

INTEGRATED SILICON SOLUTION, INC.

**CHARTER FOR THE NOMINATING COMMITTEE
OF THE BOARD OF DIRECTORS**

(AS APPROVED BY THE BOARD OF DIRECTORS ON JANUARY 18, 2008)

1. Purpose

The purpose of the Nominating Committee (the “Committee”) of the Board of Directors of Integrated Silicon Solution, Inc. (the “Company”) shall be to:

- review the composition and evaluate the performance of the Board of Directors; select, or recommend for the selection of the Board of Directors, director nominees; and evaluate director compensation; and
- review the composition of committees of the Board of Directors and recommend persons to be members of such committees.

In addition, the Committee will undertake those specific duties and responsibilities listed below and such other duties as the Board of Directors may from time to time prescribe.

2. Membership And Organization

Composition. The Committee shall consist of no fewer than three members of the Board of Directors. All members of the Committee shall be appointed and replaced by the Board of Directors, shall be independent of the Company and its affiliates, shall have no relationship to the Company or its affiliates that may interfere with the exercise of their independence, and shall otherwise be deemed “Independent Directors” as defined in Rule 4200 of the Nasdaq Stock Market, Inc. Marketplace Rules (the “Nasdaq Rules”). The Board of Directors may designate one member of the Committee as its Chair. The Committee may form and delegate authority to subcommittees when appropriate. Any such subcommittee shall consist solely of Committee members.

Meetings. The Committee will meet at least once per year unless otherwise determined by the Committee. The Committee will provide the schedule of Committee meetings to the Board of Directors. Special meetings may be convened as required. The Committee, or its Chair, shall report to the Board of Directors on the results of these meetings. The Committee may invite to its meetings other directors, Company management and such other persons as the Committee deems appropriate in order to carry out its responsibilities.

The Committee will maintain written minutes of its meetings, which minutes will be filed with the minutes of the meetings of the Board of Directors.

Compensation. Members of the Committee shall receive such fees, if any, for their service as Committee members as may be determined by the Board of Directors.

3. Responsibilities And Duties

The responsibilities and duties of the Committee shall include:

Composition of the Board of Directors, Evaluation and Nominating Activities

- Review the composition and size of the Board of Directors and determine the criteria for membership on the Board of Directors, which may include, among other criteria, issues of character, judgment, independence, diversity, age, expertise, corporate experience, length of service, other commitments and the like;
- Conduct periodic evaluations of the Board of Directors as a whole and the Committee as a whole;
- Identify, consider and select, or recommend for the selection of the Board of Directors, candidates to fill new positions or vacancies on the Board of Directors, and review any candidates recommended by stockholders, provided that such recommendations are submitted in writing to the Secretary of the Company, and include, among other things, the recommended candidate's name, biographical data and qualifications, and that such recommendations are otherwise made in compliance with the Company's bylaws and its shareholder nominations and recommendations policy;
- Evaluate the performance of individual members of the Board of Directors eligible for re-election, and select, or recommend for the selection of the Board of Directors, the director nominees for election to the Board of Directors by the stockholders at the annual meeting of stockholders; and
- Evaluate director compensation, consulting with outside consultants and/or with the human resources department when appropriate, and make recommendations to the Board of Directors regarding director compensation.

Committees of the Board of Directors

- Periodically review the composition of each committee of the Board of Directors and make recommendations to the Board of Directors for the creation of additional committees or the change in mandate or dissolution of committees; and
- Recommend to the Board of Directors persons to be members of the various committees.

In performing its duties, the Committee shall have the authority to obtain advice, reports or opinions from internal or external legal counsel and expert advisors, including any search firm to be used to identify candidates for the Board of Directors, and shall have sole authority to approve such experts' fees and other retention terms.



INTEGRATED SILICON SOLUTION, INC.

CHARTER OF THE COMPENSATION COMMITTEE

OF THE

BOARD OF DIRECTORS

OF

INTEGRATED SILICON SOLUTION, INC.

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INTEGRATED SILICON SOLUTION, INC.

PURPOSE:

The purpose of the Compensation Committee of the Board of Directors (the “**Board**”) of Integrated Silicon Solution, Inc. (the “**Company**”) shall be to discharge the Board’s responsibilities relating to compensation of the Company’s executive officers. The Committee has overall responsibility for approving and evaluating the executive officer compensation plans, policies and programs of the Company and for administering the Company’s equity compensation plans adopted by the Board (the “**Equity Plans**”).

