

GSI TECHNOLOGY, INC.

CORPORATE GOVERNANCE GUIDELINES

(adopted October 29, 2014)

I. Introduction.

It is the policy of the Board of Directors of GSI Technology, Inc. (the “Company”) that the Company shall take all necessary action to comply fully with all applicable provisions of the Sarbanes-Oxley Act of 2002, regulations of the Securities and Exchange Commission (the “SEC”) and the Nasdaq Stock Market (“Nasdaq”) and to adopt practices and procedures designed to assure that the Company conducts its business in accordance with all applicable laws and regulations and best corporate governance practices. These guidelines, prepared by the Nominating and Governance Committee of the Company’s Board of Directors (the “Board”), in consultation with counsel, and approved by the Board, are intended to establish practices and procedures designed to implement this policy. These guidelines supplement the Company’s existing policies and the charters of the committees of the Board and are subject in all respects to the provisions of the Company’s Certificate of Incorporation and Bylaws.

II. The Role of the Board of Directors.

The Company’s business is conducted by its employees, managers and officers, under the direction of the Company’s Chief Executive Officer and 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 oversee management and to assure that the long-term interests of the stockholders are being served.

The fundamental role of the directors is to exercise their business judgment to act in what they reasonably believe to be the best interests of the Company and its stockholders. In fulfilling that responsibility, the directors may reasonably rely on the honesty and integrity of the Company’s senior management and expert legal, accounting, financial and other advisors.

The Company faces a number of risks, including general economic risks, operational risks, financial risks, competitive risks and reputational risks. Management is responsible for the day-to-day management of those risks, while the Board, as a whole and through its committees, has responsibility for the oversight of risk management. While the full Board is charged with ultimate oversight responsibility for risk management, committees of the Board have responsibilities with respect to various aspects of risk oversight. In particular, the Audit Committee plays a significant role in monitoring and assessing the Company’s financial and operational risks. The Audit Committee also is responsible for establishing and administering the Company’s code of ethics and reviewing and approving transactions between the Company and any related parties. The Compensation Committee monitors and assesses risks associated with the Company’s compensation policies, and oversees the development of incentives that encourage a level of risk-taking consistent with the Company’s overall strategy. The

Nominating and Governance Committee has oversight responsibility for corporate governance risks, including risks associated with director independence.

The Board believes that management of the Company should speak for the Company. Although individual directors may occasionally meet or otherwise communicate with stockholders, customers and others with whom the Company deals regarding Company matters, absent unusual circumstances or as contemplated by the charters of the Board's various committees, such communications should be undertaken only with the knowledge of management and, in most instances, at the request of management.

III. Composition of the Board of Directors.

A. Director Qualifications.

The Nominating and Governance Committee is responsible for, among other things, the selection and recommendation to the Board of nominees for election as directors.

When considering the nomination of directors for election at an annual meeting or to fill an existing vacancy, the Nominating and Governance Committee reviews the needs of the Board for various skills, background, experience and expected contributions and the qualification standards established from time to time by the Committee. When reviewing potential nominees, including incumbents, the Nominating and Governance Committee considers the perceived needs of the Board, the candidate's relevant background, experience and skills and expected contributions to the Board. The Nominating and Corporate Governance Committee also seeks appropriate input from the Chief Executive Officer and other executive officers in assessing the needs of the Board for relevant background, experience and skills of its members.

The Nominating and Governance Committee's goal is to assemble a Board that brings to the Company a diversity of experience at policy-making levels in business and technology, and in areas that are relevant to the Company's global activities. Directors should possess the highest personal and professional ethics, integrity and values and be committed to representing the long-term interests of the stockholders. They must have an inquisitive and objective outlook and mature judgment. They must also have experience in positions with a high degree of responsibility and be leaders in the companies and institutions with which they are, or have been, affiliated. While the Company does not have a specific policy regarding diversity, when considering the nomination of directors, the Nominating and Governance Committee does consider the diversity of its directors and nominees in terms of knowledge, experience, background, skills, expertise and other demographic factors.

