

HUTCHINSON TECHNOLOGY INCORPORATED GOVERNANCE AND NOMINATING COMMITTEE CHARTER

Preamble

There shall be a Governance and Nominating Committee (the “Committee”) of the Board of Directors (the “Board”) of Hutchinson Technology Incorporated, a Minnesota corporation (the “Company”). The purposes of the Committee shall be to assist the Board in developing and implementing the Company’s Principles of Corporate Governance, in identifying candidates for director positions, in determining the composition of the Board and its committees, and to assist the Board and its committees in maintaining a high standard of governance, care and due diligence in carrying out their responsibilities.

Organization and Composition

The Committee shall consist of at least three directors appointed by the Board. Each director appointed to the Committee shall (i) be an “independent director” within the meaning of Rule 4200 of the NASD Manual and (ii) have no relationship with the Company which, in the opinion of the Board, would interfere with the exercise of independent judgment. The Board shall designate one member of the Committee as the chairperson. The Board shall have sole authority to remove members of the Committee.

Principal Responsibilities

The Committee’s principal responsibilities shall be to:

- a) monitor compliance with the Company’s Principles of Corporate Governance and recommend to the Board changes thereto as necessary or appropriate;
- b) recommend as necessary changes in the size and composition of the full Board and each of its committees and the establishment and composition of new committees (including ad-hoc committees);
- c) review director and committee member qualifications, and review and recommend revisions as necessary to the screening process for director and committee member candidates;
- d) oversee the process for selecting director candidates; provided, that the Committee shall have sole authority to determine (i) whether to retain or terminate any search firm to identify director candidates and (ii) the terms of such retention, including the search firm’s fees;
- e) recommend to the Board (i) director nominees to be presented for shareholder approval at each annual meeting of shareholders and (ii) any new director

nominees to be elected by the Board to fill vacancies and newly created directorships; provided, that no person shall be nominated by the Board for election to the Board without the approval of the Committee;

f) consider the performance, including Board and committee attendance and participation, of incumbent members of the Board in determining whether to recommend that they be nominated for reelection and consider whether to recommend to the Board guidelines with respect to continued service of directors, committee members and committee chairs;

g) review and approve the process for new director orientation;

h) monitor committee charters to confirm proper scope and responsibilities;

i) consider the need for changes to the Company's Articles of Incorporation and Bylaws;

j) review the Company's procedures for assuring development, communication of and adherence to the Company's code of conduct and the code of ethics for senior financial management mandated by the Sarbanes-Oxley Act of 2002; and

k) develop, recommend to the Board, and oversee an annual performance evaluation process for the Board and each of its committees and ensure that such performance evaluations are distributed to the Board.

Meetings

The Committee will meet as often as it deems necessary or appropriate, in its judgment, but no less than two times per year. All meetings of the Committee shall be held pursuant to the Bylaws of the Company with regard to notice and waiver thereof, and written minutes of each meeting shall be duly filed in the Company's corporate records. A report of each meeting of the Committee shall be made to the Board promptly following such Committee meeting accompanied by any recommendations to the Board approved by the Committee. The Committee shall have the authority to delegate any of its responsibilities to subcommittees as the Committee may deem appropriate in its sole discretion, to the extent permitted by law and the rules of The Nasdaq Stock Market. A majority of the members of the Committee shall constitute a quorum of the Committee.

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