

EXHIBIT A

FOURTH AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
ALLIANCE SEMICONDUCTOR CORPORATION

ARTICLE I

The name of this corporation is Alliance Semiconductor Corporation.

ARTICLE II

The purpose of this corporation is to engage in any lawful act or activity for which a corporation may be organized under the General Corporation Law of California other than the banking business, the trust company business or the practice of a profession permitted to be incorporated by the California Corporations Code.

ARTICLE III

Section 1. Director Liability. The liability of the directors of this corporation for monetary damages shall be eliminated to the fullest extent permissible under California law.

Section 2. Indemnification. This corporation is authorized to provide indemnification of agents (as defined in Section 317 of the California Corporations Code) through bylaw provisions, agreements with agents, vote of shareholders or disinterested directors or otherwise, in excess of the indemnification otherwise permitted by Section 317 of the California Corporations Code, subject only to the applicable limits set forth in Section 204 of the California Corporations Code with respect to actions for breach of duty to this corporation and its shareholders.

Section 3. Amendment, Repeal or Modification. Any amendment, repeal or modification of any provision of this Article III shall not adversely affect any right or protection of an agent of this corporation at the time of such amendment, repeal or modification.

ARTICLE IV

Section 1. Authorization of Shares. This corporation is authorized to issue two classes of shares, designated "Common

Stock" and "Preferred Stock," respectively, both of which shall have no par value. The number of shares of Common Stock authorized to be issued is 50,000,000. The number of shares of Preferred Stock authorized to be issued is 20,000,000, 3,500,000 of which are designated as "Series A Preferred Stock." The rights, preferences, privileges and restrictions granted to and imposed upon the Common Stock and the Series A Preferred Stock are set forth below in Article V. Upon amendment of these Articles of Incorporation to read as set forth herein, each outstanding share of Common Stock will be split and reconstituted as three (3) shares of Common Stock and one (1) share of Series A Preferred Stock.

Section 2. Designation of Additional Series of Preferred Stock. The Board of Directors of this corporation may designate, fix the number of shares of and determine or alter the rights, preferences, privileges or restrictions granted to or imposed upon, any wholly unissued series of Preferred Stock. As to any series of Preferred Stock the number of shares of which is authorized to be fixed by the Board of Directors, the Board may, within any limits and restrictions stated in the resolutions of the Board originally fixing the number of shares constituting such series, increase or decrease (but not below the number of shares of such series then outstanding) the number of shares of any such series subsequent to the issue of shares of that series. Except as provided in Article V, Section 6.1, any new series of Preferred Stock may be designated, fixed and determined as provided herein by the Board without further approval of the holders of Common Stock or Preferred Stock, or any series thereof. Notwithstanding the foregoing, no nonvoting capital stock of this corporation shall be issued or issuable by the corporation.

ARTICLE V

Section 1. Definitions. For purposes of this Article V, the following definitions shall apply:

1.1 "Board" shall mean the Board of Directors of the Company.

1.2 "Company" shall mean this corporation.

1.3 "Common Stock" shall mean the Common Stock, no par value, of the Company.

1.4 "Dividend Rate" shall mean \$0.10 per share per annum for the Series A Preferred Stock, as presently constituted (which is a number reflecting all changes in capitalization through the date of filing of these Fourth Amended and Restated Articles of Incorporation with the California Secretary of State).

1.5 "Original Issue Date" shall mean the date of the issuance of the first share of Series A Preferred Stock.

1.6 "Original Issue Price" shall mean \$1.00 per share for the Series A Preferred Stock, as presently constituted (which is a number reflecting all changes in capitalization through the date of filing of these Fourth Amended and Restated Articles of Incorporation with the California Secretary of State).

1.7 "Preferred Stock" shall mean the Series A Preferred Stock of the Company.

1.8 "Subsidiary" shall mean any corporation of which at least 50% of the outstanding voting stock is at the time owned directly or indirectly by the Company or by one or more of such subsidiary corporations.