Members of the Board are expected to rigorously prepare for, attend and participate in all meetings of the Board and all applicable committees. Director candidates must have sufficient time available, in the judgment of the Nominating and Governance Committee, to perform all Board and committee responsibilities that will be expected of them.

B. Director Independence.

A majority of the directors shall satisfy the independence requirements of the Securities and Exchange Act of 1934 (the "Exchange Act") and the rules of the SEC and Nasdaq. In the

event of any non-compliance with this requirement (due, for example, to a director's death or resignation), the Board will promptly take appropriate steps to return to compliance. The Board and the Nominating and Governance Committee believe that it is appropriate for one or more key members of the Company's management, including the Chief Executive Officer, to serve on the Board.

C. Conflicts of Interest.

Directors are expected to avoid any action, position or interest that conflicts with an interest of the Company or gives the appearance of such a conflict. The Company will annually solicit information from directors in order to obtain confirmation of the directors' independence and monitor potential conflicts of interest. Directors are expected to be mindful of their fiduciary obligations to the Company.

The Board does not believe that its members should be prohibited from serving on boards and/or committees of other organizations. However, the Nominating and Corporate Governance Committee and the Board will take into account the nature of and time involved in a director's service on other boards in evaluating the suitability of individual directors and making recommendations to Company stockholders.

D. Change in Director Circumstances.

A director who experiences any significant change in his or her personal circumstances, including a change in the director's principal occupation or job responsibilities, shall consult with the Chairman of the Nominating and Governance Committee regarding the impact of such change on the director's ability to continue to carry out his or her duties and responsibilities effectively and whether continued Board service is appropriate. Where appropriate, the Nominating and Governance Committee shall review such change in circumstances and make its recommendation to the Board.

E. Mandatory Retirement Age.

The Board does not believe that a fixed retirement age for directors is appropriate.

F. Term Limits.

The Board does not believe it is appropriate to establish term limits for service as a director. Although term limits could help ensure that fresh ideas and viewpoints are available to the Board, they have the disadvantage of forcing the loss of directors who have been able to develop, over a period of time, valuable insight into the Company and its operations and who, therefore, provide an increasingly valuable contribution to the Board as a whole.

G. Size of Board.

The Company's Certificate of Incorporation provides that the authorized number of members of the Board shall be fixed from time to time by the Board. The Board will periodically evaluate the appropriate size of the Board and make any changes it deems appropriate.

IV. Chairman of the Board.

The Company's Bylaws provide that the directors shall elect a Chairman of the Board from among the directors. The Board has no policy mandating the separation of the offices of Chairman and Chief Executive Officer. The Board does not believe there should be a fixed rule as to whether the offices of Chairman and Chief Executive Officer should be vested in the same person or two different people, or whether the Chairman should be an employee of the Company or should be elected from among the non-employee directors. The needs of the Company and the individuals available to fill these roles may dictate different outcomes at different times, and the Board believes that retaining flexibility in these decisions is in the best interest of the Company.

V. Lead Director.

At any time that the office of Chairman is filled by the Chief Executive Officer or another employee of the Company, a non-employee director shall be designated Lead Director. The Lead Director shall be appointed annually by the Board upon the recommendation of the Nominating and Governance Committee. The Lead Director serves as the principal liaison between the independent directors and the Chairman. In that capacity, the Lead Director presides over executive sessions of the independent directors, chairs Board meetings in the Chairman's absence, collaborates with the Chairman on agendas, schedules and materials for Board meetings and performs such additional duties as the Board may specify from time to time. The Board believes that this leadership structure provides the appropriate balance of management and non-management oversight.

VI. Committees of the Board.

The Board will at all times maintain an Audit Committee, a Compensation Committee and a Nominating and Governance Committee. All members of these committees will be independent directors under the criteria established by the Exchange Act and the rules of the SEC and Nasdaq.

