board, the Nominating and Corporate Governance Committee shall coordinate closely with the Board in screening any new candidate and in evaluating whether to re-nominate any existing director who may serve in this capacity.

4. Board Leadership.

- a. The Board should have flexibility to decide whether it is best for the Company at a given point in time for the roles of the Chief Executive Officer and Chairman of the Board to be separate or combined and, if separate, whether the Chairman should be selected from the independent directors or be an employee.
- b. Whenever the Chairman of the Board is not an independent director, the independent directors shall: (a) select from among themselves a continuing Presiding Independent Director who will preside at one or more separate meetings of the “Non-Management Directors” (which will include the independent directors and any other directors who are not officers of the Company even though they may have another relationship to the Company or its management that prevents them from being independent directors) or (b) adopt a procedure for selecting from among themselves a specific Presiding Independent Director to preside at each such separate meeting. The Presiding Independent Director, if there is only one, or the procedure for selecting different Presiding Independent Directors throughout the year, shall be identified as such in the Company's annual proxy statement to facilitate communications by stockholders and employees with the Non-Management/Independent Directors. Such Presiding Independent Director also may be responsible for representing the Non-Management/Independent Directors with respect to certain matters as to which the views of the Non-Management/Independent Directors are sought pursuant to specific provisions of this policy or otherwise in a manner consistent with this policy and with such other responsibilities that the independent directors as a whole might designate from time to time. Unless another selection is made by the Independent Directors, the Chairman of the Nominating and Corporate Governance Committee shall be the Presiding Independent Director.

5. Director Compensation. The Board will determine the form and amount of director compensation. The Compensation and Development Committee will periodically review director compensation and make a recommendation to the Board regarding any proposed changes in director compensation. The Compensation and Development Committee will consider that directors’ independence may be jeopardized if director compensation and perquisites exceed customary levels, if the Company makes substantial charitable contributions to organizations with which a director is affiliated, or if the Company enters into consulting contracts with (or provides other indirect forms of compensation to) a director or an organization with which the director is affiliated. Directors are expected to comply with stock ownership guidelines periodically established by the Compensation and Development Committee and the Board of Directors.

6. Annual Performance Evaluations. The directors will evaluate annually the effectiveness of the Board and the committees on which they serve. The Nominating and Governance Committee will receive the comments from the directors and report annually to the Board with an assessment of the performance of the Board and its committees.
7. Officer Compensation Review; No Loans. Each year the Compensation and Development Committee will approve goals to be used as a basis for compensating the CEO, and will determine the CEO's compensation based on his or her performance in light of those goals. The Compensation and Development Committee will also annually approve the compensation structure for the Company's other executive officers, and will approve the compensation of each executive officer based on the officer's individual performance. The Company will not make extensions of credit in the form of personal loans to directors or executive officers.
8. Director Access to Officers and Employees.
 - a. Access. Directors will have full and free access to officers and employees of the Company. Any meetings or contacts that a director wishes to initiate may be arranged directly by the director or through the Company's Secretary or the CEO. Directors will use their judgment to ensure that any such contact is not disruptive to the business operations of the Company and will, to the extent not inappropriate, copy the CEO on any written communications between a director and an officer or employee of the Company.
 - b. Officer Attendance at Board Meetings. The CEO will determine which of the Company's executive officers should be in regular attendance at Board meetings. The CEO may, from time to time, invite other officers or employees to Board meetings with the approval of the Chairman of the Board.
9. Agenda for Board Meetings The Chairman of the Board will establish the agenda for each Board meeting. At the beginning of the year the Chairman will establish, or cause to be established, a schedule of agenda subjects to be discussed during the year (to the degree this can be foreseen). Each Board member is free to suggest the inclusion of items on the agenda. Each Board member is free to raise at any Board meeting subjects that are not on the agenda for that meeting. The Board will review the Company's long-term strategic plans and the principal issues that the Company will face in the future during at least one Board meeting each year.
10. Meetings of Non-Management Directors. Independent directors will meet on a regularly scheduled basis in executive session without the CEO or other members of the Company's management. The Chairman of the Board, if he is an independent director, will preside at these meetings. If the Chairman of the Board is not an independent director, and independent director to preside will be appointed periodically.
11. Director Orientation and Continuing Education. The Nominating and Corporate Governance Committee will be responsible for developing and implementing (a) an orientation program for new directors, and (b) a plan for periodically providing

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instruction to directors on subjects that would assist them in discharging their responsibilities.

12. Succession Planning. The Board will work with the Compensation and Development Committee to identify and evaluate potential successors to the CEO. The CEO should make available to the Board his or her recommendations and evaluations of potential successors.