The Compensation Committee shall seek to ensure that the Company structures its compensation plans, policies and programs as to attract and retain the best available personnel for positions of substantial responsibility with the Company, to provide incentives for such persons to perform to the best of their abilities for the Company and to promote the success of the Company’s business. The Compensation Committee is also responsible for approving any required disclosures of the Compensation Committee for inclusion in the Company’s proxy statement.

The Compensation Committee has the authority to undertake the specific duties and responsibilities listed below and will have the authority to undertake such other specific duties as the Board from time to time prescribes.

MEMBERSHIP:

The Compensation Committee will be appointed by and will serve at the discretion of the Board. The Compensation Committee shall consist of at least two members. The members of the Compensation Committee shall meet (i) the non-employee director definition of Rule 16b-3 promulgated by the Securities and Exchange Commission (the “**SEC**”) under Section 16 of the Securities Exchange Act of 1934 (the “**Exchange Act**”), as amended, (ii) the outside director definition of Section 162(m) of the Internal Revenue Code of 1986, as amended (the “**IRC**”) and (iii) the independence requirements of the listing standards of the NASDAQ Stock Market.

The members of the Compensation Committee will be appointed by the Board annually and will serve at the discretion of the Board.

COMMITTEE RESPONSIBILITIES AND AUTHORITY:

The responsibilities of the Compensation Committee include the following:

- The Compensation Committee reviews and approves all compensation and benefit plans for the Chief Executive Officer (“**CEO**”) and the other executive officers of the Company, including, without limitation, (a) the annual base salary, (b) incentive bonuses, (c) equity compensation, (d) any employment agreements, severance arrangements, and change in control agreements/provisions and (e) any other benefits, compensation or arrangements. Equity compensation arrangements involving executive officers that are “reporting persons” for purposes of Section 16 of the Exchange Act shall be reviewed and approved by the Compensation Committee to ensure compliance with SEC Rule 16b-3.



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- The Compensation Committee has the authority to review and to make recommendations to the Board with respect to:
 - General compensation goals and guidelines for the Company's employees and the criteria by which bonuses and stock compensation awards to the Company's employees are determined;
 - Amendments to the Equity Plans and changes in the number of shares reserved for issuance there under; and
 - Other plans that are proposed for adoption or adopted by the Company for the provision of compensation to employees of, directors of and consultants to the Company.
- The Compensation Committee acts as the Administrator (as defined in the Equity Plans) of the Company's Equity Plans. In its administration of the Equity Plans, the Compensation Committee may (i) grant stock equity awards to individuals eligible for such grants, (ii) amend such Equity Plans or awards made there under and (iii) take all other actions permitted under the Equity Plans.
- The Compensation Committee approves all equity grants to executive officers of the Company to ensure that such grants comply with Section 162(m) of the IRC.
- The Compensation Committee may form and delegate authority to subcommittees when appropriate.
- The Compensation Committee may authorize the repurchase of shares from terminated employees pursuant to applicable law.
- The Compensation Committee has the authority to retain and terminate any compensation consultant to be used by the Company to assist in the evaluation of the CEO or other executive officer compensation and has authority to approve the consultant's fees and other retention terms. The Compensation Committee also has authority to obtain advice and assistance from internal or external legal, accounting or other advisors.
- The Compensation Committee approves disclosures of the Compensation Committee as required by applicable SEC rules for inclusion in the Company's proxy statement for each annual meeting.
- The Compensation Committee reviews and reassesses the adequacy of this Charter annually and recommends any proposed changes to the Board for approval.
- The Compensation Committee annually reviews its own performance.



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- *Each Compensation Committee member shall be encouraged to attend in person or telephonically at least 75% of all Board and Compensation Committee meetings.*
- *No director shall serve on the Compensation Committee for more than six consecutive years*

MEETINGS:

The Compensation Committee may establish its own schedule, which it will provide to the Board. It is anticipated that the Compensation Committee will meet approximately six (6) times per year. See Appendix 1 for the annual schedule.

MINUTES:

The Compensation Committee will maintain written minutes of its meetings, which minutes will be filed with the minutes of the meetings of the Board.

