CHARTER OF THE CORPORATE GOVERNANCE AND NOMINATING COMMITTEE OF INTERNATIONAL RECTIFIER CORPORATION

1. PURPOSE

The purpose of the Corporate Governance and Nominating Committee (the "Committee") of International Rectifier Corporation (the "Company") is to help to ensure that the Board of Directors (the "Board") is appropriately constituted to meet its fiduciary obligations to stockholders and the Company, and that the Company has appropriate governance standards and follows them. To carry out this purpose, the Committee shall:

(1) Identify individuals qualified to become Board members, consistent with criteria approved by the Board.

(2) Recommend the director nominees to be selected by the Board for the next annual meeting of stockholders.

(3) Develop and recommend to the Board a set of corporate governance principles applicable to the Company.

(4) Oversee the evaluation process of the Board and management.

2. COMMITTEE MEMBERSHIP AND ORGANIZATION

The Committee shall be comprised of no fewer than three members. Each member of the Committee shall be “independent” as defined by the rules of the New York Stock Exchange ("NYSE") and the Securities and Exchange Commission ("SEC"). Each member shall be free of any relationship that, in the opinion of the Board, would interfere with his or her individual exercise of independent judgment. The members of the Committee shall be appointed and replaced by the Board. The Board shall appoint one of the members as Chair.

This Committee shall communicate with and work closely with the Board.

3. COMMITTEE RESPONSIBILITIES AND AUTHORITY

To carry out its purposes expressed in Paragraph 1 above, the Committee shall have the following responsibilities and authority. Delegation by the Board of responsibilities to the Committee shall not preclude the Board from taking any action permitted to be taken under governing law, rules or regulations applicable to the Company, provided that the Committee shall have sole authority to retain and terminate any search firm to be used to identify director candidates, including sole authority to approve the search firm's fees and other retention terms.

(1) Evaluate the current composition, organization, size and governance of the Board and its committees; determine future requirements; make recommendations to the Board concerning the appointment of directors to committees of the Board, and recommend the selection of chairs of committees of the Board.

(2) Determine the desired qualifications, expertise and characteristics for potential directors and conduct searches for director candidates that have corresponding attributes. Evaluate, propose and approve nominees for election to the Board, and consider and evaluate stockholder nominees for election to the Board.

(3) Oversee the Board's performance evaluation process, including conducting surveys of director observations, suggestions and preferences. The Committee shall also evaluate the attendance and participation of board members in meetings as well as participation of members of the Board in continuing education activities in accordance with NYSE rules.

(4) Form and delegate authority to subcommittees, or delegate authority to members, when appropriate, provided that such subcommittees will be composed exclusively of members of this Committee and will operate pursuant to a published charter.

(5) Evaluate and recommend termination of service of individual members of the Board as appropriate, in accordance with the Board’s governance principles, for cause or for other proper reasons.

(6) Make regular reports to the Board.

(7) Review and re-examine this Charter at least annually and make recommendations to the Board with respect to any proposed changes.

(8) Review annually the Company’s corporate governance guidelines and ethics policy and make recommendations to the Board with respect to any proposed changes.

(9) Review procedures or the implementation of the Company’s ethics policy and corporate governance guidelines, the receipt, retention and treatment complaints received by the Company under the policy (including the confidential anonymous submission by employees of the Company’s concerns and the receipt, retention and treatment of direct inquiries by shareholders of the Company).

(10) Annually report to the full Board regarding its own performance against the responsibilities outlined in this Charter and as otherwise established by the Board.

(11) Obtain advice, assistance, reports or opinions from internal or external legal, accounting or other advisors, including director search firms.

4. MEETING AND MINUTES

(1) The Committee will meet at least twice annually and will also meet, as required, in response to the needs of the Board and as necessary to fulfill their responsibilities.

(2) The Committee will maintain written minutes of its meetings, which minutes will be filed with the minutes of the meetings of the Board.