

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 appointed to the Board between annual meetings of stockholders. The Board recommends director nominees for election at each 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. **Management 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 a Chairman, if deemed necessary or appropriate, 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 ~~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. **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.
16. **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

17. **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.
18. **Committees of the Board.** The Board has two standing and active 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.
19. **Audit Committee.** The Audit Committee is responsible for overseeing the accounting and financial reporting processes and audits of the Company's financial statements. The Audit Committee also is charged with reviewing reports regarding violations of the Company's code of ethics and complaints with respect thereto, and internal control violations under the whistleblower policy are directed to the Chairman of the Audit Committee. The responsibilities of the Audit Committee are described in the Audit Committee Charter adopted by the Board. All Audit Committee members are independent, as determined in accordance with Rule 5605(a)(2) of the NASDAQ listing rules and Rule 10A-3 of the Exchange Act.
20. **Compensation Committee.** The Compensation Committee is responsible for reviewing, recommending and approving the Company's compensation policies and benefits, including the compensation of executive officers and directors. The Compensation Committee also has the principal responsibility for the administration of the Company's equity incentive and stock purchase plans.

Compensation and Share Ownership

- 21. 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 2010 Equity Incentive Plan provides that each non-employee director shall be granted an award to acquire up to 120,000 shares upon his or her initial appointment or election to the Board. The Company's 2010 Equity Incentive Plan also permits the Board to establish by resolution the number of shares, up to a maximum of 40,000 each year for each non-employee director, to be covered by annual option grants or other awards for each year of service on the Board. Management directors receive compensation, including option grants, as approved by the Compensation Committee.
- 22. 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 over time, primarily through the exercise of options granted annually to each outside director

Miscellaneous

- 23. 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.
- 24. 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%20relations/).