

**INTEGRATED DEVICE TECHNOLOGY, INC.
AMENDED AND RESTATED
COMPENSATION COMMITTEE CHARTER**

This amendment to the Compensation Committee Charter (“Charter”) was adopted by the Board of Directors of Integrated Device Technology, Inc. on January 26, 2016.

Purpose

The purpose of the Compensation Committee (the “Committee”) of the Board of Directors (the “Board”) of Integrated Device Technology, Inc. (the “Company”) is to aid the Board in meeting its responsibilities with regard to the oversight and determination of executive compensation and to administer the Company’s compensation and equity plans.

The Committee shall endeavor to ensure that compensation programs are designed to encourage high performance, promote accountability, and align employee interests with the interests of the Company’s stockholders.

In addition to the specific powers and responsibilities delegated to the Committee in this Charter, the Committee shall also carry out and may exercise any other powers or responsibilities as are assigned by law, the Company’s charter or bylaws, or as may be delegated to it by the Board from time to time. The powers and responsibilities delegated by the Board to the Committee in this Charter or otherwise shall be exercised and carried out by the Committee as it deems appropriate without requirement of Board approval, and any decision made by the Committee (including any decision to exercise or refrain from exercising any of the powers delegated to the Committee hereunder) shall be at the Committee’s sole discretion. While acting within the scope of the powers and responsibilities delegated to it, the Committee shall have and may exercise all the powers and authority of the Board. In carrying out its duties, the Committee shall endeavor to maintain free and open communication between the members of the Committee, other members of the Board, and management of the Company.

Composition of the Committee

The Committee shall be comprised of at least three directors as determined by the Board, none of whom shall be an employee of the Company and each of whom shall (1) qualify as independent under the NASDAQ listing requirements, (2) be a “non-employee director” within the meaning of Rule 16b-3 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), (3) be an “outside director” under the regulations promulgated under Section 162(m) of the Internal Revenue Code of 1986, as amended (the “Code”), and (4) be otherwise free from any relationship that, in the business judgment of the Board, would interfere with his or her exercise of business judgment as a Committee member. Members of the Committee must, in the reasonable business judgment of the entire Board, have a combination of business and employee-management experience that would be valuable in providing broad advice to the Board on matters related to compensation for non-employee directors and for the chief executive officer of the Company, and advising the Board on executive compensation matters.

The members of the Committee shall be appointed by and serve at the discretion of the Board and may be removed from the Committee, with or without cause, by the affirmative vote of a majority of the Board. Unless a Chair of the Committee (the “*Chair*”) is designated by the Board, the Committee may designate a Chair by a majority vote of the full Committee membership. 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.

Meetings and Procedures

The Committee shall meet on a regularly-scheduled basis at least quarterly, and on such other occasions as circumstances may dictate or the members of the Committee may deem necessary or desirable. Meetings of the Committee shall be held upon call by the Chairman of the Board or the Chair. A quorum of the Committee shall consist of a majority of the members of the Committee in office at the time of any meeting, and the vote of a majority of the members of the Committee present at the time of a vote, if a quorum is present at that time, shall be the act of the Committee. The Chair or, in his or her absence, another member chosen by the attending members, shall preside at each meeting and set the agendas for Committee meetings.

All non-management directors that are not members of the Committee may attend and observe meetings of the Committee but may not vote, and shall not participate in any discussion or deliberation unless invited to do so by the Committee. The Committee may, at its discretion, include in its meetings members of the Company’s management and any other personnel employed or retained by the Company or any other persons whose presence the Committee believes to be necessary or appropriate. Notwithstanding the foregoing, the Committee may also exclude from its meetings any persons it deems appropriate, including but not limited to, any non-management director that is not a member of the Committee.

The Committee shall have the authority to establish its own rules and procedures for notice and conduct of its meetings, so long as they are not inconsistent with any provisions of the Company’s bylaws that are applicable to the Committee. The Committee has the authority to conduct or authorize investigations into any matters within the scope of its responsibilities as it deems appropriate, including the authority to request any officer, employee or adviser of the Company to meet with the Committee or any advisers engaged by the Committee.

Consistent with applicable requirements of the Exchange Act and NASDAQ listing standards, the Committee shall (i) have the sole authority, as it deems appropriate, to retain and/or replace, as needed, any independent legal counsel, compensation and benefits consultants and other outside experts or advisors that the Committee believes to be necessary or appropriate (collectively, “Committee Advisors”); (ii) be directly responsible for the appointment, determination of compensation and oversight of the work of any Committee Advisors; (iii) subject to any exceptions under NASDAQ listing standards, undertake an analysis of the independence of each Committee Advisor under the independence factors specified in the applicable requirements of the Exchange Act and NASDAQ listing standards at the time of selection of such Committee Advisor and as appropriate thereafter; and (iv) have such additional authority and responsibility as may be required from time to time under the rules and guidelines of the Exchange Act and NASDAQ listing standards. The Committee may also utilize the services of the Company’s regular legal counsel or other advisors to the Company. The

Company shall provide for appropriate funding, as determined by the Committee, for payment of reasonable compensation to any such Committee Advisors.

Duties and Responsibilities of the Committee

The following duties and responsibilities of the Committee are set forth 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 or required by applicable laws and listing standards. The Committee shall:

1. Meet in executive session to review and recommend for Board approval the corporate goals and objectives relating to the compensation of the chief executive officer, evaluate the performance of the chief executive officer in light of these goals and objectives, and establish the compensation of the chief executive officer based on such evaluation and competitive market data pertaining to compensation at peer companies. The Chief Executive Officer may not be present during voting or deliberations on his or her compensation;
2. Review and approve compensation for other executive officers, considering each executive officer's performance in light of Company goals and objectives and competitive market data pertaining to compensation at peer companies. The CEO of the Company may be present at meetings during which such compensation is under review and consideration, but may not vote;
3. Review and make recommendations to the Board regarding executive compensation and benefit plans, programs and policies;
4. Review and approve the annual budget for employee focal salary increases, as recommended by management;
5. As requested by Company management, review, consult, and make recommendations and/or determinations regarding employee compensation and benefit plans generally, including employee bonus plans and programs;
6. Administer the Company's equity incentive plans, including the review and grant of stock option and other equity incentive grants to executive officers, and review and approve the annual equity budget for all equity award types;
7. Administer the Company's Employee Stock Purchase Plan;

8. Manage, review and approve executive officer employment agreements and the grant of change-in-control and perquisite benefits;
9. Review and approve the Compensation Discussion and Analysis and the Report of the Compensation Committee to be included as part of the Company's annual proxy statement; and
10. Annually review and reassess this charter and recommend any changes to the Board for its consideration;
11. Review and make recommendations to the Board with respect to the compensation of the non-employee members of the Board as well as the plans and policies governing such compensation;
12. To perform such other duties and responsibilities consistent with this charter.

Delegation of Duties

In fulfilling its responsibilities, the Committee shall be entitled to delegate any or all of its responsibilities to a subcommittee of the Committee. The Committee shall not delegate any matters that involve executive officer compensation or any matters where it has determined such compensation is intended to comply with Section 162(m) of the Code.

Evaluation of Performance of Compensation Committee

The members of the Committee shall evaluate the performance of the Committee on an annual basis, including compliance with this Charter. The Chair of the Committee shall report the results of such evaluation to the Board.

Disclosure of Charter

This Charter will be made available on the Company's website and to any stockholder who otherwise requests a copy.