

CHARTER OF THE AUDIT COMMITTEE

CEVA, INC.

AUTHORITY AND PURPOSE

The Audit Committee of CEVA, Inc. (the “Corporation”) is appointed by the Corporation’s Board of Directors (the “Board”) to oversee the accounting and financial reporting processes of the Corporation and audits of the financial statements of the Corporation. The Audit Committee (the “Committee”) shall undertake those specific duties and responsibilities listed below and such other duties as the Board shall from time to time prescribe. All powers of the Committee are subject to the restrictions designated in the Corporation’s Bylaws and applicable laws, rules and regulations.

STATEMENT OF POLICY

The Committee shall oversee the accounting and financial reporting processes of the Corporation and audits of the financial statements of the Corporation. In so doing, the Committee shall endeavor to maintain free and open means of communication between the directors, the independent auditors and the financial management of the Corporation. In addition, the Committee shall review the policies and procedures adopted by the Corporation to fulfill its responsibilities regarding the fair and accurate presentation of financial statements in accordance with generally accepted accounting principles and applicable rules and regulations of the Securities and Exchange Commission and the Financial Industry Regulatory Authority (the “FINRA”) (formerly the National Association of Securities Dealers, Inc.) or any successor entity) applicable to NASDAQ listed issuers. The Committee shall discharge its responsibilities and shall access the information provided by the Corporation’s management and the independent auditors, in accordance with its business judgment. In exercising its business judgment, the Committee shall be entitled to rely on the information and advice provided by the Corporation’s management and/or its independent auditors.

COMMITTEE STRUCTURE AND MEMBERSHIP

The Committee shall be comprised of three or more directors, as determined by the Board. The Committee members shall be designated by the Board, in compliance with the Bylaws of the Corporation, and shall serve at the discretion of the Board.

Except as otherwise permitted by the applicable NASDAQ rules, each member of the Committee shall be independent as defined by NASDAQ rules, meet the criteria for independence set forth in Rule 10A-3(b)(1) under the Exchange Act (subject to the exemptions provided in Rule 10A-3(c)), and not have participated in the preparation of the financial statements of the Corporation or any current subsidiary of the Corporation at any time during the past three years.

In order to be considered to be independent for purposes of this paragraph, a member of the Committee of the Corporation may not, other than in his capacity as a member of the Committee, the Board, or any other Board committee: (i) accept directly or indirectly any

consulting, advisory, or other compensatory fee from the Corporation or any subsidiary thereof, provided that, unless the rules of the national securities exchange or national securities association provide otherwise, compensatory fees do not include the receipt of fixed amounts of compensation under a retirement plan (including deferred compensation) for prior service with the listed issuer (provided that such compensation is not contingent in any way on continued service); or (ii) be an affiliated person of the issuer or any subsidiary thereof.

Unless otherwise determined by the Board (in which case disclosure of such determination shall be made in the Corporation's annual report filed with the SEC), at least one member of the Committee shall be an "audit committee financial expert," as defined by Section 407 of the Sarbanes-Oxley Act of 2002, having an understanding of generally accepted accounting principles and financial statements, experience in the preparation or auditing of financial statements of companies generally comparable to the Corporation, experience in the application of generally accepted accounting principles in connection with the accounting for estimates, accruals and reserves, experience with internal accounting controls and an understanding of audit committee functions.

Each member of the Committee shall be able to read and understand fundamental financial statements, including the Corporation's balance sheet, income statement, and cash flow statement, in accordance with the rules of the FINRA applicable to NASDAQ listed issuers. At least one member shall have past employment experience in finance or accounting, a professional certification in accounting or other comparable experience or background that results in the individual's possessing the requisite financial sophistication, such as a current or past position as a chief executive or financial officer or other senior officer with financial oversight responsibilities.

Unless a Chairman of the Committee is elected by the Board, the Committee shall elect a Chairman by majority vote.

The compensation of Committee members shall be as determined by the Board. No member of the Committee may receive, directly or indirectly, any consulting, advisory or other compensatory fee from the Corporation or any of its subsidiaries, other than fees paid in his or her capacity as a member of the Board or a committee of the Board.

Members of the Committee shall be appointed by the Board, upon the recommendation of the Nominations Committee. The Board may remove members of the Committee from such committee, with or without cause.

POWERS

The Committee shall have the power to conduct or authorize investigations into any matters within the Committee's scope of responsibilities. The Committee shall be empowered to engage independent counsel and other advisers, as it determines necessary to carry out its duties. While the Committee has the responsibilities and powers set forth in this Charter, it is not the duty of the Committee to plan or conduct audits or to determine that the Corporation's financial statements are complete, accurate or in accordance with generally accepted accounting principles or applicable law. Those tasks are the responsibility of management and the independent

auditor. The Board and the Committee are in place to represent the Corporation's stockholders. Accordingly, the independent auditor is ultimately accountable to the Board and the Committee. The Committee shall have such other duties as may be delegated from time to time by the Board.