REPORTS:

In addition to preparing the report in the Company's proxy statement in accordance with the rules and regulations of the SEC, the Compensation Committee will summarize its examinations and recommendations to the full Board as may be appropriate, consistent with the Compensation Committee's charter.

COMPENSATION:

Members of the Compensation Committee shall receive per meeting fees, if any, for their service as Compensation Committee members as may be determined by the Board in its sole discretion. Fees may be paid in such form of consideration as is determined by the Board.

Members of the Compensation Committee may not receive any compensation from the Company except the fees that they receive for service as a member of the Board or any committee thereof.

APPENDIX 1

Generally, all Compensation Committee Meetings will be held the first Thursday of every other Month.

Meeting Schedule for 2008:

1. February 7, 2008
2. April 3, 2008
3. ~~June 5, 2008~~ June 10, 2008
4. August 7, 2008
5. October 2, 2008
6. December 4, 2008

INTEGRATED SILICON SOLUTION, INC.

CHARTER FOR THE AUDIT COMMITTEE OF THE BOARD OF DIRECTORS

(AS APPROVED BY ISSI's BOD on January 18, 2008)

PURPOSE:

The purpose of the Audit Committee of the Board of Directors (the "Committee") of Integrated Silicon Solution, Inc. (the "Company") shall be:

- To be responsible for the appointment, compensation, retention and oversight of the Company's independent auditors;
- To provide oversight and monitoring of Company management and the independent auditors and their activities with respect to the Company's accounting and financial reporting process and internal controls;
- To provide the Company's Board of Directors with the results of its monitoring and recommendations derived therefrom;
- To provide to the Board of Directors such additional information and materials as it may deem necessary to make the Board of Directors aware of significant financial matters that require the attention of the Board of Directors; and

The Committee will undertake those specific duties and responsibilities listed below and such other duties as the Board of Directors may from time to time prescribe.

MEMBERSHIP:

The Committee members will be appointed annually by, and will serve at the discretion of, the Board of Directors and will consist of at least three members of the Board of Directors. The members will meet the following criteria:

- Each member will be an independent director, in accordance with the audit committee requirements of the Nasdaq National Market ("Nasdaq") and the Securities and Exchange Commission ("SEC"), as determined by the Company's Board of Directors;
- Each member will be able to read and understand fundamental financial statements, in accordance with the requirements of Nasdaq and the SEC;
- At least one member will have past employment experience in finance or accounting, requisite professional certification in accounting, or other comparable experience or background,

including a current or past position as a chief executive or financial officer or other senior officer with financial oversight responsibilities; and

- At least one member shall qualify as an “audit committee financial expert” as defined by SEC rules and regulations and as determined by the Company’s Board of Directors.

POWERS:

The Committee shall have the power to:

- Conduct or authorize investigations into any matters within the Committee’s scope of responsibilities; and
- Engage independent counsel and other advisers, as it determines necessary to carry out its duties, and to determine the appropriate funding level for such activities.

RESPONSIBILITIES:

The responsibilities of the Committee shall include:

- The appointment, compensation, retention and oversight of the Company’s independent auditors;
- Providing oversight and monitoring of Company management and their activities with respect to the Company’s financial reporting process, accounting policies, tax matters, disclosure controls and procedures and internal controls;
- The pre-approval of all audit and audit related services and non-audit services provided by the independent auditors to the Company, as required under applicable law and Nasdaq and SEC rules and regulations. The Committee may delegate to one or more designated Committee members the authority to grant preapprovals required by the foregoing sentence. The decisions of any Committee member to whom authority is delegated hereunder shall be presented to the Committee at its next scheduled meeting;
- Reviewing the independent auditors’ proposed audit scope and approach;
- Periodically and to the extent appropriate under the circumstances, it may be advisable for the Committee, with the assistance of the independent auditors and/or management, to consider and review the following:
 - Any significant changes required in the independent auditors’ audit plan.
 - The effect or potential effect of any accounting initiatives or similar accounting developments on the Company’s financial statements.
 - Any correspondence with regulators or governmental agencies and any employee complaints or published reports that raise material issues regarding the Company’s financial statements or accounting policies.

