



INTEGRATED DEVICE TECHNOLOGY, INC.
CORPORATE GOVERNANCE GUIDELINES

Integrated Device Technology, Inc. Corporate Governance Guidelines

The Board of Directors (the “**Board**”) of Integrated Device Technology, Inc. (the “**Company**”) has adopted the following Corporate Governance Guidelines (the “**Guidelines**”) to assist the Board in the exercise of its responsibilities and to serve best the interests of the Company and its stockholders. These Guidelines should be interpreted in the context of all applicable laws and the Company’s Certificate of Incorporation, Bylaws and other corporate governance documents. These Guidelines acknowledge the leadership exercised by the Board’s standing committees and their chairs and are intended to serve as a flexible framework within which the Board may conduct its business and not as a set of legally binding obligations. The Guidelines are subject to modification from time to time by the Board as the Board may deem appropriate in the best interests of the Company and its stockholders or as required by applicable laws and regulations.

These Guidelines shall be made available on the Company’s website at “www.idt.com” and to any stockholder who otherwise requests a copy. The Company’s Annual Report to Stockholders shall state the foregoing.

The Board

Size of the Board

The Company’s Bylaws provide that the number of directors will be fixed from time to time by the Board, but in no event will be less than one (1). The Board currently has nine (9) members. The Board believes that seven (7) or more directors is an appropriate size based on the Company’s present circumstances. The Board believes that this number of directors permits diversity of experience without hindering effective discussion or diminishing individual accountability. The Board will periodically review the size of the Board, and determine the size that is most effective in relation to future operations.

Independence of the Board

The Board will be comprised of a majority of directors who qualify as independent directors (the “**Independent Directors**”) under the listing standards of Nasdaq and applicable rules of the Securities and Exchange Commission as then in effect. No more than two (2) management executives who are employed by the Company or who were employed by the Company in the previous 3 years may serve on the Board at the same time.

The Nominating & Governance Committee will review annually the relationships that each director has with the Company (either directly or as a partner, stockholder or officer of an organization that has a relationship with the Company). Following such annual review, only those directors who the Board affirmatively determines have no material relationship with the Company (either directly or as a partner, stockholder or officer of an organization that has a relationship with the Company) will be considered Independent Directors, subject to additional

qualifications prescribed under the listing standards of Nasdaq. The basis for any determination that a relationship is not material will be published in the Company's annual proxy statement.

Separate Sessions of Non-Management Directors

The Non-Management Directors will meet in executive session without management directors or management present on a periodic basis, but no less than two (2) times a year. The Non-Management Directors will review the Company's implementation of and compliance with its Guidelines and consider such matters as they may deem appropriate at such meetings.

Director Qualification Standards

The Nominating & Governance Committee is responsible for reviewing with the Board, on an annual basis, the appropriate characteristics, skills, experience required for the Board as a whole and its individual members. In evaluating the suitability of individual candidates (both new candidates and current Board members), the Nominating & Governance Committee, in recommending candidates for election, and the Board, in approving (and, in the case of vacancies, appointing) such candidates, take into account many factors, including ability to make independent analytical inquiries, general understanding of marketing, finance and other elements relevant to the success of a publicly-traded company in today's business environment, understanding of the Company's business on a technical level, other board service and educational and professional background. Each candidate nominee must also possess fundamental qualities of intelligence, honesty, good judgment, high ethics and standards of integrity, fairness and responsibility. The Board evaluates each individual in the context of the Board as a whole, with the objective of assembling a group that can best perpetuate the success of the business and represent stockholder interests through the exercise of sound judgment using its diversity of experience in these various areas. In determining whether to recommend a director for re-election, the Nominating & Governance Committee also considers the director's past attendance at meetings and participation in and contributions to the activities of the Board.

Selection of New Directors

The Board will stand for election by the stockholders of the Company at the Company's annual meeting in accordance with the provisions set forth in the Company's Certificate of Incorporation. Each year, at the annual meeting, the Board will recommend a slate of directors for election by the stockholders. In accordance with the Bylaws of the Company, the Board will also be responsible for filling vacancies or newly-created directorships on the Board that may occur between annual meetings of stockholders. The Nominating & Governance Committee is responsible for identifying, screening, and recommending candidates to the entire Board for Board membership. An individual will not be eligible for Board membership if he or she has been convicted of securities fraud by a court of competent jurisdiction.

Selection of Chairman of the Board

The Board will select the Chairman of the Board in accordance with the Company's Bylaws.

Lead Independent Director

If the Company has a member of management (or otherwise a non-independent member) serving as Chairman of the Board, it will appoint a Lead Independent Director (the “Lead Independent Director”) to serve an annual term. The Lead Independent Director will be selected by the majority vote of the Board.

The Lead Independent Director’s duties will include: coordinating the agenda of regularly scheduled Board meetings with the Chairman of the Board and Chief Executive Officer, meeting with the Chair of the Compensation Committee, Chairman of the Board and the Chief Executive Officer to convey the results of the Chief Executive Officer’s annual performance evaluations, coordinating the activities of the Independent Directors, coordinating the agenda for and chairing sessions of the Board’s Independent Directors and facilitating communications between the Independent Directors and the other members of the Board and the management of the Company. In performing the duties described above, the Lead Independent Director is expected to consult with the chairs of the appropriate Board committees and solicit their participation in order to avoid diluting the authority or responsibility of such committee chairs. The name of the Lead Independent Director will be disclosed along with a means for stockholders to communicate with the Independent Directors.

Limitation on Other Board Service

The Board believes that the Company’s Chief Executive Officer should sit on no more than a total of three (3) public company boards. The Board further believes that non-employee members of the Board should sit on no more than a total of five (5) public company boards. Nonetheless, the Nominating & Governance Committee and the Board will take into account the nature of and time involved in a director’s service on other boards and/or committees in evaluating the suitability of individual director candidates and current directors and making its recommendations to the Company’s stockholders.

Service on other boards and/or committees should be consistent with the Company’s conflict of interest policies set forth below.

Directors Who Resign Their Current Positions With Their Company

When a director, including any director who is currently an officer or employee of the Company, resigns or materially changes his or her position with his or her employer, or a director who is serving on another board resigns from that board for cause, such director should submit his or her resignation from the Board, which the Board may accept or reject based on the recommendation of the Nominating & Governance Committee.

