



**SEMTECH CORPORATION  
NOMINATING AND GOVERNANCE COMMITTEE CHARTER**

**A. Purpose**

As permitted by the Bylaws of Semtech Corporation (the “**Company**”), the Board of Directors (“**Board**”) of the Company has established a standing Nominating and Governance Committee (“**Committee**”) whose authority and responsibilities are described by this charter (“**Charter**”).

1. The purpose of the Committee is to assist the Board by:
  - identifying and evaluating individuals qualified to become members of the Board;
  - recommending to the Board director nominees for election at each annual meeting and to fill vacancies on the Board;
  - making recommendations to the Board regarding the Board offices of Chair and Vice Chair, assignments to Board committees, and committee chairs;
  - developing, overseeing the effectiveness of and recommending changes to the Company’s Corporate Governance Guidelines;
  - making other recommendations to the Board regarding corporate governance matters and nomination and evaluation matters relating to the directors;
  - overseeing the evaluation of the Board; and
  - taking such other actions within the scope of this Charter as the Committee deems necessary or appropriate.

**B. Size, Composition and Term of Appointment**

1. The Committee will be composed of no less than two directors who, in the business judgment of the Board, are “independent directors” as such term is defined under applicable listing standards of The Nasdaq Stock Market LLC (“**NASDAQ**”). Each member of the Committee is expected to contribute significantly to the work of the Committee. The members of the Committee shall be appointed by and serve at the discretion of the Board. The Board will appoint one member of the Committee to serve as the Chairperson.
2. The Committee has the power to appoint, from among its members, subcommittees, each of which may have (as determined by the Committee) the full power and authority of the Committee; provided, however, that the Committee shall not delegate to a subcommittee any power or authority required by any law, regulation or listing standard to be exercised by the Committee as a whole.

**C. Meetings**

1. The Committee will meet with such frequency, and at such times as its Chairperson, or a majority of the Committee determines. Such meetings, at the Committee's discretion, may be in person, by telephone or by unanimous written consent. A special meeting of the Committee may be called by the Chairperson or upon the request of any two Committee members.
2. Minutes of Committee meetings will be prepared and approved at subsequent meetings. Approved minutes will be transmitted to the Secretary of the Company for inclusion in the Company's records.
3. The Committee will be governed by the same rules regarding meetings, actions without meetings, notice, waiver of notice, and quorum and voting requirements that are applicable to the Board. The Committee is authorized to adopt its own rules of procedure not inconsistent with any provision of this Charter, the Bylaws of the Company, or the laws of the State of Delaware.

**D. Authority and Oversight by the Board of Directors**

1. The Committee derives its authority from the Bylaws of the Company and the authority delegated to it by the Board. The Committee's direct reporting relationship is to the Board.
2. The Committee will report its activities to the full Board. The Committee will perform the duties delegated to it by the Board.
3. The Committee is authorized to have full and unrestricted access to the independent auditors, internal auditors, internal and outside counsel, and all personnel, records, operations, properties, and all other information and resources of the Company as required, in its sole discretion, to discharge its duties and responsibilities. The Committee has the authority to direct and supervise an investigation into any matter it deems necessary or appropriate to fulfill its duties.
4. In carrying out their duties, members of the Committee shall be entitled to rely on (i) the integrity of those persons within the Company and of the professionals and experts (such as the independent auditors, the internal auditors and outside advisors and experts) from which it receives information, (ii) the accuracy of the financial and other information provided to the Committee by such persons, professionals or experts absent actual knowledge to the contrary (which shall be promptly reported to the Board), and (iii) representations made by management or such professionals or experts.

**E. Outside Advisors and Their Funding**

1. The Committee will have the authority, in its sole discretion, to engage independent counsel and other advisors as it deems necessary or appropriate to carry out its duties. The Company will provide for appropriate funding, as determined by the Committee, for payment of (i) compensation to any such counsel or other advisors engaged by the Committee and (ii) ordinary administrative expenses necessary or appropriate in carrying out its duties.
2. Any communications between the Committee and legal counsel in the course of obtaining legal advice will be considered privileged communications of the Company,

and the Committee will take all necessary steps to preserve the privileged nature of those communications.

**F. Responsibilities and Duties**

In performing its function, the Committee shall undertake those tasks and responsibilities that, in its judgment, would most effectively contribute to and implement the purposes of the Committee. In addition to the general tasks and responsibilities, the following duties and responsibilities are the specific functions of the Committee, to be performed as the Committee deems necessary or appropriate.

1. **Board Composition.** The Committee will periodically consider and make recommendations to the Board concerning the size and composition of the Board. The Committee will evaluate the independence of existing and prospective directors and review the Company's standards for director independence.
2. **Board Committees.** The Committee will review and recommend to the Board the number and nature of the Board's committees, member qualifications, assignments and rotation, and committee chairs. The Committee shall recommend additional members to fill vacancies on Board committees as needed. The Committee shall recommend that the Board establish special committees as may be desirable or necessary from time to time.
3. **Continued Board and Committee Membership.** The Committee will review the suitability of each Board member for continued service on the Board and each relevant committee thereof (i) annually, and (ii) when he or she retires or materially changes his or her job responsibility or business association or experiences or other changed circumstances that could affect his or her service on the Board.
4. **Annual Evaluation.** The Committee will develop a process for an annual evaluation of the Board and its committees and at least annually review and assess the performance and effectiveness of the Board, the Committee, and the individual directors. The Committee will also receive and consider self-evaluations of the other Committees and evaluate the need for any restructuring of the committees. The Committee will report the results of its evaluations to the Board.
5. **Shareholder Communications.** The Committee will establish policies and procedures to facilitate shareholder communications with the Board and to recommend to the Board appropriate action on any proposal or recommendation received from the Company's shareholders.
6. **Corporate Governance Guidelines.** The Committee will develop and review periodically the adequacy of the Company's Corporate Governance Guidelines, prepare and recommend modifications to the Corporate Governance Guidelines as needed for adoption by the Board, and monitor implementation and effectiveness of the Corporate Governance Guidelines.
7. **Director Criteria.** The Committee will establish procedures and criteria for the selection of director nominees by the Committee and the Board and periodically review and recommend to the Board the experience, qualifications, attributes, skills or other criteria desired for directors and director candidates ("**Director Criteria**").

8. **Identify Director Candidates.** The Committee will identify, screen and recommend to the Board nominees for director to be submitted to a stockholder vote at the Company's annual meeting of stockholders and to fill any vacancy on the Board occurring between annual meetings of stockholders.
9. **Stockholder Recommendations.** The Committee will establish a process for the recommendation of director candidates by stockholders and will make that information available to stockholders. The Committee will evaluate candidates proposed for nomination to the Board by stockholders, and will make recommendations to the Board regarding such candidates.
10. **Code of Conduct.** The Committee will develop and recommend to the Board for approval a Code of Conduct, periodically review and reassess such Code, and, as necessary, recommend any proposed changes to the Board for approval.
11. **Director Orientation and Continuing Education.** The Committee will develop with management the director orientation process for new directors and monitor the continuing education for existing directors. The Committee shall oversee the orientation process for new directors and recommend changes to it as deemed appropriate.
12. **Board Leadership Structure.** The Committee will periodically review the Board's leadership structure in light of the specific characteristics of the Company and corporate governance trends and recommend to the Board for approval any changes deemed appropriate.
13. **Other Corporate Governance Matters.** The Committee will oversee and consider any other corporate governance matters that may arise from time to time and develop appropriate recommendations to the Board.

**G. General**

1. The Committee will annually review and reassess the adequacy of the Committee's Charter and recommend any proposed changes to the Board for approval.
2. The Committee will perform such other activities that are consistent with this Charter, the Company's Bylaws and governing laws, as the Committee or the Board deems necessary or appropriate.

**Approved by Board of Directors February 25, 2015**