

**KULICKE AND 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 and Soffa Industries, Inc. (the “Company”) is to: (i) recommend to the Board nominees for directors and directors for membership of the committees of the Board consistent with criteria approved by the Board; (ii) develop and recommend to the Board a set of corporate governance policies for the Company; (iii) identify, screen, and recruit new directors; (iv) oversee the evaluation of the Board and its committees; and (v) carry out the responsibilities associated with any related matters required by NASDAQ rules or SEC regulations.

II. Composition

The number of directors serving on the Committee shall be fixed by the Board from time to time but shall consist of not less than three members of the Board, appointed annually by the Board. The members of the Committee may be replaced or removed by the Board at any time with or without cause. Except as otherwise permitted under NASDAQ listing standards, all of the members of the Committee shall meet the independence requirements of the listing standards of NASDAQ.

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 meet in person or by conference telephone or other communications equipment by means of which all persons participating in the meeting can hear each other. A majority of the members of the Committee shall constitute a quorum for purposes of a meeting, and the Committee may act by a vote of a majority of members present at a meeting.

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, recommend to the Board for its approval the selection criteria for new Board members and periodically reassess such criteria, 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.
- Follow the Board-agreed process to 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 and report the results to the Board.
- 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.
- 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.

- Report regularly to the Board on matters for which it has been given responsibility.
- 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.