Limitations on Terms of Board Service

It is the general policy of the Company that no director should serve on the Board for more than fifteen (15) years. The Board may, however, make exceptions to this standard, based on the

recommendation of the Nominating & Governance Committee, as it deems appropriate in the interests of the Company's stockholders.

Retirement

It is the general policy of the Company that no director may stand for election to the Board after his or her 70th birthday. The Board may, however, make exceptions to this standard, based on the recommendation of the Nominating & Governance Committee, as it deems appropriate in the interests of the Company's stockholders.

Director Responsibilities

The business and affairs of the Company will be managed by or under the direction of the Board, including through one or more of its committees as set forth in the Bylaws and committee charters. Each director is expected to spend the time and effort necessary to properly discharge his or her responsibilities. These include:

- (1) overseeing the strategic direction and conduct of the Company's business plans;
- (2) reviewing and, where appropriate, approving the Company's major financial objectives, plans and actions;
- (3) reviewing and, where appropriate, approving major changes in, and determinations of other major issues respecting, the appropriate auditing and accounting principles and practices to be used in the preparation of the Company's financial statements;
- (4) reviewing and, where appropriate, approving major changes in, and determinations under the Company's Guidelines, Code of Business Ethics and Complaint and Investigation Program;
- (5) reviewing and, where appropriate, approving actions to be undertaken by the Company that would result in a material change in the financial structure or control of the Company, the acquisition or disposition of any businesses or asset(s) material to the Company, or the entry of the Company into any major new line of business;
- (6) regularly evaluating the performance and approving the compensation of the Chief Executive Officer;
- (7) regularly monitoring the performance of principal senior executives, with the input of the Chief Executive Officer;
- (8) planning for succession with respect to the position of Chief Executive Officer and monitoring management's succession planning for other key executives; and
- (9) ensuring that the Company's business is conducted with the highest standards of ethical conduct and in conformity with applicable laws and regulations.

Compensation

The Company's executive officers shall not receive additional compensation for their service as directors. Senior management of the Company will report periodically to the Compensation Committee regarding the status of the Company's non-employee director compensation in relation to other U.S. companies of comparable size and the Company's competitors. Such report will include consideration of both direct and indirect forms of compensation to the Company's directors, including any charitable contributions by the Company to organizations in which a director is involved. Following a review of the report, the Compensation Committee will recommend any changes in director compensation to the Chairman of the Board, which changes will be approved or disapproved by the Board after discussion. The Company's executive officers and directors shall not be eligible to receive loans from the Company, consistent with applicable provisions of the Securities and Exchange Act of 1934, as amended.

Director fees, consisting of both cash and equity compensation, are the sole form of compensation that Non-Management Directors may receive from the Company.

Stock Ownership Guidelines

The Company has established the following mandatory stock ownership guidelines for its executive officers and directors, as follows:

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| Chief Executive Officer | value* equal to 1.0 times annual base salary |
| Chief Financial Officer | value equal to 0.5 times annual base salary |
| Board of Directors | value equal to 3.0 times annual cash retainer |

* "Value" shall be defined as the amount expended to acquire the stock, including taxes paid to acquire RSUs.

The foregoing mandatory ownership guidelines are to be achieved no later than five (5) years after commencement of service in the designated position, or in the case of board members serving as of July 24, 2013, then five years from that date.

Conflicts of Interest

Directors are expected to avoid any action, position, or interest that conflicts with the interests of the Company or gives the appearance of a conflict. If an actual or potential conflict of interest develops, the director should immediately report the matter to the Chairman of the Board. Any significant conflict must be resolved or the director should resign. If a director has a personal interest in a matter before the Board, the director will disclose the interest to the Board, excuse himself or herself from discussion on the matter and not vote on the matter.

Anti-Hedging

Officers and directors of the Company are prohibited from engaging in any hedging transactions such as short sales, put options, or call options on the Company's stock and shall at all times comply with any and all other requirements and obligations set forth in the Company's Insider Trading Policy.

Board Orientation and Continuing Education of Board Members

The Company provides new directors with a director orientation program to familiarize them with, among other things, the Company's business, strategic plans, significant financial, accounting and management issues, compliance programs, conflicts policies, code of business conduct and ethics, Governance Guidelines, principal officers, internal auditors and independent auditors.

The Company will make available to directors continuing education programs from time to time, including materials related to public company governance, and each director should participate in such programs, as management or the Board determines desirable.

Interaction with Institutional Investors, the Press and Customers

The Board believes that management speaks for the Company. Each director should refer all inquiries from institutional investors, the press or customers to management. Individual Board members may, from time to time at the request of the management, meet or otherwise communicate with various constituencies that are involved with the Company. If comments from the Board are appropriate, they should, in most circumstances, come from the Chairman of the Board.

Board Access to Senior Management

The Board will have complete access to Company management in order to ensure that directors can ask any questions and receive all information necessary to perform their duties. Directors should exercise judgment to ensure that their contact with management does not distract managers from their jobs or disturb the business operations of the Company.

Board Access to Independent Advisors

The Board committees may hire independent advisors as set forth in their applicable charters. The Board as a whole shall have access to such advisors and such other independent advisors that the Company retains or that the Board considers necessary to discharge its responsibilities.

Annual Self-Evaluation

Following the end of each fiscal year, the Chairman of the Board will oversee an annual assessment by the Board of the Board's performance. The Nominating & Governance Committee will be responsible for establishing the evaluation criteria and implementing the process for such evaluation, as well as considering other corporate governance principles that may, from time to time, merit consideration by the Board.

The assessment should include a review of any areas in which the Board or management believes the Board can make a better contribution to the governance of the Company, as well as a review of the committee structure and an assessment of the Board's compliance with the principles set forth in these Guidelines. The purpose of the review will be to improve the performance of the

Board as a unit, and not to target the performance of any individual Board member. The Nominating & Governance Committee will utilize the results of the Board evaluation process in assessing and determining the characteristics and critical skills required of prospective candidates for election to the Board.

Board Meetings

Frequency of Meetings

The Board will meet at least four (4) times annually. In addition, special meetings may be called from time to time as determined by the needs of the business. It is the responsibility of the directors to attend meetings.