Section 2. Dividends.

2.1 Preferred Stock Priority. The holders of the then outstanding Preferred Stock shall be entitled to receive in cash, when, if and as declared by the Board, out of any funds legally available therefor, noncumulative dividends at the Dividend Rate, prior to the payment of any dividends (other than those payable solely in Common Stock) with respect to the Common Stock in any given fiscal year of the Company. Unless full dividends on the Preferred Stock for the then current fiscal year shall have been paid or declared and a sum sufficient for the payment thereof set apart, (a) no dividend whatsoever (other than a dividend payable solely in Common Stock) shall be paid or declared, and no distribution shall be made, on any Common Stock, and (b) no shares of Common Stock shall be purchased, redeemed or acquired by the Company and no monies shall be paid into or set aside or made available for a sinking fund for the purchase, redemption or acquisition thereof; provided, however, that this restriction shall not apply to: (i) the repurchase of shares of Common Stock from directors, officers or employees of, or consultants or advisers to, the Company or any Subsidiary pursuant to agreements under which the Company has the option to repurchase such shares upon the termination of employment with, or service to, the Company or any Subsidiary for any reason, or (ii) other repurchases of shares of Common Stock provided that such other repurchases under this clause (ii) are approved by a majority of the Board members (the repurchases permitted by clauses (i) and (ii) are hereinafter referred to as the "Permitted Repurchases"). If dividends declared on the Preferred Stock for the then current year are insufficient to pay full dividends at the Dividend Rate, the dividends declared shall be distributed to the holders of the Preferred Stock in proportion to the number of shares of Preferred Stock held.

2.2 Further Dividends. After all noncumulative dividends on the Preferred Stock at the Dividend Rate as provided above have been paid or declared and set apart for payment in any given fiscal year of the Company, if the Board shall elect to declare additional dividends out of funds legally available therefor, such additional dividends shall be declared in equal amounts per share on all shares of Common Stock.

2.3 Dividends Not Mandatory. Neither dividends on the Preferred Stock nor dividends on the Common Stock shall be mandatory or cumulative and no rights shall accrue to the holders of Preferred or Common Stock in the event the Company shall fail to declare or pay dividends on such stock at the Dividend Rate in respect of that or any previous fiscal year, whether or not the earnings of the Company in that or any previous fiscal year were sufficient to pay such dividends in whole or in part.

Section 3. Liquidation Rights of Preferred Stock.

3.1 Preference. In the event of any liquidation, dissolution or winding up of the Company, whether voluntary or involuntary, the holders of the Preferred Stock then outstanding shall be entitled to be paid, out of assets of the Company legally available for distribution to its shareholders, whether such assets are capital, surplus or earnings, before any payment or declaration and setting apart for payment of any amount shall be made in respect of the Common Stock, an amount equal to the Original Issue Price of each share of the Preferred Stock that they hold, plus an amount equal to all declared and unpaid dividends thereon (the "Preference Amount"). If upon any such liquidation, dissolution or winding up of the Company, the assets to be distributed to the holders of the Preferred Stock under this Section 3.1 are insufficient to permit the payment to such shareholders of the full Preference Amount, then all the assets of the Company to be distributed to shareholders shall be distributed ratably among the holders of Preferred Stock in proportion to the number of shares of Preferred Stock held.

3.2 Remaining Assets. If, following the distribution of the Preference Amount, there are any assets of the Company legally available for distribution to the Company's shareholders that are remaining to be distributed, then any remaining assets shall be distributed ratably among the holders of the Common Stock and the Preferred Stock in proportion to the number of shares of Common or Preferred Stock held.

3.3 Reorganization. A consolidation or merger of the Company with or into any other corporation or corporations in which the holders of the Company's outstanding capital stock

before the consolidation or merger do not retain a majority of the voting power in the surviving corporation, or a sale of all or substantially all the assets of the Company, shall be deemed a liquidation, dissolution or winding up of the Company as those terms are used in this Section 3. Holders of the Company's Preferred Stock may convert their stock into Common Stock, pursuant to Section 5 hereof, at any time prior to such liquidation, dissolution or winding up of the Company.

