

**CHARTER OF THE
GOVERNANCE AND NOMINATING COMMITTEE
OF THE
BOARD OF DIRECTORS OF
LEXAR MEDIA, INC.**

I. PURPOSE AND AUTHORITY:

The purpose of the Governance and Nominating Committee (the “*Committee*”) of the Board of Directors (the “*Board*”) of Lexar Media, Inc. (the “*Company*”) is to discharge the responsibilities of the Board with respect to the following matters:

1. Identify, evaluate and recommend candidates for appointment or election as members of the Board.
2. Oversee the evaluation and make recommendations regarding the structure, performance and composition of the Board and the committees of the Board.
3. Review and recommend to the Board corporate governance policies.

The Committee shall fulfill these functions primarily by carrying out the activities enumerated in Part III of this charter (the “*Charter*”).

The Committee shall have the authority to obtain advice and assistance from internal or external legal or other advisors at the Company’s expense. In order to carry out its nominating duties, the Committee shall have the authority to retain and terminate any search firm to be used to identify candidates to serve as members of the Board. The Committee shall have the authority to approve the fees and other retention terms of any such advisors. The Company shall provide for appropriate funding, as determined by the Committee, for payment of compensation to any such advisors employed by the Committee pursuant to this Charter.

II. MEMBERSHIP:

The Committee shall consist of not less than three members of the Board, with the exact number being determined by the Board. Each of the members of the Committee will be an “independent director” as defined under the rules of The Nasdaq Stock Market, Inc., as they may be amended from time to time (the “*Rules*”), except as may otherwise be permitted by such Rules.

All members of the Committee will be appointed by, and shall serve at the discretion of, the Board. Committee members will serve during their respective term as a director, subject to earlier removal by an action of the Board. The Board may designate a member of the Committee to serve as the Chairman of the Committee. If the Board does not designate a Chairman, the members of the Committee may designate a Chairman by majority vote of the Committee membership.

III. DUTIES AND RESPONSIBILITIES:

The following shall be the principal duties and responsibilities of the Committee. These items are set forth as a guide, with the understanding that the Committee may supplement them as appropriate and may establish policies and procedures from time to time that it deems necessary or advisable in fulfilling its responsibilities.

Nomination

1. The Committee will identify and recruit qualified candidates to serve as members of the Board.

2. The Committee will recommend to the Board for approval all nominees to serve as members of the Board before they are appointed by the Board or proposed by the Board for election by the stockholders, including approval of a slate of director nominees to be proposed by the Board for election at any annual or special meeting of stockholders and approval of all director nominees to be elected by the Board or stockholders to fill interim director vacancies.

3. The Committee will determine on an annual basis the desired qualifications, expertise and characteristics of the Board, with the goal of developing a diverse and experienced Board.

4. The Committee will evaluate the composition and performance of the Committee on an annual basis.

5. The Committee will make recommendations to the Board regarding the structure and operations, size, and composition of the Board and committees of the Board, committee member qualifications, committee member appointment and removal, and reporting of committees to the Board.

6. The Committee will consider nominations of potential Board nominees properly submitted by the Company's stockholders in accordance with the procedures set forth in the Company's Bylaws or any other procedures approved by the Committee or the Board.

7. The Committee may establish procedures for the retirement or replacement of Board members.

Corporate Governance

1. The Committee will evaluate the performance of the Chief Executive Officer.

2. The Committee will review in consultation with the Chief Executive Officer the Company's Chief Executive Officer and officer succession planning, including succession planning in the case of the incapacity, retirement or removal of the Chief Executive Officer.

3. The Committee will review and assess on at least an annual basis the adequacy of this charter and recommend any changes for approval by the Board.

4. The Committee will recommend that the Board establish special committees as may be desirable or necessary from time to time in order to address ethical, legal or other matters that may arise.

5. The Committee will review, and recommend that the Board consider and approve, the Company's Insider Trading Policy, and any changes therein.

6. The Committee will oversee and review the Company's processes for providing information to the Board.

7. The Committee will periodically review the business interests and business activities of members of the Board and management as such interests and activities relate to their ability to serve in such capacities.

8. The Committee will perform any other activities required by applicable law, rules or regulations, including the rules of the Securities and Exchange Commission and any exchange or market on which the Company's capital stock is traded, and perform other activities that are consistent with this charter, the Company's Certificate of Incorporation and Bylaws, and governing laws, as the Committee or the Board deems necessary or appropriate.

IV. MEETINGS:

Meetings of the Committee will be held from time to time in response to the needs of the Board or as otherwise determined by the Chairman of the Committee. The Committee shall report to the Board from time to time, as requested by the Board and at such other times as determined by the Committee to be appropriate. In accordance with the Bylaws of the Company and in lieu of a meeting, the Committee may also act by unanimous written consent.

V. MINUTES:

The Committee will maintain written minutes of its meetings, and will file such minutes with the minutes of the meetings of the Board.