

DIODES INCORPORATED
COMPENSATION AND STOCK OPTIONS COMMITTEE

The Compensation and Stock Options Committee makes recommendations to the Board of Directors regarding compensation, benefits and incentive arrangements for the Chief Executive Officer and other officers and key employees of the Company. The Compensation and Stock Options Committee also administers the Company's 1993 Incentive Stock Option Plan ("1993 ISO Plan"), the 1993 Non-Qualified Stock Option Plan ("1993 NQO Plan"), the Incentive Bonus Stock Plan, the Company's 401(k) profit sharing plan (the "401(k) Plan"), and the 2001 Omnibus Equity Incentive Plan.

The Board of Directors has determined that each member of the Compensation and Stock Options Committee is "independent" as that term is defined under the rules of Nasdaq.