

**CHARTER
OF THE
CORPORATE GOVERNANCE AND NOMINATING COMMITTEE
OF THE BOARD OF DIRECTORS
OF
EXAR CORPORATION**

Amended and Restated as of March 20, 2003

I PURPOSE

The primary function of the Corporate Governance and Nominating Committee (“Committee”) is to develop guidelines and policies regarding Board and corporate governance, as well as qualification criteria for Board membership. The Committee’s primary duties and responsibilities are to ensure that:

- The Board adopts and practices appropriate governance standards.
- The Board is properly constituted (size, composition and qualifications) so as to best execute its fiduciary obligations to shareholders.
- Qualified candidates are identified and nominated for Board membership.

Subject to the Company’s By-Laws, the Delaware General Corporation Law and the rules and regulations of the SEC and/or applicable listing agency, the Committee will fulfill these responsibilities and duties by carrying out the activities enumerated in this Charter.

II RESPONSIBILITIES AND DUTIES

The Committee shall:

1. Evaluate the current organization and governance of the Board and its committees, determine future requirements, and make recommendations to the Board for approval.
2. Evaluate and propose nominees for election to the Board of Directors.
3. Conduct studies of the size and composition of the Board of Directors and make recommendations to the Board as a result of such studies.
4. Consult annually with Board members, management and others to determine the knowledge, experience and skills which should be kept in mind in making nominations for membership on the Board of Directors and conduct searches for potential Board members with corresponding attributes.

5. Consider and make recommendations to the Board of Directors regarding (i) comments from stockholders relating to Board size or composition, and (ii) nominees for the Board suggested by stockholders.
6. Review and make recommendations to the Board of Directors concerning the establishment, continuation, or termination of standing and special committees of the Board.
7. Make recommendations to the Board of Directors for membership on the various Board committees.
8. Review and make recommendations to the Board of Directors regarding policies and practices relating to service or performance on the Board, including policies regarding such matters as duties and responsibilities, continuing education requirements, compensation, stock ownership, retirement, and other matters applicable generally to Directors' service on the Board.
9. Review and recommend to the Board adoption of appropriate business conduct and ethical standards and consider any requests for waivers and changes with respect thereto.
10. Oversee the Board performance evaluation process including conducting surveys of director observations, suggestions and preferences.
11. Periodically review its own performance and reassess the adequacy of this Charter, recommending any proposed changes to the Board for approval.
12. In performing its responsibilities, the Committee shall have the authority and resources to engage independent advisors or consultants of its selection when determined necessary or appropriate.
13. Perform such other functions and have such powers as may be necessary or convenient in the efficient discharge of the foregoing.

Wherever in this Charter it is provided that the Committee shall have and exercise all power and authority of the full Board of Directors, any decision made by the Committee pursuant to such power and authority shall be deemed, without any review or further action by the full Board of Directors, to constitute a decision of the Company's Board of Directors; provided, however, that the full Board of Directors may at any time by specific resolution take action on any matter and, if such action is in conflict with a decision made by the Committee, the action by the full Board of Directors shall be controlling.

III COMPOSITION

The Committee shall be composed of two or more directors as determined by the Board of Directors, each of whom shall be an "independent" director as that term is defined in the SEC rules and NASDAQ Rule 4200, and free from any relationship that would interfere with the exercise of his or her independent judgment as a member of the Committee. The members of the Committee shall be elected by the Board of Directors at the annual

organizational meeting of the Board to serve on the Committee until their successors are duly elected and qualified. Unless a Committee Chair is elected by the full Board of Directors, the members of the Committee may designate a Committee Chair by majority vote of the full Committee membership.

IV MEETINGS AND MINUTES

The Committee shall meet at least annually, or more frequently as circumstances dictate. The Committee's Chair shall appoint a member of the Committee or an employee of the Company to keep regular minutes of Committee proceedings. Meeting minutes will be approved by the Committee and copies provided to members of the Board of Directors who are not members of the Committee.