RESPONSIBILITIES

The Committee's policies and procedures should remain flexible, in order to best react to changing conditions and to ensure to the Board and the Corporation's stockholders that the corporate accounting and reporting practices of the Corporation are in accordance with all requirements and are of the highest quality.

In meeting its responsibilities, the Committee is expected to:

1. Review and reassess the adequacy of this Charter annually.
2. With respect to the Corporation's independent auditors:
 - a. The Committee is responsible for the appointment, compensation and oversight of the work of the Corporation's independent auditors. The Committee shall pre-approve all auditing services (including the provision of comfort letters) and non-audit services provided by the independent auditors to the Corporation, other than as may be allowed by applicable law. The Committee may delegate to one or more designated Committee members the authority to grant pre-approvals required by the foregoing sentence. The decisions of any Committee member to whom authority is delegated hereunder shall be presented to the Committee at each of its scheduled meetings. The independent auditors shall be ultimately accountable to the Board and to the Committee as representatives of the Corporation's stockholders, which together shall have the ultimate authority and responsibility to nominate the independent auditors to be proposed for stockholder approval and to select, evaluate, retain and (when appropriate) replace the independent auditors.
 - b. Review the independence of the independent auditors, including a review of management consulting services, and related fees, provided by the independent auditors. The Committee shall require the independent auditors at least annually to provide a formal written statement delineating all relationships between the independent auditors and the Corporation, including the disclosures required by the Public Company Accounting Oversight Board (the "PCAOB") or any successor entity regarding the independent auditors' independence consistent with the rules of the FINRA applicable to NASDAQ listed issuers and request information from the independent auditors and management to determine the presence or absence of a conflict of interest. The Committee shall actively engage the auditors in a dialogue with respect to any disclosed relationships or services that may impact the objectivity and independence of the auditors.

The Committee shall take, or recommend that the full Board take, appropriate action to oversee the independence of the auditors.

3. Review and concur with management on the scope and responsibilities of an internal audit department and on the appointment, replacement, reassignment or dismissal of an internal audit department manager or director.
4. The Committee shall have sole and direct responsibility for setting the compensation of the independent auditor. The Committee is empowered, without further action by the Board, to cause the Corporation to pay the compensation of the independent auditor established by the Committee.
5. The Committee shall preapprove all audit and other services (e.g. review, attest and non-audit services) to be provided to the Corporation by the Corporation's independent auditor.
6. The independent auditor shall report directly to the Committee, and the Committee shall have sole and direct responsibility for overseeing the work of the independent auditor, including resolution of disagreements between Corporation management and the independent auditor regarding financial reporting.
7. Review and discuss with management and independent auditor, before release, the audited financial statements. Make a recommendation to the Board whether or not the audited financial statements should be included in the Corporation's Annual Report on Form 10-K.
8. In connection with its review of the Corporation's interim and audited financial statements, if no report is made by the independent auditors and management, the Committee shall inquire of the Corporation's management and the independent auditors as to whether there were any significant financial reporting issues and judgments made in connection with the preparation of such financial statements, as well as the potential impact on the Corporation's financial statements of any proposed changes in accounting and financial reporting rules.
9. In consultation with the independent auditors, the internal audit department, if any, and management, consider and review at the completion of the annual examinations and such other times as the Committee may deem appropriate:
 - a. The Corporation's annual financial statements and related notes.
 - b. The independent auditors' audit of the financial statements and their report thereon.
 - c. The independent auditors' reports regarding critical accounting policies, alternative treatments of financial information and other material written communications between the independent auditors and management, including the written disclosures and letter from the independent auditors

required by the PCAOB regarding the independent auditors' independence.

