

COMPENSATION AND HUMAN CAPITAL MANAGEMENT COMMITTEE CHARTER

Purpose

The purpose of the Compensation Committee (the “Committee”) of the board of directors (the “Board”) of PDF Solutions, Inc., a Delaware corporation (the “Company”), is to discharge certain responsibilities of the Board with respect to executive compensation and to make such decisions with respect to executive compensation and related matters as may be required of a compensation committee under the rules and regulations promulgated under the Securities Exchange Act of 1934, as amended (the “Exchange Act”) and the applicable rules of the Nasdaq Stock Market (the “Listing Rules”). The Committee is also responsible for overseeing the Company’s human capital management policies and strategies, administering the Company’s cash-based and equity-based incentive compensation plans, and making recommendations with respect to director compensation.

Membership & Organization

The Committee shall be comprised of at least two (2) members of the Board. Such members shall be appointed by the Board on the recommendation of the Nominating and Corporate Governance Committee and each member of the Committee shall serve at the discretion of the Board and may be replaced by the Board at any time or for any reason. Unless a chair is designated by the Board, the members of the Committee may appoint a chair of the Committee.

At any time during which the Company is subject to the periodic reporting requirements of the Exchange Act, each member of the Committee will be:

- (i) “independent” as defined under applicable rules of the Listing Rules (except as otherwise permitted under such rules), including any enhanced standards or requirements of the Listing Rules for Committee members; and
- (ii) a “non-employee director” under Rule 16b-3(b)(3)(i) promulgated under the Exchange Act.

In the event that the Committee has more than two (2) members and one (1) or more members of the Committee are absent from a meeting of the Committee, or, being present at a meeting, recuse themselves from an action taken, the remaining members of the Committee (provided there are at least two (2) such members), acting unanimously, shall have the power to take any necessary action. No action of the Committee shall be valid unless taken pursuant to a resolution adopted and approved by at least two (2) members of the Committee. No employee-member of the Committee shall participate in any discussions or deliberations relating to such person’s own compensation or other matters in which such person has a material interest.

The Committee may also act by unanimous written consent of the then-serving members of the Committee.

Authority & Responsibilities

The authority delegated to the Committee is set forth below. This description of authority is intended as a guide and the Committee may act and establish policies and procedures that are consistent with these guidelines or are necessary or advisable, in its discretion, to carry out the intent of the Board in delegating such authority and to fulfill the responsibilities of the Committee hereunder.

1. The Committee has exclusive authority to determine the amount and form of compensation paid to the Company's Chief Executive Officer (the "CEO"), and to take such action, and to direct the Company to take such action, as is necessary and advisable to compensate the CEO in a manner consistent with its determinations. The Committee will review and approve corporate goals and objectives relevant to CEO compensation at least annually, evaluate the CEO's performance in light of such goals and objectives, including the relationship of such compensation to corporate performance, and based on this evaluation determine the level of the CEO's compensation and incentive-compensation and equity-based plan awards.

2. With respect to "executive officers" (as defined in Rule 3b-7 under the Exchange Act) and "officers" (as defined in Rule 16a-1(f) under the Exchange Act) of the Company, other than the Company's CEO (the "Other Executive Officers"), the Committee has authority to determine the amount and form of compensation paid to the Other Executive Officers, and to take such action, and to direct the Company to take such action, as is necessary and advisable to compensate the Other Executive Officers in a manner consistent with its determinations. The Committee, in consultation with the CEO, will review and approve corporate goals and objectives relevant to the Other Executive Officers' compensation at least annually, evaluate the Other Executive Officers' performance in light of such goals and objectives, including the relationship of such compensation to corporate performance, and based on such evaluation determine the level of the Other Executive Officers' compensation and incentive-compensation and equity-based plan awards.

3. The Committee shall have the authority to review and approve any employment agreements, offers of employment and other elements of compensation and benefits (other than ordinary health, welfare and retirement benefits provided broadly to employees) as well as any change in control, severance or termination agreement, plan or arrangement to be entered into with the Company's CEO or any Other Executive Officer, which includes the ability to adopt, amend and terminate such agreement, plan or arrangement.

4. The Committee has authority to determine the amount and form of compensation paid to the Company's other officers, employees and advisors and to review the performance of such persons in order to determine appropriate compensation, as well as to establish the Company's general compensation policies and practices and to adopt, administer, amend and terminate plans and arrangements established pursuant to such policies and practices. The Committee has authority to take such action, and to direct the Company to take such action, as is necessary and advisable to compensate such persons and to implement such policies and practices in a manner consistent with its determinations. Consistent with its authority under the Compensation Committee Charter (this "Charter"), the Committee may delegate its authority on these matters with regard to non-officer employees of the Company to officers and other appropriate Company supervisory personnel.

5. The Committee will periodically review and make recommendations to the Board as to compensation for the non-employee directors of the Board.

6. The Committee has authority to administer the Company's cash-based and equity-based incentive compensation plans, including without limitation to approve the adoption of such plans, to reserve shares of Common Stock for issuance thereunder in the case of equity plans, to amend and interpret such plans and the awards and agreements issued pursuant thereto, to make awards to eligible persons under the plans and determine the terms of such awards and to make recommendations to the Board with respect to improvements or changes to such plans or the adoption of new plans when appropriate.

