

**CHARTER FOR THE  
NOMINATING AND GOVERNANCE COMMITTEE  
OF THE BOARD OF DIRECTORS  
OF  
MICROCHIP TECHNOLOGY INCORPORATED  
(as amended and restated as of May 19, 2014)**

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**PURPOSE:**

The purpose of the Nominating and Governance Committee is to help ensure that the Board of Directors is properly constituted to meet its fiduciary obligations to stockholders and the Company and that the Company has and follows appropriate governance standards. To carry out this purpose, the Nominating and Governance Committee shall:

- assist the board by identifying prospective director nominees and to recommend to the board the director nominees for the next annual meeting of stockholders;
- assist the board by identifying prospective director nominees to fill any vacancies on the board and to recommend to the board the director nominees to fill such vacancies;
- develop and recommend to the board the governance principles applicable to the Company; and
- recommend to the board director nominees for each committee.

**COMMITTEE MEMBERSHIP AND ORGANIZATION:**

- The Nominating and Governance Committee shall be comprised of no fewer than three (3) members.
- The members of the Nominating and Governance Committee shall meet the independence requirements of the Nasdaq and any applicable SEC rules.
- The members of the Nominating and Governance Committee shall be appointed and replaced by the board.

**COMMITTEE RESPONSIBILITIES AND AUTHORITY:**

- Evaluate the current composition, organization and governance of the board and its committees, determine future requirements and make recommendations to the board for approval.

- Determine on an annual basis desired board qualifications, expertise and characteristics and conduct searches for potential board members with corresponding attributes.
- Evaluate and propose nominees for election to the board.
- Consider issues of diversity in identifying and evaluating director nominees, including differences in education, professional experience, viewpoints, technical skills, individual expertise, ethnicity and gender.
- Form and delegate authority to subcommittees when appropriate.
- Evaluate and make recommendations to the board concerning the appointment of directors to board committees, the selection of board committee chairs, and proposal of the board slate for election. Consider stockholder nominees for election to the board.
- Evaluate and recommend termination of membership of individual directors in accordance with the board's governance principles, for cause or for other appropriate reasons.
- Conduct a periodic review on succession planning, report its findings and recommendations to the board, and work with the board in evaluating potential successors to executive management positions.
- Advise and make recommendations to the board concerning the frequency of board and committee meetings.
- Consider matters of corporate governance.
- Periodically review the Company's defensive measures (including consideration of a stockholder rights plan.)
- Make regular reports to the board.
- Review and re-examine this Charter annually and make recommendations to the board for any proposed changes.
- Annually review and evaluate the performance of the Board and its own performance.
- In performing its responsibilities, the Nominating and Governance Committee shall have the authority to obtain advice, reports or opinions from internal or external counsel and expert advisors.