Director Attendance

A director is expected to spend the time and effort necessary to properly discharge his or her responsibilities. Accordingly, a director is expected to regularly prepare for and attend meetings of the Board and all committees on which the director sits (including separate meetings of Independent Directors), with the understanding that, on occasion, a director may be unable to attend a meeting. A director who is unable to attend a meeting is expected to notify the Chairman of the Board or the Chairman of the appropriate committee in advance of such meeting, and, whenever possible, participate in such meeting via teleconference.

Attendance of Non-Directors

The Board encourages the Chairman of the Board or of any committee to bring Company management and outside advisors or consultants from time to time into Board and/or committee meetings to (i) provide insight into items being discussed by the Board which involve the manager, advisor or consultant, (ii) make presentations to the Board on matters which involve the manager, advisor or consultant, and (iii) bring managers with high potential into contact with the Board. Attendance of non-directors at Board meetings is at the discretion of the Board.

Agendas

The Chairman, with input from management and other directors as necessary or requested, establishes the agenda for each Board meeting.

Advance Receipt of Meeting Materials

Information regarding the topics to be considered at a meeting is essential to the Board's understanding of the business and the preparation of the directors for a productive meeting. To the extent feasible, the meeting agenda and any written materials relating to each Board meeting will be distributed to the directors sufficiently in advance of each meeting to allow for meaningful review of such agenda and materials by the directors. Directors are expected to have reviewed and be prepared to discuss all materials distributed in advance of any meeting.

Committee Matters

Number, Name, Responsibilities, and Independence of Committees

The Board currently has three (3) committees, each composed entirely of Independent Directors. From time to time, the Board may form a new committee or disband a current committee, depending upon the circumstances. Each committee will perform its duties as assigned by the Board in compliance with the Company's Bylaws and the committee's charter.

The current committees are:

(1) Audit Committee. The Audit Committee consists of at least three (3) members and reviews the work of the Company's internal accounting and audit processes and independent auditors. The committee has sole authority to appoint and dismiss the Company's independent auditors and to approve any significant non-audit relationship with the independent auditors. The committee also produces an annual report on the Company's audit practices and non-audit services for inclusion in the Company's proxy statement, in accordance with applicable rules and regulations. All related-party transactions of the Company will require review and approval of the Audit Committee.

(2) Compensation Committee. The Compensation Committee consists of at least three (2) members and reviews and approves the Company's goals and objectives relevant to compensation and evaluates the compensation plans, policies and programs of the Company, particularly those regarding executive compensation. The Compensation Committee also produces an annual report on executive compensation for inclusion in the Company's proxy statement, in accordance with applicable rules and regulations.

(3) Nominating & Governance Committee. The Nominating & Governance Committee consists of at least three (3) members and is responsible for recommending to the Board individuals to be nominated as directors and committee members. This includes evaluation of new candidates as well as evaluation of current directors. The Nominating & Governance Committee is also responsible for making recommendations to the Board about the adoption or amendment of corporate governance guidelines and principles applicable to the Company. This committee also performs other duties as are described in these Guidelines.

Assignment and Rotation of Committee Members

Based on the recommendations of the Nominating & Governance Committee, the Board appoints committee members and committee chairs according to criteria set forth in the applicable committee charter and such other criteria that the Board determines to be appropriate in light of the responsibilities of each committee. Committee membership and the position of committee chair will not be rotated on a mandatory basis, unless the Board determines that rotation is in the best interest of the Company.

The Board requires that each member of the Audit Committee be financially literate (i.e.; able to read and understand fundamental financial statements, including a balance sheet, income statement and cash flow statement), as determined by the Board in its business judgment, or must become financially literate within a reasonable period of time after his or her appointment.. Further, that Board requires that at least one member of the Audit Committee shall satisfy the “audit committee financial expert” designation in accordance with applicable SEC and NASD rules.

Frequency of Committee Meetings

Each committee will conduct that minimum number of meetings as provided in such committee’s charter, as applicable. In addition, special meetings may be called by the Chairman of the committee from time to time as determined by the needs of the business. It is the responsibility of the directors to attend the meetings of the committees on which they serve.

Committee Agendas

The Chairman of each committee, in consultation with the appropriate members of the Committee and management, as deemed necessary by the Chairman, will develop his or her committee's agenda.

Committee Self-Evaluations

Following the end of each fiscal year, each committee will review its performance and charter and recommend to the Board any changes it deems necessary.

Leadership Development

Annual Review of Chief Executive Officer

The Compensation Committee, with input from the Chief Executive Officer, shall annually establish the performance criteria (including both long-term and short-term goals) to be considered in connection with the Chief Executive Officer’s next annual performance evaluation. At the end of each year, the Chief Executive Officer shall make a presentation or furnish a written report to the Compensation Committee indicating his or her progress against such established performance criteria. Thereafter, with the Chief Executive Officer absent, the Compensation Committee shall meet to review the Chief Executive Officer’s performance. The results of the review and evaluation shall be communicated to the Chief Executive Officer by the Chairman of the Compensation Committee.

Succession Planning

The Nominating & Governance Committee works on a periodic basis with the Chief Executive Officer to review, maintain and revise, if necessary, the Company's succession plan upon the Chief Executive Officer's retirement and in the event of an unexpected occurrence. The Chief Executive Officer shall report annually to the Board on succession planning for the Chief Executive Officer and senior management positions, including a discussion of assessments, leadership development plans and other relevant factors.

Management Development

The Board will determine that a satisfactory system is in effect for the education, development and orderly succession of senior and mid-level managers throughout the Company.

Communications with Stockholders

Stockholders may send correspondence to the Board in care of the Company's Secretary at the Company's principal executive offices. The Company's Secretary will review all correspondence addressed to the Board, or any individual Board member, for any inappropriate correspondence and for correspondence more suitably directed to management. The Company Secretary will thereafter forward relevant stockholder communications to the Board prior to the next regularly scheduled meeting of the Board following receipt of the communication.

APPENDIX A - FORM OF AUDIT COMMITTEE CHARTER

INTEGRATED DEVICE TECHNOLOGY, INC. AMENDED AND RESTATED AUDIT COMMITTEE CHARTER

This amendment to the Amended and Restated Audit Committee Charter (this “Charter”) was adopted by the Board of Directors (the “Board”) of Integrated Device Technology, Inc., a Delaware corporation (the “Company”), on January 29, 2014.