3.4 Non-Cash Consideration. In case of any events described in subsection 3.3 above, if the consideration received by the Company is other than cash, indebtedness or securities, the value of such consideration shall be its fair market value as determined by the Board. Any securities to be delivered pursuant to subsections 3.1 through 3.2 above shall be valued as follows:

3.4.1 Securities not subject to investment letter or other similar restrictions on free marketability:

(a) If traded on a national securities exchange or the NASDAQ National Market System, the value shall be deemed to be the average of the closing prices of the securities on such exchange or system over the 30-day period ending three days prior to the closing of the relevant event described above in this Section 3; and

(b) If actively traded over-the-counter, the value shall be deemed to be the average of the closing bid prices over the 30-day period ending three days prior to such closing; and

(c) If there is no active public market, the value shall be the fair market value thereof, as determined in good faith by the Board of Directors of the Company.

3.4.2 The method of valuation of securities subject to investment letter or other restrictions on free marketability shall be to make an appropriate discount from the market value determined as above in clauses 3.4.1(a), (b) or (c) to reflect the approximate fair market value thereof, as determined in good faith by the Board.

3.5 Consent to Certain Transactions. Each holder of Preferred Stock shall, by virtue of its acceptance of a stock certificate evidencing Preferred Stock, be deemed to have consented, for purposes of Sections 502, 503 and 506 of the California Corporations Code, to distributions made by the Company for Permitted Repurchases.

Section 4. Voting Rights.

4.1 Preferred Stock. Each holder of shares of Preferred Stock shall be entitled to the number of votes equal to the number of whole shares of Common Stock into which such shares of Preferred Stock could be converted pursuant to the provisions of Section 5 hereof, at the record date for the determination of the shareholders entitled to vote on such matters or, if no such record date is established, at the date such vote is taken or any written consent of shareholders is solicited.

4.2 Common Stock. Each holder of shares of Common Stock shall be entitled to one vote for each share thereof held. Except as otherwise expressly provided herein or as required by law, the holders of Preferred Stock and the holders of Common Stock shall vote together and not as separate classes.

Section 5. Conversion.

The holders of the Preferred Stock shall have the following conversion rights:

5.1 Right to Convert. Each share of Preferred Stock shall be convertible, at any time or from time to time at the option of the holder thereof, into fully paid and nonassessable shares of Common Stock as provided herein.

5.2 Conversion Price. Each share of Preferred Stock shall be convertible into the number of shares of Common Stock which results from dividing the conversion price that is in effect at the time of conversion (the "Conversion Price") into the Original Issue Price. The initial Conversion Price for the Preferred Stock shall be the Original Issue Price. The Conversion Price for the Preferred Stock shall be subject to adjustment from time to time as provided below.

5.3 Mechanics of Conversion. Each holder of Preferred Stock who desires to convert the same into shares of Common Stock shall surrender the certificate or certificates therefor, duly endorsed, at the office of the Company or any transfer agent for the Preferred Stock or Common Stock, and shall give written notice to the Company at such office that such holder elects to convert the same and shall state therein the number of shares of Preferred Stock being converted. Thereupon the Company shall promptly issue and deliver at such office to such holder a certificate or certificates for the number of shares of Common Stock to which such holder is entitled and shall promptly pay in cash any declared and unpaid dividends on the shares of Preferred Stock being converted. Such conversion shall be deemed to have been made immediately prior to the close of business on the date of such surrender of the certificate representing the shares of Preferred Stock to be converted, and

the person entitled to receive the shares of Common Stock issuable upon such conversion shall be treated for all purposes as the record holder of such shares of Common Stock on such date.