- Other matters related to the conduct of the audit, which are to be communicated to the Committee under generally accepted auditing standards, applicable law and Nasdaq and/or SEC rules and regulations.
- Reviewing the performance of the independent auditors, who shall be accountable to the Audit Committee;
- Reviewing the independence of the independent auditors, including a review of the services provided by the independent auditors and related fees, consistent with applicable laws and Nasdaq and SEC rules and regulations. Requesting from the independent auditors of a formal written statement delineating all relationships between the auditor and the Company, consistent with Independent Standards Board Standard No. 1, and engaging in a dialogue with the auditors with respect to any disclosed relationships or services that may impact the objectivity and independence of the auditors;
- Obtaining from the independent auditor assurance that it has complied with Section 10A of the Securities Exchange Act of 1934;
- Monitoring partner rotation of the Company's independent auditors and hiring of former employees of the Company's independent auditors in accordance with applicable laws and Nasdaq and SEC rules and regulations;
- Monitoring the Company's independent auditors compliance with records retention requirements in accordance with applicable laws and Nasdaq and SEC rules and regulations;
- Directing the Company's independent auditors to review before filing with the SEC the Company's interim financial statements included in Quarterly Reports on Form 10-Q, using professional standards and procedures for conducting such reviews;
- Discussing with the Company's independent auditors the matters required to be discussed by Statement on Accounting Standard No. 61, as it may be modified or supplemented;
- In consultation with the independent auditors and management, consider and review at the completion of the annual examinations and such other times as the Committee may deem appropriate:
 - The Company's annual financial statements and related notes.
 - The independent auditors' audit of the financial statements and their report thereon.
 - The independent auditors' report regarding critical accounting policies, alternative treatments of financial information and other material written communications between the independent auditors and management as defined under applicable law and the rules and regulations of Nasdaq and the SEC.

- Whether the Company has entered into any “off-balance sheet transactions” as defined by applicable SEC rules and regulations; and
- Any deficiency in, or suggested improvement to, the procedures or practices employed by the Company as reported by the independent auditors in their annual management letter.
- Reviewing and discussing with management, before filing with the SEC, the audited financial statements and Management’s Discussion and Analysis in the Company’s Annual Report on Form 10-K. Making a recommendation to the Board of Directors whether the audited financial statements should be included in the Company’s Annual Report on Form 10-K;
- Overseeing the activities of the Company’s Disclosure Committee;
- Reviewing and discussing with management, before release, the unaudited interim financial results in the Company’s quarterly earnings releases;
- Reviewing and monitoring the effectiveness of the Company’s internal controls, including reviewing and discussing with management and the independent auditors their respective evaluations of the Company’s internal controls;
- Overseeing compliance with the requirements of the SEC for disclosure of independent auditor’s services and audit committee members and activities;
- To the extent required by SEC or NASD, establish procedures to promote and protect employee reporting of suspected fraud or wrongdoing relating to accounting, auditing or financial reporting, including procedures for:
 - Receiving, retaining and addressing complaints received by the Company relating to such matters.
 - Enabling employees to submit to the Committee, on a confidential and anonymous basis, any concerns regarding such matters; and
 - Protecting reporting employees from retaliation.
- Reviewing management’s monitoring of compliance with the Company’s code of conduct;
- Reviewing and approving all related party transactions as required by applicable laws and Nasdaq and SEC rules and regulations;
- Providing the Audit Committee Report in the Company’s proxy statement as required by Item 306 of Regulation S-K, as well as the additional disclosures required by Item 7(d)(3) of Schedule 14A;
- Reviewing the Committee’s own structure, processes and membership requirements;
- Reviewing and assessing the adequacy of this Charter at least annually; and

- Performing such other duties as may be requested by the Board of Directors.

MEETINGS:

The Committee will meet at least quarterly during each fiscal year, or more frequently as circumstances dictate.

The Committee will meet separately with the independent auditors as well as members of the Company's management, as it deems appropriate in order to review the financial controls of the Company.

MINUTES:

The Committee will maintain written minutes of its meetings, which minutes will be filed with the minutes of the meetings of the Board of Directors.

COMPENSATION:

Members of the Committee shall receive such fees, if any, for their service as Committee members as may be determined by the Board of Directors in its sole discretion. Such fees may include retainers or per meeting fees. Fees may be paid in such form of consideration as is determined by the Board of Directors.

Members of the Committee may not receive any compensation from the Company except the fees that they receive for service as a member of the Board of Directors or any committee thereof.