RADISYS CORPORATION
CORPORATE GOVERNANCE GUIDELINES
(Amended and restated as of July, 2016)

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, 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 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 of 1934 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. Assessing the major risks facing the Company and helping develop strategies to address these risks;

d. Periodically assessing the effectiveness of policies to facilitate communication between the Company's shareholders, management and directors; and

e. Establishing policies designed to maintain the financial, legal and ethical integrity of the Company.

The Company's senior officers, under the direction of the CEO, are responsible for the operations of the Company, implementation of the strategic, financial, and management policies of the Company, identifying, assessing and managing risk and risk mitigation strategies, preparation of financial statements and other reports that accurately reflect requisite information about the Company, and timely reports that inform the Board about the foregoing matters.

These policies are not intended as binding legal obligations or inflexible requirements, and are not intended to interpret applicable laws and regulations or modify the Company's articles of incorporation or bylaws.

2. Board Composition.

a. Majority of Independent Directors. A majority of the members of the Board will satisfy director independence and experience requirements of the Nasdaq Stock Market listing standards (as they may be amended from time to time, the "listing standards"), the Securities Act of 1933, the Securities Exchange Act of 1934 and the rules and regulations promulgated by the Securities and Exchange Commission ("SEC").

b. Number of Directors. Under the Company's bylaws, the number of directors of the Company shall be at least three and no more than eleven. 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 and Ethics*. Candidates for director, as a condition to nomination for election, reelection or appointment to the Board and for continued service on the Board, shall consent to and acknowledge in writing all policies and guidelines applicable to directors, including the Company's *Code of Conduct and Ethics*.

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 in the broadest possible number of relevant spheres, including economic, social and political spheres.

v. 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. Each independent director is expected to disclose promptly to the Board any existing or proposed relationships with the Company (other than service as a board member or on board committees) which could affect the independence of the director under applicable listing standards or any additional standards as may be established by the Board from time to time, including direct relationships between the Company and the director and his or her family members, and indirect relationships between the Company and any business, nonprofit or other organization in which the director is a general partner or manager, officer, or significant shareholder, or is materially financially interested.

vi. Diversity: Diversity, including differences in backgrounds, qualifications and personal characteristics, is an important factor for the effectiveness of the Board's oversight of the Company and should be considered along with all other factors.

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. A director should advise the Chairman of the Board in advance of accepting an invitation to serve on another company's board.

d. Selection, Tenure and Retirement of Board Members.

i. Selection of New Director Candidates. The Board and the Nominating and Corporate Governance Committee are responsible for selecting members of the Board and recommending them for election by the shareholders. The Board has delegated the selection and initial evaluation of potential directors to the Nominating and Corporate Governance Committee. The Nominating and Corporate Governance Committee will select, evaluate and recommend director nominees, including director nominees timely proposed by the Company's shareholders in accordance with the Company's bylaws, based on the membership requirements described above. The Nominating and Corporate Governance Committee will recommend director candidates for selection by the entire Board. 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 and the membership requirements described above.

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 Nominating and Corporate Governance 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. Retirement Age. It is the policy of the Company that an independent director shall not serve as a director beyond the end of an elected term during which the director achieves his or her 70th birthday, provided that the full Board may on an annual basis unanimously re-nominate a candidate over 70 years of age for another term due to special circumstances based on a director's particular contributions and expertise.

e. Balanced Representation. Effort will be made to maintain representation on the Board 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, copies of which will be available on the Company's website.

b. Independence and Other Requirements of Committee Members. The Board will determine that all members of the Audit, Compensation and Development and Nominating and Corporate Governance Committees are independent as defined by the listing standards, the Securities Act of 1933, the Securities Exchange Act of 1934 and the rules and regulations promulgated by the SEC. In addition, members of the Audit Committee and the Compensation and Development Committee must meet the enhanced standard of independence under the listing standards and the SEC rules. Members of the Compensation and Development Committee must also qualify as "outside directors" as defined by Section 162 (m) of the Internal Revenue Code of 1986, as amended, and as "disinterested directors" as defined in Rule 16b-3 under the Securities Exchange Act of 1934. Members of committees must also satisfy any other requirements under the listing standards.

c. Committee Assignments. On an annual basis, the Nominating and Corporate Governance Committee will consult with the Chairman of the Board and then make its recommendation to the full Board for the appointees to be selected by the Board for service on the committees of the Board, taking into consideration such factors as the Nominating and Corporate Governance Committee deems appropriate. Consideration should be given to rotating committee members periodically but rotation is not mandated.

d. Committee Chairs. The Nominating and Corporate Governance Committee will consult with the Chairman of the Board and then make its recommendation to the full Board for the appointees to be selected by the Board for service as chairs of the committees of the Board, taking into consideration such factors as the Nominating and Corporate Governance Committee deems appropriate. 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 conduct investigations and retain (including approval of the fees and terms of engagement), oversee and terminate independent legal, accounting, compensation or other advisors or consultants they may deem advisable, without consulting with or obtaining the approval of any officer of the Company. The Company shall provide for appropriate funding for payment of compensation to any advisors or consultants employed by the Board or its committees.

