

**DSP GROUP, INC.**

**CHARTER OF THE NOMINATION AND  
CORPORATE GOVERNANCE COMMITTEE**

**AUTHORITY AND PURPOSE**

The Nomination and Corporate Governance Committee (the “Committee”) of DSP Group, Inc. (the “Corporation”) is appointed by the Corporation’s Board of Directors (the “Board”). The Committee shall assist the Board in all matters relating to the establishment, implementation and monitoring of policies and processes regarding the recruitment and nomination of candidates to the Board and committees of the Board; the review and making of recommendations to the Board regarding the composition and structure of the Board and committees of the Board; the development, evaluation and monitoring of the Corporation’s corporate governance processes and principles. The Committee also is responsible for developing, implementing and monitoring compliance of the Corporation’s Code of Business Conduct and Ethics (the “Code”) and making recommendations to the Board of revisions to the Code from time to time as appropriate. Further, the Committee is responsible for the administration of the Board’s annual self-evaluation process and the sharing of the results thereof with the Board for discussion and deliberation. The Committee shall undertake those specific duties and responsibilities listed below and such other duties as the Board shall from time to time prescribe. The Committee’s policies and procedures should remain flexible in order to best react to changing conditions and to ensure to the Board and the Corporation’s stockholders that the composition, practices and operation of the Board and the corporate governance practices of the Corporation are in accordance with all requirements and are of the highest integrity. All powers of the Committee are subject to the restrictions designated in the Corporation’s Bylaws (the “Bylaws”) and by applicable law.

**COMMITTEE MEMBERSHIP**

The Committee members (each, a “Member” and collectively, the “Members”) shall be appointed by the Board and will serve at the discretion of the Board. The Committee will consist of no fewer than three members of the Board. Each Member shall meet the independence requirements promulgated by the Securities and Exchange Commission specifically relating to the Members, the Financial Industry Regulatory Authority (the “FINRA”) (formerly the National Association of Securities Dealers, Inc.) or any successor entity, Nasdaq Stock Market (“Nasdaq”) relating to Nasdaq-listed issuers and any governmental or regulatory body exercising authority over the Corporation (the “Regulatory Body”). Each Member also shall be free from any relationship that, in the opinion of the Board, would interfere with the exercise of his or her independent judgment as a Member. Unless otherwise directed by the Board, each Member shall serve until such Member ceases to serve as a member of the Board, or until his or her successor has been duly appointed by the Board. Members may be removed at any time by vote of the Board.

## **SUBCOMMITTEE**

The Committee shall have the authority to delegate any of its responsibilities to subcommittees as the Committee may deem appropriate; provided the subcommittees, if any, are composed entirely of independent directors as defined by the Regulatory Body.

## **STRUCTURE AND MEETINGS**

The Committee shall conduct its business in accordance with this Charter, the Bylaws and any direction by the Board. The Committee chairperson shall be designated by the Board, or, if it does not do so, the Members shall elect a chairperson by a vote of the majority of the full Committee.

The Committee shall meet at least once annually and more frequently as circumstances dictate at a time and place determined by the Committee chairperson. Committee actions also may be taken by unanimous written consent when deemed necessary or desirable by the Committee or its chairperson. Members may participate in a meeting of the Committee by means of conference call or similar communications equipment by means of which all persons participating in the meeting can hear each other, and such participation shall constitute presence in person at such meeting.

The Committee chairperson will preside at each meeting and, in consultation with the other Members, will set the frequency and length of each meeting and the agenda of items to be addressed at each meeting. The chairperson of the Committee shall ensure that the agenda for each meeting is circulated to each Member in advance of the meeting. The chairperson of the Committee (or other member designated by the chairperson or the Committee in the Chairperson's absence) shall regularly report to the full Board on its proceedings and any actions that the Committee takes. The Committee will maintain written minutes of its meetings, which minutes will be maintained with the books and records of the Corporation.

As necessary or desirable, the Chairperson of the Committee may invite any director, officer or employee of the Corporation, or other persons whose advice and counsel are sought by the Committee, to be present at meetings of the Committee.