From time to time, the Board may establish such other standing or special committees as it may deem to be necessary or appropriate to carry out its responsibilities. Committee members will be appointed by the Board. Each committee will have its own charter which will set forth the purposes, duties and responsibilities of the committee.

VII. Executive Sessions of the Independent Directors.

The independent directors will meet periodically in executive session (at which employee directors are not present). Generally, executive sessions shall be scheduled as a part of all regular quarterly Board meetings, and/or the regular quarterly meetings of one or more of the Board's standing committees. Executive sessions shall be chaired by the Chairman of the Board if he or she is an independent director or, if not, by the Lead Director. The chairman of each executive session will report to the Chief Executive Officer and, if applicable the Chairman of the Board, regarding relevant matters discussed in the executive session.

VIII. Stockholder Communications with Directors.

Stockholders may communicate with the Board of Directors, or any individual director, by transmitting correspondence by mail, facsimile or email, addressed as follows: Board of Directors (or individual director), c/o Corporate Secretary, 1213 Elko Drive, Sunnyvale, California 94089; Fax: (408) 331-9795; Email Address: yau@gsitechnology.com. The Corporate Secretary will forward all such communications to the Board, or the individual director or directors, except for spam, junk mail, mass mailings, product complaints or inquiries, job inquiries, survey, business solicitations, advertisements, or patently offensive or otherwise inappropriate material. The Corporate Secretary may forward certain correspondence, such as product-related inquiries, to appropriate Company personnel for review and possible response.

The Company will attempt to schedule the annual meeting of stockholders to accommodate attendance by directors, taking into account the directors' schedules. All directors are encouraged to attend the Company's annual meeting of stockholders.

IX. Directors' Access to Management.

The directors shall have complete access to the Company's senior management. Directors shall use their judgment to ensure that contacts with Company personnel are not disruptive to the Company's operations. Except for contacts specifically approved by the Board or the Audit Committee, directors will inform the Chief Executive Officer of the general nature of all communications with Company personnel.

The Board encourages the Chairman of the Board to invite members of the Company's management to attend Board meetings in order to (a) provide the Board with additional insight into matters discussed during the meeting or (b) expose to the Board key employees with future potential as future senior managers of the Company.

X. Retention of Advisors and Consultants.

The Board and each committee of the Board shall have the authority to retain outside financial, legal or other advisors as they deem appropriate, and shall have the authority to obtain advice, reports or opinions from internal and external counsel and advisors, without consulting with or obtaining approval from any officer of the Company.

XI. Director Compensation.

The Nominating and Governance Committee shall periodically review the Company's policy for the compensation of non-employee directors and make recommendations to the Board regarding changes in such compensation. In making such recommendations, the Nominating and Governance Committee shall be guided by the following goals:

- directors should be fairly compensated for the work required in the discharge of their duties, consistent with practices of similarly situated companies;
- compensation should align the directors' interests with the long-term interests of the Company's stockholders; and

- the compensation policy should be easy for stockholders to understand.

XII. Director Stock Ownership.

The Board believes that directors should also be stockholders of the Company in order to better align their interests with the long-term interests of the stockholders. Although the Board has not adopted a policy requiring directors to attain ownership of a specified number of shares of the Company's common stock, the acquisition of shares and the retention of stock ownership by directors is strongly encouraged.

XIII. Assessment of Board and Committee Performance.

The Nominating and Governance Committee is responsible for coordinating an annual self-evaluation of the performance of the Board and reporting its conclusions to the Board, taking into account input from all of the directors. The Nominating and Governance Committee's report should generally include an assessment of the Board's performance, including compliance with the principles set forth in these guidelines, as well as identification of areas in which the Board could improve its performance. Each of the Audit, Compensation and Nominating and Governance Committee will also conduct an annual evaluation and assessment of the effectiveness of the performance of such committee.