I. Purpose

The purpose of the Audit Committee (the “Committee”) is to oversee the accounting and financial reporting processes of the Company and the audits of the financial statements of the Company.

In addition to the powers and responsibilities expressly delegated to the Committee in this Charter, the Committee may exercise any other powers and carry out any other responsibilities delegated to it by the Board from time to time consistent with the Company’s bylaws. The Committee shall report regularly to, and review with, the Board any issues that arise with respect to the quality or integrity of the Company’s financial statements, the Company’s compliance with legal or regulatory requirements, the performance and independence of the Company’s independent auditor, the performance of the Company’s internal audit function or any other matter the Committee determines is necessary or advisable to report to the Board.

Management of the Company is responsible for the preparation, presentation and integrity of the Company’s financial statements as well as the Company’s financial reporting process, accounting policies, internal audit function, internal accounting controls and disclosure controls and procedures. The independent auditor is responsible for performing an audit of the Company’s annual financial statements, expressing an opinion as to the conformity of such annual financial statements with U.S. generally accepted accounting principles (“GAAP”), reviewing the Company’s quarterly financial statements and reviewing the controls of the Company consistent with Sarbanes-Oxley, section 404. The Committee’s responsibilities are those of oversight. It is not the responsibility of the Committee to plan or conduct audits or to determine that the Company’s financial statements and disclosure are complete and accurate or that they were prepared in accordance with GAAP and applicable laws, rules and regulations. Absent actual knowledge to the contrary, each member of the Committee shall be entitled to rely on the integrity of those persons within the Company and of the professionals and experts (including the Company’s internal auditor (or others responsible for the internal audit function, including contracted non-employee or audit or accounting firms engaged to provide internal audit services) (the “internal auditor”), if any, and the Company’s independent auditor) from which the Committee receives information and, absent actual knowledge to the contrary, the accuracy of the financial and other information provided to the Committee by such persons, professionals or experts.

Further, auditing literature, particularly Statement on Auditing Standards No. 100, defines the term “review” to include a particular set of required procedures to be undertaken by independent auditors. The members of the Committee are not independent auditors, and the term “review” as used in this Charter is not intended to have that meaning and should not be interpreted to suggest that the Committee members can or should follow the procedures required of auditors performing reviews of financial statements.

II. Membership

The Committee shall consist of at least three members of the Board; provided, that if at any time there is a vacancy on the Committee and the remaining members meet all membership requirements, then the Committee may consist of two members until the earlier of the Company’s next annual stockholders meeting or one year from the occurrence of the vacancy, unless the next annual stockholders meeting occurs within 180 days following the occurrence of the vacancy, in which case the Committee may consist of two members until 180 days following the occurrence of the vacancy. The members of the Committee must not have participated in the preparation of the financial statements of the Company, or any current subsidiary of the Company, at any time during the past three (3) years. The members of the Committee, including the Chair, shall be appointed by action of the Board and shall serve at the discretion of the Board. Each Committee member must be able to read and understand fundamental financial statements, including a company’s balance sheet, income statement and cash flow statement. Members of the Committee are not required to be engaged in the accounting and auditing profession and, consequently, some members may not be expert in financial matters, or in matters involving auditing or accounting. However, at least one member of the Committee shall have the experience required by Nasdaq Stock Market Rule 5605(c)(2)(A). In addition, at least one member of the Committee shall be an “audit committee financial expert” within the definition adopted by the Securities and Exchange Commission (the “SEC”), or the Company shall disclose in its periodic reports required pursuant to the Securities Exchange Act of 1934, as amended (the “Exchange Act”) the reasons why at least one member of the Committee is not an “audit committee financial expert.” In addition, to the extent required by or deemed advisable under applicable laws or regulations, each Committee member shall satisfy the “independence” requirements of the Nasdaq Stock Market and Rule 10A-3(b)(1) under the Exchange Act, subject to the exemptions set forth in Rule 10A-3(b)(1)(iv) under the Exchange Act.

III. Committee Organization and Procedures

1. The Chair (or in her or his absence, a member designated by the Chair) shall preside at each meeting of the Committee and set the agendas for Committee meetings.

2. The Committee shall have the authority to establish its own rules and procedures consistent with the bylaws of the Company for notice and conduct of its meetings, should the Committee, in its discretion, deem it desirable to do so.

3. The Committee shall meet at least once during each fiscal quarter and more frequently as the Committee deems desirable. The Committee shall meet separately,

periodically, with management, with the internal auditor, if any, and with the independent auditor.

4. All non-management directors that are not members of the Committee may attend and observe meetings of the Committee, but shall not participate in any discussion or deliberation unless invited to do so by the Committee, and in any event shall not be entitled to vote

5. The Committee shall have the authority to request, at its discretion, the attendance at its meetings of members of the Company's management, representatives of the independent auditor, the internal auditor, any other financial personnel employed or retained by the Company or any other persons whose presence the Committee believes to be necessary or appropriate. Notwithstanding the foregoing, the Committee may exclude from its meetings any persons it deems appropriate, other than any non-management director who satisfies the applicable independence criteria.

6. The Committee shall have the authority to retain any independent counsel, experts or advisors (legal, accounting, financial or otherwise) that the Committee believes to be necessary or appropriate. The Committee may also utilize the services of the Company's regular legal counsel or other advisors to the Company.

7. The Committee shall have the authority to conduct or authorize investigations into any matters within the scope of the powers and responsibilities delegated to the Committee. The Committee shall have full access to all books, records, facilities and personnel of the Company to conduct such investigations.

8. The Company shall provide for appropriate funding, as determined by the Committee, for payment of (i) compensation to the independent auditor for the purpose of rendering or issuing an audit report or performing other audit, review or attest services for the Company, (ii) compensation to any advisors employed by the Committee that it determines are necessary to carry out its duties and (iii) ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties.

IV. Powers and Responsibilities

A. Interaction with the Independent Auditor

1. The Committee shall be directly responsible for the appointment, compensation, retention and oversight of the work of the independent auditor (including resolution of any disagreements between Company management and the independent auditor regarding financial reporting) for the purpose of preparing or issuing an audit report or related work or performing other audit, review or attest services for the Company, and the independent auditor shall report directly to the Committee.