7. Except with respect to the responsibilities set forth in paragraphs 1 and 2 above, the Committee may delegate its authority granted under this Charter to a subcommittee of the Committee (consisting either of a subset of members of the Committee or, after giving due consideration to whether the eligibility criteria described above with respect to Committee members and whether such other Board members satisfy such criteria, any members of the Board). In addition, to the extent permitted by applicable law, the Committee may delegate to one or more officers of the Company (or other appropriate supervisory personnel) the authority to grant

stock options and other stock awards to employees (who are not executive officers or members of the Board) of the Company or of any subsidiary of the Company.

9. At any time during which the Company is subject to the periodic reporting requirements of the Exchange Act, the Committee shall review and discuss with management the Company's proposed disclosure under the "Compensation Discussion and Analysis" required by Regulation S-K under the Exchange Act and recommend to the Board whether such Compensation Discussion and Analysis should be included in the Company's proxy statement and Annual Report on Form 10-K, and produce an annual report of the Compensation Committee for inclusion in the Company's proxy statement unless the Company is a "smaller reporting company" and elects to omit the disclosure.

10. The Committee has authority to determine, or recommend to the Board for approval, stock ownership guidelines for the Company's CEO and Other Executive Officers and monitor compliance with such guidelines.

11. The Committee has authority to review and approve the proposals regarding the stockholder advisory vote on executive compensation and the frequency of such vote required to be included in the Company's proxy statement by Section 14A of the Exchange Act, and assess the results of the Company's most recent stockholder advisory vote on executive compensation and take such assessment into consideration when establishing the compensation of the Company's executive officers.

12. The Committee will annually review with management, the risks arising from the Company's compensation policies and practices to determine whether such policies or practices are reasonably likely to have a material adverse effect on the Company.

13. The Committee will oversee the development, implementation and effectiveness of the Company's policies and strategies relating to human capital management, including but not limited to policies and strategies regarding recruiting, selection, career development and progression, and diversity and employment practices.

14. The Committee has authority to oversee engagement with stockholders and proxy advisory firms on executive compensation matters.

15. The Committee has the authority to perform such other activities and functions as are required by law, the Listing Rules or provisions in the Company's charter documents, or as are otherwise necessary and advisable, in its or the Board's discretion, to the efficient discharge of its duties hereunder.

The Board has simultaneously reserved to itself all authority delegated under this Charter to the Committee, subject to any restrictions under applicable law and the Listing Rules, as applicable from time to time. This reservation of authority does not in any way limit the Committee's authority to act definitively on matters delegated to it under this Charter.

Advisors

The Committee has the sole authority and right to select, engage, compensate and terminate compensation consultants, legal counsel and such other advisors as it deems necessary and advisable to assist the Committee in carrying out its responsibilities and functions as set forth herein. Compensation paid to such parties and related expenses will be borne by the Company and the Company will make appropriate funding available to the Committee for such purposes. The Committee shall also have the authority for approving the material terms of all arrangements between the Company and compensation consultants unless the Committee has retained its own consultant, or the services relate only to consulting on broad-based plans. Before selecting any compensation consultants, legal counsel or other advisors described above (other than in-house legal counsel) the Committee will consider all factors related to the independence of such advisors including those specified in Rule 5605(d)(3)(D) of the Listing Rules.

The Committee shall also evaluate whether any compensation consultant retained or to be retained by it has any disclosable conflict of interest in accordance with Item 407(e)(3) of Regulation S-K.

Meetings

The Committee shall meet as often as it determines necessary, but it is anticipated that the Committee shall meet not less frequently than two (2) times each year. The Committee Chair may call Committee meetings and, in consultation with other Committee members, shall determine the frequency and length of Committee meetings and shall set agendas for such meetings consistent with this Charter. In the absence of a Committee Chair, a majority of the members of the Committee may call a meeting of the Committee.

The Committee may invite such members of management to its meetings as it deems appropriate. However, the Committee shall meet regularly without such members present, and in all cases the CEO and any other such officers shall not be present at meetings at which their compensation or performance is discussed or determined.

Except as otherwise provided in this Charter, the Committee is governed by the same rules regarding meetings (including meetings in person or by telephone or other similar communications equipment), action without meetings, notice, waiver of notice, and quorum and voting requirements as are applicable to the Board.

Minutes & Reports

In addition to preparing the report for inclusion in the Company's proxy statement in accordance with the rules and regulations of the SEC, Committee shall make regular reports to the Board with respect to significant actions and determinations made by the Committee. The Committee shall maintain written minutes of its meetings and shall, to the extent deemed appropriate, record its summaries of recommendations to the Board in written form. The minutes and the recommendations, as applicable, shall be incorporated as part of the minutes of the Board.

Periodic Review

The Committee will periodically, but no less frequently than annually, review its own composition and performance and report on its conclusions in this regard to the Board. In addition, the Committee will periodically review this Charter and make recommendations to the Board with regard to appropriate changes to this Charter.