



QUICKLOGIC CORPORATION

CHARTER FOR THE NOMINATING AND CORPORATE GOVERNANCE COMMITTEE OF THE BOARD OF DIRECTORS

PURPOSE:

The purpose of the Nominating and Corporate Governance Committee (the “Committee”) of the Board of Directors (the “Board”) of QuickLogic Corporation (the “Company”) is to (i) assist the Board by identifying, evaluating and recommending to the Board, or approving as appropriate, individuals qualified to be directors of the Company for either appointment to the Board or to stand for election at a meeting of the stockholders; (ii) review the composition and evaluate the performance of the Board; (iii) review the composition of committees of the Board and recommend persons to be members of such committees; (iv) review conflicts of interest of members of the Board and corporate officers; and (v) review and recommend to the Board corporate governance principles applicable to the Company. In addition, the Committee will undertake those specific duties and responsibilities listed below and such other duties as the Board from time to time prescribes.

MEMBERSHIP:

The Committee shall consist of a minimum of two (2) directors of the Company as determined by the Board. The members of the Committee are appointed by and serve at the discretion of the Board. The Board shall designate one member of the Committee to serve as the Chairperson.

Each member of the Committee will be an independent director, in accordance with the applicable rules of the Nasdaq Global Market and the Securities and Exchange Commission (the “SEC”).

Determinations as to whether a particular director satisfies the requirements for membership on the Committee shall be made by the Board.

RESPONSIBILITIES:

The responsibilities of the Committee shall include:

- Identifying, considering and selecting, or recommending for the selection of the Board, candidates to fill new positions or vacancies on the Board, and reviewing any candidates recommended by stockholders, provided such recommendations are submitted in writing to the Secretary of the Company and include the recommended candidate’s name, biographical data and qualifications. Evaluating the performance of individual members of the Board eligible for re-election, and selecting, or recommending for the selection of the Board, the director nominees for election by the stockholders at the annual meeting of stockholders.
- Evaluating and making recommendations to the Board concerning the appointment of directors to Board committees and the selection of Board committee chairs, other than the Nominating and Governance Committee.
- Evaluating and recommending termination of membership of individual directors for cause or for

other appropriate reasons in accordance with the Company's certificate of incorporation, bylaws and any guidelines or policies applicable to the Board.

- Evaluating the size, composition, organization, leadership structure and governance of the Board and its committees, determining future requirements and making recommendations to the Board for approval.
- Conducting an annual evaluation of the Board and each committee of the Board.
- Conducting, as appropriate, a review on Chairman and CEO succession planning, reporting its findings and recommendations to the Board, and working with the Board in evaluating potential successors.
- Overseeing, and implementing as necessary, director continuing education programs, including compliance with any applicable director continuing education requirements and the rules of the NASDAQ National Market and the SEC.
- As appropriate, obtaining advice and assistance from independent counsel or other advisors, including any search firm to be used to identify candidates for the Board, as the Committee deems necessary to carry out its duties. The Committee shall also have authority to obtain advice and assistance from any officer or employee of the Company. The Committee shall have the sole authority to retain and terminate any such advisor, including the sole authority to approve fees and other retention terms.
- Reviewing the Committee's own structure, processes and membership requirements from time to time and recommending any proposed changes to the Board for approval.
- Developing principles of corporate governance and recommending them to the Board for its consideration and approval.
- Recommending to the Board the desired qualifications and characteristics for Board membership and any desired policies with respect to identifying director nominees.
- Reviewing annually the principles of corporate governance approved by the Board to ensure that they remain relevant and are being complied with.
- Overseeing the evaluation of the Company's management.
- Reviewing and monitoring the Company's Code of Business Conduct and Ethics.
- Considering questions of possible conflicts of interest of members of the Board and of corporate officers.
- Reviewing actual and potential conflicts of interest of members of the Board and corporate officers, and clear any involvement of such persons in matters that may involve a conflict of interest.

MEETINGS:

The Committee will meet at such times that it deems appropriate to fulfill its responsibilities under this charter, but at least once per year. The Committee shall establish its own schedule, which it

will provide to the Board in advance, when practicable.

MINUTES:

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

REPORTS:

The Committee will report to the Board on a periodic basis and make such recommendations with respect to any of the above matters as the Committee deems necessary or appropriate.

COMPENSATION:

Members of the Committee shall receive such fees, if any, for their service as Committee members as may be determined by the Board in its sole discretion. Fees may be paid in such form of consideration as is determined by the Board.

Members of the Committee may not receive any compensation from the Company except the fees that they receive for service as a member of the Board or any committee thereof.

DELEGATION OF AUTHORITY:

The committee may form and delegate authority to subcommittees when appropriate.