

GSI TECHNOLOGY, INC.

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

(As amended on June 16, 2020)

I. STATEMENT OF POLICY

This Charter specifies the scope of the responsibilities of the Nominating and Corporate Governance Committee (the “Committee”) of the Board of Directors (the “Board”) of GSI Technology, Inc. (the “Company”) and the manner in which those responsibilities shall be performed, including its structure, processes and membership requirements.

The primary responsibilities of the Committee are to (i) identify individuals qualified to become Board members; (ii) select, or recommend to the Board, director nominees for each election of directors; (iii) develop and recommend to the Board criteria for selecting qualified director candidates; (iv) consider committee member qualifications, appointment and removal; (v) recommend corporate governance principles, codes of conduct and compliance mechanisms applicable to the Company, and (vi) provide oversight in the evaluation of the Board and each committee.

II. COMPOSITION AND MEMBERSHIP REQUIREMENTS

The Committee shall be comprised of three or more directors, each of whom shall be “independent” under the rules of The Nasdaq Stock Market (“Nasdaq”); provided, however, that one director who does not meet the independence criteria of Nasdaq may, subject to the approval of the Board, serve on the Committee pursuant to, and subject to the limitation under, the “exceptional and limited circumstances” exception as provided under the rules of Nasdaq.

III. ORGANIZATION AND OPERATION

The members of the Committee shall be appointed by the Board and shall serve until their successors are duly elected and qualified or their earlier resignation, removal or death. Any member of the Committee may be removed, with or without cause, by the Board. Unless a Committee Chair is elected by the Board, the members of the Committee shall designate a Chair by majority vote of the full Committee. The Chair shall preside at all regular sessions of the Committee and set the agenda for each Committee meeting. The Committee may, from time to time, delegate duties or responsibilities to subcommittees or to one member of the Committee.

IV. MEETINGS AND COMMITTEE ACTION

The Committee shall meet as often as it deems necessary to fulfill its responsibilities hereunder. Meetings may be called by the Chairperson of the Board or of the Committee. The Committee may meet with management or individual directors at any time it deems appropriate to discuss any matters before the Committee.

Formal action to be taken by the Committee shall be by the affirmative vote of a majority of the Committee members present (in person, by conference telephone or other communications equipment by means of which all persons participating can hear each other, and participation by such means shall constitute presence in person) at a meeting at which a quorum is present or by unanimous written consent. A quorum shall consist of at least a majority of the members of the Committee. Any actions taken by the Committee during any period in which one or more of the members fail for any reason to meet the membership requirements set forth above shall nonetheless constitute duly authorized actions of the Committee for all corporate purposes. The Committee shall make and retain minutes of its meetings, which minutes will be filed with the minutes of the meetings of the Board.

V. AUTHORITY AND RESPONSIBILITIES

To fulfill its responsibilities and duties hereunder, the Committee shall:

A. Nominating Functions

1. Evaluate and select, or recommend to the Board, nominees for each election of directors, except that if the Company is at any time legally required by contract or otherwise to provide any third party with the ability to nominate a director, the Committee need not evaluate or propose such nomination, unless required by contract or requested by the Board.

2. Consider the current and future needs of the Company to ensure that the Board has the appropriate balance of knowledge, experience, skills, expertise, judgment, perspectives and background to effectively pursue its duties in planning and oversight.

3. Determine the criteria and qualifications for new directors, and recruit, identify and interview individuals qualified to become directors.

4. Consider any nominations of director candidates validly made by the Company's stockholders.

5. Review shareholder proposals and recommend proposed Company responses.

6. Review and make recommendations to the Board concerning qualifications, appointment and removal of committee members.

7. Review and make recommendations to the Board concerning Board and committee compensation, including equity compensation.

B. Corporate Governance Functions

1. Develop, recommend for Board approval, and review on an ongoing basis the adequacy of, the corporate governance principles applicable to the Company. Such principles shall include director qualification standards, director responsibilities, committee responsibilities, director access to management and independent advisors, director compensation, director orientation and continuing education, management succession and annual performance evaluation of the Board and committees.

2. In consultation with the Audit Committee, consider and present to the Board for adoption a Code of Conduct applicable to all employees and directors, which meets the requirements of Item 406 of Regulation S-K promulgated by the Securities and Exchange Commission, and provide for and review prompt disclosure to the public of any change in, or waiver of, any provision of such Code of Conduct. Review such Code of Conduct periodically, recommend such changes to such Code of Conduct as the Committee shall deem appropriate, and adopt procedures for monitoring and enforcing compliance with such Code of Conduct.

3. Review, at least annually, the Company's compliance with the Nasdaq corporate governance listing requirements, and report to the Board regarding the same.

4. Assist the Board in developing criteria for the review of the qualification and performance of incumbent directors and the evaluation of Board and committee performance.

5. If requested by the Board, assist the Board in its evaluation of the performance of the Board and other committees of the Board.

6. Review and recommend to the Board changes to the Company's bylaws as needed.

7. Develop orientation materials for new directors and corporate governance-related continuing education for all Board members.

8. Make regular reports to the Board regarding the foregoing.

9. Perform any other activities consistent with this Charter, the Company's Bylaws and governing law, as the Committee or the Board deems necessary or appropriate.

VI. RESOURCES AND AUTHORITY

The Committee shall have the authority to obtain advice or assistance from consultants, legal counsel, accounting or other advisors as it deems appropriate to perform its duties hereunder, and to determine the terms, costs and fees for such engagements. Without limiting the generality of the foregoing, the Committee shall have the sole authority to retain or terminate any search firm to be used to identify director candidates and to determine and approve the terms, costs and fees for such engagements. The fees and costs of any consultant or advisor engaged by the Committee to assist the Committee in performing its duties hereunder shall be borne by the Company.

VII. PERIODIC REVIEW

The Committee shall periodically review (i) this Charter and the scope of responsibilities of this Committee; and (ii) the Committee's performance of its duties. Any proposed changes to this Charter or the Committee's scope of responsibilities, where indicated, shall be referred to the Board for appropriate action.