

CEVA, INC.

NOMINATIONS AND GOVERNANCE COMMITTEE CHARTER

A. Purpose

The purpose of the Nominations and Governance Committee (the “Committee”) of the Board of Directors (the “Board”) of CEVA, Inc. (the “Company”) is to:

- recommend to the Board the persons to be nominated for election as directors at any meeting of stockholders;
- develop and recommend to the Board a set of corporate governance principles applicable to the Company; and
- oversee the evaluation of the Board and management.

The Committee shall have such other duties as may be delegated from time to time by the Board.

B. Structure and Membership

1. Number. The Committee shall consist of no fewer than two members of the Board.
2. Independence. Each member shall meet the independence requirements promulgated by the Securities and Exchange Commission, Nasdaq Stock Market (“Nasdaq”) relating to Nasdaq-listed issuers and any governmental or regulatory body exercising authority over the Company. Each member also shall be free from any relationship that, in the opinion of the Board, would interfere with the exercise of his or her independent judgment as a member.
3. Chair. Unless the Board elects a Chair of the Committee, the Committee shall elect a Chair by majority vote.
4. Compensation. The compensation of Committee members shall be as determined by the Board.
5. Selection and Removal. Members of the Committee shall be appointed by the Board, upon the recommendation of the Committee. The Board may remove members of the Committee from such Committee, with or without cause.

C. Authority and Responsibilities

General

The Committee shall discharge its responsibilities, and shall assess the information provided by the Company’s management, in accordance with its business judgment.

Board and Committee Membership

1. Selection of Director Nominees. Except where the Company is legally required by contract, bylaw or otherwise to provide third parties with the ability to nominate directors, the Committee shall be responsible for recommending to the Board the persons to be nominated for election as directors at any meeting of the stockholders and the persons to be elected by the Board to fill any vacancies on the Board.
2. Criteria for Selecting Directors. The Committee shall be responsible for reviewing with the Board, on a periodic basis, the requisite skills and criteria for new Board members as well as the composition and structure of the Board as a whole and committees of the Board. The Committee shall adopt, and periodically review and revise as it deems appropriate, procedures regarding director candidates recommended by stockholders.
3. Search firms. The Committee shall have the sole authority to retain and terminate any search firm to be used to identify director nominees, including sole authority to approve the search firm's fees and other retention terms. The Committee is empowered, without further action by the Board, to cause the Company to pay the reasonable compensation of any search firm engaged by the Committee.
4. Selection of Committee Members. The Committee shall be responsible for recommending to the Board the directors to be appointed to each committee of the Board.

Corporate Governance

5. Corporate Governance Guidelines. The Committee shall develop and recommend to the Board a set of Corporate Governance Guidelines applicable to the Company. The Committee shall, from time to time as it deems appropriate, review and reassess the adequacy of such Corporate Governance Guidelines and recommend any proposed changes to the Board for approval. The Committee shall advise the Board periodically on significant developments in the law and practice of corporate governance, with advice from legal counsel as appropriate. The Committee shall be responsible for the overall development, evaluation and monitoring of the Company's corporate governance processes and principles.
6. Code of Conduct and Business Ethics. The Committee shall monitor compliance of the Company's Code of Conduct and Business Ethics and make recommendations to the Board of revisions to the code from time to time as appropriate.
7. Director Education. The Committee shall develop orientation materials for new directors and corporate governance-related continuing education for all directors.

8. Director Communication. The Committee shall establish, implement and monitor the processes for effective communication between the Company's stockholders and members of the Board.
9. Stockholder Communication. The Committee shall establish, implement and monitor the processes for consideration of stockholder proposals properly submitted in accordance with the provisions of the Bylaws of the Company (the "Bylaws"). The Committee will review all stockholder proposals properly submitted to the Company in accordance with the provisions of the Bylaws (including any proposal relating to the nomination of a member of the Board) and recommend to the Board appropriate action on each such proposal with input from an independent advisor and/or legal counsel, as appropriate.
10. Nasdaq Compliance. The Committee shall review from time to time the Company's compliance with the Nasdaq corporate governance listing requirements, and report to the Board regarding the same.

Evaluation of the Board and Management; Succession Planning

11. Evaluation of the Board. The Committee shall be responsible for overseeing an annual self-evaluation of the Board to determine whether it and its committees are functioning effectively. The Committee shall determine the nature of the evaluation, supervise the conduct of the evaluation and prepare an assessment of the Board's performance, to be discussed with the Board.
12. Succession Planning. The Committee shall present, from time to time as it deems appropriate, a report to the Board on succession planning, which shall include transitional Board leadership in the event of an unplanned vacancy, as well as succession planning relating to senior executives.
13. Director Compensation. The Committee shall review from time to time director compensation and benefits and make recommendations to the Board as it deems appropriate.

D. Procedures and Administration

1. Meetings. The Committee shall meet as often as it deems necessary in order to perform its responsibilities. The Committee shall keep such records of its meetings as it shall deem appropriate.
2. Subcommittees. 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.
3. Reports to the Board. The Committee shall report regularly to the Board.

4. Charter. The Committee shall, from time to time as it deems appropriate, review and reassess the adequacy of this Charter and recommend any proposed changes to the Board for approval.
5. Independent Advisors. The Committee shall have the authority to engage such independent legal and other advisors as it deems necessary or appropriate to carry out its responsibilities. Such independent advisors may be the regular advisors to the Company. The Committee is empowered, without further action by the Board, to cause the Company to pay the compensation of such advisors as established by the Committee.
6. Investigations. 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 Company to meet with the Committee or any advisors engaged by the Committee.
7. Annual Self-Evaluation. At least annually, the Committee shall evaluate its own performance.