## **DUTIES AND RESPONSIBILITIES**

The duties of the Committee shall include, without limitation, the following:

1. Monitor the size and composition of the Board and committees of the Board.
2. Consider and make recommendations to the Board with respect to the nominations or elections of directors of the Corporation in connection with the slate of directors proposed for stockholder approval at annual meetings of stockholders and vacancies occurring on the Board from time to time, including vacancies resulting from an increase in the size of the Board, except that if the Corporation is at any time legally required by contract or otherwise to provide any third party with the ability to nominate a director, the Committee need not

evaluate or propose such nomination, unless required by contract or requested by the Board.

3. Establish, review and evaluate the qualifications for Board membership, which qualifications for consideration by the Committee shall include, among others, the highest personal and professional integrity, demonstrated exceptional ability and judgment, broad experience in business, finance or administration, familiarity with the Corporation's industry, ability to serve the long-term interests of the Corporation's stockholders and sufficient time available to devote to the affairs of the Corporation.
4. Solicit periodic input from the Board and conduct a review of the effectiveness of the structure and operations of the Board.
5. Make recommendations to the Board concerning the appointment and removal of directors to committees of the Board and suggest rotations for chairpersons of committees as the Committee deems desirable from time to time.
6. Make recommendations to the Board regarding committee member qualifications, committee structure and operations, delegated responsibilities of the committees and revisions to the charter of each Board committee.
7. Evaluate and recommend any revisions to Board and committee meeting policies and logistics.
8. Administer the annual self-evaluation by the Board, share the evaluation results with the full Board and lead Board discussions and analysis thereof. In connection with the annual self-evaluation, the chairperson of the Committee shall interview each member of the Board in person or by telephone and shall discuss the results of such interviews with each Member before sharing the evaluation results with the full Board.
9. Develop orientation materials for new directors and corporate governance-related continuing education for all Board members.
10. Implement, evaluate and monitor compliance of the Code, promptly inform the Board of any non-compliance and make recommendations to the Board regarding any revisions to the Code from time to time as appropriate.
11. Establish, implement and monitor the processes for effective communication between the Corporation's stockholders and members of the Board.
12. Establish, implement and monitor the processes for consideration of stockholder proposals properly submitted in accordance with the provisions of the Bylaws.
13. Review all stockholders proposals properly submitted to the Corporation in accordance with the provisions of the Bylaws (including any proposal relating to the nomination of a member of the Board) and recommend to the Board

appropriate action on each such proposal with input from an independent advisor and/or legal counsel, as appropriate.

14. Advise the Board periodically with respect to significant developments in the law and practice of corporate governance, with advise from legal counsel as appropriate, as well as the Corporation's compliance with the Corporation's corporate guidance guidelines and applicable laws and regulations, and make recommendations to the Board on all matters of corporate governance and on any corrective action to be take, as the Committee may deem appropriate.
15. Review, at least annually, the Corporation's compliance with the Nasdaq corporate governance listing requirements, and report to the Board regarding the same.
16. Coordinate the search for individuals qualified to succeed the Chief Executive Officer of the Corporation and make recommendations to the Board.
17. Review and reassess, periodically, the adequacy of this Charter and make recommendations to the Board regarding any revisions to this Charter from time to time as appropriate.

### **COMMITTEE RESOURCES**

The Committee shall have the authority, to the extent it deems necessary or appropriate, to retain a search firm to be used to identify director candidates. The Committee shall have sole authority to retain and terminate any such search firm, including sole authority to approve the firm's fees and other retention terms. The Committee shall also have authority, to the extent it deems necessary or appropriate, to retain other advisors, including outside legal counsel. The Corporation will provide for appropriate funding, as determined by the Committee, for payment of compensation to any search firm or other advisors employed by the Committee.

### **PERFORMANCE EVALUATION**

The Committee shall perform an annual evaluation of its own performance, which shall compare the performance of the Committee with the requirements of this Charter. The report to the Board may take the form of an oral report by the chairperson of the Committee or any other member of the Committee designated by the Committee to make this report.

### **DISCLOSURE OF CHARTER**

This Charter will be made available on the Corporation's Web site.