

**CHARTER OF THE NOMINATING AND
CORPORATE GOVERNANCE COMMITTEE
OF SPANSION INC.**

This Nominating and Corporate Governance Committee Charter was adopted by the Board of Directors (the "Board") of Spansion Inc. (the "Company") on December 15, 2005.

I. PURPOSE

The purpose of the Nominating and Corporate Governance Committee (the "Committee") of the Board is to assist the Board in discharging the Board's responsibilities regarding:

- (a) the identification of qualified candidates to become Board members consistent with criteria approved by the Board;
- (b) the selection of nominees for election as directors at the next annual meeting of stockholders (or special meeting of stockholders at which directors are to be elected);
- (c) the selection of candidates to fill any vacancies on the Board;
- (d) the selection of nominees to each committee of the Board;
- (e) the development and recommendation to the Board of a set of corporate governance guidelines and principles applicable to the Company; and
- (f) oversight of the evaluation of the Board and management.

In addition to the powers and responsibilities expressly delegated to the Committee in this Charter, the Committee may exercise any other powers and carry out any other responsibilities delegated to it by the Board from time to time consistent with the Company's bylaws. The powers and responsibilities delegated by the Board to the Committee in this Charter or otherwise shall be exercised and carried out by the Committee as it deems appropriate without requirement of Board approval, and any decision made by the Committee (including any decision to exercise or refrain from exercising any of the powers delegated to the Committee hereunder) shall be at the Committee's sole discretion. While acting within the scope of the powers and responsibilities delegated to it, the Committee shall have and may exercise all the powers and authority of the Board. To the fullest extent permitted by law, the Committee shall have the power to determine which matters are within the scope of the powers and responsibilities delegated to it.

II. MEMBERSHIP

The Committee shall consist of three or more directors, as determined by the Board, each of whom (a) satisfies the independence requirements of the Nasdaq National Market, and (b) has

experience, in the business judgment of the Board, that would be helpful in addressing the matters delegated to the Committee.

The members of the Committee, including the Chair of the Committee, shall be appointed by the Board. Committee members may be removed from the Committee, with or without cause, by the Board. Any action duly taken by the Committee shall be valid and effective, whether or not the members of the Committee at the time of such action are later determined not to have satisfied the requirements for membership provided herein.

III. MEETINGS AND PROCEDURES

The Chair (or in his or her absence, a member designated by the Chair) shall preside at each meeting of the Committee and set the agendas for Committee meetings. The Committee shall have the authority to establish its own rules and procedures for notice and conduct of its meetings so long as they are not inconsistent with any provisions of the Company's bylaws that are applicable to the Committee.

The Committee shall meet on a regularly scheduled basis at least two times per year and more frequently as the Committee deems necessary or desirable. The Committee shall maintain written minutes of its meetings, and the Secretary shall file such minutes with the minutes of the meetings of the Board.

All non-management directors that are not members of the Committee may attend and observe meetings of the Committee, but shall not participate in any discussion or deliberation unless invited to do so by the Committee, and in any event shall not be entitled to vote. The Committee may, at its discretion, include in its meetings members of the Company's management, or any other person whose presence the Committee believes to be desirable and appropriate. Notwithstanding the foregoing, the Committee may exclude from its meetings any person it deems appropriate, including but not limited to, any non-management director that is not a member of the Committee.

The Committee may retain any independent counsel, experts or advisors that the Committee believes to be desirable and appropriate. The Committee may also use the services of the Company's regular legal counsel or other advisors to the Company. The Company shall provide for appropriate funding, as determined by the Committee, for payment of compensation to any such persons employed by the Committee and for ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties. The Committee shall have sole authority to retain and terminate any search firm to be used to identify director candidates, including sole authority to approve such search firm's fees and other retention terms.

The Committee may act in reliance on management, the independent public accountants, internal auditors and outside advisors and experts as it deems appropriate.

The Committee has the authority to conduct any investigation it deems necessary or appropriate to fulfilling its duties.

The Committee shall have unrestricted access to the Company's independent auditors, internal auditors, employees and outside counsel, and may require any employee of the Company

or representative of the Company's outside counsel or independent auditors to attend meetings of the Committee or meet with any members of the Committee or representative of the Committee's counsel, advisors or experts.

The Chair shall report to the Board regarding the activities of the Committee at appropriate times and as otherwise requested by the Chairman of the Board.

