



**CHARTER OF THE
GOVERNANCE AND STOCKHOLDER RELATIONS COMMITTEE OF
DIODES INCORPORATED
(Amended and Restated as of February 21, 2017)**

PURPOSE

The purpose of the Governance and Stockholder Relations Committee (the “Committee”) of the Board of Directors (the “Board”) of Diodes Incorporated (the “Company”) is to help to ensure that the Board is appropriately constituted to meet its fiduciary obligations to stockholders and the Company. To carry out this purpose, the Committee shall:

- Identify individuals qualified to become Board members, consistent with criteria approved by the Board; and
- Recommend the director nominees to be selected by the Board for the next annual meeting of stockholders.

COMMITTEE MEMBERSHIP AND ORGANIZATION

The Committee shall be comprised of no fewer than three members of the Board. The members of the Committee shall be appointed by the Board and may be removed by the Board with or without cause at any time.

Each member of the Committee shall be “independent” as defined by the rules of the Nasdaq Stock Market (“Nasdaq”). 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 Board shall appoint one of the members as Chair. The Chair will chair all regular sessions of the Committee and set the agendas for Committee meetings

COMMITTEE RESPONSIBILITIES AND AUTHORITY

The following functions shall be the common recurring activities of the Committee in carrying out its purposes outlined above. These functions should serve as a guide with the understanding that the Committee may carry out additional functions and adopt additional policies and procedures as may be appropriate in light of changing business, legislative, regulatory, legal or other conditions. 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.

1. Evaluate the current composition, organization, size and governance of the Board and its committees. Determine future requirements and make recommendations to the Board concerning the appointment of directors.
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. 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.
4. 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.
5. Review and reassess the adequacy of this Charter at least annually and recommend any proposed changes to the Board for approval.
6. Conduct an annual self-evaluation of the Committee's performance and report the results of such self-evaluation to the Board.
7. Perform such other duties and responsibilities as may be assigned to the Committee, from time to time, by the Board or the Chairman of the Board related to the purposes of the Committee described above.

MEETINGS AND MINUTES

The Committee shall meet at least annually and will also meet as required in response to the needs of the Board and as necessary to fulfill its responsibilities. The Chair of the Committee or any member of the Committee may call a meeting of the Committee. A majority of the members of the Committee shall constitute a quorum, and the vote of a majority shall constitute the act or decision of the Committee.

All directors who are not members of the Committee may attend meetings of the Committee but may not vote on any matter presented to the Committee. Additionally, the Committee may invite to its meetings any director, any member of the management of the Company or such other persons as it deems appropriate in order to carry out its responsibilities. Notwithstanding the foregoing, the Committee may exclude from its meetings any person it deems appropriate in its sole discretion.

The Committee will report to the Board after each Committee meeting a summary of the proceedings of the meeting and recommend to the Board any necessary action. The Committee will maintain written minutes of its meetings, which minutes will be filed with the minutes of the meetings of the Board.