2. Before the independent auditor is engaged by the Company or its subsidiaries to render audit or non-audit services, the Committee shall pre-approve the engagement. Committee pre-approval of audit and non-audit services will not be required if the engagement for the services is entered into pursuant to pre-approval policies and procedures

established by the Committee regarding the Company's engagement of the independent auditor, provided the policies and procedures are detailed as to the particular service, the Committee is informed of each service provided and such policies and procedures do not include delegation of the Committee's responsibilities under the Exchange Act to the Company's management. The Committee may delegate to one or more designated members of the Committee the authority to grant pre-approvals, provided such approvals are presented to the Committee at a subsequent meeting. If the Committee elects to establish pre-approval policies and procedures regarding non-audit services, the Committee must be informed of each non-audit service provided by the independent auditor. Committee pre-approval of non-audit services (other than review and attest services) also will not be required if such services fall within available exceptions established by the SEC.

3. The Committee shall, at least annually, review the independence and quality control procedures of the independent auditor and the experience and qualifications of the independent auditor's senior personnel that are providing audit services to the Company. In conducting its review:

(i) The Committee shall obtain and review a report prepared by the independent auditor describing (a) the auditing firm's internal quality-control procedures and (b) any material issues raised by the most recent internal quality-control review, or peer review, of the auditing firm, or by any inquiry or investigation by governmental or professional authorities, within the preceding five years, respecting one or more independent audits carried out by the auditing firm, and any steps taken to deal with any such issues.

(ii) The Committee shall ensure that the independent auditor prepares and delivers, at least annually, a written statement delineating all relationships between the independent auditor and the Company, consistent with Public Company Accounting Oversight Board Rule 3526, "Communications with Audit Committees Concerning Independence." The Committee shall actively engage in a dialogue with the independent auditor with respect to any disclosed relationships or services that, in the view of the Committee, may impact the objectivity and independence of the independent auditor. If the Committee determines that further inquiry is advisable, the Committee shall take appropriate action in response to the independent auditor's report to satisfy itself of the auditor's independence.

(iii) The Committee shall confirm with the independent auditor that the independent auditor is in compliance with the partner rotation requirements established by the SEC.

(iv) The Committee shall monitor whether the independent auditor's independence is maintained, including by reviewing the non-audit services provided to the Company by the independent auditor. Prohibited services under Section 10A(g) of the Exchange Act include: (a) bookkeeping or other services related to the accounting records or financial statements of the Company; (b) financial information systems design and implementation; (c) appraisal or valuation services, proving fairness opinions or preparing contribution-in-kind reports; (d) actuarial services; (e) internal audit outsourcing services; (f) management functions or human resources; (g) broker or dealer, investment adviser or

investment banking services; (h) legal services and expert services unrelated to the audit; (i) any other service that the Public Company Accounting Oversight Board prohibits through regulation.

B. Annual Financial Statements and Annual Audit

1. The Committee shall meet with the independent auditor, management and the internal auditor, if any, in connection with each annual audit to discuss the scope of the audit, the procedures to be followed and the staffing of the audit.

2. The Committee shall review and discuss with management and the independent auditor: (i) major issues regarding accounting principles and financial statement presentation, including any significant changes in the Company's selection or application of accounting principles, and major issues as to the adequacy of the Company's internal controls and any special audit steps adopted in light of material control deficiencies, if any; (ii) any analyses prepared by management or the independent auditor setting forth significant financial reporting issues and judgments made in connection with the preparation of the Company's financial statements, including analyses of the effects of alternative GAAP methods on the Company's financial statements; (iii) the effect of regulatory and accounting initiatives, as well as off-balance sheet structures, on the Company's financial statements; and (iv) the type and presentation of information to be included in earnings press releases, as well as any financial information and earnings guidance provided to analysts and rating agencies.

3. The Committee shall review and discuss the annual audited financial statements with management and the independent auditor, including the Company's disclosures under "Management's Discussion and Analysis of Financial Condition and Results of Operations."

4. The Committee shall, based on the review and discussions in paragraphs B(3) above and C(3) below, and based on the disclosures received from the independent auditor regarding its independence and discussions with the auditor regarding such independence pursuant to subparagraph A(3)(ii) above, determine whether to recommend to the Board that the audited financial statements be included in the Company's Annual Report on Form 10-K for the fiscal year subject to the audit.

C. Separate Meetings with the Independent Auditor

1. The Committee shall review with the independent auditor any problems or difficulties the independent auditor may have encountered during the course of the audit work, including any restrictions on the scope of activities or access to required information or any significant disagreements with management and management's responses to such matters. Among the items that the Committee should consider reviewing with the Independent Auditor are: (i) any accounting adjustments that were noted or proposed by the auditor but were "passed" (as immaterial or otherwise); (ii) any communications between the audit team and the independent auditor's national office with respect to auditing or accounting issues presented by the engagement; and (iii) any "management" or "internal control" letter issued, or proposed to be issued, by the independent auditor to the Company. The Committee shall obtain from the

independent auditor assurances that Section 10A(b) of the Exchange Act has not been implicated.

2. The Committee shall discuss with the independent auditor the report that such auditor is required to make to the Committee regarding: (i) all accounting policies and practices to be used that the independent auditor identifies as critical; (ii) all alternative treatments within GAAP for policies and practices related to material items that have been discussed among management and the independent auditor, including the ramifications of the use of such alternative disclosures and treatments, and the treatment preferred by the independent auditor; and (iii) all other material written communications between the independent auditor and management of the Company, such as any management letter, management representation letter, reports on observations and recommendations on internal controls, independent auditor's engagement letter, independent auditor's independence letter, schedule of unadjusted audit differences and a listing of adjustments and reclassifications not recorded, if any.

3. The Committee shall discuss with the independent auditor the matters required to be discussed by Statement on Auditing Standards No. 114, "The Auditor's Communication with Those Charged with Governance," as then in effect.

4. The Committee shall receive, review and discuss with the independent auditor and, if appropriate, management, an annual management letter discussing the Company's internal controls issued or proposed to be issued by the independent auditor and management's response, if any.

D. Quarterly Financial Statements

The Committee shall review and discuss the quarterly financial statements with management and the independent auditor, including the Company's disclosures under "Management's Discussion and Analysis of Financial Condition and Results of Operations."