- d. Any deficiency in, or suggested improvement to, the procedures or practices employed by the Corporation as reported by the independent auditors in their annual management letter.
 - e. Alternative treatments within generally accepted accounting principles for policies and practices related to material items that have been discussed with Corporation management, including ramifications of the use of such alternative disclosures and treatments, and the treatment preferred by the independent auditor.
 - f. Other material written communications between the independent auditor and Corporation management.
10. The Committee shall at least annually inform the independent auditors, the Chief Financial Officer, the Controller, and the most senior other person, if any, responsible for the internal audit activities, that they should promptly contact the Committee or its Chairman about any significant issue or disagreement concerning the Corporation's accounting practices or financial statements that is not resolved to their satisfaction.
11. Periodically, and to the extent appropriate under the circumstances, it may be advisable for the Committee, with the assistance of the independent auditors, the internal audit department, if any, and/or management, to consider and review the following:
- a. Any significant changes required in the independent auditors' audit plan.
 - b. Any difficulties or disputes with management encountered during the course of the audit.
 - c. The adequacy of the Corporation's system of internal financial controls.
 - d. The effect or potential effect of any regulatory regime, accounting initiatives or off-balance sheet structures on the Corporation's financial statements.
 - e. Any correspondence with regulators or governmental agencies and any employee complaints or published reports that raise material issues regarding the Corporation's financial statements or accounting policies.
 - f. Other matters related to the conduct of the audit, which are to be communicated to the Committee under generally accepted auditing standards.

12. Review and discuss with the independent auditors the matters required to be communicated by the independent auditors to the Committee, including under Auditing Standard No. 1301 as adopted by the PCAOB (the “Auditing Standard No. 1301”) or any amended or successor statement.
13. Obtain from the independent auditor assurance that it has complied with Section 10A of the Securities Exchange Act of 1934.
14. Establish procedures for (a) the receipt, retention and treatment of complaints received by the Corporation regarding accounting, internal accounting controls or auditing matters and (b) the confidential, anonymous submission by the Corporation’s employees of concerns regarding questionable accounting or auditing matters.
15. Prepare a report in the Corporation’s proxy statement in accordance with SEC requirements.
16. To the extent appropriate or necessary, it is advisable that Committee review the rationale for employing audit firms other than the principal independent auditors; and, where an additional audit firm has been employed, review the coordination of audit efforts to assure completeness of coverage, reduction of redundant efforts and the effective use of audit resources.
17. To the extent that it is practical, it is recommended that one or more members of the Committee periodically review, before release, the unaudited operating results in the Corporation’s quarterly earnings release and/or discuss the contents the quarterly earnings release with management.
18. The Committee shall direct the independent auditors to use their best efforts to perform all reviews of interim financial information prior to disclosure by the Corporation of such information, and to discuss promptly with the Committee and the Chief Financial Officer any matters identified in connection with the auditors’ review of interim financial information which are required to be discussed, including the “Auditing Standard No. 1301” or any amended or successor statement.
19. The Committee shall meet as often as it deems necessary in order to perform its responsibilities. The Committee may act by unanimous written consent in lieu of a meeting. To the extent that it is practical, it is recommended that one or more members of the Committee meet periodically with or interview, in separate sessions, the chief financial officer, the senior internal auditing executive and the independent audit firm engagement partner. The Committee shall keep such records of its meetings as it shall deem appropriate.
20. The Committee shall coordinate the Board’s oversight of the Corporation’s internal control over financial reporting, disclosure controls and procedures and code of conduct. The Committee shall receive and review the reports of the CEO and CFO required by Rule 13a-14 of the Exchange Act.

21. The Committee shall review all related party transactions on an ongoing basis, and all such transactions must be approved by the Committee.
22. The Committee shall establish procedures to comply with, and coordinate with the independent auditors regarding, Auditing Standard No. 2410 (Related-Party Transactions) as adopted by the PCAOB (“Audit Standard No. 2410”), including in relation to significant unusual transactions as well as executive officer relationships and transactions. The Committee shall report regularly to the Board on Audit Standard No. 2410 matters.
23. The Committee shall review policies and procedures with respect to transactions between the Corporation and officers and directors, or affiliates of officers or directors, and any such transactions that are not a normal part of the Corporation’s business, and review and approve those related-party transactions that would be disclosed pursuant to SEC Regulation S-K, Item 404.
24. The Committee may form and delegate authority to one or more subcommittees (including a subcommittee consisting of a single member), as it deems appropriate from time to time under the circumstances. Any decision of a subcommittee to preapprove audit, review, attest or non-audit services shall be presented to the full Committee at its next scheduled meeting.
25. The Committee shall report regularly to the Board.
26. The Committee is authorized, without further action by the Board, to engage such independent legal, accounting and other advisors as it deems necessary or appropriate to carry out its responsibilities. Such independent advisors may be the regular advisors to the Corporation. The Committee is empowered, without further action by the Board, to cause the Corporation to pay the compensation of such advisors as established by the Committee.
27. The Committee shall have the authority to conduct or authorize investigations into any matters within the scope of its responsibilities as it shall deem appropriate, including the authority to request any officer, employee or advisor of the Corporation to meet with the Committee or any advisors engaged by the Committee.
28. The Committee is empowered, without further action by the Board, to cause the Corporation to pay the ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties.