



QUICKLOGIC CORPORATION

CORPORATE GOVERNANCE GUIDELINES

PURPOSE:

The Board of Directors (“Board”) of QuickLogic Corporation (the “Company”) has adopted the following guidelines to assist the Board in its effective governance over QuickLogic’s affairs for the benefit of QuickLogic stockholders, employees, customers, suppliers and local communities. These guidelines should be interpreted in the context of all applicable laws and the Company’s Certificate of Incorporation, Bylaws and other corporate governance documents. If there is a conflict between these guidelines and the Company’s other corporate governance documents, such corporate governance documents shall control.

ROLE OF THE BOARD AND MANAGEMENT:

QuickLogic’s business is conducted by its employees, managers and officers, under the direction of the Chief Executive Officer and under the oversight of the Board, to enhance the long-term value of the company for its stockholders. The Board is elected by the stockholders to select and oversee management and to ensure that the long-term interests of stockholders are being served, recognizing that the long-term interests of shareholders are advanced by responsibly addressing the concerns of other stakeholders and interested parties including employees, customers, suppliers and local communities.

DIRECTOR RESPONSIBILITIES:

The full Board has five regularly scheduled meetings per year, with additional meetings held as necessary. Each director is expected to attend each Board meeting. Board members are also encouraged to attend annual meetings of stockholders of the Company.

In addition to its general oversight of management, the Board or its committees also perform a number of specific functions, including:

- a. selecting, evaluating and compensating the Chief Executive Officer and overseeing Chief Executive Officer succession planning and the broader leadership structure;
- b. providing counsel and oversight on the selection, evaluation, development and compensation of senior management;
- c. reviewing, monitoring and, where appropriate, approving fundamental financial and business strategies and major corporate actions;
- d. assessing major risks facing the company and reviewing options for their mitigation; and
- e. ensuring processes are in place for maintaining the integrity of the Company - the integrity of the financial statements, the integrity of compliance with law and ethics, the integrity of relationships with customers and suppliers, and the integrity of relationships with other stakeholders.

At least two times per year, the independent directors will meet in executive session without the

presence of management. In addition, the independent directors may request the attendance of outside advisors as they may deem necessary or appropriate at any such executive session.

The agenda for any meetings of the Board will be set by the Chief Executive Officer and the Chairman. Each director may request additions to the agenda or raise issues not included in the agenda.

Information that is relevant to the Board's consideration of matters to be discussed at a meeting will, whenever possible, be distributed to directors sufficiently in advance of the meeting date to permit directors to prepare for a discussion of such matters. Sensitive subject matters may be discussed at meetings of the Board without written materials being distributed to directors.

DIRECTOR QUALIFICATIONS:

A majority of the Board's members will be independent directors, as such term is defined by the rules of the Nasdaq Global Market ("Nasdaq") and any applicable rules of the Securities and Exchange Commission (the "SEC"). Directors should possess high personal and professional ethics and integrity, and be committed to representing the long-term interests of stockholders. Directors should be inquisitive and objective, and possess practical and mature judgment. Directors must develop an understanding of the Company's business and have a willingness to devote adequate time to carrying out their duties. The Board or the Nominating and Governance Committee should monitor the mix of skills, experience and background of the Board members to assure that the Board maintains the necessary composition to effectively perform its oversight function.

Serving on the Board requires significant time and attention. A director that serves as the Chief Executive Officer of the Company should not serve on more than two boards of public companies in addition to the QuickLogic Board. Current positions in excess of these limits may be maintained if the Board determines that doing so would not impair the director's service on the QuickLogic board.

TERM LIMITS AND MANDATORY RETIREMENT AGE:

The Board does not believe that arbitrary term limits on directors' service or a mandatory retirement age are the best way to maximize the effectiveness of the Board in carrying out its oversight function. As an alternative to term limits, the Board or the Nominating and Governance Committee will periodically review the appropriateness of each Board member's continued service.

CHANGES IN JOB RESPONSIBILITIES OR RETIREMENT:

The Board does not believe that directors who retire or change their principal occupation should necessarily leave the Board. Rather, such changes should be reviewed on a case-by-case basis by the Board or the Nominating and Governance Committee to determine the continued appropriateness of Board membership.

DIRECTOR SELECTION:

The Nominating and Corporate Governance Committee shall consider the suitability of each candidate, including the current members of the Board of Directors standing for election, in light of the current size and composition of the Board of Directors. Except as may be required by rules promulgated by Nasdaq or the SEC, it is the current sense of the Committee that there are no specific, minimum qualifications that must be met by each candidate for the Board of Directors, nor are there specific qualities or skills that are necessary for one or more of the members of the Board of Directors to possess. While the Committee has not established specific minimum qualifications for Director candidates, the

Committee believes that candidates and nominees must reflect a Board that is comprised of directors who (i) are predominantly independent, (ii) are of high integrity, (iii) have qualifications that will increase overall Board effectiveness and (iv) meet other requirements as may be required by applicable rules, such as financial literacy or financial expertise with respect to audit committee members.

The Nominating and Governance Committee will solicit and receive recommendations for candidates to fill any Board vacancies and will review the qualifications of potential director candidates.

Stockholders may propose director nominees for consideration by the Nominating and Governance Committee by submitting in writing the names and any supporting documentation to the Nominating and Corporate Governance Committee, care of the Chief Financial Officer, 1277 Orleans Drive, Sunnyvale, CA 94089-1138 in accordance with the provisions of the Company's Bylaws for stockholder nominations and the Company's Policies and Procedures for Director Candidates. Any candidates submitted by stockholders will be evaluated on the same basis as any other director candidates.

BOARD COMMITTEES:

The Board currently has the following standing committees: the Audit Committee, the Compensation Committee and the Nominating and Corporate Governance Committee. Each of the members of the Audit Committee, the Compensation Committee and the Nominating and Corporate Governance Committee will be independent directors, within the meaning of the rules of the Nasdaq and any applicable rules of the SEC, and will otherwise satisfy all applicable requirements with respect to membership on such committees.

The Audit Committee, the Compensation Committee and the Nominating and Corporate Governance Committee each have written charters, approved by the Board, describing the committee's general authority and responsibilities. Such committee charters, these guidelines, the Company's Code of Conduct and Ethics and the Policies and Procedures for Director Candidates, are posted on the investor relations section of the Company's website at www.quicklogic.com.

The Board may establish additional committees as it deems appropriate.

The Nominating and Corporate Governance Committee evaluates and recommends the appointment of directors to committees and to committee chair positions. The Board is responsible for the appointment of committee members and committee chairmen. Committee assignments are reviewed periodically and it is expected that committee assignments will rotate from time to time among Board members.

Each committee's chairman, in consultation with the Board, will determine the frequency and length of committee meetings and develop the committee's agenda. The agendas and meeting minutes of the committees will be shared with the Board, and all Board members are welcome to attend all committee meetings.

DIRECTOR ACCESS TO MANAGEMENT:

The Board, and any individual director or group of directors, will have full access to all Company employees. The Board encourages the Chairman or Chief Executive Officer to invite non-director members of management to address the Board in those instances where a manager's expertise can enhance the Board's understanding of an issue under consideration.

RETENTION OF INDEPENDENT ADVISORS:

The Board and each of its committees will have the authority to retain, at the Company's expense, independent financial, legal, accounting, and other advisors.

DIRECTOR COMPENSATION:

The Board or a committee thereof will review the compensation of the directors from time to time to ensure that the Company's director compensation practices are comparable to those of other public companies of comparable size and complexity. Directors who are also members of management will receive no additional compensation for their service as directors. Board members are encouraged to develop a meaningful equity ownership position in the Company over time.

DIRECTOR ORIENTATION AND CONTINUING EDUCATION:

Management should provide new directors with materials, briefings and other educational opportunities to permit such new directors to become familiar with the Company and to enable them to better perform their duties. Each incumbent director is also encouraged to participate in continuing educational programs.

MANAGEMENT SUCCESSION:

The Board will, from time to time, consider senior management succession, including succession of the Chief Executive Officer.

DEPARTURE OF DIRECTORS OR MEMBERS OF SENIOR MANAGEMENT:

When directors or certain members of senior management, including the Company's principal executive officer, president, principal financial officer, principal accounting officer, and principal operating officer (or any person performing similar functions) retire, resign, or in the case of directors only, refuse to stand for re-election, they shall provide written notice to the Chief Executive Officer and General Counsel of the Company. Such notice shall be dated. As required by securities laws or deemed appropriate by management, such written notice may be disclosed in public filings with the SEC.

ANNUAL COMPENSATION EVALUATION OF THE CHIEF EXECUTIVE OFFICER:

The Compensation Committee pursuant to its charter is responsible for conducting an annual compensation evaluation of the Chief Executive Officer.

PERFORMANCE EVALUATION OF THE BOARD AND COMMITTEES:

The Board or the Nominating and Corporate Governance Committee will review the performance of the Board and each of its committees periodically to determine whether they are functioning effectively.

BOARD INTERACTION WITH OUTSIDE PARTIES:

The Board believes that management speaks for the Company. Individual Board members may, from time to time, meet or otherwise communicate with various constituencies of the Company. It is expected, however, that Board members would do this with the knowledge of management and, in most instances, at the request of management.

AMENDMENT:

These guidelines will be periodically reviewed by the Board and may be amended from time to time.