

**INTERSIL CORPORATION**  
**CHARTER OF THE NOMINATING AND GOVERNANCE COMMITTEE OF**  
**THE BOARD OF DIRECTORS**

**I. Nominating and Governance Committee (the “Committee”) Purpose**

The purpose of the Committee is to ensure that the Board of Directors (the “Board”) and its committees are appropriately constituted and effectively meet their fiduciary obligations to shareholders and Intersil Corporation (the “Company”). To accomplish this purpose, the Committee shall:

- Identify individuals qualified to become Board members and recommend to the Board the Director nominees for the next annual meeting of shareholders and candidates to fill vacancies in the Board
- Recommend to the Board annually the Directors to be appointed to Board committees and the chairmen of Board committees
- Develop and recommend to the Board a set of governance guidelines for the Board and the Company
- Monitor and evaluate annually how effectively the Board and the Company have implemented the policies and principles of the governance guidelines

**II. Nominating and Governance Committee Composition and Meetings**

The Committee shall be comprised of at least three Directors who shall be appointed initially by the Board and thereafter by the Board after considering the recommendation of the Committee. The Committee shall only include directors who satisfy the independence requirements of the Securities and Exchange Commission and NASDAQ. The Board shall designate one member of the Committee as its Chairman. Members of the Committee shall serve until their resignation, retirement, removal by the Board or until their successors are appointed.

The Committee shall meet at least once each year and hold such other meetings from time to time as may be called by its Chairman or any two members of the Committee. A majority of the members of the Committee shall constitute a quorum of the Committee. A majority of the members in attendance shall decide any question brought before any meeting of the Committee.

The Committee shall keep minutes of its proceedings that shall be signed by the person whom the Chairman designates to act as secretary of the meeting. The minutes of a meeting shall be approved by the Committee at its next meeting, shall be available for review by the entire Board, and shall be filed as permanent records with the Secretary of the Company.

At each meeting of the Board following a meeting of the Committee, the Chairman of the Committee shall report to the full Board on the matters considered at the last meeting of the Committee. At least annually and in Executive Session, the Board shall provide the Committee with an evaluation of the Committee's performance.

### **III. Nominating and Governance Committee Responsibilities and Duties**

The Committee shall have the following duties and responsibilities:

1. Recommend Nominees for Election as Directors. The Committee shall recommend to the Board the Director nominees for the next annual meeting of shareholders and persons to fill vacancies in the Board that occur between meetings of shareholders. In carrying out this responsibility, the Committee shall:
  - Determine the desired Board skills and attributes and, when appropriate, conduct searches for prospective Board members whose skills and attributes reflect those desired
  - Consider nominees submitted to the Board by shareholders
  - Determine, prior to recommending a nominee for election, that the election of the nominee as a Director would effectively further the policies set forth in the Governance Guidelines

The minimum qualifications, skills, and attributes that the Committee looks for in nominees should include, without limitation: (a) integrity, competence, and judgment essential to effective decision making; (b) ability and willingness to commit the necessary time and energy to prepare for, attend, and participate in meetings of the Board and one or more of its standing committees; (c) freedom from other outside involvements that would materially interfere with the responsibilities as a Director of the Company; (d) background and experience that compliments or supplements the background and experience of other Board members; e) freedom from interests that would present the appearance of being adverse to, or in conflict with, the interests of the Company; and f) a proven record of accomplishment through demonstrated leadership in business, education, government service, finance, manufacturing, or other relevant experiences that will enhance Board effectiveness.

A nominee for election to the Board of Directors that is suggested by a shareholder will be evaluated by the Committee in the same manner that any other nominee for election to the Board (other than directors standing for re-election) is evaluated. The evaluation process may include a comprehensive background and reference check, a series of personal interviews by, at a minimum, the Chairman of the Board and the Chairman of the Committee, and a thorough review by the full committee of the nominee's qualifications and other relevant characteristics, taking into consideration the criteria set forth above. If the Committee determines

that a candidate should be nominated for election to the Board, the Committee will present its findings and recommendation to the full Board for approval

2. Recommend Appointments to Board Committees. The Committee shall annually recommend to the Board the Directors to be appointed to the various committees of the Board and the chairmen of the various committees. The Committee shall consider the desired qualifications for membership on each Committee, the availability of the Director to meet the time commitment required for membership on the particular committee and the extent to which there should be a policy of periodic rotation of Committee members.
3. Recommend Successor to the Chairman. The Committee shall Consider and recommend to the Board, candidates for successor to the Chairman of the Board when a vacancy in that office shall occur.
4. Recommend Candidates to Fill Vacancies on the Board. The Committee shall submit to the Board, periodically, candidates for directorships to the extent appropriate in connection with pending board expansions, director resignations or retirements.
5. Monitor and Evaluate the Governance Guidelines. The Committee shall annually review the Governance Guidelines for the purposes of:
  - Determining whether the Guidelines are being effectively adhered to and Implemented
  - Ensuring that the Guidelines are appropriate for the Company and comply with applicable laws, regulations and listing standards
  - Recommending any desirable changes in the Guidelines to the Board
  - Considering any other corporate governance issues that may arise, from time to time, and develop appropriate recommendations to the Board
6. Board Orientations and Continuing Education. The Committee shall be responsible for the development of an orientation program for new directors. The program should include background material, meetings with senior management and visits to Company facilities. The Committee shall annually report to the Board on continuing education of directors with respect to the Company's business and financial statements, corporate governance, and other appropriate subjects.
7. Engagement of Advisors. The Committee shall have the sole authority to retain and terminate any search firm used to identify director candidates and shall have sole authority to approve such search firm's fees and other retention terms. The

Committee shall also have authority to obtain advice and assistance from internal or external legal, accounting or other advisors. The Committee may request any officer or employee of the Company or the Company's outside counsel to attend a meeting of the Committee or to meet with any member of, or consultants to, the Committee.

8. Indemnification of Directors. The Committee shall annually review and assess the adequacy of directors' and officers' liability insurance purchased by the Company on behalf of the directors, and confirm that the directors are indemnified to the fullest extent permitted by law and the Company's Certificate of Incorporation, by-laws and any indemnification agreements, and exculpated as provided by state law and the Company's Certificate of Incorporation. The Committee shall recommend a form of written indemnification agreement to be offered to each director providing for customary protections.
9. Charter. The Committee shall review and reassess the adequacy of the charters of all Board Committees annually and recommend any proposed changes to the Board for approval.