5.4 Adjustment for Stock Splits and Combinations. If the Company shall at any time or from time to time after the Original Issue Date of the Preferred Stock effect a subdivision of the outstanding Common Stock (that is not accompanied by a corresponding subdivision of Preferred Stock under which the Original Issue Price is correspondingly changed), the Conversion Price in effect immediately before that subdivision shall be proportionately decreased, and, conversely, if the Company shall at any time or from time to time after the Original Issue Date of the Preferred Stock combine the outstanding shares of Common Stock into a smaller number of shares (that is not accompanied by a corresponding combination of the Preferred Stock under which the Original Issue Price is correspondingly changed), the Conversion Price in effect immediately before the combination shall be proportionately increased. Any adjustment under this subsection 5.4 shall become effective at the close of business on the date the subdivision or combination becomes effective.

5.5 Adjustment for Common Stock Dividends and Distributions. If the Company at any time or from time to time after the Original Issue Date of the Preferred Stock makes, or fixes a record date for the determination of holders of Common Stock entitled to receive, a dividend or other distribution payable in additional shares of Common Stock, in each such event the Conversion Price for the Preferred Stock that is then in effect shall be decreased as of the time of such issuance or, in the event such record date is fixed, as of the close of business on such record date, by multiplying the Conversion Price then in effect by a fraction (a) the numerator of which is the total number of shares of Common Stock issued and outstanding immediately prior to the time of such issuance or the close of business on such record date, and (b) the denominator of which is the total number of shares of Common Stock issued and outstanding immediately prior to the time of such issuance or the close of business on such record date plus the number of shares of Common Stock issuable in payment of such dividend or distribution; provided, however, that if such record date is fixed and such dividend is not fully paid or if such distribution is not fully made on the date fixed therefor, the Conversion Price shall be recomputed accordingly as of the close of business on such record date and thereafter the Conversion Price shall be adjusted pursuant to this subsection 5.5 to reflect the actual payment of such dividend or distribution.

5.6 Adjustments for Other Dividends and Distributions. If the Company at any time or from time to time after the Original Issue Date of the Preferred Stock makes, or fixes a record

date for determination of holders of Common Stock entitled to receive dividend or other distribution payable in securities of the Company other than shares of Common Stock, in each such event provision shall be made so that the holders of Preferred Stock shall receive upon conversion thereof, in addition to the number of shares of Common Stock receivable thereupon, the amount of securities of the Company which they would have received had their Preferred Stock been converted into Common Stock on the date of such event and had they thereafter, during the period from the date of such event to and including the conversion date, retained such securities receivable by them as previously stated during such period, subject to all other adjustments called for during such period under this Section 5 with respect to the rights of the holders of the Preferred Stock or with respect to such other securities by their terms.

5.7 Adjustment for Reclassification, Exchange and Substitution. If at any time or from time to time after the Original Issue Date of the Preferred Stock, the Common Stock issuable upon the conversion of the Preferred Stock is changed into the same or a different number of shares of any class or classes of stock, whether by recapitalization, reclassification or otherwise (other than a subdivision or combination of shares or stock dividend or a reorganization, merger, consolidation or sale of assets provided for elsewhere in this Section 5 or in Section 3.4), then in any such event each holder of such Preferred Stock shall have the right thereafter to convert such stock into the kind and amount of stock and other securities and property receivable upon such recapitalization, reclassification or other change by holders of the number of shares of Common Stock into which such shares of Preferred Stock could have been converted immediately prior to such recapitalization, reclassification or change, all subject to further adjustment as provided herein or with respect to such other securities or property by the terms thereof.

5.8 Reorganizations. If at any time or from time to time after the Original Issue Date of the Preferred Stock there is a capital reorganization of the Common Stock (other than a recapitalization, subdivision, combination, reclassification, exchange or substitution of shares provided for elsewhere in this Section 5 or in Section 3.4), as a part of such capital reorganization provision shall be made so that the holders of Preferred Stock shall thereafter be entitled to receive upon conversion of such Preferred Stock the number of shares of stock or other securities or property of the Company to which a holder of the number of shares of Common Stock deliverable upon conversion would have been entitled on such capital reorganization, subject to adjustment in respect of such stock or securities by the terms thereof. In any such case, appropriate adjustment shall be made in the application of the provisions

of this Section 5 with respect to the rights of the holders of Preferred Stock after such capital reorganization to the end that the provisions of this Section 5 (including adjustment of the Conversion Price then in effect and the number of shares issuable upon conversion of the Preferred Stock) shall be applicable after that event and be as nearly equivalent as practicable.

