

IXYS CORPORATION

AMENDED AND RESTATED CHARTER OF THE COMPENSATION COMMITTEE OF THE BOARD OF DIRECTORS

Purpose

The purpose of the Compensation Committee (the “Committee”) is to aid the Board of Directors of IXYS Corporation (the “Company”) in meeting its responsibilities with regard to oversight and determination of executive compensation. Among other things, the Committee shall review, recommend and approve salaries and other compensation of executive officers and administer the Company’s equity incentive plans (including reviewing, recommending and approving stock option and other equity incentive grants to executive officers).

Membership and Structure

The Committee shall be comprised of a minimum of three directors. The members of the Committee will be appointed by, and serve at, the discretion of the Board, and shall satisfy the independence requirements of The Nasdaq Stock Market (“Nasdaq”) applicable to Committee members as in effect from time to time, when and as required by Nasdaq. Appointment to the Committee, including designation of the Chair of the Committee, shall be made on an annual basis by the full Board upon recommendation of the Nominating and Corporate Governance Committee of the Board. Meetings of the Committee shall be held at such times and places as the Committee shall determine, including by written consent. When necessary, the Committee shall meet outside of the presence of any senior executive officer of the Company. The Chair of the Committee shall report on activities of the Committee to the full Board, as requested by the Board. In fulfilling its responsibilities, as set forth below, the Committee shall have authority to delegate its authority to subcommittees, including subcommittees consisting solely of one or more employees of the Company, in each case to the extent permitted by applicable law. The operation of the Committee shall be subject to the Bylaws of the Company, as in effect from time to time, and Section 141 of the Delaware General Corporation Law.

Responsibilities

The Committee shall:

1. Determine the salary, bonus and other compensation of the Chief Executive Officer of the Company outside of his presence. In this regard, the Committee shall determine and grant any stock options or other equity incentives to the Chief Executive Officer.
2. Determine salaries, bonuses, and other compensation of the executive officers of the Company. In this regard, the Committee shall determine and grant any

stock options or other equity incentives to the executive officers. The CEO of the Company may be present at meetings during which such compensation is under review and consideration but may not vote.

3. Review and make recommendations with respect to stockholder proposals related to compensation matters.
4. Review and make recommendations from time to time on the adequacy and effectiveness of Board compensation in relation to other companies and with regard to trends and developments in director compensation, including without limitation specific recommendations to the Board on the compensation for non-employee directors, such as retainers, committee fees and equity compensation.
5. As requested by management, review, consult and make recommendations and/or determinations regarding employee compensation and benefit plans and programs generally, including employee bonus and retirement plans and program.
6. Have the full power and authority to administer the Company's equity incentive plans, stock option plans, stock appreciation rights plan, pension and profit sharing plans, stock bonus plans, stock purchase plans, bonus plans, deferred compensation plans and similar programs, including the adoption, amendment, interpretation and termination of such plans, the approval of grants and awards and the exercise of such other power or authority as may be permitted or required under such plans. Notwithstanding the foregoing, the Board shall retain the right to act on all such matters without limiting the Committee's authority.
7. Take any action necessary or appropriate to ensure that compensation intended to qualify as "performance based" under section 162(m) of the Internal Revenue Code will in fact so qualify. For this purpose, only those Committee members who are "outside directors" as determined under section 162(m) shall constitute the Committee.
8. Review and approve the Report of the Compensation Committee to be included in the Company's annual proxy statement.
9. When appropriate, be authorized to designate one or more of its members to perform certain of its duties on its behalf, subject to such reporting to or ratification by the Committee as the Committee shall direct.
10. Annually review and reassess the adequacy of its charter and recommend any changes to the full Board.

In fulfilling its responsibilities, the Committee shall have the authority, and shall be afforded resources sufficient, to engage independent compensation consultants or legal advisers when determined by the Committee to be necessary or appropriate. The Committee shall have sole authority to retain and terminate any such consultant or legal adviser, including sole authority to approve the fees and other retention terms.