

KULICKE & SOFFA INDUSTRIES, INC.
Nominating and Governance Committee Charter

I. Purpose

The purpose of the Nominating and Governance Committee (the “Committee”) of the Board of Directors (the “Board”) of Kulicke & Soffa Industries, Inc. (the “Company”) is to: (i) recommend to the Board nominees for directors and directors for Committee membership; (ii) develop and recommend to the Board a set of corporate governance policies for the Company; (iii) establish criteria for recommending new directors;(iv) identify, screen, and recruit new directors; and (v) carry out the responsibilities associated with any related matters required by the federal securities laws.

II. Composition

The Committee shall consist of not less than three members of the Board, appointed annually by the Board. Except as otherwise permitted under NASDAQ listing standards, all of the members of the Committee shall meet the independence requirements applicable to nominating committees, as required under the listing standards of NASDAQ and by the Sarbanes-Oxley Act of 2002 and the Securities Exchange Act of 1934, as amended (the “Exchange Act”) and the rules and regulations promulgated thereunder.

The members of the Committee may not receive any compensation from the Company except the fees, including equity compensation, that they receive for service as a member of the Board or any committee thereof.

The Committee may form, and delegate its authority to, subcommittees, as it deems appropriate.

III. Meetings

The Committee shall meet at least three times per year and more frequently as circumstances require.

The Committee may request that any directors, officers, or employees of the Company, or other persons whose advice and counsel are sought by the Committee, attend any meeting of the Committee and/or provide such pertinent information as the Committee requests.

IV. Responsibilities and Duties

The Committee shall have the following responsibilities and duties:

- Initiate, review, and assess policies, programs, and procedures designed so that the Company is governed by its directors and managed by its executive officers in a manner that best serves its shareholders.
- Review the structure and organization of the Board, make recommendations as to the functions of Board committees, and nominate, for appointment by the Board, members of the Board committees and their chairpersons.
- Determine the appropriate balance of expertise and diversity among the Board members, identify the selection criteria for new Board members, conduct searches

for prospective Board members, assess the suitability of potential Board candidates, and present nominees to the Board for approval.

- Review with the Board the requisite skills, characteristics, and independence of all potential new directors as necessary, as well as the composition of the Board as a whole on an annual basis. This review shall include an assessment of each director's qualification as an independent director, as well as considerations of skills and experience in the context of the needs of the Board.
- Consider candidates for Board membership suggested by Committee members, other Board members, management and shareholders. Candidates who have been suggested by shareholders shall be evaluated in the same manner as other candidates.
- Identify and make recommendations to the Board regarding the selection and approval of candidates to fill any vacancy on the Board, or any of the Board committees, either by election by the shareholders or appointment by the Board.
- Recommend to the Board one member of the Board to serve as Chairperson of the Board in accordance with the Company's By-Laws.
- Oversee orientation of new directors and continuing education of all directors.
- Annually, develop and administer a performance review of the Board and its committees.
- Review each director's contributions to, and continuation on, the Board whenever that director is to stand for reelection to the Board.
- Review and recommend to the Board any waivers for directors that have reached the mandatory retirement age.
- Review, approve, initiate, and recommend to the Board any amendments to the Company's Articles of Incorporation and By-Laws as may, from time to time, be deemed necessary.
- Periodically, review the Company's governance guidelines and recommend to the Board any appropriate changes.
- Conduct an annual self-evaluation of the performance of the Committee in fulfilling its duties and responsibilities under this Charter.
- Annually, review and reassess the adequacy of this Charter and recommend to the Board any appropriate changes.
- Oversee the annual self-evaluations of the performance of the Board and each of the Board committees.
- Oversee compliance with the non-employee director stock ownership guidelines, and grant exceptions in cases of financial hardship where warranted.
- Review and discuss with management the disclosure regarding the operations of the Committee and director independence, and to recommend that this disclosure

be included in the Company's proxy statement or annual report on Form 10-K, as applicable.

- Perform such other responsibilities and duties as may be assigned to the Committee, from time to time, by the Board.

V. Investigations and Studies; Outside Advisors

The Committee may conduct or authorize investigations into or studies of matters within the scope of the Committee's responsibilities and duties, and may retain, at the Company's expense, such experts and other professionals as it deems necessary or appropriate to carry out its duties. The Committee shall have the sole authority to retain or 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, such fees to be borne by the Company.