

**CHARTER OF THE NOMINATING
AND CORPORATE GOVERNANCE COMMITTEE
PERICOM SEMICONDUCTOR CORPORATION**

AUTHORITY AND PURPOSE

The Nominating and Corporate Governance Committee, which was formerly named as the “Nominating Committee”, of Pericom Semiconductor Corporation (the “Corporation”) is appointed by the Corporation’s Board of Directors (the “Board”) to assist the Board in selecting nominees for election to the Board, to monitor the composition of the Board and to assist the Board with corporate governance matters. The Nominating and Corporate Governance Committee (the “Committee”) shall undertake those specific duties and responsibilities listed below and such other duties as the Board shall from time to time prescribe.

The purpose of the Committee shall be to assess the performance of the Board and to make recommendations to the Board from time to time, or whenever it shall be called upon to do so, regarding nominees for the Board and regarding corporate governance matters. All powers of the Committee are subject to the restrictions designated in the Corporation’s Bylaws and by applicable law. The Committee shall have the authority to obtain advice of assistance from consultants, search firms and legal, accounting or other advisors as appropriate to perform its duties hereunder and to determinate and approve the terms, costs and fees for such engagements; such fees and costs are to be borne by the Corporation.

COMMITTEE MEMBERSHIP

The Committee members (the “Members”) shall be appointed by the Board and will serve at the discretion of the Board. The Committee will consist of at least two (2) or more members of the Board. Each of whom shall satisfy the independence requirements established by the rules of Nasdaq. The Committee shall be composed of members of the Corporation’s Board of Directors (the “Board”) but shall not include any of the following: (i) employees of the Corporation, (ii) nonemployee officers of the Corporation that are among the five individuals most highly compensated by the Corporation as reflected in the Corporation’s most recent securities filings, or (iii) beneficial owners, directly or indirectly, of more than 50% of the voting power of the Corporation. Unless otherwise directed by the Board, each Member shall serve until such Member ceases to serve as a member of the Board, or until his or her successor has been duly appointed by the Board.

DUTIES AND RESPONSIBILITIES

The duties of the Committee shall include, without limitation, the following:

- (1) Monitoring and recommending to the Board the size and composition of the Board.

- (2) Considering and making recommendations to the Board with respect to the nominations or elections of directors of the Corporation.
- (3) When requested by the Board, developing, assessing and making recommendations to the Board concerning appropriate corporate governance policies and application of listing standards and other applicable laws to the Company's governance, operation of the Board and its various committees.

In considering potential new directors and officers, the Committee will review individuals from various disciplines and backgrounds. Among the qualifications to be considered in the selection of candidates are broad experience in business, finance or administration; familiarity with national and international business matters; familiarity with the Corporation's industry; and prominence and reputation. Since prominence and reputation in a particular profession or field of endeavor are what bring most persons to the Board's attention, there is the further consideration of whether the individual has the time available to devote to the work of the Board and one or more of its committees.

A review is also to be made of the activities and associations of each candidate to ensure that there is no legal impediment, conflict of interest, or other consideration that might hinder or prevent service on the Board. In making its selection, the Committee will bear in mind that the foremost responsibility of a director of a Corporation is to represent the interests of the stockholders as a whole.

The Committee shall periodically review and reassess the adequacy of this Charter and propose any changes to the Board for approval.

CONDUCT OF BUSINESS

The Committee shall conduct its business in accordance with this Charter and any direction by the whole Board of Directors. The Committee shall report, at least annually, to the Board. Prior to the annual meeting of stockholders, the Committee will recommend to the Board the persons who will be the nominees of the Board of Directors for the election of whom the Board will solicit proxies. As part of this process, the Committee will consider candidates recommended by stockholders of the Corporation.

MEETINGS

The Committee will meet at least one (1) time each year or as often as it deems necessary to fulfill its responsibilities hereunder and may meet with management or individual directors at any time it deems appropriate. The Committee may establish its own schedule which it will provide to the Board in advance.

MINUTES

The Committee will maintain written minutes of its meetings, which minutes will be filed with the minutes of the meetings of the Board.