

Cohu, Inc.

**NOMINATING AND GOVERNANCE
COMMITTEE CHARTER**



TABLE OF CONTENTS

I. PURPOSE.....	3
II. MEMBERSHIP AND PROCEDURES.....	3
III. MEETINGS.....	5
IV. ROLES AND RESPONSIBILITIES.....	5

I. PURPOSE

The purpose of the Nominating and Governance Committee (the “Committee”) of the Board of Directors (the “Board”) of Cohu, Inc. (“Cohu”) is:

- A.** To identify individuals qualified to serve as directors and recommend to the Board candidates to be nominated for election as directors by stockholders at Cohu’s annual meeting, consistent with criteria the Committee deems appropriate, as approved by the Board;
- B.** Establish a procedure for and consider any nominations of director candidates validly made by Cohu’s stockholders in accordance with Cohu’s Bylaws and Corporate Governance Guidelines;
- C.** To develop Cohu’s Corporate Governance Guidelines for approval by the Board, and to review and recommend updates to such Guidelines, as appropriate;
- D.** To oversee the Company’s corporate responsibility and sustainability initiatives;
- E.** To oversee the organization of the Board to discharge the Board’s duties and responsibilities properly and effectively, including the annual evaluation of the Board and its committees;
- F.** To see that proper attention is given, and effective responses are made, to stockholder concerns regarding corporate governance; and
- G.** To perform such other duties and responsibilities as are enumerated in, and consistent with, this Charter.

II. MEMBERSHIP AND PROCEDURES

1. Membership and Appointment

The Committee will be comprised of not less than three directors, each of whom will be independent, meeting the independence requirements of The Nasdaq Stock Market LLC (“Nasdaq”), any applicable rules and regulations of the Securities and Exchange Commission and the Cohu Corporate Governance Guidelines. The members of the Committee will be appointed by the Board upon the recommendation of the Committee.

2. Removal

The entire Committee or any individual Committee member may be removed from the Committee with or without cause by the affirmative vote of a majority of the Board. Any Committee member may resign upon giving oral or written notice to the Board Chair or the Corporate Secretary of the Board, which resignation will be effective at the time such notice is given (unless the notice specifies a later time for the effectiveness of such resignation). If the resignation of a Committee member is effective at a future time, the Board may elect a successor to take office when the resignation becomes effective.

3. Chair

A chair of the Committee (the “Chair”) may be designated by the Board based upon recommendations by the Committee, if any. In the absence of such designation, the members of the Committee may designate the Chair by majority vote of the full Committee membership. The Chair will determine the agenda, with input from management, the Lead Independent Director, other Committee members and the Board, as appropriate, the frequency and the length of meetings and will have full access to management and information. Such Chair will establish such other rules as may from time to time be necessary and proper for the conduct of the business of the Committee. In the event Cohu does not have a Lead Independent Director, the Chair will preside over any executive sessions of non-management or independent directors.

4. Secretary

The Committee may appoint a Secretary whose duties and responsibilities will be to keep full and complete records of the proceedings of the Committee for the purposes of regularly reporting Committee activities to the Board and to perform all other duties as may from time to time be assigned to him or her by the Committee, or otherwise at the direction of a Committee member. The Secretary need not be a director.

5. 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. 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.

6. Authority to Retain Advisers

In the course of its duties, the Committee will have sole authority, at Cohu’s expense, to engage and terminate consultants, search firms (to identify director candidates) or other advisers as the Committee deems advisable, including the sole authority to approve the consultant or search firm’s or other advisers’ fees and other retention terms.

7. Evaluation

The Committee will undertake an annual evaluation of its Charter and submit any changes to the Charter to the Board for approval, and assess its performance with respect to its purposes and its duties and tasks set forth in the Charter, which evaluation will be reported to the Board. In addition, the Committee will lead the Board in an annual self-evaluation process, including the self-evaluation of each Board committee and each individual Board member (but the frequency of such individual reviews will be as determined by the Committee), and report its conclusions and any further recommendations to the Board.