IV. DUTIES AND RESPONSIBILITIES

1. (a) Actively seek and evaluate qualified individuals to become new directors as needed. At an appropriate time prior to each annual meeting of stockholders at which directors are to be elected or reelected, the Committee shall recommend to the Board for nomination by the Board such candidates as the Committee, in the exercise of its judgment, has found to be well qualified and willing and available to serve.

(b) At an appropriate time after a vacancy arises on the Board or a director advises the Board of his or her intention to resign, the Committee shall recommend to the Board for appointment by the Board to fill such vacancy, such prospective member the Board as the Committee, in the exercise of its judgment, has found to be well qualified and willing and available to serve.

(c) For purposes of (a) and (b) above, the Committee may consider the following criteria, among others the Committee shall deem appropriate, in recommending candidates for election to the Board:

- (i) personal and professional integrity, ethics and values;
- (ii) experience in corporate management, such as serving as an officer or former officer of a publicly held company, and a general understanding of marketing, finance and other elements relevant to the success of a publicly-traded company in today's business environment;
- (iii) experience in the Company's industry and with relevant social policy concerns;
- (iv) experience as a board member of another publicly held company;
- (v) ability to make independent analytical inquiries;
- (vi) academic expertise in an area of the Company's operations; and
- (vii) practical and mature business judgment, including ability to make independent analytical inquiries.

(d) The Committee shall periodically review and develop the criteria for selecting new directors, including standards for director independence, if appropriate.

(e) The foregoing notwithstanding, if the Company is legally required by contract or otherwise to permit a third party to designate one or more of the directors to be elected or appointed (for example, pursuant to rights contained in a Certificate of Designation of a class of preferred stock to elect one or more directors upon a dividend default), then the nomination or appointment of such directors shall be governed by such requirements.

2. At least annually, the Committee shall review the performance of each current director and shall consider the results of such evaluation when determining whether or not to recommend the nomination of such director for an additional term.

3. In appropriate circumstances, the Committee, in its discretion, shall consider and may recommend the removal of a director for cause, in accordance with the applicable provisions of the Company's certificate of incorporation, bylaws and Corporate Governance Guidelines.

4. The Committee shall periodically evaluate the size and composition of the Board and evaluate the independence of existing and prospective directors.

5. The Committee shall evaluate the nature, structure and operations (including the authority to delegate) of other Board committees and make recommendations to the Board as to qualifications of members of such committees, committee member appointment and removal and committee reporting to the Board.

6. The Committee shall oversee the Board and each of its committees in the Board's or such committee's annual review of its performance (including its composition and organization) and the performance of management, and shall make appropriate recommendations to improve performance.

7. The Committee shall consider, develop and recommend to the Board such policies and procedures with respect to the nomination of directors or other corporate governance matters as may be required or required to be disclosed pursuant to any rules promulgated by the Securities and Exchange Commission or otherwise considered to be desirable and appropriate in the discretion of the Committee.

8. The Committee may make recommendations to the Board regarding governance matters, including, but not limited to, the Company's certificate of incorporation, bylaws, this Charter and the charters of the Company's other committees.

9. The Committee shall develop and recommend to the Board the Corporate Governance Guidelines and shall monitor and reassess such guidelines from time to time.

10. The Committee shall develop and recommend to the Board a policy regarding the consideration of director candidates recommended by the Company's security holders and procedures for submission by security holders of director nominee recommendations.

11. Except to the extent delegated to other Board committees, the Committee shall oversee and review the Company's process for providing information to the Board, assessing the channels through which information is received and the quality and timeliness of the information

received. The Committee shall oversee and review the Company's policy and process for shareholder communication with the Board.

12. The Committee shall develop with management and monitor the process of orienting new directors and continuing education for existing directors.

13. The Committee shall evaluate its own performance on an annual basis, including its compliance with this Charter, and provide the Board with any recommendations for changes in procedures or policies governing the Committee. The Committee shall conduct such evaluation and review in such manner as it deems appropriate.

14. The Committee shall periodically report to the Board on its findings and actions.

15. At least annually, the Committee shall review and reassess this Charter and submit any recommended changes to the Board for its consideration, and publish this Charter and any amendments hereto as required by applicable law.

V. DELEGATION OF DUTIES

In fulfilling its responsibilities, the Committee shall be entitled to delegate any or all of its responsibilities to a subcommittee of the Committee, to the extent consistent with the Company's certificate of incorporation, bylaws, Corporate Governance Guidelines and applicable law and rules of markets in which the Company's securities then trade.