

POWER-ONE, INC.

NOMINATING AND CORPORATE GOVERNANCE COMMITTEE CHARTER

I. Mission Statement

The Nominating and Corporate Governance Committee (the “Committee”) shall assist the Board of Directors (the “Board”) in fulfilling its responsibility by:

- Devising qualifications for board membership;
- Recommending to the Board the director nominees for the annual meeting of the stockholders and for any vacancies that occur between annual meetings. In this regard, the Committee shall solicit and give appropriate weight to recommendations of the CEO, and from stockholders, on specific nominations;
- Assisting the Board in devising a methodology for annually evaluating the performance of the Board;
- Making recommendations regarding the size of the Board, committee structure and assignments and frequency of regular board meetings;
- Discussing and making recommendations to the full Board on the Company’s Corporate Governance Guidelines.

II. Organization

The Committee shall be comprised of at least two directors, all of whom shall be independent as defined by NASDAQ Standards.

The members of the Committee shall be appointed and replaced by the Board. The Board shall also select or remove the Chairperson of

the Committee. The Company will adequately fund the budget of the Committee. The Committee shall meet at least two times annually, or more frequently as circumstances dictate.

I. Authority and Responsibilities

The Committee shall:

1. Periodically review and determine the qualifications for membership on the Board and its respective committees;
2. Periodically review the size of the Board and frequency of its meetings and make recommendations as appropriate;
3. Actively seek to identify individuals qualified to become Board members and recommend to the Board the director nominees for the annual meeting of the stockholders and for any vacancies that occur between annual meetings. If a search firm is retained to help identify new board members, the Committee shall have the sole authority to select the search firm and approve the fees and other retention terms. The Committee shall also have authority to obtain advice and assistance from internal or external legal, accounting or other advisors;
4. Accept and evaluate recommendations for director nominees submitted by stockholders. In support of this process, the Committee will provide for publication, the minimum qualifications for a position on the Board of Directors, as well as specific skills which are believed to be necessary that one or more member(s) of the Board possess. Such publication will be done via inclusion in the Proxy for the Annual Meeting of Stockholders, and such other means as deemed appropriate by the Committee;
5. Establish criteria and processes for evaluation of director nominees, and provide for publication of same

via inclusion in the Proxy for the Annual Meeting of Stockholders, and such other means as deemed appropriate by the Committee;

6. Periodically review and recommend to the Board the composition, structure and operations of the committees of the Board;
7. Periodically review and determine the procedure for appointment and removal of committee members on the respective committees of the Board. In recommending Board members for a committee, the Committee may take into consideration any factors it deems appropriate, including the individual's experience and background and the goals and responsibilities of the committee;
8. Recommend to the Board a process for annual written performance evaluation of the Board;
9. Periodically review the Corporation's Corporate Governance Guidelines and recommend any changes to the Board; and
10. Establish stock trading criteria for directors and officers.