

**CHARTER**  
**OF**  
**THE NOMINATING**  
**AND CORPORATE GOVERNANCE COMMITTEE**  
**INVENSENSE, INC.**

**AUTHORITY AND PURPOSE**

The Nominating and Corporate Governance Committee (the “Committee”) of the Board of Directors (the “Board”) of InvenSense, Inc. (the “Corporation”) is appointed by the Corporation’s Board to assist the Board in selecting nominees for election to the Board and to monitor recommendations to the Board regarding composition of the Board. The purpose of the Committee shall be to make recommendations to the Board from time to time, or whenever it shall be called upon to do so, regarding nominees for the Board. The Committee shall undertake those specific duties and responsibilities listed below and such other duties as the Board shall from time to time prescribe. All powers of the Committee are subject to the restrictions designated in the Corporation’s Third Amended and Restated 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 shall serve until their successors shall be duly elected and qualified or until their earlier resignation or removal. Committee members may be removed at any time by vote of the Board.

The Committee will consist of no fewer than two members of the Board. Each member of the Committee shall meet the independence requirements for membership of a Nominating Committee in accordance with listing standards of the New York Stock Exchange. References to the listing standards of the New York Stock Exchange shall mean the listing standards and listing requirements of such exchange and rules of the SEC applicable to companies listed on such exchange, in each case subject to any applicable exceptions.

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, or until his or her earlier resignation or removal. Members may be removed at any time by vote of the Board.

## **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 from time to time at a time, place and manner determined by the Committee chairperson and in a manner consistent with, and as permitted for, meetings of the Board as prescribed in the Bylaws. A majority of the Committee shall constitute a quorum for the transaction of business.

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 (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.

## **DUTIES AND RESPONSIBILITIES**

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

1. Consider and make recommendations to the Board with respect to the appropriate size, composition and committee structure of the Board, assignments of directors to committees, and chairmanship 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 such nomination, unless required by contract or requested by the Board.
3. Consider qualifications for Board membership, which qualifications may include, among others, the highest personal and professional integrity, demonstrated exceptional ability and judgment, broad experience in business, finance or administration, 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. Review and assess the activities and associations of each candidate to ensure that there is no legal impediment, conflict of interest, or other consideration that might hinder or prevent service on the Board. In making its selection, the Committee shall bear in mind that the foremost responsibility of a director of a Corporation is to represent the interests of the stockholders as a whole.

5. Consider and make recommendations to the Board concerning the independence of existing directors under the rules and policies of the New York Stock Exchange, the Securities and Exchange Commission, or any other national securities exchange or regulatory authority to which the Corporation is subject.
6. Review and make recommendations to the Board concerning policies and approaches, as appropriate, concerning the service by existing directors on the boards of other public and private corporations.
7. Consider the value to the Corporation of procuring continuing service from a number of qualified incumbent directors to promote stability and continuity in the boardroom, contribute to the Board's ability to work as a collective body and give the Corporation the benefit of familiarity and insight into the Corporation's affairs that directors would accumulate during their tenure.
8. Oversee the process of providing new directors with appropriate orientation to the structure and operation of the Board and the business and financial affairs of the Corporation.
9. Make recommendations to the Board concerning the frequency and timing of meetings of the Board and committees of the Board, including calendaring of such meetings.
10. 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.

In addition, to the extent required by the listing and corporate governance standards of the New York Stock Exchange, the Committee's duties shall also include the following:

1. Developing and recommending to the Board and overseeing a set of corporate governance principles applicable to the Corporation and the operations of the Board that may include (i) director qualifications and responsibilities including committee membership qualifications, and (ii) responsibilities and operations of key Board committees including reporting by committees to the Board including committee membership, appointment and renewal.
2. Establish and review and the Company's code of ethics and make recommendations to the Board regarding updates and revisions to such code of ethics. It shall be the policy of the Committee that the code is in compliance with all applicable rules and regulations. Review management's monitoring of the Corporation's compliance with the organization's code of ethics.
3. Overseeing the evaluation of the Board on an annual basis.
4. Advising as requested by the Board on issues of succession planning for the executive management of the Corporation.

