



DIODES INCORPORATED

Director Selection Criteria

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

This policy establishes the criteria to be used by the Governance and Stockholder Relations Committee (the "Committee") of the Board of Directors (the "Board") of Diodes Incorporated (the "Company") in selecting candidates for nomination to the Board. The Committee has adopted, and the Board has approved, these criteria.

1. Criteria for All Candidates

Among those characteristics to be sought in each candidate, being mindful of the overall Board composition, are the following:

- Integrity and a commitment to ethical behavior.
- Personal maturity and leadership skills in industry, education, the professions, or government.
- Independence of thought and willingness to deal directly with difficult issues.
- Fulfillment of the broadest definition of diversity, seeking diversity of thought.
- Broad business or professional experience, with an understanding of business and financial affairs, and the complexities of business organizations.

2. Criteria for a Portion of Candidates

Among those characteristics that may be sought in individual Board candidates, as needed to fulfill certain functions on the Board from time to time, are the following:

- Technical expertise in engineering, chemistry, solid state physics or electronics.
- Senior management experience and expertise, especially from leadership roles in semiconductor, information technology or electronics corporations.
- Financial or accounting expertise, generally and as necessary to fulfill the financial requirements of the Securities and Exchange Commission and the NASDAQ Stock Market ("Nasdaq").
- Leadership experience in other industries to help the Company better understand the careabouts in key, targeted industries.
- Experience in investment banking, commercial lending or other financing activities.

3. Procedures to be used in Board Candidate Selection

The Committee will include the following among its procedures to be used in the selection of candidates for the Board:

- Evaluate qualifications under Section 1 and any specific needs under Section 2, prior to commencement of the recruitment process.
- Determine whether a prospective candidate fulfills the independence requirements of the Securities and Exchange Commission and Nasdaq.
- Evaluate recommendations received from other existing members of the Board.
- If evaluating a candidate for re-election, review the candidate's performance, including the following:
 - availability for and attendance at meetings;
 - contribution to Board processes such as information gathering and decision making;
 - accessibility for communications with other directors and management;
 - participation in committee activities;
 - depth of knowledge of the Company or its industry;
 - the Company's performance during the candidate's previous term, in light of the role played by the Board and the candidate in guiding management; and
 - any specialized expertise or experience that has contributed or may contribute to the functioning of the Board or the success of the Company.
- Review the education of the prospective candidate.
- Evaluate the quality of experience and achievement of the prospective candidate.
- Review the prospective candidate's current or past membership on other boards.
- Determine that the candidate has the ability, and the willingness, to spend the necessary time required to function effectively as a director. In particular, except in extraordinary circumstances, no director shall serve on the boards of more than four other public companies.
- Determine that the candidate has a genuine interest in representing the stockholders and the interests of the Company overall.
- Stockholder nominations that comply with these procedures and meet the criteria outlined will receive the same consideration that the Governance Committee's nominees receive.