

DIODES INCORPORATED NOMINATING COMMITTEE

On April 8, 2004, the Board of Directors established the Nominating Committee. The Board of Directors has determined that each member of the committee is "independent" as that term is defined under the rules of Nasdaq.

The principal purposes of the Nominating Committee are to help ensure that the Board (i) identifies individuals qualified to become members of the Board of Directors, consistent with criteria approved by the Board of Directors, and (ii) selects the director nominees for the next annual meeting of stockholders.

On April 8, 2004, the Nominating Committee recommended, and the Board of Directors adopted, a charter for the committee, a copy of which is attached to the Proxy Statement as Exhibit B.