E. Internal Audit

1. The Committee shall review and approve the appointment and replacement of the internal auditor.

2. The Committee shall meet periodically with the Company's internal auditor, if any, to discuss the responsibilities, budget, and staffing of the Company's internal audit function and any issues that the internal auditor believes warrant audit committee attention. The Committee shall discuss with the internal auditor any significant reports to management prepared by the internal auditor and any responses from management.

3. At least quarterly, the Committee shall review a report from the internal auditor and/or management concerning the existence of any significant deficiencies or

material weaknesses in the design or operation of the Company's internal controls over financial reporting which are reasonably likely to adversely affect the Company's ability to record, process, summarize and report financial information. The Committee shall immediately review any report from the internal auditor and/or management concerning the existence of any fraud whether or not material, that involves management or other employees who have a significant role in the Company's internal control over financial reporting.

F. Other Powers and Responsibilities

1. The Committee shall discuss with management and the independent auditor the Company's financial information and earnings guidance to the public, with particular focus on any "pro forma" or "adjusted" non-GAAP information, as well as financial information and earnings guidance, if any, provided to analysts and rating agencies. The Committee's discussion in this regard may be general in nature (i.e., discussion of the types of information to be disclosed and the type of presentation to be made) and need not take place in advance of each earnings release or each instance in which the Company may provide earnings guidance.

2. The Committee shall review all related-party transactions on an ongoing basis and all such transactions must be approved by the Committee (or by another independent committee of the Board).

3. The Committee shall annually review and assess internal controls and treasury functions, including cash management procedures.

4. The Committee shall review on a periodic basis, or as appropriate, any investment policy of the Company and recommend to the Board any changes to the investment policy.

5. The Committee shall discuss with management and the independent auditor any correspondence from or with regulators or governmental agencies, any employee complaints or any published reports that raise material issues regarding the Company's financial statements, financial reporting process, accounting policies or internal audit function.

6. The Committee shall discuss with the Company's General Counsel or outside counsel any legal matters brought to the Committee's attention that could reasonably be expected to have a material impact on the Company's financial statements.

7. The Committee shall request assurances from management, the independent auditor and the Company's internal auditor that the Company's foreign subsidiaries and foreign affiliated entities, if any, are in conformity with applicable legal requirements, including disclosure of affiliated party transactions.

8. The Committee shall discuss with management the Company's policies with respect to risk assessment and risk management. The Committee shall discuss with management the Company's significant financial and operational risk exposures and the actions management has taken to limit, monitor or control such exposures.

9. The Committee shall set clear hiring policies for employees or former employees of the Company's independent auditor.

10. The Committee shall establish procedures for the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls or auditing matters. The Committee shall also establish procedures for the confidential and anonymous submission by employees regarding questionable accounting or auditing matters.

11. The Committee shall provide the Company with the report of the Committee with respect to the audited financial statements required by Item 407 of Regulation S-K of the Exchange Act, for inclusion in the Company's annual proxy statements.

12. The Committee shall review and investigate any reports received through the Company's ethics hotline regarding any known or suspected violations of the Company's Code of Business Ethics or any applicable laws and regulations.

13. The Committee, through its Chair, shall report regularly to, and review with, the Board (i) any material issues that arise with respect to the Committee's performance of the foregoing responsibilities, and (ii) any issues that arise with respect to the quality or integrity of the Company's financial statements, the Company's compliance with legal or regulatory requirements, the performance and independence of the Company's independent auditor, the performance of the Company's internal audit function or any other matter the Committee determines is necessary or advisable to report to the Board.

14. The Committee shall at least annually perform an evaluation of the performance of the Committee and its members, including a review of the Committee's compliance with this Charter.

15. The Committee shall review and reassess this Charter at least annually and submit any recommended changes to the Board for its consideration.

Disclosure of Charter

This Charter will be made available on the Company's website and to any stockholder who otherwise requests a copy.

APPENDIX B - FORM OF COMPENSATION COMMITTEE CHARTER

INTEGRATED DEVICE TECHNOLOGY, INC. AMENDED AND RESTATED COMPENSATION COMMITTEE CHARTER

This amendment to the Compensation Committee Charter (“Charter”) was adopted by the Board of Directors of Integrated Device Technology, Inc. on January 29, 2014.

Purpose

The purpose of the Compensation Committee (the “Committee”) of the Board of Directors (the “Board”) of Integrated Device Technology, Inc. (the “Company”) is to aid the Board in meeting its responsibilities with regard to the oversight and determination of executive compensation and to administer the Company’s compensation and equity plans.

The Committee shall endeavor to ensure that compensation programs are designed to encourage high performance, promote accountability, and align employee interests with the interests of the Company’s stockholders.

In addition to the specific powers and responsibilities delegated to the Committee in this Charter, the Committee shall also carry out and may exercise any other powers or responsibilities as are assigned by law, the Company’s charter or bylaws, or as may be delegated to it by the Board from time to time. The powers and responsibilities delegated by the Board to the Committee in this Charter or otherwise shall be exercised and carried out by the Committee as it deems appropriate without requirement of Board approval, and any decision made by the Committee (including any decision to exercise or refrain from exercising any of the powers delegated to the Committee hereunder) shall be at the Committee’s sole discretion. While acting within the scope of the powers and responsibilities delegated to it, the Committee shall have and may exercise all the powers and authority of the Board. In carrying out its duties, the Committee shall endeavor to maintain free and open communication between the members of the Committee, other members of the Board, and management of the Company.

Composition of the Committee

The Committee shall be comprised of at least three directors as determined by the Board, none of whom shall be an employee of the Company and each of whom shall (1) qualify as independent under the NASDAQ listing requirements, (2) be a “non-employee director” within the meaning of Rule 16b-3 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), (3) be an “outside director” under the regulations promulgated under Section 162(m) of the Internal Revenue Code of 1986, as amended (the “Code”), and (4) be otherwise free from any relationship that, in the business judgment of the Board, would interfere with his or her exercise of business judgment as a Committee member. **Members of the Committee must, in the reasonable business judgment of** the entire Board, have a combination of business and employee-management experience that would be valuable in providing broad advice to the Board on matters related to compensation for non-employee directors and for the chief executive officer of the Company, and advising the Board on executive compensation matters.

