



INTEGRATED SILICON SOLUTION, INC.

CHARTER OF THE COMPENSATION COMMITTEE

OF THE

BOARD OF DIRECTORS

OF

INTEGRATED SILICON SOLUTION, INC.

Approved by ISSI's BOD on December 16, 2013

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, including the requirement that the member not accept directly or indirectly any consulting, advisory or other compensatory fee from the Company or any subsidiary thereof.

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. The CEO shall not be present during the voting or any deliberations with respect to the CEO's compensation.
- 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 sole authority and discretion to retain, appoint, compensate, oversee the work of and terminate any consultant, legal counsel or other advisor (each an "advisor") engaged to assist the Compensation Committee with its duties and the Compensation Committee has sole authority and discretion to approve the advisor's fees and other retention terms. The Company shall provide appropriate funding, as determined by the Compensation Committee, for payment of reasonable compensation to any advisor retained by the Compensation Committee. To the extent required by applicable NASDAQ or SEC rules, in retaining an advisor, the Compensation Committee shall consider the following independence factors (and any other factors required from time to time by applicable rules):
 - the provision of other services to the Company by the person that employs the advisor;
 - the amount of fees received from the Company by the advisor, as a percentage of the total revenue of the advisor;
 - the policies and procedures of the advisor that are designed to prevent conflicts of interest;
 - any business or personal relationship of the advisor with a member of the Compensation Committee;
 - any stock of the Company owned by the advisor; and
 - any business or personal relationship of the advisor with an executive officer of the Company.
 - 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.

- 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 the report in the Company's proxy statement prepared 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 2014 (Approved by Compensation Committee on November 7, 2013)

Regular Meetings

January 9, 2014
March 6, 2014
May 1, 2014
July 3, 2014
September 4, 2014
November 6, 2014

Additional Meetings Scheduled to Discuss Executive Officer Compensation

- Dates to be determined. Meetings are typically held in September and October.