

**Cohu, Inc.**  
**Corporate Governance Guidelines**  
(revised March 26, 2013)

These guidelines have been adopted by the Board of Directors (the “Board”) of Cohu, Inc. (the “Company” or “Cohu”). The guidelines, in conjunction with the Company’s Certificate of Incorporation, Bylaws and Board Committee Charters form the framework for governance of the Company.

**1. Role of the Board of Directors**

The Board of Directors, which is elected by the Company’s stockholders, oversees and provides policy guidance on the business and affairs of the Company. It monitors overall corporate performance, the integrity of the Company’s controls and the effectiveness of its legal, ethics and compliance programs. The Board selects the Chairman of the Board (“Chairman”) and Chief Executive Officer (“CEO”) of the Company, elects officers, designates which officers are executive officers for purposes of Section 16 of the Securities Exchange Act of 1934, as amended (“Executive Officers”), and oversees management. The Board also oversees the Company’s strategic and business planning process. This is generally a year-round process culminating in a Board review of the Company’s business plan, the next year’s capital expenditures budget, and key financial and supplemental objectives. The Board also reviews and assesses risks facing the Company and management’s approach to addressing such risks.

Directors are expected to attend Board and applicable Committee meetings, absent extraordinary circumstances, and to review meeting materials in advance of such meetings. Directors are encouraged to attend the Company’s annual meetings of stockholders.

**2. Director Independence and Lead Independent Director**

A majority of the Board and all members of the Audit, Compensation and Nominating and Governance Committees shall consist of independent directors under the Company’s independence standards set forth in Exhibit 1, that are consistent with NASDAQ and SEC director independence standards, as currently in effect.

If the Chairman of the Board and Chief Executive Officer are the same person, the Cohu Nominating and Governance Committee shall nominate an independent director to serve as the Lead Independent Director, the selection of whom shall be subject to approval by a vote of the majority of the independent directors. Although annually elected, the Lead Independent Director is generally expected to serve for more than one year.

The specific responsibilities of the Lead Independent Director include presiding at executive sessions of independent directors and at board meetings where the Chairman is not present, calling meetings of independent directors, serving as a liaison between the independent directors and the Chairman/CEO, annually evaluate the performance of the CEO and performing such other duties and responsibilities as the Board may determine.

**3. Board Membership Criteria**

Members of the Board should have the highest professional and personal ethics and values, consistent with longstanding Company values and standards. They should have broad experience at the policy-making level in business, government, education, technology or public interest. They should be committed to enhancing stockholder value and should have sufficient time to

carry out their duties and to provide insight and practical wisdom based on experience. Their service on other boards of public companies should be limited to a number that permits them, given their individual circumstances, to perform responsibly all director duties. Each director will seek to represent the diverse interests of all stockholders.

#### **4. Selection of New Directors**

Directors are elected by the stockholders at the Annual Meeting. The Board proposes nominees for consideration each year. Between Annual Meetings, the Board, in accordance with the Company's Bylaws, may elect directors to serve until a future Annual Meeting. Formal offers to join the Board shall be extended jointly by the chairperson of the Nominating and Governance Committee and the Company Chairman.

Stockholders may recommend director nominees for consideration by the Nominating and Governance Committee by writing to the Corporate Secretary specifying the nominee's name and the qualifications for Board membership. Following verification of the stockholder status of the person submitting the recommendation, all properly submitted recommendations are brought to the attention of the Nominating and Governance Committee at a regularly scheduled Committee meeting. Stockholders also may nominate directors for election at the Company's annual meeting of stockholders by following the provisions set forth in the Company's Bylaws.

#### **5. Board Size**

The Bylaws provide that the number of directors is determined by the Board within a specified range of not less than three nor more than fifteen as will from time to time be fixed by the Board. The Board's size is assessed at least annually by the Nominating and Governance Committee. If any nominee is unable to serve as a director the Board by resolution may reduce the number of directors or choose a substitute.

#### **6. Term of Office**

The Cohu Amended and Restated Certificate of Incorporation divides directors into three classes whose terms expire at successive annual meetings over a period of three years. Subject to Section 7 below, there are no limits on the number of terms that may be served by a director.

#### **7. Director Retirement Policy**

Independent directors may stand for re-election a maximum of one-term after reaching age 75, provided that the Nominating and Governance Committee and the Board determine it is in the best interests of the Company and the stockholders.

#### **8. Number and Composition of Board Committees**

The Board currently has three committees: Audit, Compensation and Nominating and Governance. All members of the Audit, Compensation, and Nominating and Governance Committees shall be independent directors, as defined by applicable regulatory standards and the Cohu independence requirements set forth in Exhibit 1 hereto and meet such other requirements set forth in the committee charters and as determined by the Board.

