COHU, INC.

NOMINATING AND GOVERNANCE COMMITTEE CHARTER

(revised March 22, 2017)

I. Purpose

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

1. 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;

2. To develop Cohu's Corporate Governance Guidelines for approval by the Board, and to review and recommend updates to such Guidelines, as appropriate;

3. 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;

4. To see that proper attention is given, and effective responses are made, to stockholder concerns regarding corporate governance; and

5. 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, as such term is defined in Exhibit 1 to 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 office 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 Chairman of the Board, the Corporate Secretary or 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. *Chairman.* A Chairman of the Committee (the "Chairman") 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 Chairman by majority vote of the full Committee membership. The Chairman will determine the agenda, with input from management, the Lead Independent Director and other directors on the Committee and the Board as appropriate, the frequency and the length of meetings and will have unlimited access to management and information. Such Chairman 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 Chairman 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 or other advisors as the Committee deems advisable, to identify Director candidates, including the sole authority to approve the consultant or search firm's 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 report its conclusions and any further recommendations to the Board.

III. Meetings

The Committee will typically convene two 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. The Committee will report to the full Board with respect to its activities. As appropriate, the Committee may 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 of Directors 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 of Directors and all Board committees.

(c) The Committee will monitor compliance with Board and Board committee membership criteria.

(d) Annually, the Committee will review and recommend Directors for reelection for continued service as required based on the evolving needs of Cohu and existing attitudes and trends and nominate an independent director to serve as the Lead Independent Director, the selection of whom will be subject to approval by a majority of the independent directors.

(e) The Committee will coordinate and assist management and the Board of Directors in identifying and recruiting new members to the Board to fill vacancies and newly created directorships.

(f) The Committee, with input from all Board members, provides input to the annual evaluation of the CEO by the Lead Independent Director.

(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 knowledge, experience, diversity of background and capability on the Board.

2. The Committee will monitor best practices in corporate governance and develop and recommend corporate governance principles applicable to Cohu and review annually the Cohu Corporate Governance Guidelines and revise as appropriate.

3. The Committee will review proposed changes to Cohu's certificate of incorporation and Bylaws, Board committee charters, Code of Business Conduct and Ethics and Insider Trading Policy and make recommendations for any changes to the Board.

4. The Committee will assess periodically and recommend action with respect to stockholder rights plans or other stockholder protections.

5. The Committee will recommend Board committee assignments.

6. The Committee will review and approve any employee director or Section 16 officers, as defined in the Securities Exchange Act of 1934, as amended, for election to any outside for-profit or non-profit boards of directors.

7. The Committee will review stockholder proposals with the CEO, Chairman of the Board and the Lead Independent Director and recommend Board responses.

8. The Chairman of the Committee will receive communications directed to non-management directors.

9. The Committee will oversee the evaluation of the Board and Board Committees.

10. 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.

11. The Committee will review the disclosures included in the Cohu annual proxy statement regarding Cohu's director nomination process and other corporate governance matters.

12. The Committee reviews emerging corporate governance issues and practices, including proxy advisory firm policies and recommendations on such matters.

13. The Committee reviews and assesses the channels through which the Board receives information