

**CHARTER FOR THE NOMINATING AND CORPORATE GOVERNANCE  
COMMITTEE**

**OF THE BOARD OF DIRECTORS**

**OF**

**MONOLITHIC POWER SYSTEMS, INC.**

(As amended through April 21, 2015)

**1. PURPOSE**

The purpose of the Nominating and Corporate Governance Committee (the “**Committee**”) of the Board of Directors of Monolithic Power Systems, Inc. (the “**Company**”) shall be to:

- Review the composition and evaluate the performance of the Board of Directors, recommend director nominees for the selection of the Board of Directors, and evaluate director compensation;
- Review the composition of committees of the Board of Directors and recommend persons to be members of such committees; and
- Recommend to the Board of Directors whether to accept or reject a tendered director resignation, or take other action, in circumstances where a director receives a greater number of “withhold” votes than “for” votes in an uncontested election of directors as set forth in the Director Voting Policy adopted by the Board of Directors.

In addition, the Committee will undertake those specific duties and responsibilities listed below and such other duties as the Board of Directors may from time to time prescribe.

**2. MEMBERSHIP AND ORGANIZATION**

**Composition.** The Committee shall consist of no fewer than three (3) members of the Board of Directors. All members of the Committee shall be appointed, and replaced by the Board of Directors. The Board may designate one member of the Committee as chair. The Committee members shall be independent of the Company and its affiliates, shall have no relationship to the Company or its affiliates that may interfere with the exercise of their independence, and shall otherwise meet the independence requirements of the Nasdaq Stock Market, Inc. Marketplace Rules. The Committee may form and delegate authority to subcommittees when appropriate. Any such subcommittee shall consist solely of Committee members.

**Meetings.** It is anticipated that the Committee will meet at least twice a year. The Committee may establish its own meeting schedule. Special meetings may be convened as required. The Committee may invite to its meetings other Directors, Company management and such other persons as the Committee deems appropriate in order to carry out its responsibilities. In

performing its duties, the Committee shall have the authority to obtain advice, reports or opinions from internal or external legal counsel and expert advisors, including any search firm to be used to identify candidates for the Board of Directors.

The Committee will maintain written minutes of its meetings, which minutes will be filed with the minutes of the meetings of the Board of Directors. The Committee shall make regular reports to the Board of Directors on the actions and recommendations of the Committee.

**Compensation.** Members of the Committee shall receive such fees, if any, for their service as Committee members as may be determined by the Board of Directors.

### **3. RESPONSIBILITIES AND DUTIES**

The responsibilities and duties of the Committee shall include:

#### ***Corporate Governance Generally***

- Develop principles of corporate governance and recommend them to the Board of Directors for its consideration and approval;
- Periodically review this Charter and the Committee's processes and procedures;
- Review periodically the succession planning for the Chief Executive Officer and other executive officers, including circumstances under which they might be suddenly unavailable to perform their duties, report its findings and recommendations to the Board of Directors, and work with the Board of Directors in evaluating potential successors to these executive management positions;
- Establish and oversee a process by which the Committee or the Board of Directors is informed about, and oversees, the Company's management of business risk; and
- Oversee compliance by the Board of Directors and its committees with applicable laws and regulations, including the rules and regulations promulgated by the Securities and Exchange Commission and the Nasdaq Stock Market, Inc.

#### ***Composition of the Board of Directors, Evaluation and Nominating Activities***

- Review the composition and size of the Board of Directors and determine the criteria for membership on the Board of Directors, which may include, among other criteria, issues of character, judgment, independence, diversity, age, expertise, corporate experience, length of service, other commitments and the like;
- Conduct an annual evaluation of the Board of Directors as a whole;
- Identify, consider and recommend for the selection of the Board of Directors, candidates to fill new positions or vacancies on the Board of Directors, and review any candidates recommended by stockholders in compliance with the Company's Bylaws and its policies and procedures for consideration of Board candidates; in performing these duties, the

Committee shall have the authority to retain any search firm to be used to identify Board candidates and shall have the authority to approve the search firm's fees and other retention terms;

- Evaluate the performance of individual members of the Board of Directors eligible for re-election, and recommend for the selection of the Board of Directors, the director nominees by class for election to the Board of Directors by the stockholders at the annual meeting of stockholders;
- Evaluate director compensation, consulting with outside consultants and/or with the Human Resources department when appropriate, and make recommendations to the Board of Directors regarding director compensation;
- Review the disclosure included in the Company's proxy statement regarding the Company's policies and procedures for the Committee's consideration of Board candidates; and
- Make recommendations for the continuing education of Board members.

***Committees of the Board of Directors***

- Periodically review the composition of each committee of the Board of Directors and make recommendations to the Board of Directors for the creation of additional committees or the change in mandate or dissolution of committees; and
- Recommend to the Board of Directors persons to be members of the various committees.