



FAIRCHILD SEMICONDUCTOR INTERNATIONAL, INC.

CHARTER OF THE NOMINATING AND GOVERNANCE COMMITTEE OF THE BOARD OF DIRECTORS

(Adopted November 20, 2002)

Purpose

The nominating and governance committee is appointed by the board of directors (1) to assist the board by identifying individuals qualified to become board members, and to recommend to the board the director nominees for the next annual meeting of stockholders; (2) to recommend to the board the Corporate Governance Guidelines applicable to the company; (3) to lead the board in its annual review of the board's performance; and (4) to recommend to the board director nominees for each committee.

Committee Membership

The committee shall consist of no fewer than three members. The members of the committee shall meet the independence requirements of the New York Stock Exchange. The members of the committee shall be appointed and replaced by the board.

Committee Authority and Responsibilities

1. The committee shall have the sole authority to retain and terminate any search firm to be used to identify director candidates and shall have sole authority to approve the search firm's 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.
2. The committee shall lead the board in developing criteria for selecting new directors, and shall, as necessary, actively seek individuals qualified to become board members for recommendation to the board.
3. The committee shall receive comments from all directors and report annually to the board with an assessment of the board's performance, to be discussed with the full board following the end of each fiscal year.
4. As part of its leadership role in shaping the corporate governance of the company, the committee shall monitor and periodically report to the board on the effectiveness of the board's committee structure, communication between management and the board, the performance of management in implementing

- board directives, and other issues considered by the committee to be relevant in assessing the company's governance.
5. The committee shall review and reassess the adequacy of the Corporate Governance Guidelines of the company and recommend any proposed changes to the board for approval.
 6. The committee may form and delegate authority to subcommittees when appropriate.
 7. The committee shall make regular reports to the board.
 8. The committee shall review and reassess the adequacy of this charter annually and recommend any proposed changes to the board for approval. The nominating and governance committee shall annually review its own performance.
 9. The committee shall make an annual report to the board of directors on succession planning for the chief executive officer and senior management of the company.

Approved and adopted by the board of directors
of the company on November 20, 2002.