III. MEETINGS

The Committee will typically convene three or more times each year, with additional meetings as appropriate. A majority of the Committee members 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, 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 as effective as if it had been made at a meeting. The Committee will report to the full Board with respect to its activities. As appropriate, the Committee will meet in executive sessions.

IV. ROLES AND RESPONSIBILITIES

The following will be the recurring duties and responsibilities of the Committee in carrying out its oversight functions. These 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. Board and Board Committee Composition

- A. Annually, the Committee will assess the size and composition of the Board in light of the operating requirements of Cohu and existing attitudes and trends.
- B. The Committee will develop membership qualifications for the Board and all Board committees and will monitor compliance with such membership criteria.
- C. The Committee will conduct a preliminary review of director independence and the financial literacy and expertise of Audit Committee members and nominees who may be asked to serve on the Audit Committee, and make recommendations to the Board relating to such matters.
- D. The Committee will recommend Board committee assignments.
- E. Annually, the Committee will review and recommend directors for election as required based on the evolving needs of Cohu, and nominate an independent director to serve as the Lead Independent Director (when one is required under Cohu's Corporate Governance Guidelines), the selection of whom will be subject to approval by a majority of the independent directors.
- F. The Committee will coordinate and assist management and the Board in identifying and recruiting new members to the Board to fill vacancies and newly created directorships.
- G. The Committee will investigate suggestions for candidates for membership on the Board, including stockholder nominations, as required by the Cohu Bylaws and all federal and state laws and recommend to the Board prospective directors, as required, to provide an appropriate balance of skills, knowledge, experience, attributes, diversity and overall capability on the Board.
- H. The Committee will review and recommend to the Board the continued appropriateness of Board membership of any independent director who tenders a resignation in accordance with Cohu's Corporate Governance Guidelines upon a change in employment or principal occupation.

- 2. The Committee will consider the Board's leadership structure, including the separation of the Board Chair and Chief Executive Officer roles and/or appointment of a Lead Independent Director of the Board, either permanently or for specific purposes, and make such recommendations to the Board with respect thereto as the Committee deems appropriate.

3. The Committee will monitor emerging practices and trends in corporate governance and develop and recommend corporate governance principles applicable to Cohu. It will review annually the Cohu Corporate Governance Guidelines and revise as appropriate, for approval by the Board.
4. The Committee will annually review Board committee charters and make recommendations for any changes to the Board. The Committee will periodically review proposed changes to Cohu's certificate of incorporation and Bylaws, Code of Business Conduct and Ethics and Insider Trading Policy, and make recommendations for any changes to the Board.
5. The Committee will assess periodically and recommend action with respect to stockholder rights plans or other stockholder protections.
6. The Committee will review stockholder proposals with the CEO, Board Chair and the Lead Independent Director and recommend Board responses.
7. The Committee will review the disclosures included in the Cohu annual proxy statement regarding Cohu's director nomination process and other corporate governance matters.
8. The Committee will review and approve any employee director or Section 16 officer, as defined in the Securities Exchange Act of 1934, as amended, for election to any outside for-profit or non-profit boards of directors.
9. The Chair of the Committee will receive communications directed to non-management directors.
10. The Committee will review and assess the channels through which the Board receives information, and the quality and timeliness of information received.
11. The Chair of the Committee will be briefed promptly by management about any whistleblower complaints (or hotline calls) and determine, in conjunction with the appropriate parties, what action(s) are to be taken. Complaints that pertain to financial matters are also referred to the Audit Committee Chair.
12. The Committee will review, oversee and report to the Board on a periodic basis on matters of the Company's corporate responsibility and sustainability initiatives, including potential trends and impacts to the Company's business regarding environmental (including climate-related risks and opportunities), social, and governance issues.
13. The Committee will review, at least annually, the Company's compliance with the corporate governance listing requirements of Nasdaq, and report to the Board regarding the same.