

NOMINATING/CORPORATE GOVERNANCE COMMITTEE CHARTER

Adopted by the Board of Directors of Alliance Semiconductor

Purpose

The purpose of the Nominating/Corporate Governance Committee (the “Committee”) of the board of directors (the “Board”) of Alliance Semiconductor (the “Company”) is to:

- (a) provide periodic review and interpretation of the Company’s corporate governance policies;
- (b) consider and make recommendations to the Board concerning the appropriate size and needs of the Board;
- (c) consider candidates to fill vacant Board positions;
- (d) establish performance criteria for itself and evaluate itself and individual members on a regular basis;
- (e) consider policies relating to the Board and directors, including committee structure and size, share ownership, and retirement and resignation; and
- (f) provide minutes of Committee meetings to the Board, and report to the Board on any significant matters arising from the Committee's work.

Composition

The Committee shall be composed of two or more directors, as determined by the board of directors, each of whom shall satisfy the requirements of Nasdaq.

Responsibilities

The Committee is charged by the Board with the responsibility to:

- (a) provide periodic review and interpretation of the Company’s corporate governance policies;
- (b) consider and make recommendations to the Board concerning the appropriate size and needs of the Board;
- (c) consider candidates to fill vacant Board positions;
- (d) establish performance criteria for itself and evaluate itself and individual members on a regular basis;

(e) consider policies relating to the Board and directors, including committee structure and size, share ownership, and retirement and resignation; and

(f) provide minutes of Committee meetings to the Board, and report to the Board on any significant matters arising from the Committee's work.