

**CHARTER OF THE CORPORATE GOVERNANCE AND NOMINATING
COMMITTEE OF THE BOARD OF DIRECTORS OF ATMEL CORPORATION**

As of February 13, 2004

PURPOSE:

The Corporate Governance and Nominating Committee (the "Committee") is a committee of the Board of Directors of Atmel Corporation (the "Company"). The purpose of the Committee is to review and make recommendations to the Board of Directors on matters concerning corporate governance, Board composition, identification, evaluation and nomination of individuals qualified to become Board members, Board Committees and conflicts of interest. 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.

MEMBERSHIP:

The Committee shall consist of no fewer than three members of the Board of Directors. All members of the Committee shall be appointed and replaced by the Board, shall have no relationship to the Company or its affiliates that may interfere with the exercise of their independence, and shall otherwise be deemed "Independent Directors" as defined in Rule 4200 of the Nasdaq Stock Market, Inc. Marketplace Rules (the "Nasdaq Rules").

The Board will designate one member of the Committee as its Chair.

RESPONSIBILITIES:

The Committee has the following specific duties:

Corporate Governance Generally

- Develop principles of corporate governance and recommend them to the Board for its consideration and approval;
- Review annually the principles of corporate governance approved by the Board to ensure that they remain relevant and are being complied with;
- Review proposed changes to the Company's Certificate of Incorporation and bylaws and make recommendations to the Board;
- Determine the manner in which stockholders may send communications to the Board (as a whole or individually);
- Establish the process by which the Chair of the Committee will determine which stockholder communications will be relayed to the Board and what the Board's response, if any, should be;
- Review governance-related stockholder proposals and recommend Board responses; and
- Oversee compliance by the Board and its committees with applicable laws and regulations, including those promulgated by the Securities and Exchange Commission and the Nasdaq Rules.

Board Composition, Evaluation and Nominating Activities

- Oversee the Board evaluation process including conducting periodic evaluations of the performance of the Board as a whole and each Board committee and evaluating the performance of Board members eligible for re-election;
- Review and make recommendations to the Board regarding the composition and size of the Board and determine the relevant criteria (including any minimum qualifications) for Board membership including issues of character, integrity, judgment, diversity, age, independence, skills, education, expertise, business acumen, business experience, length of service, understanding of the Company's business, other commitments and the like;
- Establish procedures for the submission of candidates for election to the Board (including recommendations by stockholders of the Company);
- Establish procedures for identifying and evaluating nominees for Director;
- Review and recommend candidates for election to the Board at the annual meeting of stockholders in compliance with the Company's policies and procedures for consideration of Board candidates;
- Identify, consider and recommend candidates to fill new positions or vacancies on the Board; in performing these duties, the Committee shall have the authority, at the Company's expense, to retain and terminate any search firm to be used to identify Board candidates and shall have authority to approve the search firm's fees and other retention terms;
- Review the disclosure included in the Company's proxy statement regarding the Company's nomination process;
- Evaluate director compensation, consulting with outside consultants and/or with the Human Resources department when appropriate, and make recommendations to the Board regarding director compensation;
- Review and make recommendations to the Board with respect to the Directors' stock option grants under the 1996 Stock Plan and any proposed amendments thereto, subject to obtaining stockholder approval of any amendments as required by applicable law or the Nasdaq Rules;
- Establish policy regarding attendance of Board members at annual meeting of stockholders; and
- Make recommendations for continuing education of Board members.

Board Committees

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

Conflicts of Interest

- Review and approve the Company's Standards of Business Conduct and Code of Ethics for Principal Executive Officer and Senior Financial Officers and Managers;
- Consider questions of possible conflicts of interest of Board members and of corporate officers; and

- Review actual and potential conflicts of interest of Board members and corporate officers, and approve or prohibit any involvement of such persons in matters that may involve a conflict of interest or taking of a corporate opportunity.

In performing its duties, the Committee shall have the authority, at the Company's expense, to retain, hire, and obtain advice, reports or opinions from internal or external legal counsel and expert advisors.

The Committee may form and delegate authority to subcommittees when appropriate.

MEETINGS:

The Committee will meet as often as may be deemed necessary or appropriate, in its judgment, in order to fulfill its responsibilities. The Committee may meet either in person or telephonically, and at such times and places as the Committee determines. 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.

MINUTES:

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

REPORTS:

The Chair of the Committee shall make regular reports to the full Board on the actions and recommendations of the Committee.