5.9 Certificate of Adjustment. In each case of an adjustment or readjustment of the Conversion Price or the number of shares of Common Stock or other securities issuable upon conversion of the Preferred Stock, the Company, at its expense, shall cause its Chief Financial Officer to compute such adjustment or readjustment in accordance with the provisions hereof and prepare a certificate showing such adjustment or readjustment, and shall mail such certificate, by first class mail, postage prepaid, to each registered holder of Preferred Stock at the holder's address as shown in the Company's books. The certificate shall set forth such adjustment or readjustment, showing in detail the facts upon which such adjustment or readjustment is based, including a statement of (a) the Conversion Price at the time in effect, and (b) the type and amount, if any, of other property which at the time would be received upon conversion of such Preferred Stock.

5.10 Notices of Record Date. Upon (a) any taking by the Company of a record of the holders of any class of securities for the purpose of determining the holders thereof who are entitled to receive any dividend or other distribution, or (b) any capital reorganization of the Company, any reclassification or recapitalization of the capital stock of the Company, any merger or consolidation of the Company with or into any other corporation, or any transfer of all or substantially all the assets of the Company to any other person or any voluntary or involuntary dissolution, liquidation or winding up of the Company, the Company shall mail to each holder of Preferred Stock at least twenty (20) days prior to the record date specified therein a notice specifying (a) the date on which any such record is to be taken for the purpose of such dividend or distribution and a description of such dividend or distribution, (b) the date on which any such reorganization, reclassification, transfer, consolidation, merger, dissolution, liquidation or winding up is expected to become effective, and (c) the date, if any, that is to be fixed as to when the holders of record of Common Stock (or other securities) shall be entitled to exchange their shares of Common Stock (or other securities) for securities or other property deliverable upon such reorganization, reclassification, transfer, consolidation, merger, dissolution, liquidation or winding up.

Section 6. Restrictions and Limitations.

6.1 Protective Provisions. So long as any shares of Preferred Stock remain outstanding, the Company shall not, and shall not permit any Subsidiary to, without the approval, by vote or written consent, of the holders of at least a majority of the Preferred Stock then outstanding:

(a) Amend its Articles of Incorporation in any manner that would alter or change any of the rights, preferences, privileges or restrictions of the Preferred Stock;

(b) Authorize or issue any other equity security senior to the Preferred Stock as to dividend rights or liquidation preferences;

(c) Merge or consolidate with or into, or sell all or substantially all of its assets to, any person or entity or effect any other form of corporate recapitalization or reorganization, if (other than in a sale of all or substantially all of the Company's assets) it would result in the shareholders of the Company prior to such transaction holding less than majority voting power in the surviving entity; or

(d) Declare or pay any dividends (other than dividends payable solely in shares of its own Common Stock) on or declare or make any other distribution (other than Permitted Repurchases), direct or indirect, on account of any shares of Common Stock now or hereafter outstanding.

6.2 No Reissuance of Preferred Stock. No share or shares of Preferred Stock acquired by the Company by reason of redemption, purchase, conversion or otherwise shall be reissued, and all such shares shall be cancelled, retired and eliminated from the shares which the Company shall be authorized to issue.

