

**CHARTER OF THE  
GOVERNANCE AND NOMINATING COMMITTEE OF THE  
BOARD OF DIRECTORS OF  
SILICON IMAGE INC.**

As amended effective December 10, 2007

**I. OVERVIEW:**

The purpose of the Governance and Nominating Committee (the “**Committee**”) of the Board of Directors (the “**Board**”) of Silicon Image, Inc. (the “**Company**”) is to discharge the responsibilities of the Board with respect to certain governance and nominating matters by carrying out the activities enumerated in Part III of this charter (the “**Charter**”).

This Charter should be interpreted in the context of all applicable laws and regulations and the Company’s organizational documents. In the event of any conflict between this Charter and such laws, regulations or documents, such laws, regulations or documents shall control.

**II. MEMBERSHIP:**

The Committee shall consist of not less than two members of the Board, with the exact number being determined by the Board. Each of the members of the Committee will be an “independent director” as defined under the rules of the NASDAQ Stock Market, as they may be amended from time to time (the “**Rules**”), except as may otherwise be permitted by such Rules. Each of the members of the Committee will also satisfy any other requirements for membership imposed by applicable laws or regulations, subject to any applicable exemptions and transition provisions.

All members of the Committee will be appointed by, and shall serve at the discretion of, the Board. The Board will select members of the Committee, who will be approved by a majority vote of a quorum of the Board. Committee members will serve during their respective term as a director, subject to earlier removal by a majority vote of a quorum of the Board. The Board may elect a member of the Committee to serve as the Chairperson of the Committee. If the Board does not elect a Chairperson, the members of the Committee may designate a Chairperson by majority vote of the Committee membership.

**III. DUTIES AND RESPONSIBILITIES:**

The following shall be the principal duties and responsibilities of the Committee. These items are set forth as a guide, with the understanding that the Committee may supplement them as appropriate and may establish policies and procedures from time to time that it deems necessary or advisable in fulfilling its responsibilities. In addition to the duties and responsibilities set forth below, the Committee shall perform such other duties as are delegated to it by the Board or required under applicable laws or regulations. The Committee may from time to time, as it deems appropriate and consistent with applicable laws and regulations and the Company’s organizational documents, form and delegate authority to subcommittees.

In order to serve these functions, the Committee shall have direct access to Company personnel and documents, and shall have authority to conduct any investigation into any matters appropriate to

fulfilling its responsibilities. The Committee may obtain advice and assistance from internal or external legal or other advisors at the Company's expense. In order to carry out its nominating duties, the Committee may retain and terminate any search firm to be used to identify candidates to serve as members of the Board. The Committee shall have the authority to approve the fees and other retention terms of any such advisors. The Company shall provide for appropriate funding, as determined by the Committee, for payment of compensation to any such advisors employed by the Committee pursuant to this Charter and ordinary administrative expenses of the Committee that are appropriate in carrying out its functions pursuant to this Charter.

### **Nomination**

1. The Committee will make recommendations for the composition of the full Board and its standing committees (currently Audit, Compensation, and Governance and Nominating), including their respective Chairpersons.

2. The Committee will define the future membership needs of the Board and help identify, recruit, evaluate and nominate candidates for appointment or election as members of the Board. In this regard, the Committee will help determine the desired qualifications, experience and characteristics of Board members and oversee inquiries into the backgrounds of potential candidates for membership on the Board.

3. The Committee will assist the Chairperson of the Board in the periodic evaluation of individual members of the Board and its standing committees.

4. The Committee will approve all nominees to serve as members of the Board before they are appointed by the Board or proposed by the Board for election by the stockholders, including approval of a slate of director nominees to be proposed by the Board for election at each annual meeting of stockholders and approval of all director nominees to be elected by the Board or stockholders to fill interim director vacancies.

5. The Committee will develop and periodically evaluate a policy with regard to the consideration of any individuals recommended by securityholders for appointment to the Board, including procedures for the submission of such recommendations, and consider any nominees properly submitted by securityholders in accordance with such procedures.

### **Governance**

1. The Committee will ensure that charters are written for each of the standing committees of the Board, and will monitor the compliance of each committee with the charter for such committee.

2. The Committee will develop, recommend and review a set of corporate governance principles (the "**Corporate Governance Principles**") and a code of conduct and ethics (the "**Code of Conduct and Ethics**") applicable to the Company, each of which will be approved by the full Board and communicated to all relevant constituents.

3. The Committee will oversee implementation of orientation for new directors and see that all directors are regularly educated in the matters of the Company's business and have appropriate access to important Company information in order to fully exercise their fiduciary responsibilities.

4. The Committee will ensure that the independent directors have an opportunity to meet at least once annually and establish a process to provide objective feedback to the Chairperson of the Board on how Board meetings might be improved.

5. The Committee will advise the full Board on corporate governance matters and will recommend improvements to the corporate governance of the Company. These improvements may include changes to the structure and composition of the Board that take into consideration widely accepted external standards.

6. The Committee will periodically review and assess the adequacy of this Charter, the Corporate Governance Principles, the Code of Conduct and Ethics, the Company's Insider Trading Policy, the Company's Confidential Reporting Procedures, the Company's bylaws, and the Company's certificate of incorporation and recommend any changes for approval by the Board.

7. The Committee will periodically review the business interests and business activities of members of the Board and management, including any interests and activities which may constitute a conflict of interest. The Committee will review and approve any proposed transaction between the Company and any related party (as defined by applicable laws or regulations), other than transactions that are subject to the review of the Audit or Compensation Committee or in which a member of the Committee is interested. The Committee will review waivers of the Code of Conduct and Ethics requested for directors and executive officers and have the authority to approve such waivers, except where the potential waiver involves a member of the Committee. The Committee will communicate as necessary with the Audit Committee regarding the foregoing reviews and approvals.

8. The Committee will oversee periodic reviews by the Board of the performance of the Board and its committees.

9. The Committee will make such other recommendations to the Board and its committees as the Committee may consider necessary or appropriate and consistent with its purpose.

#### **IV. MEETINGS:**

Meetings of the Committee will be held from time to time, but at least two times per year, in response to the needs of the Board or as otherwise determined by the Chairperson of the Committee. Meetings will be presided over by the Chairperson of the Committee, with the agenda for each meeting to be determined by the Chairperson of the Committee after consideration of suggestions from other Committee members and the Company's management. The Committee shall report to the Board from time to time, regularly and as requested by the Board and at such other times as determined by the Committee to be appropriate. In accordance with the bylaws of the Company and in lieu of a meeting, the Committee may also act by unanimous written consent. The Committee may in its sole discretion invite persons who are not members of the Committee to attend Committee meetings, or exclude persons who are not members of the Committee from Committee meetings. Subject to the applicable provisions of the Company's bylaws and the authority of the Board, the Committee shall have the authority to establish its own rules and procedures for notice and conduct of its meetings.

#### **V. MINUTES:**

The Committee will maintain written minutes of its meetings and copies of its actions by unanimous written consent, and will cause such minutes and copies of written consents to be filed with the minutes of the meetings of the Board.