The members of the Committee shall be appointed by and serve at the discretion of the Board and may be removed from the Committee, with or without cause, by the affirmative vote of a majority of the Board. Unless a Chair of the Committee (the “*Chair*”) is designated by the Board, the Committee may designate a Chair by a majority vote of the full Committee membership. From time to time the Chair may establish such other rules as are necessary and proper for the conduct of the business of the Committee.

Meetings and Procedures

The Committee shall meet on a regularly-scheduled basis at least quarterly, and on such other occasions as circumstances may dictate or the members of the Committee may deem necessary or desirable. Meetings of the Committee shall be held upon call by the Chairman of the Board or the Chair. A quorum of the Committee shall consist of a majority of the members of the Committee in office at the time of any meeting, and the vote of a majority of the members of the Committee present at the time of a vote, if a quorum is present at that time, shall be the act of the Committee. The Chair or, in his or her absence, another member chosen by the attending members, shall preside at each meeting and set the agendas for Committee meetings.

All non-management directors that are not members of the Committee may attend and observe meetings of the Committee but may not vote, and shall not participate in any discussion or deliberation unless invited to do so by the Committee. The Committee may, at its discretion, include in its meetings members of the Company’s management and any other personnel employed or retained by the Company or any other persons whose presence the Committee believes to be necessary or appropriate. Notwithstanding the foregoing, the Committee may also exclude from its meetings any persons it deems appropriate, including but not limited to, any non-management director that is not a member of the Committee.

The Committee shall have the authority to establish its own rules and procedures for notice and conduct of its meetings, so long as they are not inconsistent with any provisions of the Company’s bylaws that are applicable to the Committee.

Consistent with applicable requirements of the Exchange Act and NASDAQ listing standards, the Committee shall (i) have the sole authority, as it deems appropriate, to retain and/or replace, as needed, any independent legal counsel, compensation and benefits consultants and other outside experts or advisors that the Committee believes to be necessary or appropriate (collectively, “Committee Advisors”); (ii) be directly responsible for the appointment, determination of compensation and oversight of the work of any Committee Advisors; (iii) subject to any exceptions under NASDAQ listing standards, undertake an analysis of the independence of each Committee Advisor under the independence factors specified in the applicable requirements of the Exchange Act and NASDAQ listing standards at the time of selection of such Committee Advisor and as appropriate thereafter; and (iv) have such additional authority and responsibility as may be required from time to time under the rules and guidelines of the Exchange Act and NASDAQ listing standards. The Committee may also utilize the services of the Company’s regular legal counsel or other advisors to the Company. The Company shall provide for appropriate funding, as determined by the Committee, for payment of compensation to any such Committee Advisors.

Duties and Responsibilities of the Committee

The following duties and responsibilities of the Committee are set forth as a guide to the Committee, with the understanding that the Committee may alter or supplement them as appropriate under the circumstances, to the extent permitted or required by applicable laws and listing standards. The Committee shall:

1. Meet in executive session to review and recommend for Board approval the corporate goals and objectives relating to the compensation of the chief executive officer, evaluate the performance of the chief executive officer in light of these goals and objectives, and establish the compensation of the chief executive officer based on such evaluation and competitive market data pertaining to compensation at peer companies;
2. Review and approve compensation for other executive officers, considering each executive officer's performance in light of Company goals and objectives and competitive market data pertaining to compensation at peer companies. The CEO of the Company may be present at meetings during which such compensation is under review and consideration, but may not vote;
3. Review and make recommendations to the Board regarding executive compensation and benefit plans, programs and policies;
4. Review and approve the annual budget for employee focal salary increases, as recommended by management;
5. As requested by Company management, review, consult, and make recommendations and/or determinations regarding employee compensation and benefit plans generally, including employee bonus plans and programs;
6. Administer the Company's equity incentive plans, including the review and grant of stock option and other equity incentive grants to executive officers, and review and approve the annual equity budget for all equity award types;
7. Administer the Company's Employee Stock Purchase Plan;
8. Manage, review and approve executive officer employment agreements and the grant of change-in-control and perquisite benefits;
9. Review and approve the Compensation Discussion and Analysis and the Report of the Compensation Committee to be included as part of the Company's annual proxy statement; and

10. Annually review and reassess this charter and recommend any changes to the Board for its consideration;
11. Review and make recommendations to the Board with respect to the compensation of the non-employee members of the Board as well as the plans and policies governing such compensation;
12. To perform such other duties and responsibilities consistent with this charter.

Delegation of Duties

In fulfilling its responsibilities, the Committee shall be entitled to delegate any or all of its responsibilities to a subcommittee of the Committee. The Committee shall not delegate any matters that involve executive officer compensation or any matters where it has determined such compensation is intended to comply with Section 162(m) of the Code.

Evaluation of Performance of Compensation Committee

The members of the Committee shall evaluate the performance of the Committee on an annual basis, including compliance with this Charter. The Chair of the Committee shall report the results of such evaluation to the Board.

Disclosure of Charter

This Charter will be made available on the Company's website and to any stockholder who otherwise requests a copy.

APPENDIX C - FORM OF NOMINATING & GOVERNANCE COMMITTEE CHARTER

INTEGRATED DEVICE TECHNOLOGY, INC. AMENDED AND RESTATED NOMINATING & GOVERNANCE COMMITTEE CHARTER

This amendment to the Nominating & Governance Committee Charter (the “Charter”) was adopted by the Board of Directors (the “Board”) of Integrated Device Technology, Inc. (the “Company”) on January 29, 2014.

Purpose

The purpose of the Nominating & Governance Committee (the “Committee”) is to assist the Board in discharging its responsibilities regarding, among other matters, the following: (1) the identification of individuals qualified to become Board members, (2) the recommendation to the Board of nominees for election at the next annual meeting of the stockholders (or special meeting of stockholders at which directors are to be elected), (3) the recommendation to the Board of candidates to fill any vacancies on the Board, and (4) the development and recommendation to the Board about the adoption or amendment of the Corporate Governance Guidelines and other similar principles applicable to the Company. In so doing, the Committee will endeavor to maintain free and open means of communication between the members of the Committee, other members of the Board, and management of the Company. In addition to the powers and responsibilities expressly delegated to the Committee in this Charter, the Committee may exercise any other powers and carry out any other responsibilities delegated to it by the Board from time to time consistent with the Company’s bylaws.