5. Overseeing the Corporation's conflict of interest policies, as applied to the Board and senior management of the Corporation.

6. Sole authority to retain and terminate any director search firm or advisor, including sole authority to approve the applicable fees and other retention terms.

### **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 and to retain other advisors. 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 the Committee's own performance. The Committee also shall annually review and assess the adequacy of this Charter and recommend any proposed changes to the Board for approval. 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.

### **CONSIDERATION OF DIRECTOR CANDIDATES RECOMMENDED BY STOCKHOLDERS**

It is the policy of the Committee to consider any director candidates recommended by stockholders of the Corporation, provided the information regarding director candidates recommended by stockholders is submitted to the Committee in compliance with this Charter.

### **PROCEDURES FOR SUBMISSION OF DIRECTOR CANDIDATES RECOMMENDED BY STOCKHOLDERS TO THE COMMITTEE**

Director candidate nominations from stockholders to the Committee must be provided in writing and must include (a)(1) the candidate's name, age, business address and residence address, (2) the candidate's biographical information, including educational information, principal occupation or employment, past work experience (including all positions held during the past five years), personal references, and service on boards of directors or other material positions that the candidate currently holds or has held during the prior three years, (3) the class and number of shares of the Corporation which are beneficially owned by the candidate, (4) any potential conflicts of interest that might prevent or otherwise limit the candidate from serving as an effective member, and (5) any other information pertinent to the qualification of the candidate, and (b)(1) the name and record address of the stockholder making the recommendation, and (2) the class and number of shares of the Corporation which are beneficially owned by such stockholder and the period of time such shares have been held, including whether such shares have been held for in excess of one year prior to the date of the recommendation. These director candidate recommendation materials are to be sent to the Secretary of the Corporation, at the address of the Corporation's principal executive offices, and may be submitted at any time.

Notwithstanding the foregoing, for inclusion of the director candidate nominated by a stockholder in the slate of director nominees for approval by stockholders of the Corporation in connection with a special meeting or annual meeting of stockholders and for inclusion of information relating to such director candidate in the Corporation's proxy statement relating to such a meeting, the stockholder must submit the relevant information set forth above and other information reasonably requested by the Corporation within the timeframe proscribed in Rule 14a-8 of Regulation 14A under the Securities Exchange Act of 1934, as amended ("Regulation 14A"). Such stockholder shall further comply with the Corporation's by-laws, and any additional requirements under Regulation 14A and other applicable rules and regulations.

### **QUALIFICATIONS OF BOARD CANDIDATES**

There are no specific, minimum qualifications that the Committee shall require to be met by a Committee-recommended nominee for a position on the Board, nor are there any specific qualities or skills that are necessary for one or more of the Corporation's directors to possess, other than as are necessary to meet specific requirements under the rules of the SEC and listing standards of the NYSE for NYSE-listed issuers.

The Committee shall consider a potential candidate's experience, areas of expertise, and other factors relative to the overall composition of the Board.

### **PROCESS FOR IDENTIFICATION AND EVALUATION OF DIRECTOR CANDIDATES**

The Committee's process for identifying and evaluating nominees for director, including nominees recommended by stockholders, shall involve (with or without the assistance of a retained search firm) compiling names of potentially eligible candidates, vetting candidates' qualifications, conducting background and reference checks, conducting interviews with candidates and/or others (as schedules permit), meeting to consider and recommend final candidates to the Board and, as appropriate, preparing and presenting to the Board an analysis with regard to particular, recommended candidates. The Committee also will identify director nominees who have the highest personal and professional integrity, have demonstrated exceptional ability and judgment, and, together with other director nominees and members, shall effectively serve the stockholders' long-term interests and contribute to the Corporation's overall corporate goals. There shall be no differences in the manner in which the Committee evaluates nominees for director based on whether the nominee is recommended by a stockholder.