

NETLIST, INC.

NOMINATING AND CORPORATE GOVERNANCE COMMITTEE CHARTER

Charter

This charter governs the operations of the Nominating and Corporate Governance Committee (the "Committee") of the Board of Directors (the "Board") of Netlist, Inc. (the "Company"). The Committee shall review the adequacy of this charter at least annually and recommend any proposed changes to the Board for its approval, although the Board shall have sole authority to amend this charter. The Company shall make this charter available on its website at www.netlist.com.

Membership of Committee

The Committee shall be composed of at least two directors appointed by the Board. Each such director shall satisfy the applicable independence requirements of The NASDAQ Global Market ("NASDAQ") or the exchange on which the Company's securities are traded and the rules and regulations of the Securities and Exchange Commission (the "Commission") at all times during which the Company's securities are publicly traded.

Members of the Committee shall be appointed by the Board, upon the recommendation of the Committee. The chairman of the Committee shall be appointed by the Board. Committee members shall serve until their successors are duly appointed and qualified or until their earlier removal by the Board at any time.

The Committee may form and delegate any of its responsibility to subcommittees as it deems necessary or appropriate in its sole discretion.

Meetings and Consultants

The Committee shall meet as often as it shall determine, but not less frequently than semi-annually. The Committee shall have the authority to select, retain and terminate such consultants, outside counsel and other advisors ("Consultants") as it deems necessary or appropriate in its sole discretion. The Committee may invite such Consultants to attend meetings of the Committee or to meet with any members of the Committee. The Committee shall have the sole authority to approve the fees and retention terms relating to such Consultants, which fees shall be borne by the Company. The Committee shall receive appropriate funding, as determined by Board and the Committee, from the Company for payment of (A) compensation to any advisor employed by the Committee; and (B) ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties.

Purposes of the Committee

The Committee shall identify qualified individuals to become members of the Board and recommend to the Board proposed nominees for Board membership, recommend to the Board directors to serve on each committee of the Board, assess the Board's effectiveness and develop and implement the Company's corporate governance guidelines.

Authority and Responsibilities

The Committee shall have the following authority and responsibilities:

- To lead the search for individuals qualified to become members of the Board and to select

director nominees to be presented for stockholder approval at the annual meeting of the Company's stockholders or, if applicable, at a special meeting of stockholders. As part of this process, the Committee will consider candidates recommended by the stockholders of the Company. In considering potential new directors, the Committee may review individuals from various disciplines and backgrounds. Among the qualifications to be considered in the selection of candidates are broad experience in business, finance or administration; familiarity with the Company's industry; and prominence and reputation. Since prominence and reputation in a particular profession or field of endeavor are what brings most persons to the Board's attention, there is the further consideration of whether the individual has the time available to devote to the work of the Board and one or more of its committees. The Committee should also review the activities and associations of each candidate to ensure that there is no legal impediment, conflict of interest, or other consideration that might hinder or prevent service on the Board. In making its selection, the Committee will bear in mind that the foremost responsibility of a director of the Company is to represent the interests of the stockholders as a whole. The screening process shall include a background evaluation and independence determination.

- To review at least annually the standards to be applied by the Board in making determinations as to whether a director satisfies the applicable independence requirements, to recommend to the Board any modifications to these standards that the Committee deems desirable and to provide to the Board the Committee's assessment of which directors satisfy such independence requirements under then-current standards and under any recommended modifications to such standards.
- To review the Board's structure and make recommendations to the Board as necessary.
- To review the Board's committee structure and recommend to the Board for its approval directors to serve as members of each committee of the Board and to fill vacancies as needed.
- To conduct an annual performance evaluation of the Board, the Committee and other committees of the Board.
- To review at least annually Board and committee compensation and benefits and recommend any proposed changes to the Board for approval.
- To develop and recommend to the Board for its approval a set of corporate governance guidelines, which the Committee shall review annually, or more frequently if appropriate, and recommend changes as necessary.
- To develop and recommend to the Board for its approval the Company's code of business conduct and ethics, which the Committee shall review annually, or more frequently if appropriate, and recommend changes as necessary.
- To make recommendations to the Board regarding any non-compliance with, waivers to, or alteration of, the principles or code, including consideration of possible conflicts of interest of Board members and executive officers (to the extent not made by another committee of the Board).
- To review changes in legislation, regulations and other developments impacting corporate governance and making recommendations to the Board with respect to these matters.
- To cause the Company, consistent with relevant rules and regulations of the Commission, to

include in its proxy statement information regarding shareholders' rights to submit proposals, including director nominations for consideration at shareholder meetings and to be considered for inclusion in proxy statements.

- To provide general advice to the Board on corporate governance matters.
- To report regularly to the Board on the Committee's activities.
- To perform any other activities consistent with this charter, the Company's certificate of incorporation and by-laws and applicable law, as the Committee or the Board deems appropriate.
- To advise the Board on candidates for the position of Chairman of the Board, Lead Independent Director and Chief Executive Officer, and conducting investigation of such candidates as the Committee and the Board may deem appropriate.
- To advise the Board on possible candidates to fill other executive offices of the Company and conducting investigation of such candidates as the Committee and the Board may deem appropriate.
- Reviewing periodically with the Chairman of the Board and Chief Executive Officer the succession plans relating to positions held by elected corporate officers and to make recommendations to the Board with respect to the selection of individuals to occupy these positions.
- The Committee shall perform an annual evaluation of its own performance. In conducting this review, the Committee shall address all matters that it considers relevant to its performance, including at least the following: the adequacy, appropriateness and quality of the information and recommendations presented by the Committee to the Board; the manner in which they were discussed or debated; and whether the number and length of meetings of the Committee were adequate for the Committee to complete its work in an appropriate manner.