

Cohu, Inc.

COMPENSATION COMMITTEE CHARTER



TABLE OF CONTENTS

I. PURPOSE.....	3
II. MEMBERSHIP.....	3
III. MEETINGS AND PROCEDURES.....	3
IV. AUTHORITY TO RETAIN ADVISORS.....	4
V. DUTIES AND RESPONSIBILITIES.....	4
VI. DELEGATION OF AUTHORITY.....	7

I. PURPOSE

The purpose of the Compensation Committee (the “Committee”) of the Board of Directors (the “Board”) of Cohu, Inc. (“Cohu” or the “Company”) is to discharge the responsibilities of the Board relating to compensation of Cohu’s executives, to make recommendations to the Board relating to compensation of directors, to produce an annual report on executive compensation for inclusion in Cohu’s proxy statement (in accordance with applicable rules and regulations), to provide general oversight of Cohu’s compensation structure including equity compensation plans and benefits programs and to perform the specific duties and responsibilities set forth herein.

II. MEMBERSHIP

Except as otherwise permitted by applicable rules of The Nasdaq Stock Market LLC (“Nasdaq”), the Committee will consist of at least three members, consisting entirely of independent directors meeting the independence requirements of Nasdaq, the rules and regulations of the Securities and Exchange Commission and the Cohu Corporate Governance Guidelines. Additionally, members of the Committee must qualify as “non-employee directors” for purposes of Rule 16b-3 under the Securities Exchange Act of 1934, as amended (“the 1934 Act”). The Board may designate one member as chair, or in the absence of such designation, the Committee may designate a chair by majority vote of the Committee (the “Chair”). Committee members will be appointed and may be removed by the affirmative vote of the majority of the Board upon the recommendation of the Nominating and Governance Committee. From time to time the Chair may establish such other rules as are necessary and proper for the conduct of the business of the Committee.

III. MEETINGS AND PROCEDURES

The Committee will meet as often as may be deemed necessary or appropriate, in its judgment, but in no event will the Committee convene fewer than three meetings per year. The Chair will establish an agenda, with input from management and other Committee and Board members. The Committee may invite members of management to its meetings as it deems appropriate. The majority of the members of the Committee will be present to constitute a quorum for the transaction of the Committee’s business. All determinations of the Committee will be by a majority of the members present at a meeting duly called or held, provided that any decision or determination of the Committee reduced to writing and consented to (including, but not limited to, by means of electronic transmission) by all of the members of the Committee will be fully effective as if it had been made at a meeting duly called and held. The Committee will report regularly to the full Board with respect to its activities. As appropriate, the Committee will meet in executive sessions.

IV. AUTHORITY TO RETAIN ADVISORS

The Committee may, in its sole discretion, retain or obtain advice of an outside compensation consultant, legal counsel, and other advisors as it determines is appropriate to assist it in the performance of its duties and responsibilities. The Committee will be directly responsible for the appointment, compensation and oversight of the work of any such compensation consultant, legal counsel or any other advisor. Cohu must provide for appropriate funding, as determined by the Committee, for payment of reasonable compensation to such compensation consultants, legal counsel and other advisors retained by the Committee. In addition, the Committee will have access to Cohu's management and other personnel as it deems necessary to carry out its responsibilities.

The Committee may select, or receive advice from, a compensation consultant, legal counsel or other adviser only after taking into consideration the independence of such advisor in accordance with SEC and Nasdaq rules, as may be amended, including considering the following:

- A. the provision of other services to Cohu by the person that employs the compensation consultant, legal counsel or other adviser;
- B. the amount of fees received from Cohu by the person that employs the compensation consultant, legal counsel or other adviser, as a percentage of the total revenue of the person that employs the compensation consultant, legal counsel or other adviser;
- C. the policies and procedures of the person that employs the compensation consultant, legal counsel or other adviser that are designed to prevent conflicts of interest;
- D. any business or personal relationship of the compensation consultant, legal counsel or other adviser with a member of the Committee;
- E. any stock of Cohu owned by the compensation consultant, legal counsel or other adviser; and
- F. any business or personal relationship of the compensation consultant, legal counsel, other adviser or the person employing the adviser with a Section 16 Officer of Cohu (as defined below).

Nothing in this Charter will be construed: (a) to require the Committee to implement or act consistently with the advice or recommendations of the compensation consultant, legal counsel or other adviser to the Committee; or (b) to affect the ability or obligation of the Committee to exercise its own judgment in fulfillment of its duties. Notwithstanding the foregoing, the Committee will not be prohibited from obtaining advice from advisors that it determines are not independent. The Committee will also evaluate whether any compensation consultant retained or to be retained by it has any conflict of interest and consult with management on any required disclosure related to any conflict of interest.

V. DUTIES AND RESPONSIBILITIES

The following duties and responsibilities are set forth below as a guide to the Committee with the understanding that the Committee may alter or supplement them as appropriate under the circumstances to the extent permitted by applicable laws or stock exchange listing standards, or by direction of the Board.

