



DIODES INCORPORATED

Stockholder Nominating Procedures

Adopted: April 8, 2004
Updated: February 18, 2019

Stockholders who wish to request that the Governance and Stockholder Relations Committee consider a candidate for election as a director at an annual meeting of stockholders should submit information about the candidate to the Governance and Stockholder Relations Committee a reasonable time before the Company begins to print and mail the proxy statement for that annual meeting. The requesting stockholder should provide sufficient biographical information about the proposed candidate to satisfy the requirements of the United States Securities and Exchange Commission for inclusion in the proxy statement and to permit the Governance and Stockholder Relations Committee to evaluate the proposed candidate in light of the director selection criteria previously approved by the Governance and Stockholder Relations Committee. The request should also provide the full name, address and telephone number of the requesting stockholder and sufficient information to verify that the requesting stockholder is eligible to vote at the annual meeting of stockholders. Additional information and certification by the requesting stockholder and the proposed candidate may be required before the Governance and Stockholder Relations Committee can make its evaluation.

Stockholder nominations that comply with these procedures and meet the director selection criteria will receive the same consideration that the Governance Committee's nominees receive.