

**CHARTER OF THE
GOVERNANCE AND STOCKHOLDER RELATIONS COMMITTEE OF
DIODES INCORPORATED**

1. PURPOSE

The purpose of the Governance and Stockholder Relations Committee (the “Committee”) of Diodes Incorporated (the “Company”) is to help to ensure that the Board of Directors (the “Board”) is appropriately constituted to meet its fiduciary obligations to stockholders and the Company. To carry out this purpose, the Committee shall:

- (1) Identify individuals qualified to become Board members, consistent with criteria approved by the Board.
- (2) Recommend the director nominees to be selected by the Board for the next annual meeting of stockholders.

2. COMMITTEE MEMBERSHIP AND ORGANIZATION

The Committee shall be comprised of no fewer than three members. Each member of the Committee shall be “independent” as defined by the rules of the National Association of Securities Dealers (“NASD”) and the Securities and Exchange Commission (“SEC”). Each member shall be free of any relationship that, in the opinion of the Board, would interfere with his or her individual exercise of independent judgment. The members of the Committee shall be appointed and replaced by the Board. The Board shall appoint one of the members as Chair.

The Committee shall communicate with and work closely with the Board. To foster this communication, the Chief Executive Officer of the Company shall be a non-voting *ex officio* member of the Committee.

3. COMMITTEE RESPONSIBILITIES AND AUTHORITY

To carry out its purposes expressed in Paragraph 1 above, the Committee shall have the following responsibilities and authority. Delegation by the Board of responsibilities to the Committee shall not preclude the Board from taking any action permitted to be taken under governing law, rules or regulations applicable to the Company.

- (1) Evaluate the current composition, organization, size and governance of the Board and its committees; determine future requirements and make recommendations to the Board concerning the appointment of directors.
- (2) Determine the desired qualifications, expertise and characteristics for potential directors and conduct searches for director candidates that have corresponding attributes. Evaluate, propose and approve nominees for election to the Board, and consider and evaluate stockholder nominees for election to the Board.
- (3) Form and delegate authority to subcommittees, or delegate authority to members, when appropriate, provided that such subcommittees will be composed exclusively of members of this Committee and will operate pursuant to a published charter.
- (4) Evaluate and recommend termination of service of individual members of the Board as appropriate, in accordance with the Board’s governance principles, for cause or for other proper reasons.

(5) Review and re-examine this Charter at least annually and make recommendations to the Board with respect to any proposed changes.

4. MEETING AND MINUTES

(1) The Committee will meet annually and will also meet as required, in response to the needs of the Board and as necessary to fulfill its responsibilities.

The Committee will maintain written minutes of its meetings, which minutes will be filed with the minutes of the meetings of the Board.