5.11 Automatic Conversion.

5.11.1 Each share of Preferred Stock shall automatically be converted into shares of Common Stock based on the then effective Conversion Price (a) immediately prior to the closing of an underwritten public offering pursuant to an effective registration statement under the Securities Act of 1933, as amended, covering the offer and sale of Common Stock for the account of the Company in which the aggregate public offering price equals or exceeds \$5,000,000 and the public offering price per share of which equals or exceeds \$3.00 per share (appropriately adjusted for subdivisions and combinations of shares of Common Stock and dividends on Common Stock payable in shares of Common Stock), (b) upon the vote of holders of at least a majority of the Preferred Stock then outstanding, or (c) if less than 700,000 shares of the Series A Preferred Stock (as presently constituted) shall remain outstanding; provided, however, that such automatic conversion shall be conditioned upon payment by the Company of all declared and unpaid dividends on the Preferred Stock to be converted to and including the date of such conversion.

5.11.2 Upon the occurrence of any event specified in subsection 5.11.1 above, the outstanding shares of the Preferred Stock to be converted shall be converted automatically without any further action by the holders of such shares and whether or not the certificates representing such shares are surrendered to the Company or its transfer agent; provided, however, that the Company shall not be obligated to issue certificates evidencing the shares of Common Stock issuable upon such conversion unless the certificates evidencing such shares of Preferred Stock that have been converted are either delivered to the Company or its transfer agent as provided below, or the holder notifies the Company or its transfer agent that such certificates have been lost, stolen or destroyed and executes an agreement satisfactory to the Company to indemnify the Company from any loss incurred by it in connection with such certificates. Upon the occurrence of such automatic conversion of the Preferred Stock, the holders of such shares shall surrender the certificates representing such shares at the office of the Company or any transfer agent for the Preferred Stock or Common Stock. Thereupon, there shall be issued and delivered to such holder promptly at such office and in its name as shown on such surrendered certificate or certificates, a certificate or certificates for the number of shares of Common Stock into which the shares of Preferred Stock surrendered were convertible on the date on which such automatic conversion occurred, and the Company shall promptly pay all declared and unpaid dividends on the shares of Preferred Stock being converted to and including the date of such conversion.

5.12 Fractional Shares. No fractional shares of Common Stock shall be issued upon conversion of Preferred Stock. In lieu of any fractional share to which the holder would otherwise be entitled, the Company shall pay cash equal to the product of such fraction multiplied by the Common Stock's fair market value as determined in good faith by the Board as of the date of conversion.

5.13 Reservation of Stock Issuable Upon Conversion. The Company shall at all times reserve and keep available out of its authorized but unissued shares of Common Stock, solely for the purpose of effecting the conversion of the shares of the Preferred Stock, such number of its shares of Common Stock as shall from time to time be sufficient to effect the conversion of all outstanding shares of the Preferred Stock; and if at any time the number of authorized but unissued shares of Common Stock shall not be sufficient to effect the conversion of all then outstanding shares of the Preferred Stock, the Company will take such corporate action as may, in the opinion of its counsel, be necessary to increase its authorized but unissued shares of Common Stock to such number of shares as shall be sufficient for such purpose.

5.14 Notices. Any notice required by the provisions of this Section 5 to be given to the holders of shares of the Preferred Stock shall be deemed given upon the earlier of actual receipt or deposit in the United States mail, by certified or registered mail, return receipt requested, postage prepaid, addressed to each holder of record at the address of such holder appearing on the books of the Company.

5.15 Payment of Taxes. The Company will pay all transfer taxes or charges that may be imposed with respect to the issue or delivery of shares of Common Stock upon conversion of shares of Preferred Stock, except for any tax or other charge imposed in connection with any transfer involved in the issue and delivery of shares of Common Stock in a name other than that in which the shares of Preferred Stock so converted were registered.

5.16 No Impairment. The Company shall not amend its Articles of Incorporation or participate in any reorganization, transfer of assets, consolidation, merger, dissolution, issue or sale of securities or any other voluntary action, for the purpose of avoiding or seeking to avoid the observance or performance of any of the terms to be observed or performed hereunder by the Company, but shall at all times in good faith assist in carrying out all such action as may be reasonably necessary or appropriate in order to protect the conversion rights of the holders of the Preferred Stock against dilution or other impairment.