XIV. Director Orientation and Education.

The Board and the Company shall maintain an orientation program for new directors that shall include meetings with the Company's senior management and visits to the Company's facilities.

The Board encourages the directors to periodically attend educational programs related to the duties and responsibilities of directors of public corporations.

XV. Executive Compensation.

The Company's fundamental compensation philosophy is to align the compensation of its senior management with its annual and long-term business objectives, performance against those objectives and creation of stockholder value, as well as to offer compensation that will enable it to attract, retain and appropriately reward executive officers whose contributions are necessary for its long-term success. The Company seeks to reward its executive officers' contributions to achieving revenue growth, increasing operating profits and controlling costs.

The Compensation Committee of the Board oversees the design and administration of our executive compensation program. The principal elements of the program are base salary, variable incentive cash compensation programs, long-term equity-based incentive compensation and broad-based benefits programs. The Compensation Committee has determined that the policy of the Company is that the total compensation of the executive officers should approximate the median compensation paid by the Company's peer companies to officers performing comparable functions. However, it is not the Compensation Committee's policy to adopt a specific schedule for attaining that objective or a rigid formula or benchmark system related to peer company compensation practices.

Generally, the Compensation Committee reviews the compensation of the Company's executive officers in the early part of each fiscal year and takes action at that time to set base salaries and variable compensation for the current year. In setting executive officers' total compensation, the Compensation Committee considers individual and Company performance, as well as compensation surveys and other market information regarding compensation paid by comparable companies, including the Company's industry peers. In its annual review of executive officer compensation, the Compensation Committee considers compensation data and analyses assembled and prepared by the Committee and the Company's Human Resources staff. The Chief Executive Officer provides the Compensation Committee with a review of each of the other executive officer's individual performance and contributions over the past year and makes recommendations regarding their compensation, which the Compensation Committee considers.

The Compensation Committee's policy is to periodically select and retain an independent consultant to assist it in connection with its annual review of executive compensation, to compare the Company's executive compensation policies, practices and procedures to a set of peer companies selected by the Compensation Committee with input from the independent consultant and to make recommendations relating to the Company's executive compensation.

At annual meetings of the Company's stockholders, the stockholders are given the opportunity to vote to approve, on an advisory basis, the compensation of the Company's named executive officers for the previous fiscal year, as disclosed in the proxy statement for the meeting (commonly referred to as a "Say-on-Pay" vote). These stockholder advisory votes will be held after the Compensation Committee has determined the compensation to be paid to the executive officers for the fiscal year in question. Accordingly, the Compensation Committee will not be able to take the results of such Say-on-Pay vote into account in determining executive compensation for that year. However, in its annual review of executive compensation, the Compensation Committee will consider, among other things, the results of stockholder Say-on-Pay votes for previous years.

XVI. Executive Retention and Severance Plan.

The Compensation Committee recognizes that the possibility or pending occurrence of a change in control of the Company could lead to uncertainty regarding the consequences of such an event and could adversely affect the Company's ability to attract, retain and motivate present and future executive officers and other key employees. The Compensation Committee believes that uncertainty regarding the consequences of a possible change in control transaction also could result in disincentives to the Company's consideration of a potential transaction that would result in a change in control. Accordingly, in September 2014, the Compensation Committee adopted the GSI Technology, Inc. Executive Retention and Severance Plan which is intended to encourage the continued dedication of the Company's executive officers and other key employees notwithstanding a possible change in control and to mitigate potential disincentives to the consideration of potential change in control transactions. The Compensation Committee will periodically review such plan and make any revisions that it determines are in the best interest of the Company and its stockholders.

XVII. Succession Planning.

The Chief Executive Officer shall report periodically to the Board on succession planning. The independent directors shall consult with the Chief Executive Officer to (i) develop a plan for interim succession of the Chief Executive Officer in the event that such officer should become unable to perform his or her duties and (ii) periodically assess the qualifications of senior officers as potential successors to the Chief Executive Officer.