



**CHARTER OF THE NOMINATING  
AND GOVERNANCE COMMITTEE  
of the  
BOARD OF DIRECTORS  
of  
QLOGIC CORPORATION**

**I. PURPOSE**

The purpose of the Nominating and Governance Committee (the “Committee”) is to recommend candidates for election to the Board of Directors of QLogic Corporation (the “Company”), review Board performance and oversee the governance practices of the Board and the Company.

**II. COMPOSITION**

The Nominating and Governance Committee shall be comprised of no fewer than two (2) directors each of whom will be an “independent director” as required by the rules of The Nasdaq Stock Market LLC.

The members of the Committee shall be appointed by a majority of the Board of Directors at the annual organizational meeting of the Board. Each committee member serves at the pleasure of the Board.

**III. RESPONSIBILITIES AND AUTHORITY**

In carrying out the purpose set forth above, the Committee shall:

- Evaluate the current composition, size, organization and governance of the Board, determine future requirements, evaluate the independence of existing and prospective Directors, and make recommendations to the Board.
- Determine on a periodic basis desired Board qualifications, expertise, and characteristics, conduct searches for potential Board members with corresponding attributes and evaluate and propose nominees for election to the Board. In performing these tasks, the Nominating and Governance Committee shall have the sole authority to retain and terminate any search firm to be used to identify director candidates.
- Coordinate and oversee the annual self-evaluation of the performance of the Board, its individual members and its committees.
- Form and delegate authority to subcommittees when appropriate.
- Evaluate and make recommendations to the Board concerning the (i) nature and structure of Board committees, (ii) appointment of directors to Board committees, and (iii) the selection of Board committee chairs.



- Recommend to the Board the Board slate for election at each annual meeting of stockholders and any director nominees to be elected by the Board to fill interim director vacancies.
- Consider for election to the Board director candidates that are recommended by stockholders using the same evaluation criteria as used for other nominees.
- Recommend to the Board whether to accept or reject a director resignation, or take other action, where a director fails to receive a majority vote as specified under the Company's Bylaws.
- Review and monitor ongoing corporate governance trends, oversee the Company's corporate governance practices and review periodically the adequacy of the Corporate Governance Policy.
- Take such steps as the Committee deems necessary or appropriate to comply with the rules of The Nasdaq Stock Market LLC and rules and regulations of the Securities and Exchange Commission that are applicable to the Committee and Board members.
- Make regular reports to the Board of the Committee's activities.
- Review on an annual basis this Charter and recommend any changes to the Charter to the Board of Directors.

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, at the Company's expense.

#### **IV. MEETINGS**

The Nominating and Governance Committee Chair (or in his or her absence, a member designated by the Chair or designated by a majority of the members in attendance) shall preside at each meeting of the Committee and set the agendas for Committee meetings. The Committee will meet periodically as necessary to act upon the matters within its jurisdiction. A majority of the total number of members of the Committee shall constitute a quorum sufficient for the taking of any action by the Committee. Minutes shall be kept of each meeting of the Committee.