Membership

The Committee shall consist of not less than three (3) independent members of the Board each of whom (a) satisfies the independence requirements of The Nasdaq Stock Market LLC (“NASDAQ”) and (b) has experience, in the business judgment of the Board, that would be helpful in addressing the matters delegated to the Committee. The members of the Committee will be appointed by, and will serve at the discretion of, the Board. The entire Committee or any individual director on the Committee may be removed from office with or without cause by the affirmative vote of a majority of the Board

Committee Organization and Procedures

1. Unless the Chair is elected by the Board, the members of the Committee shall appoint a Chair of the Committee by majority vote. The Chair (or in her or his absence, a member designated by the Chair) shall preside at all meetings of the Committee.
2. The Committee shall have the authority to establish its own rules and procedures consistent with the bylaws of the Company for notice and conduct of its meetings, should the Committee, in its discretion, deem it desirable to do so.
3. The Committee shall meet at least one (1) time in each fiscal year, and more frequently as the Committee in its discretion deems desirable.

4. The Committee may retain any independent counsel, experts, or advisors that the Committee believes to be desirable and appropriate. The Committee may also use the services of the Company's regular legal counsel or other advisors to the Company. The Company shall provide the appropriate funding, as determined by the Committee, for payment of compensation to any such persons employed by the Committee and for ordinary administrative expenses of the Committee that are necessary and appropriate in carrying out its duties. The Committee shall have sole authority to retain and terminate any search firm to be used to identify director candidates, including sole authority to approve such search firm's fees and other retention terms.

Duties of the Committee

The Committee shall have the following duties:

5. The Committee will assist in the recruiting of directors for the Board and in the selection of the Chief Executive Officer, President, and Chief Financial Officer of the Company;

6. The Committee will recommend to the Board (as soon as is reasonably practical after a vacancy arises or a director advises the Board of his or her intention to resign) new directors for election by the stockholders and otherwise by appointment by the Board to fill vacancies, in compliance with the selection criteria outlined herein; provided, however, that if the Company is legally required by contract or otherwise to provide third parties with the ability to nominate directors (for example, preferred stock rights to elect directors upon a dividend default, shareholder agreements, and management agreements), then the selection and nomination of such directors need not be subject to this process;

7. The Committee will annually review and evaluate the nomination for re-election of current directors;

8. The Committee will review periodically with the Chairman of the Board and the Chief Executive Officer the succession plans relating to positions held by elected corporate officers, and make recommendations to the Board with respect to the selection of individuals to occupy those positions;

9. The Committee will review and make recommendations to the Board regarding corporate organizational matters including, but not limited to, the Company's certificate of incorporation and bylaws;

10. The Committee will review and make recommendations to the Board regarding the Company's Corporate Governance Guidelines; and

11. The Committee will periodically review and make recommendations to the Board regarding the membership composition of the Board committees.

12. In performing its governance duties, the Committee will endeavor to comply with applicable legal requirements, including but not limited to the Sarbanes-Oxley Act of 2002 and NASD Rules, and to adopt other institutional recommendations and best practices determined to be in the best interests of the Company.

13. The Committee shall oversee the Board in the Board's review and assessment of its performance (including its composition and organization), which will occur once per fiscal year.

Board Member Selection Criteria

14. Non-employee Board member candidates must meet the independence requirements of NASDAQ Rule 5605(a)(2). To be “independent”, the Board member candidate cannot be an employee of the Company or its subsidiaries or have a relationship that in the opinion of the Board would interfere with the exercise of independent judgment in carrying out the responsibilities of a director. The following persons shall not be deemed independent by the Committee: (1) a person who has been employed by the Company or any subsidiary of the Company, or is a family member of a person who has been employed by the Company or any subsidiary of the Company as an executive officer, within the past three years, (2) a person who accepts or has a family member who accepts payments from the Company or any subsidiary of the Company in excess of \$120,000 per year during any of the previous three years, other than (i) compensation for board or board committee service; (ii) compensation paid to a family member who is an employee (other than an executive officer) of the Company; or (iii) benefits under a tax-qualified retirement plan, or non-discretionary compensation, (3) a person who has a family member who has been employed by the Company or any subsidiary of the Company within the past three years, (4) a person who is a partner in, a controlling shareholder of, or an executive officer with any organization that had business dealings in excess of \$200,000 with the Company or any subsidiary of the Company within the past three years, (5) a person who is employed by another entity where the Company or any subsidiary of the Company has had a representative serving on the compensation committee of that entity within the past three years, or (6) a person who was a partner or employee of the Company’s independent auditor who worked on the Company’s audit within the past three years.

15. The Committee may also consider the following criteria, among others determined by the Committee in its discretion to be consistent with the Company’s guidelines, in recommending candidates for election to the Board: (1) experience in the Company’s industry, (2) experience as a board member of another publicly held company, (3) experience in corporate governance, such as an officer or former officer of a publicly held company, and (4) academic expertise in an area of the Company’s operation.

Miscellaneous

16. Any action by the Committee shall require the majority approval of the Committee. In the event that a majority of the members of the Committee are unable to agree with respect to a matter under the Committee’s consideration, then such matter shall be referred to the Board for resolution, and the determination of the Board shall be final and binding and shall be deemed to be the action of the Committee for all purposes.

17. The Committee may delegate to any one or more members of the Committee any of the power granted to the Committee by the Board, subject to any limitations that may be imposed by the Board. Further, in fulfilling its responsibilities, the Committee shall be entitled to delegate any or all of its responsibilities to a subcommittee of the Committee, to the extent consistent with the Company’s certificate of incorporation, bylaws, Corporate Governance Guidelines and applicable laws, regulations and NASDAQ rules.

18. The Committee shall, at least annually, perform an evaluation of the performance of the Committee and its members, including a review of the Committee’s compliance with this Charter, and provide any written material with respect to such evaluation to the Board, as appropriate, including any recommendations for changes in procedures or policies governing the

Committee. The Committee shall conduct such evaluation and review in such manner as it deems appropriate.

19. The Committee shall review and reassess this Charter at least annually and submit any recommended changes to the Board for its consideration.

20. The Committee shall report periodically, as deemed necessary or desirable by the Committee, but at least annually, to the full Board regarding the Committee's actions and recommendations.

Disclosure of Charter

This Charter will be made available on the Company's website and to any stockholder who otherwise requests a copy.