

**CHARTER OF THE
CORPORATE GOVERNANCE AND EXECUTIVE COMMITTEE
OF THE BOARD OF DIRECTORS**

(Adopted by the Board of Directors on October 18, 1999; Restated and
Amended as of February 5, 2003; Restated and Amended as of March 5, 2004)

PURPOSE:

The purpose of the Corporate Governance and Executive Committee (“Committee”) of the Board of Directors (“Board”) of ON Semiconductor Corporation, a Delaware corporation (“Company”) shall be to (i) exercise between meetings of the Board all the delegable powers of the Board regarding the management of the business and affairs of the Company to the extent not expressly prohibited by the Delaware General Corporation Law (as specified below) or by resolution of the Board, and (ii) review and make recommendations to the Board regarding other matters of Corporate Governance as requested by the Board or otherwise determined to be appropriate by the Committee.

COMPOSITION:

The Committee shall be comprised of at least three (3) or more members of the Board. The Board may designate one or more Directors as alternate members of the Committee who may replace any absent or disqualified member at any meeting of the Committee. The members of the Committee and its Chairperson will be appointed by and serve at the discretion of the Board.

FUNCTIONS AND AUTHORITY:

The operation of the Committee shall be subject to the Bylaws of the Company, as in effect from time to time, and Section 141(c) of the Delaware General Corporation Law. The Committee shall during the intervals between meetings of the Board, have all power and authority of the Board regarding the management of the business and affairs of the Company, and to review and make recommendations to the Board regarding other matters of Corporate Governance as requested by the Board or otherwise determined to be appropriate by the Committee. Notwithstanding the previous sentence, the Committee shall have no power:

1. To amend the Certificate of Incorporation or the Bylaws of the Company.
2. To recommend to the stockholders of the Company the sale, lease or exchange of all or substantially all of the Company’s property and assets.
3. To adopt an agreement of merger or consolidation.
4. To recommend to the stockholders of the Company the dissolution of the Company or a revocation of a dissolution.
5. To declare a dividend.
6. To authorize or approve a distribution, except according to a general formula or method prescribed by the Board.

7. To authorize or approve the issuance or sale, or contract for sale of shares, or determine the designation and relative rights, preferences, and limitations of a class or series of shares, other than within limits specifically prescribe by the Board.
8. To fix the compensation of Directors for serving on the Board or on any committee.
9. To amend or repeal the Bylaws or adopt new Bylaws of the Company.
10. To amend or repeal any resolution of the Board which by its express terms is not so amendable or repealable.
11. To make a distribution to the stockholders, except at a rate or in a periodic amount or within a price range determined by the Board.
12. To appoint other committees of the Board or the members of such committees.
13. To appoint or remove the Chairman of the Board or the President and Chief Executive Officer of the Company.

MEETINGS:

The Committee will hold at least two regular meetings per year and additional meetings as the Chairperson or Committee deems appropriate. The President and Chief Executive Officer and Secretary may attend any meeting of the Committee, except for portions of the meetings where such person's presence would be inappropriate, as determined by the Committee Chairperson.

MINUTES AND REPORTS:

Minutes of each meeting of the Committee shall be kept and distributed to each member of the Committee, members of the Board who are not members of the Committee and the Secretary of the Company. The Chairperson of the Committee shall report to the Board from time to time, or whenever so requested by the Board.

GENERAL:

The powers of the Committee shall be limited, and all activities of the Committee shall be governed, by the provisions of the Bylaws of the Corporation.