Each committee is chaired by an independent director who determines the agenda, frequency and length of committee meetings and who has unlimited access to management, Company information and independent advisors, as necessary and appropriate. The Nominating and Governance Committee, with input from the Lead Independent Director and the CEO/Chairman, will make recommendations to the Board on committee assignments and appointment of directors to serve as chairman of committees.

Committee charters are posted on the Company's website.

#### **9. Executive Sessions**

The Board expects to generally hold executive sessions of independent directors at each Board meeting but in any event will hold such executive sessions at least three times a year. The sessions are scheduled and chaired by the Lead Independent Director, or in the absence of a Lead Independent Director, the chairman of the Nominating and Governance Committee. Any independent director can request that an additional executive session be scheduled.

#### **10. Standards of Business Conduct**

The Board expects all directors, as well as officers and employees, to display the highest standard of ethics, consistent with the Company's values and standards. The Company has and will continue to maintain a code of conduct, known as the "Code of Business Conduct and Ethics" (the "Code"). The Board also expects directors, officers and employees to acknowledge their adherence to the Code. The Audit Committee periodically reviews compliance with the Code. Directors are expected to report any possible conflict of interest between the director and the Company to the Board, and the Board shall take appropriate action. All directors must recuse themselves from any discussion on decisions affecting their personal, business or professional interests. Directors are encouraged to bring questions about particular circumstances to the attention of the Lead Independent Director, CEO/Chairman or the Chairman of the Audit or Nominating and Governance Committees who may consult with Cohu legal counsel, as appropriate.

#### **11. Succession Planning**

The Board plans for CEO succession and reviews senior management selection and succession planning. As part of this process, the independent directors annually review candidates for senior management positions to ensure that qualified candidates are available for all positions and that development plans are being utilized to strengthen the skills and qualifications of the candidates.

#### **12. Board Compensation**

Independent directors receive compensation that is competitive, links rewards to business results and stockholder returns, and facilitates increased ownership of Company stock. Director compensation consists of cash and equity through Company equity incentives. Employee directors are not paid additional compensation for their services as directors. The Compensation Committee reviews the amount and form of director compensation and provides a recommendation to the Board as to such compensation based upon the committee's consideration of the responsibilities and time commitment of Company directors, as well as competitive information. The Company does not make substantial contributions to charitable organizations in which a director is affiliated. The Compensation Committee has full authority to engage, at the Company's expense, third party consultants to advise on compensation levels and compensation components.

#### **13. Board Access to Senior Management**

Directors are encouraged to talk directly to any member of management regarding any questions or concerns the directors may have. Senior management are invited to attend Board meetings from time to time when appropriate.

#### **14. Evaluation of Board and Committee Performance**

The Board and each Board committee conduct a self-evaluation annually. Committees assess their performance relative to their charter and to best practices. The Nominating and Governance

Committee oversees this annual self-evaluation process of the Board and its committees, and the Lead Independent Director and the CEO/Chairman may recommend changes to improve the Board, the Board committees and individual director effectiveness

#### **15. Chief Executive Officer Performance Review**

The Board annually reviews the performance of the CEO. To conduct this review, the Lead Independent Director, or in the event there is no Lead Independent Director the Chairman of the Nominating and Governance Committee, shall gather and consolidate input from all directors in executive session, and then, based on the factors set forth below as well as such other factors as are deemed appropriate, will present the results of the review to the Board and to the CEO in a private feedback session. Based on such input, the Compensation Committee also shall assess CEO performance annually in connection with determining CEO compensation. Factors to be considered in assessing CEO performance include strategic vision and leadership, external representation of the Company and management of external relationships, executive officer leadership development and succession planning, Company financial and operational performance, employee morale and motivation, and rapport with the Board.

#### **16. Stock Ownership Guidelines**

The Compensation Committee periodically assesses the appropriateness of stock ownership guidelines for directors and senior executives, including whether and to what extent executives should be restricted from selling stock acquired through equity compensation. Currently, Cohu's stock ownership guidelines provide that independent directors should accumulate over the five-year period commencing with their appointment, a minimum of 10,000 shares of Cohu stock. They also provide that, over the five-year period commencing with their appointment or employment as an Executive Officer, (i) the CEO should accumulate a minimum of 40,000 shares of Cohu stock and (ii) all other Executive Officers 10,000 shares of Cohu stock. Cohu Directors and Executive Officers should not sell any Cohu shares until these ownership guidelines are met and once met subsequent sales, if any, should not reduce their Cohu stock ownership below these minimum guideline amounts. Vested "phantom" and deferred but unissued shares are included as shares owned for these stock ownership guidelines. The Compensation Committee monitors compliance by directors and Executive Officers with these stock ownership guidelines.

