

**CYPRESS SEMICONDUCTOR CORPORATION
CHARTER OF THE
OPERATIONS COMMITTEE OF THE
BOARD OF DIRECTORS**

I. PURPOSE

The purpose of the Operations Committee (the “Committee”) is to assist the Board of Directors (the “Board”) of Cypress Semiconductor Corporation (the “Company”) in discharging its responsibilities with respect to:

A. Reviewing and providing strategic advice and counsel to the Company regarding the business operations; and

B. Presenting to the Board an independent assessment of the Company's business operations as it relates to strategic initiatives.

II. STRUCTURE AND OPERATIONS

Composition and Qualifications

The Committee shall be comprised of at least two members of the Board.

Appointment and Removal

The members of the Committee shall be appointed by the Board and shall serve until such member's successor is duly elected and qualified or until such member's earlier resignation or removal. The members of the Committee may be removed, with or without cause, by the Board.

Chairman

Unless a Chairman of the Committee is elected by the Board, the Committee shall designate a Chairman by majority vote of the members.

Delegation to Subcommittees

In fulfilling its responsibilities, the Committee shall be entitled to delegate any or all of its responsibilities to a subcommittee of the Committee.

Compensation

Members of the Committee shall receive such fees for their service as Committee members as may be determined by the Board.

III. MEETINGS

Generally, the Committee will not hold regularly scheduled Committee meetings and instead Committee members shall attend quarterly operations reviews and provide advice and counsel to the executive team as circumstances require and as requested by the Board.

Any member of the Committee may call meetings of the Committee. The Chairman will chair all meetings of the Committee and set the agendas for Committee meetings. All directors that are not members of the Committee may attend meetings of the Committee but may not vote. Additionally, the Committee may invite to its meetings any director, management of the Company and such other persons as it deems appropriate to carry out its responsibilities. At all meetings of the Committee, a majority of the authorized number of Committee members shall constitute a quorum for the transaction of business and the act of a majority of the Committee members present at any Committee meeting at which there is a quorum shall be the act of the Committee, except as may be otherwise specifically provided by statute (such as in the case of a recusal due to a conflict of interest) or by the Company's Certificate of Incorporation. Meetings of the Committee may be held telephonically. The Committee shall maintain written minutes of any Committee meetings, which minutes will be filed with the minutes of the meetings of the Board. The Committee may also act by written consent, which shall constitute a valid action of the Committee if it has been executed by each Committee member and shows the date of execution. The written consent will be effective on the date of the last signature and will be filed with the minutes of Board meetings.

IV. RESPONSIBILITIES AND DUTIES

Outlined below are certain continuing responsibilities that the Committee is expected to fulfill in effecting its purpose as stated in Section I of this Charter. This list of responsibilities is presented for illustrative purposes and is not intended to be exhaustive. The Committee may conduct additional activities as appropriate in light of changing business, legislative, regulatory, legal or other conditions. The Committee shall also fulfill other responsibilities delegated to it from time to time by the Board.

Provide Advice and Counsel

1. Review plans of operating divisions for alignment to BOD strategic objectives.
2. Provide feedback and guidance to executive team regarding strategic and tactical plans.

Reports

1. Report annually to the Board regarding the performance of the Company.

V. ANNUAL PERFORMANCE EVALUATION

The Committee shall perform a review and evaluation, at least annually, of the performance of the Committee and its members, including by reviewing the compliance of the Committee with this Charter. In addition, the Committee shall review and reassess, at least annually, the adequacy of this Charter and recommend to the Board any improvements to this Charter that the Committee considers necessary or valuable. The Committee shall conduct such evaluations and reviews in such manner, as it deems appropriate.