



**CHARTER OF THE NOMINATING
AND GOVERNANCE COMMITTEE
of the
BOARD OF DIRECTORS
of
QLOGIC CORPORATION
(August 24, 2004)**

PURPOSE

The purpose of the Nominating and Governance Committee is to recommend candidates for election to the Board of Directors of QLogic Corporation (the “Company”) and to review and report to the Board on a periodic basis on corporate governance practices.

COMMITTEE MEMBERSHIP AND ORGANIZATION

The Nominating and Governance Committee shall be comprised of no fewer than two (2) directors each of whom will be an “independent director” as required by the rules of The Nasdaq Stock Market, Inc.

Each member of the Nominating and Governance Committee shall be subject to annual reconfirmation and may be removed by the Board at any time.

COMMITTEE RESPONSIBILITIES AND AUTHORITY

In carrying out the purpose set forth above, the Committee shall:

- Evaluate the current composition, size, organization and governance of the Board and its committees, determine future requirements, evaluate the independence of existing and prospective Directors, and make recommendations to the Board for approval.
- Determine on a periodic basis desired Board qualifications, expertise, and characteristics and conduct searches for potential Board members with corresponding attributes. Evaluate and propose nominees for election to the Board. In performing these tasks, the Nominating and Governance Committee shall have the sole authority to retain and terminate any search firm to be used to identify director candidates.
- Oversee the overall Board performance assessment.
- Form and delegate authority to subcommittees when appropriate.
- Evaluate and make recommendations to the Board concerning the appointment of directors to Board committees, the selection of Board committee chairs and propose the Board slate for election at each annual meeting and any director nominees to be elected by the Board to fill interim director vacancies.

- Consider stockholder nominees for election to the Board using the same evaluation criteria as used for other nominees.
- Evaluate the nature, structure and composition of other Board committees; recommend candidates for membership to various Board committees; and coordinate and approve Board and committee meeting schedules.
- Take such steps as the Committee deems necessary or appropriate to comply with the rules of The Nasdaq Stock Market, Inc. , Sarbanes-Oxley Act of 2002 and the rules and regulations from time to time enacted thereunder that are applicable to the Committee and Board members.
- Make regular reports to the Board of the Committee's activities.
- Review and re-examine this Charter periodically and make recommendations to the Board for any proposed changes.

In performing its responsibilities, the Nominating and Governance Committee shall have the authority to obtain advice, reports, or opinions from internal or external counsel and expert advisors.

COMMITTEE MEETINGS

The Committee will meet periodically as necessary to act upon the matters within its jurisdiction. A majority of the total number of members of the Committee shall constitute a quorum for at all Committee meetings. Minutes shall be kept of each meeting of the Committee.