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 has 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 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 shareholders and employees with the independent directors. Such Presiding Independent Director also may be responsible for representing the independent directors with respect to certain matters as to which the views of the 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. Risk Oversight. The Board should understand the principal risks associated with the Company's business on an ongoing basis and it is the responsibility of management to assure that the Board and its committees are kept well informed of these changing risks on a timely basis. It is important that the Board oversee the key risk decisions of management, which includes comprehending the appropriate balance between risks and rewards. The Board reserves oversight of the major risks facing the Company and has delegated certain risk oversight

responsibility to the appropriate committees as follows: the Audit Committee oversees risks relating to the financial statements, the financial reporting process and information technology; the Compensation and Development Committee oversees risk related to compensation; and the Nominating and Corporate Governance Committee oversees risks related to corporate governance. At periodic Board meetings, and no less frequently than annually, the Board shall receive reports from the respective Chairs of the Audit Committee, the Compensation and Development Committee and the Nominating and Corporate Governance Committee with respect to areas of risk in their respective areas of oversight and from the Chief Financial Officer and such other officers with a risk management function as the Board may determine to be advisable, with respect to the principal risks associated with the Company's business and risk management practices and procedures.

6. Director Compensation. The Board will determine the form and amount of non-employee director compensation (consistent with any applicable requirements of the listing standards for independent directors). The Compensation and Development Committee will periodically review non-employee 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.

7. Annual Performance Evaluations. The directors will evaluate annually the effectiveness of the Board and the committees on which they serve. The Nominating and Corporate 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.

8. 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. Upon the recommendation of the Compensation and Development Committee, the Board will review the Company's Compensation Discussion and Analysis, prepared in accordance with the SEC rules and regulations to be included in the Company's proxy statement and annual report on Form 10-K. The Company will not make extensions of credit in the form of personal loans to directors or executive officers.

9. Director Access to Officers and Employees.

a. Access. Directors will have full and free access to officers and employees of the Company and the outside auditors, legal counsel and other professional advisers for any purpose reasonably related to the Board's responsibilities. 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.

10. 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.

11. Meetings of Independent Directors. Independent directors will meet on a regularly scheduled basis in executive sessions without the CEO or other members of the Company's management present. 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, then the Presiding Independent Director will preside at these meetings.

12. Transactions Affecting Director Independence. Without the prior approval of a majority of disinterested members of the full board, and, if required by the listing standards, the Audit Committee, the Company will not make significant charitable contributions to organizations in which a director or a family member of the director is affiliated, enter into consulting contracts with (or otherwise provide indirect forms of compensation to) a director, or enter into any relationships or transactions (other than service as a director and board committee member) between the Company and the director (or any business or nonprofit entity or organization in which the director is a general partner, controlling shareholder, officer, manager, or trustee, or materially financially interested).

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

14. 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.

15. Financial Reporting and Legal Compliance. The Board's governance and oversight functions do not relieve the primary responsibilities of the Company's management to (a) make and keep books, records and accounts, which, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the Company; (b) devise and maintain an effective system of internal accounting controls; (c) devise and maintain effective disclosure controls and procedures and internal controls over financial reporting; (d) prepare financial statements that are accurate and complete and fairly present the financial condition, results of operation and cash flows of the Company and (e) devise and maintain systems, procedures and corporate culture which promote compliance with legal and regulatory requirements and the ethical conduct of the Company's business.

16. Communication of Corporate Governance Guidelines. As required by the listing standards, management will assure that the Company's website will include a copy of these guidelines, copies of the charters of the Audit Committee, Compensation and Development Committee, and Nominating and Corporate Governance Committee and, if applicable, other key committees of the Board, and a copy of the Company's Code of Conduct and Ethics. Management will also include in the Company's annual report to shareholders statements to the effect that this information is available on the Company's website and in print to any shareholder who requests it. Executive management has the primary responsibility to establish policies concerning the Company's communications with investors, the press, customers, suppliers and employees.