

MoSys, Inc.
Compensation Committee Charter
Adopted by the Board of Directors as of January 30, 2014

PURPOSE

This Charter specifies the scope of the responsibilities of the Compensation Committee (the “Committee”) of the board of directors (the “Board”) of MoSys, Inc. (the “Company”) and the manner in which those responsibilities shall be performed, including its structure, processes and membership requirements.

The primary purpose of the Committee is to discharge the Board’s responsibilities relating to compensation and benefits of the Company’s executive officers. In carrying out these responsibilities, the Committee shall review all components of executive officer compensation for consistency with the Committee’s compensation philosophy as in effect from time to time.

The Committee is also responsible for producing an annual report on executive compensation for inclusion in the Company’s proxy statement, in accordance with applicable rules and regulations.

ORGANIZATION AND MEMBERSHIP

The Committee shall be comprised of at least two directors, each of whom shall meet (i) the independent director definition of Rule 5605(a)(2) of the listing rules of the Nasdaq Stock Market (“Nasdaq”), (ii) the non-employee director definition of Rule 16b-3 promulgated under Section 16 of the Securities Exchange Act of 1934, as amended, and (iii) the outside director definition of Section 162(m) of the Internal Revenue Code of 1986, as amended. A director shall not serve as a member of the Committee if the chief executive officer (“CEO”) or another executive officer of the Company serves on the compensation committee of another company that employs that director as an executive officer. A member of the Committee cannot accept directly or indirectly any consulting, advisory or other compensatory fee from the Company or any subsidiary thereof except as may be permissible under Nasdaq listing rule 5605(d)(2)(A).

The members shall be appointed by the Board or the Governance and Nominating Committee and shall serve until their successors are duly elected and qualified or their earlier resignation or removal. Any member of the Committee may be replaced by the Board. Unless a chairman is elected by the Board, the members of the Committee may designate a chairman by the majority vote of the full Committee membership.

AUTHORITY

The Committee may, in its sole discretion, retain or obtain the advice of compensation consultants, legal counsel, accounting or other advisors as appropriate, other than in-house legal counsel, to perform its duties hereunder and to determine the terms, costs and fees for such engagements, subject to compliance with the Nasdaq listing rules, and only after taking into consideration the factors set forth in Nasdaq listing Rule 5605(d)(3)(D). The Committee shall be directly responsible for the appointment, compensation and oversight of the work of any

compensation consultant, legal counsel and other adviser retained by the Committee. The fees and costs of any consultant or advisor engaged by the Committee to assist it in performing any duties hereunder shall be borne by the Company. The Committee shall also have authority to incur, at the expense of the Company, ordinary administrative expenses, including expenditures for external resources, that, as determined by the Committee, are necessary or appropriate in carrying out its duties. The Committee shall have authority to require that any of the Company's personnel, counsel, accountants or investment bankers, or any other consultant or advisor to the Company, attend any meeting of the Committee or meet with any member of the Committee or any of its special, outside legal, accounting or other advisors or consultants. The Committee shall have access to all books, records, facilities and personnel of the Company as deemed necessary or appropriate by any member of the Committee to discharge his or her responsibilities hereunder.

The operation of the Committee shall be subject to the bylaws of the Company as in effect from time to time and Section 141 of the Delaware General Corporation Law. The approval of this Compensation Committee Charter shall be construed as a delegation of authority to the Committee with respect to the responsibilities set forth herein.

The Committee may from time to time delegate duties or responsibilities to subcommittees or to one member of the Committee, provided such delegation does not violate the Nasdaq listing rules.

MEETINGS

The Committee shall meet as often as it deems appropriate, but not less frequently than once each year to review the compensation of the executive officers, and, as it deems appropriate, other employees of the Company, and otherwise perform its duties under this Charter. The Committee shall meet separately from the full Board; provided, however, the Committee may meet immediately before or after any meeting of the full Board.

A majority of the members shall represent a quorum of the Committee, and, if a quorum is present, any action approved by at least a majority of the members present shall represent the valid action of the Committee. Any actions taken by the Committee during any period in which one or more members fail for any reason to meet the membership requirements set forth above shall be nonetheless duly authorized actions of the Committee for all corporate purposes.

The Committee may establish rules and procedures for the conduct of its meetings that are consistent with this Charter. The Committee shall maintain written minutes of its meetings, which minutes will be filed with the minutes of the meetings of the Board.

The CEO may not be present during voting or deliberations on his or her compensation.

RESPONSIBILITIES

To implement the Committee's purpose, the Committee shall have the following responsibilities:

1. Review, modify as needed and approve the overall compensation strategy and policies for the Company;
2. Determine all compensation for the CEO, including incentive-based and equity-based compensation;
3. Review and approve annual performance objectives and goals relevant to compensation for the CEO and evaluate the performance of the CEO in light of these goals and objectives;
4. Consider, in determining the long-term incentive component of compensation for the CEO, the Company's performance and relative shareholder return, the value of similar incentive awards to chief executive officers at comparable companies, and the awards given to the Company's CEO in past years; and in making such determination, the Committee should seek to achieve an appropriate level of risk and reward;
5. Make recommendations to the Board regarding incentive-based or equity-based compensation plans, make recommendations to the Board regarding salaries, incentive and equity awards and all other compensation for other executive officers and oversee the evaluation of management;
6. Approve all employment, severance, or change-in-control agreements, special or supplemental benefits, or provisions including the same, applicable to executive officers;
7. Periodically review and advise the Board concerning both regional and industry-wide compensation practices and trends in order to assess the adequacy and competitiveness of the Company's compensation programs for the CEO and other executive officers relative to comparable companies in the Company's industry;
8. Review and recommend to the Board the type and amount of compensation to be paid or awarded to Board members, including any consulting, retainer, Board meeting, committee and committee chair fees and stock option grants or awards;
9. Review and discuss with management the Company's disclosures contained under the caption "Compensation Discussion and Analysis" for use in any of the Company's annual reports on Form 10-K, registration statements, proxy statements or information statements;
10. Prepare an annual report on executive compensation for inclusion in the Company's proxy statement for the annual meeting of stockholders, in accordance with applicable rules and regulations;

11. Perform such other activities consistent with this Charter, the Company's Bylaws and governing law, as the Committee or the Board deems necessary or appropriate;
12. Make regular reports to the Board regarding the foregoing;
13. Review and reassess the adequacy of this Charter on an annual basis and at such other times as deemed appropriate, and recommend any proposed changes to the Board for approval; and
14. Review and evaluate the Committee's own performance on an annual basis.