1. Participate in CEO Performance Review and Set Executive Compensation

The Committee will annually review and approve corporate goals and objectives relevant to the compensation of the Chief Executive Officer (the “CEO”) and other officers of Cohu (as defined by Rule 16a-1(f) under the 1934 Act, and referred to herein as the “other Section 16 Officers” and together with the CEO, as the “Section 16 Officers”), based on the overall compensation philosophy, policies and plans of the Company as reviewed and advised by the Committee, participate in the evaluation of the performance of the CEO and the other Section 16 Officers in light of those goals and objectives and determine and approve their compensation including salaries, bonuses, equity incentive awards and long-term cash incentive awards based on this evaluation. In evaluating and determining the compensation of the CEO and the other Section 16 Officers, the Committee will consider the results of the most recent stockholder advisory vote on executive compensation (“Say on Pay Vote”) required by Section 14A of the 1934 Act. The CEO will not be present during voting or deliberations on his or her compensation. In addition, the Committee may, in its discretion, review and act upon management proposals to designate key employees to receive equity awards or other bonuses.

2. Approve Employment and Other Applicable Agreements

The Committee will review and approve employment agreements, severance arrangements, consulting agreements and other service arrangements for the CEO and other Section 16 Officers, including change-in-control provisions, plans or agreements, and, to the extent they are entered into, employment, deferred compensation and other compensatory agreements for the CEO and other Section 16 Officers.

3. Annual Reporting

The Committee will:

- A. Review and discuss with management the Compensation Discussion and Analysis (“CD&A”) required by SEC Regulation S-K, Item 402. Based on such review and discussion, the Committee will determine whether to recommend to the Board that the CD&A be included in the Company’s Annual Report on Form 10-K and, as applicable, the Company’s proxy statement.
- B. Prepare and review the Committee report included in the Company’s annual proxy statement in accordance with applicable rules and regulations of the SEC in effect from time to time. The report will state whether the Committee reviewed and discussed with management the CD&A, and whether, based on such review and discussion, the Committee recommended to the Board that the CD&A be included in the Company’s proxy statement or other applicable regulatory filing.

4. Adoption and Oversight of Equity and Incentive Compensation Plans

The Committee may approve adoption of such equity plans as it deems appropriate, and will approve adoption of incentive compensation plans covering Section 16 Officers, in each case at the discretion of the Committee, except that in the case of any plan or matter required to be submitted for approval by stockholders, the Committee will recommend such plan or matter to the full Board for approval and submission to stockholders. The Committee will oversee the administration of Cohu’s equity plans and the incentive compensation plans in which Section 16 Officers participate, and may approve, amend, modify, interpret or ratify the terms of, or terminate, any such plans and any awards made under such plans to the extent that such action does not require stockholder approval and make recommendations to the Board with respect to incentive-compensation and equity-based plans as appropriate.

5. Recommend Director Compensation

The Committee will periodically review the cash and equity compensation of directors for service on the Board and its committees and recommend to the Board the initial and annual retainer and Board and Committee chair fees, Lead Independent Director fees, Board and Committee meeting fees, if any, and equity compensation. The Committee will oversee the administration and settlement of any deferred director compensation, and the resulting deferred stock units, and may delegate such administration to management.

6. Perform Annual Evaluation

The Committee will annually review and evaluate (i) the performance of the Committee and report the results of such evaluation to the Nominating and Governance Committee and the Board, and (ii) the adequacy of the Committee's Charter and submit any recommended changes to the Charter to the Nominating and Governance Committee and the Board for approval.

7. Oversee Executive Succession Planning and Leadership Development

The Committee will review senior management selection and oversee executive succession planning. As part of this process, the Committee will review the leadership development process for senior management positions. The Committee will also review compensation, incentive and other programs to promote such development.

8. Monitor Director and Section 16 Officer Stock Ownership

The Committee will develop and periodically review guidelines for the ownership of Cohu stock by directors and Section 16 Officers, and annually monitor compliance with such guidelines.

9. Risk Management

The Committee will periodically review and address Cohu's compensation policies and practices for all employees to assess whether such policies and practices create risks that are reasonably likely to have a material adverse effect on the Company.

10. Clawback Policy

The Committee will administer Cohu's Policy for Recovery of Erroneously Awarded Incentive Compensation and consider and, if determined to be appropriate, make recommendations to the Board regarding amendment and application of such policy and the adoption, amendment, and application of any other Company policy regarding recovery of incentive-based compensation, including, but not limited to, compensation that is based on financial information required to be reported under the 1934 Act (or other federal securities laws) following restatement of such financial information.

11. Stockholder Advisory Votes and Proposals

The Committee will review the results of stockholder advisory votes on Cohu's executive compensation program and recommend to the Board or the Nominating and Governance Committee how to respond to such votes, including recommending any change in the frequency of such votes. The Committee will review and make recommendations to the Nominating and Governance Committee with respect to stockholder proposals on compensation matters. The Committee may carry out additional functions and adopt additional policies and procedures as may be appropriate in light of changing business, legislative, regulatory, legal and other conditions, and will fulfill any disclosure, reporting or other requirements imposed on or required on compensation committees of public companies by the SEC, or applicable listing requirements or other applicable laws, rulings and regulations.

12. General

The Committee will perform such other duties and responsibilities as are consistent with the purpose of the Committee and as the Board or the Committee deems appropriate.

VI. DELEGATION OF AUTHORITY

The Committee may create a subcommittee of the Committee consisting of one or more directors on the Committee and may delegate any of its duties and responsibilities to such subcommittee, unless otherwise prohibited by applicable laws or stock exchange listing standards. The Committee may delegate any of its duties and responsibilities including the administration of equity incentive or employee benefit plans, to one or more directors on the Committee, another director or other persons, unless otherwise prohibited by applicable laws or listing standards. Any subcommittee, director or other person will provide a written or oral report to the Committee regarding any activities undertaken pursuant to such delegation. The Committee may terminate any such subcommittee and revoke any such delegation at any time.