



**INTEGRATED DEVICE TECHNOLOGY, INC.
AMENDED AND RESTATED
NOMINATING & GOVERNANCE COMMITTEE CHARTER**

This amendment to the Nominating & Governance Committee Charter (the “Charter”) was adopted by the Board of Directors (the “Board”) of Integrated Device Technology, Inc. (the “Company”) on January 29, 2014.

Purpose

The purpose of the Nominating & Governance Committee (the “Committee”) is to assist the Board in discharging its responsibilities regarding, among other matters, the following: (1) the identification of individuals qualified to become Board members, (2) the recommendation to the Board of nominees for election at the next annual meeting of the stockholders (or special meeting of stockholders at which directors are to be elected), (3) the recommendation to the Board of candidates to fill any vacancies on the Board, and (4) the development and recommendation to the Board about the adoption or amendment of the Corporate Governance Guidelines and other similar principles applicable to the Company. In so doing, the Committee will endeavor to maintain free and open means of communication between the members of the Committee, other members of the Board, and management of the Company. In addition to the powers and responsibilities expressly delegated to the Committee in this Charter, the Committee may exercise any other powers and carry out any other responsibilities delegated to it by the Board from time to time consistent with the Company’s bylaws.

Membership

The Committee shall consist of not less than three (3) independent members of the Board each of whom (a) satisfies the independence requirements of The Nasdaq Stock Market LLC (“NASDAQ”) and (b) has experience, in the business judgment of the Board, that would be helpful in addressing the matters delegated to the Committee. The members of the Committee will be appointed by, and will serve at the discretion of, the Board. The entire Committee or any individual director on the Committee may be removed from office with or without cause by the affirmative vote of a majority of the Board

Committee Organization and Procedures

1. Unless the Chair is elected by the Board, the members of the Committee shall appoint a Chair of the Committee by majority vote. The Chair (or in her or his absence, a member designated by the Chair) shall preside at all meetings of the Committee.
2. The Committee shall have the authority to establish its own rules and procedures consistent with the bylaws of the Company for notice and conduct of its meetings, should the Committee, in its discretion, deem it desirable to do so.
3. The Committee shall meet at least one (1) time in each fiscal year, and more frequently as the Committee in its discretion deems desirable.
4. The Committee may retain any independent counsel, experts, or advisors that the Committee believes to be desirable and appropriate. The Committee may also use the services of the Company’s regular legal counsel or other advisors to the Company. The Company shall provide the appropriate funding, as determined by the Committee, for payment of compensation to any such persons

employed by the Committee and for ordinary administrative expenses of the Committee that are necessary and appropriate in carrying out its duties. The Committee shall have sole authority to retain and terminate any search firm to be used to identify director candidates, including sole authority to approve such search firm's fees and other retention terms.

Duties of the Committee

The Committee shall have the following duties:

5. The Committee will assist in the recruiting of directors for the Board and in the selection of the Chief Executive Officer, President, and Chief Financial Officer of the Company;

6. The Committee will recommend to the Board (as soon as is reasonably practical after a vacancy arises or a director advises the Board of his or her intention to resign) new directors for election by the stockholders and otherwise by appointment by the Board to fill vacancies, in compliance with the selection criteria outlined herein; provided, however, that if the Company is legally required by contract or otherwise to provide third parties with the ability to nominate directors (for example, preferred stock rights to elect directors upon a dividend default, shareholder agreements, and management agreements), then the selection and nomination of such directors need not be subject to this process;

7. The Committee will annually review and evaluate the nomination for re-election of current directors;

8. The Committee will review periodically with the Chairman of the Board and the Chief Executive Officer the succession plans relating to positions held by elected corporate officers, and make recommendations to the Board with respect to the selection of individuals to occupy those positions;

9. The Committee will review and make recommendations to the Board regarding corporate organizational matters including, but not limited to, the Company's certificate of incorporation and bylaws;

10. The Committee will review and make recommendations to the Board regarding the Company's Corporate Governance Guidelines; and

11. The Committee will periodically review and make recommendations to the Board regarding the membership composition of the Board committees.

12. In performing its governance duties, the Committee will endeavor to comply with applicable legal requirements, including but not limited to the Sarbanes-Oxley Act of 2002 and NASD Rules, and to adopt other institutional recommendations and best practices determined to be in the best interests of the Company.

13. The Committee shall oversee the Board in the Board's review and assessment of its performance (including its composition and organization), which will occur once per fiscal year.

Board Member Selection Criteria

14. Non-employee Board member candidates must meet the independence requirements of NASDAQ Rule 5605(a)(2). To be "independent", the Board member candidate cannot be an employee of the Company or its subsidiaries or have a relationship that in the opinion of the Board would interfere with the exercise of independent judgment in carrying out the responsibilities of a director. The following persons shall not be deemed independent by the Committee: (1) a person who has been employed by the Company or any subsidiary of the Company, or is a family member of a person who has been employed by the Company or any subsidiary of the Company as an executive officer, within the past three years, (2) a person who accepts or has a family member who accepts payments from the Company or any subsidiary of

the Company in excess of \$120,000 per year during any of the previous three years, other than (i) compensation for board or board committee service; (ii) compensation paid to a family member who is an employee (other than an executive officer) of the Company; or (iii) benefits under a tax-qualified retirement plan, or non-discretionary compensation, (3) a person who has a family member who has been employed by the Company or any subsidiary of the Company within the past three years, (4) a person who is a partner in, a controlling shareholder of, or an executive officer with any organization that had business dealings in excess of \$200,000 with the Company or any subsidiary of the Company within the past three years, (5) a person who is employed by another entity where the Company or any subsidiary of the Company has had a representative serving on the compensation committee of that entity within the past three years, or (6) a person who was a partner or employee of the Company's independent auditor who worked on the Company's audit within the past three years.

15. The Committee may also consider the following criteria, among others determined by the Committee in its discretion to be consistent with the Company's guidelines, in recommending candidates for election to the Board: (1) experience in the Company's industry, (2) experience as a board member of another publicly held company, (3) experience in corporate governance, such as an officer or former officer of a publicly held company, and (4) academic expertise in an area of the Company's operation.

Miscellaneous

16. Any action by the Committee shall require the majority approval of the Committee. In the event that a majority of the members of the Committee are unable to agree with respect to a matter under the Committee's consideration, then such matter shall be referred to the Board for resolution, and the determination of the Board shall be final and binding and shall be deemed to be the action of the Committee for all purposes.

17. The Committee may delegate to any one or more members of the Committee any of the power granted to the Committee by the Board, subject to any limitations that may be imposed by the Board. Further, in fulfilling its responsibilities, the Committee shall be entitled to delegate any or all of its responsibilities to a subcommittee of the Committee, to the extent consistent with the Company's certificate of incorporation, bylaws, Corporate Governance Guidelines and applicable laws, regulations and NASDAQ rules.

18. The Committee shall, at least annually, perform an evaluation of the performance of the Committee and its members, including a review of the Committee's compliance with this Charter, and provide any written material with respect to such evaluation to the Board, as appropriate, including any recommendations for changes in procedures or policies governing the Committee. The Committee shall conduct such evaluation and review in such manner as it deems appropriate.

19. The Committee shall review and reassess this Charter at least annually and submit any recommended changes to the Board for its consideration.

20. The Committee shall report periodically, as deemed necessary or desirable by the Committee, but at least annually, to the full Board regarding the Committee's actions and recommendations.

Disclosure of Charter

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