

**INTEGRATED SILICON SOLUTION, INC.
STRATEGY COMMITTEE CHARTER**

January 9, 2015

I. Purpose

The Strategy Committee (the “Committee”) of the Board of Directors (the “Board”) of Integrated Silicon Solution, Inc., a Delaware corporation (the “Company”), was established for the purpose of advising the Board with respect to the Company’s strategy. As set forth in this charter, the Committee shall assist the Board in analyzing, negotiating and making reports and recommendations to the Board regarding potential strategic transactions involving the Company, including a business combination transaction with another corporation, a sale of the Company to another corporation or entity, a recapitalization of the Company or similar transaction, the acquisition of another corporation or entity and any other strategic transaction available to the Company (any of which, a “Strategic Transaction”).

The Committee was established to facilitate the efficient evaluation, consideration and negotiation of a Strategic Transaction, and to permit greater participation by members of the Board with respect to a Strategic Transaction, and not as a result of or in contemplation of any actual or potential conflicts of interest of any members of the Board who are not members of the Committee.

II. Membership

The Committee shall consist of the following directors, who shall serve until otherwise determined by the Board:

Jimmy S.M. Lee
Paul Chien
John Zimmerman

III. Powers and Authority

The Committee shall have the following powers and authority, and shall report to and consult with the Board regarding the following:

(1) Review, consider, investigate, analyze, evaluate, monitor and exercise general oversight of activities of the Company involving a Strategic Transaction or any related proposals, agreements or transactions, including exploring and evaluating alternatives to any such Strategic Transaction and, if the Committee deems appropriate, negotiating with third parties and their representatives concerning any such Strategic Transaction and any alternatives to any such Strategic Transaction.

(2) Negotiate and help document (but not approve) the form of any requisite agreements and other documentation relating to a Strategic Transaction or any related proposals, agreements or transactions involving the Company.

(3) Direct (at the Company's expense) the Company's financial advisors and legal counsel, as well as such other consultants and/or experts, as it may determine to be necessary, useful, helpful, advisable or appropriate to assist and advise the Company, and the Committee in performing its duties and responsibilities.

(4) Determine its own procedures to hold meetings (including telephonically) or to act by unanimous written consent of its members.

(5) Provide periodic reports to the Board to keep the Board informed with respect to any material developments with respect to the actions of the Committee with respect to a Strategic Transaction.

(6) Make recommendations to the Board with respect to whether to authorize and approve any Strategic Transaction and related agreements, but the Committee shall not itself authorize or approve any such Strategic Transaction or agreements (other than non-disclosure agreements that do not contain any exclusivity provisions, break-up fees, liquidated damages or similar provisions which would be binding on the Company).

(7) Assist the Board with respect to such other matters as the Board may request from time to time.

IV. Limitations on Authority

Notwithstanding the foregoing, the Committee shall not have power and authority with regarding to the following:

(1) The Committee shall not have the authority to approve a Strategic Transaction;

(2) The Committee shall not have the authority to accept a fairness opinion from the Company's financial advisor.

(3) The Committee shall not have the authority to determine to pursue any particular Strategic Transaction.

(4) The Committee shall not have the authority to enter into an exclusivity arrangement with another party.
