

NetLogic Microsystems, Inc.

**Governance and Nominating Committee Charter
Adopted by the Board of Directors as of April 7, 2004**

A. Charter.

This charter (“Charter”) governs the operations of the Governance and Nominating Committee (the “Committee”) of the Board of Directors of NetLogic Microsystems, Inc. (the “Company”). At least annually, the Committee shall review and reassess this Charter and obtain the Board of Directors’ approval thereof.

B. Organization of Committee.

The Committee shall recommend candidates for membership on the Board of Directors (the “Board”) and recruit such candidates for membership on the Board. The responsibilities of the Committee are to supervise the nominations and elections of members of the Board.

C. Members and Qualifications.

The Committee shall be appointed by the Board and shall be composed of at least three directors, each of whom are independent of management of the Company. Members of the Committee shall be considered independent if they are not employees of the Company and do not have any relationship with the Company that the Board concludes may be likely to interfere with the exercise of their judgment independently from management of the Company.

D. Meetings.

- (1) The Committee shall meet separately from the full Board; provided, however, the Committee may meet immediately before or after any meeting of the full Board.
- (2) The Committee may hold meetings at such times and locations as the Committee may determine.
- (3) At any meeting of the Committee, a majority of its members shall constitute a quorum. When a quorum is present at any meeting, a majority of Committee members present may take any action, except where a larger vote is expressly required by law or by the Certificate of Incorporation of the Company, as amended from time to time or by the By-laws of the Company, as amended from time to time.
- (4) The Committee may establish rules and procedures for the conduct of its meetings that are consistent with this Charter.

E. Organizational Matters.

- (1) The Committee may seek advice from counsel for the Company.

- (2) The Committee shall have the resources and authority appropriate to discharge its responsibilities in accordance with this Charter.
- (3) Costs incurred by the Committee in performing its functions under this Charter shall be borne by the Company, subject to prior approval by the Board of any significant expense.

F. Corporate Governance.

- (1) The Committee shall develop and recommend a set of corporate governance principles and review the effectiveness of the governance principles periodically and recommend proposed revisions to the board.
- (2) Review policies and practices of the Company and monitor compliance in areas of corporate governance and report and make recommendations to the board with respect to such policies and practices.
- (3) Identify and bring to the attention of the board current and emerging corporate governance trends and issues that may affect the business operations, performance or public image of the Company.
- (4) Review and make recommendations to the board regarding the Company's responses to stockholder proposals.
- (5) Review periodically the Governance Principles and recommend changes to the board.
- (6) Review and oversee the board and board committee evaluation process.

G. Nomination of Board Members.

- (1) The Committee shall nominate, for consideration by the Board or the shareholders of the Company, candidates to serve as members of the Board.
- (2) In making nominations under paragraph G.1 hereof, the Committee shall:
 - Assist in the development of the "profile" of various attributes that a potential member of Board needs to strengthen the Board.
 - Interview and recruit potential candidates for the Board.
 - Review and evaluate each member of the Board, in the case of incumbents, in light of that individual's participation and contribution, considering the views of other members of the Board, and recommend to the Board the slate of nominees of directors to be elected by the stockholders (and any directors to be elected by the directors to fill any vacancies).
 - Recommend to the Board the directors to be selected for membership on the various committees of the Board.

- (3) In making nominations under paragraph G.1 hereof, the Committee shall (a) provide the Company with an opportunity to suggest candidates to serve as members of the Board, (b) give consideration to any candidates suggested by the Company, or, as the Committee may deem appropriate, any stockholder of the Company and (c) afford the Company an opportunity to meet with and comment upon other candidates considered by the Committee.

H. Effectiveness of the Committee.

At each meeting of the Committee, the Committee shall consider whether it should take any steps to improve the effectiveness of the Committee including, among other things, whether this Charter should be modified.