

## **LITTELFUSE, INC.**

### **NOMINATING AND GOVERNANCE COMMITTEE CHARTER**

#### **PURPOSE**

The purpose of the Nominating and Governance Committee is to seek, evaluate and recommend to the Board of Directors qualified candidates for election to the Board of Directors and to develop, recommend and monitor the corporate governance guidelines and governance activities of the Company.

#### **MEMBERSHIP**

The Nominating and Governance Committee shall consist of at least two members of the Board of Directors appointed from time to time by the Board of Directors. The Board of Directors may designate one of such members as the Chairman of the Committee. Each member of the Nominating and Governance Committee shall be “independent” as such term is used or defined in applicable federal securities laws, rules and regulations and the rules and regulations of any national securities exchange upon which the Company’s common stock is listed.

#### **RESPONSIBILITIES**

##### **NOMINATIONS**

The Nominating and Governance Committee will seek and evaluate candidates for election to the Board of Directors and will recommend to the Board of Directors persons to be elected as directors of the Company at each annual meeting of the stockholders of the Company or at any special meeting of the stockholders of the Company at which directors are to be elected. The Nominating and Governance Committee may also evaluate and recommend to the Board of Directors candidates to fill any vacancy from time to time on the Board of Directors.

The Nominating and Governance Committee will consider as a candidate any director of the Company who has indicated to the Nominating and Governance Committee that he or she is willing to stand for re-election as well as any other person who is recommended by any stockholder and who meets any criteria established from time to time by the Nominating and Governance Committee. The Nominating and Governance Committee may also undertake its own search process for candidates and may retain the services of third parties to assist in any such search.

Any stockholder desiring to recommend a person to the Nominating and Governance Committee as a candidate for election to the Board of Directors may deliver such recommendation in accordance with the procedures in our Bylaws and deliver such recommendation to the Secretary of the Company. The recommendation must include:

- The name and address of the candidate;
- A brief biographical description, including his or her occupation for at least the last five years, and a statement of the qualifications of the candidate, taking into account the qualification factors set forth below; and
- The candidate's signed consent to be named in the Proxy Statement if nominated to service as a director if elected.

The Nominating and Corporate Governance Committee will evaluate candidates for the Board of Directors based on the following policies:

- The Nominating and Governance Committee believes that it is in the best interest of the Company and its stockholders to have highly qualified persons serve as members of the Board of Directors;
- The Nominating and Governance Committee will seek candidates with integrity, good judgment and appropriate business experience; and
- The Nominating and Governance Committee recognizes the benefit of a Board of Directors that reflects the diversity of the Company's stockholders, employees and customers and the communities in which it operates and shall actively seek qualified candidates for nomination and election to the Board of Directors in order to reflect such diversity, including gender and ethnic diversity.

The Nominating and Governance Committee may, but shall not be required to, establish minimum qualifications that the Nominating and Governance Committee believes must be met by a candidate and/or specific qualities or skills that the Nominating and Governance Committee believes are necessary for one or more of the Company's directors to possess. In evaluating and recommending candidates, the Nominating and Governance Committee will take into consideration such factors as it deems appropriate, which factors may include:

- Experience as an executive or director of a publicly traded company;
- Familiarity with the business of the Company and its industry;
- Availability to actively participate in meetings of the Board of Directors and its committees;
- Knowledge and experience in the preparation or evaluation of financial statements;
- Satisfaction of the criteria for independence established by the SEC and NASDAQ listing standards, as they may be amended from time to time;
- Diversity of background, including gender and ethnic diversity, knowledge, skills and experience to create a well-rounded Board; and
- Ability to interact in a productive manner with the other members of the Board of Directors.

The Nominating and Governance Committee may use any process it deems appropriate for the purpose of evaluating candidates that is consistent with the policies set forth in this Charter, which process may include, without limitation, personal interviews, background checks, written submissions by the candidates and third-party references. The Nominating and Governance Committee, however, will not use an evaluation process for candidates recommended by stockholders of the Company which is materially different from the evaluation process used for any other candidates. With respect to any director position to be filled by a new candidate that is not an employee of the Company, the Nominating and Governance Committee will ensure that candidates of diverse ethnic and/or gender backgrounds are considered.

## GOVERNANCE

The governance-related responsibilities of the Nominating and Governance Committee include the following:

- Oversee the regular evaluation of, and recommend action to the Board of Directors or its committees where appropriate regarding, (i) the quality, sufficiency and timeliness of information furnished by management to the Board of Directors and its committees, (ii) the composition, organization (including its committee structure, membership and leadership) and practices of the Board of Directors, (iii) tenure and other policies related to the directors' service on the Board of Directors, and (iv) corporate governance matters generally.
- Evaluate and present to the Board of Directors on an annual basis its determination as to (a) the independence of each director and director nominee under the independence standards established by the SEC and NASDAQ listing standards, (b) the classification of each director and director nominee as "independent," "interested," "non-management," or similarly situated for purposes of committee assignments, and (c) whether the Audit Committee has an "audit committee financial expert."
- Monitor the orientation and training needs of directors.
- Review new legislation, rules, regulations and other developments affecting corporate governance and make recommendations to the Board of Directors as appropriate.
- Review all related party transactions that require the Committee's approval and either approve or disapprove of the entry into the transactions.
- Review the Company's Code of Conduct and make recommendations to the Board of Directors for such changes thereto as the Committee shall deem appropriate.
- Monitor whether the Company's Code of Conduct has been communicated by the Company to all directors, officers and associates of the Company.
- Develop corporate governance guidelines for the Company, review and reassess at least annually the adequacy of the corporate governance guidelines and recommend any proposed changes to the Board of Directors for approval.

## **GENERAL**

### **MEETINGS**

The Nominating and Governance Committee shall meet as often as may be deemed appropriate, generally at least twice annually, and more frequently as circumstances dictate. The Committee may ask members of management and other advisors to attend meetings and provide pertinent information as necessary or advisable. A majority of the members shall constitute a quorum. A majority of the members present shall decide any matter brought before the Committee.

### **RESOURCES AND AUTHORITY**

The Nominating and Governance Committee shall have the resources and authority appropriate to discharge its duties and responsibilities, including, without limitation, the authority to select, retain, terminate and approve the fees and other retention terms of counsel and other experts, advisors or consultants as it deems appropriate in its sole discretion.

### **REPORTING TO THE BOARD OF DIRECTORS**

The Nominating and Governance Committee shall report its actions and any recommendations to the Board of Directors on a regular basis.

### **REVIEW OF CHARTER**

The Nominating and Governance Committee shall review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board of Directors for approval.

### **REVIEW OF COMMITTEE PERFORMANCE**

The Nominating and Governance Committee shall annually conduct an evaluation of its performance and of the performance of all other committees of the Board of Directors and shall seek input from other members of the Board of Directors and from the Board itself regarding the functioning and performances of the Board and its committees.

As approved October 27, 2017