#### **17. Review of External Board Memberships by Company Executives**

The Nominating and Governance Committee reviews and concurs in the election of any employee director and any Executive Officer to outside, for-profit board seats. Additional board service by such executives may help to broaden their experience and thereby benefit the Company.

#### **18. Independent Directors Whose Employment or Principal Occupation Changes**

Independent directors whose employment or principal occupation changes from when they were elected to the Board should advise the Board of such changes and volunteer to resign from the Board. Such directors should not necessarily leave the Board. However, there should be an opportunity for the Board, through the Nominating and Governance Committee, to review the continued appropriateness of Board membership under these circumstances and recommend to the Board whether the director's continued service is in the best interest of Cohu's stockholders.

#### **19. Authority to Retain Advisors**

The Board and each Board committee shall have the authority, at the Company's expense, to retain and terminate independent advisors as the Board and any such Committee deems necessary.

**20. Director Orientation and Education.**

The Board and the Company's senior management will provide new directors with materials and briefings necessary to permit them to become familiar with the Company's business, strategic plans, significant financial, accounting and risk management issues, internal control and compliance programs and corporate governance practices. The Board will periodically assess what additional education for directors on an ongoing basis may be necessary to enable each director to perform his or her duties as a director and Board committee member.

**21. Communications with Stakeholders**

The CEO is responsible for establishing effective communications with Cohu's stockholders, customers, employees, suppliers, media, government and corporate partners. All communications with stockholders will be authorized by the CEO or by others as designated by the CEO or the Board.

**Cohu, Inc.**  
**Corporate Governance Guidelines**  
Director Independence Requirements  
Exhibit 1  
(revised March 26, 2013)

The Board will review annually the relationship that each director has with the Company and shall determine the independence of each director. "Independent Director" means a person other than an Executive Officer or employee of the Company or any other individual having a relationship which, in the opinion of the Company's Board, would interfere with the exercise of independent judgment in carrying out the responsibilities of a director. For purposes of this rule, "Family Member" means a person's spouse, parents, children and siblings, whether by blood, marriage or adoption, or anyone residing in such person's home. For purposes of this Exhibit 1, references to "Cohu" include any parent or subsidiary of Cohu.

The following persons shall not be considered independent:

- (A) a director who is, or at any time during the past three years was, employed by the Company;
- (B) a director who accepted or who has a Family Member who accepted any compensation from the Company in excess of \$120,000 during any period of twelve consecutive months within the three years preceding the determination of independence, other than the following: (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;
- (C) a director who is a Family Member of an individual who is, or at any time during the past three years was, employed by the company as an Executive Officer;
- (D) a director who is, or has a Family Member who is, a partner in, or a controlling shareholder or an Executive Officer of, any organization to which the Company made, or from which the Company received, payments for property or services in the current or any of the past three fiscal years that exceed 5% of the recipient's consolidated gross revenues for that year, or \$200,000, whichever is more, other than the following: (i) payments arising solely from investments in the Company's securities; or (ii) payments under non-discretionary charitable contribution matching programs;
- (E) a director of the Company who is, or has a Family Member who is, employed as an Executive Officer of another entity where at any time during the past three years any of the Executive Officers of the Company serve on the compensation committee of such other entity;
- (F) a director who is, or has a Family Member who is, a current partner or employee of the Company's outside auditor, or was a partner or employee of the Company's outside auditor who worked on the Company's audit at any time during any of the past three years; or
- (G) a director that otherwise fails to meet any requirements established for independent directors under any applicable regulations or requirements of the Securities and Exchange Commission, applicable stock exchange listing or other appropriate authorities and
- (H) in addition to the requirements noted above, audit and compensation committee members are also subject to additional SEC and stock exchange listing requirements, that, among other things, prohibit such members from accepting, directly or indirectly, any consulting, advisory or other compensatory fee from the Company

or any subsidiary thereof. Compensatory fees do not include (i) fees received as a member of the Board or any committee thereof or (ii) fixed amounts of compensation under a retirement plan (including deferred compensation) for prior service with the Company. Audit committee members may not be an affiliated person of the Company or any subsidiary thereof. In determining whether a director is eligible to serve on the compensation committee, the Board must consider whether the director is affiliated with the Company or any subsidiary thereof to determine whether such affiliation would impair the director's judgment as a member of such committee.