

Adopted on February 6, 2012

SEMILEDS CORPORATION
NOMINATING & CORPORATE GOVERNANCE
COMMITTEE CHARTER

Purpose

The purpose of the Nominating & Corporate Governance Committee (the “Committee”) of the Board of Directors (the “Board”) of SemiLEDs Corporation, a Delaware corporation (the “Company”), is to identify individuals qualified to serve as members of the Board and recommend nominees for election as directors of the Company. In addition, the Committee's purpose shall be to develop and recommend to the Board corporate governance guidelines and a code of ethics and provide oversight with respect to corporate governance and ethical conduct.

Membership and Organization

The Committee shall be comprised of at least two (2) independent members, each of whom shall be a duly appointed member of the Board. Such members shall be appointed by the Board annually and each member of the Committee shall serve at the pleasure of the Board and may be replaced by the Board. Unless a Committee chair is designated by the Board, the members of the Committee may appoint a chair of the Committee.

At any time during which the Company is subject to the periodic reporting requirements of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), each of the members of the Committee shall meet the independence requirements of each stock exchange on which the Company’s shares are listed for trading or otherwise publicly quoted (except as otherwise permitted under such rules).

A majority of the total number of then-serving members of the Committee shall constitute a quorum for the transaction of business at Committee meetings. The approval of a majority of such quorum shall constitute a valid act of the Committee at a duly held Committee meeting. The Committee may also act by unanimous written consent of the then-serving members of the Committee.

Authority and Responsibilities

The authority delegated to the Committee is set forth below. This description of authority is intended as a guide and the Committee may act and establish policies and procedures that are consistent with these guidelines or are necessary or advisable, in its discretion, to carry out the intent of the Board in delegating such authority and to fulfill the responsibilities of the Committee hereunder. The Committee is charged by the Board with the authority and responsibility to:

1. Identify and evaluate possible candidates, including candidates proposed by the Company’s stockholders, and conduct all necessary and appropriate inquiries into the backgrounds and qualifications of such candidates to serve as members of the Board, consistent with any criteria approved by the Board.

2. Review with the Board on an annual basis, the independence, skills and characteristics of Board members, and the skills and characteristics of the Board as a whole, in determining whether to recommend incumbent directors in the class subject to election for re-election. Consider questions of independence and possible conflicts of interest of Board members and executive officers.
3. Assess the effectiveness of any diversity policy the Board may determine to implement.
4. Recommend to the independent directors of the Company nominees for election as directors of the Company at any annual or special meeting of the Company's stockholders at which directors are to be elected.
5. Identify, evaluate and recommend to the independent directors of the Company individuals to fill any vacancies or newly created directorships that may occur between meetings of the Company's stockholders at which directors are to be elected.
6. Identify, evaluate and annually recommend to the Board the chairmanship and membership of each committee of the Board.
7. Establish a procedure for the consideration of Board candidates recommended by stockholders.
8. Cause to be prepared and recommend to the Board the adoption of corporate governance guidelines, from time to time review and assess the guidelines and keep abreast of developments with regard to corporate governance to enable the Committee to make recommendations to the Board in light of such developments as may be appropriate.
9. Cause to be prepared and recommend to the Board the adoption of a code of ethics, and from time to time review and assess the code of ethics, and recommend changes for approval by the Board.
10. Delegate such of its authority and responsibilities as the Committee deems proper to members of the Committee or a subcommittee.
11. Engage, retain and terminate any search firms, independent counsel and/or other advisers to be used (x) to assist in identifying candidates to serve as directors of the Company, including sole authority to approve the fees payable to such search firm, independent counsel and/or other adviser, and any other terms of retention, or (y) otherwise as the Committee determines necessary to carry out its responsibilities.
12. Cause the officers of the Company to provide such funding as the Committee shall determine to be appropriate for payment of compensation to any legal counsel or other advisers engaged by the Committee, and payment of ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties.

13. Perform such other activities and functions as are required by law, applicable stock exchange rules or provisions in the Company's charter documents, or as are otherwise necessary and advisable, in its or the Board's discretion, to the efficient discharge of its duties hereunder.

Meetings

The Committee shall meet as often as it determines necessary, but it is anticipated that the Committee shall meet not less frequently than two times per year. The chair of the Committee ("Committee Chair") may call Committee meetings and, in consultation with other Committee members, shall determine the frequency and length of Committee meetings and shall set agendas for such meetings consistent with this Charter. In the absence of a Committee Chair, a majority of the members of the Committee may call a meeting of the Committee.

All non-management directors who are not members of the Committee may attend meetings of the Committee, but may not vote. In addition, the Committee may invite to its meetings any director, member of management of the Company, and such other persons as it deems appropriate in order to carry out its responsibilities. The Committee may also exclude from its meetings any non-independent director persons that it deems appropriate.

Minutes and Reports

The Committee shall make regular reports to the Board with respect to significant actions and determinations made by the Committee. The Committee shall maintain written minutes of its meetings and shall, to the extent deemed appropriate, record its summaries of recommendations to the Board in written form. The minutes and the recommendations, as applicable, shall be incorporated as part of the minutes of the Board.

Periodic Review

The Committee will periodically review its own performance and report on its conclusions in this regard to the Board. In addition, the Committee will periodically review this Charter and make recommendations to the Board with regard to appropriate changes to the Charter.

As adopted on February 6, 2012.