

Charter of the Nominating and Corporate Governance Committee of the Board of Directors of Transmeta Corporation

I. Purpose

The purpose of the Nominating and Corporate Governance Committee (the “Committee”) of the Board of Directors (the “Board”) of Transmeta Corporation (the “Company”) is to:

1. Identify, consider and recommend for nomination by our Board candidates for membership on the Board;
2. Develop and recommend corporate governance guidelines applicable to the Company;
3. Oversee the evaluation of the Board and Board committees (including the Committee);
4. Make recommendations regarding the structure and composition of the Board and Board committees; and
5. Advise the Board on corporate governance matters.

The Committee shall fulfill these functions primarily by carrying out the activities enumerated in Part IV of this charter (this “Charter”).

The Committee shall have the authority to obtain advice and assistance from internal or external legal or other advisors at the Company’s expense. In order to carry out its nominating duties, the Committee shall have the sole authority to retain and terminate any search firm to be used to identify director candidates, including the sole authority to approve such firm’s fees and other retention terms.

II. Membership

All members of the Committee will be appointed by, and shall serve at the discretion of, the Board. The Board may elect a member of the Committee to serve as the Chair of the Committee. If the Board does not elect a Chair, the members of the Committee may designate a Chair by majority vote of the Committee membership.

The Committee shall consist of two or more members of the Board, with the exact number being determined by the Board. Each member of the Committee shall meet the independence requirements set forth in the listing regulations of The Nasdaq Stock Market, Inc., subject to available exceptions set forth in those requirements.

III. Meetings and Minutes

Meetings of the Committee shall be held from time to time, as determined by the Committee. In accordance with the Bylaws of the Company, the Committee may take action by unanimous written consent.

The Committee shall keep minutes of its proceedings, which minutes shall be retained with the minutes of the proceedings of the Board. The Committee shall report to the Board from time to time, as requested by the Board and at such other times as determined by the Committee to be appropriate.

IV. Responsibilities and Duties

The following shall be the principal responsibilities and duties of the Committee. These items are set forth as a guide, with the understanding that the Committee may supplement them as appropriate and may establish policies and procedures from time to time that it deems necessary or advisable in fulfilling its responsibilities.

1. Nominating Duties

- Identify or assess proposed qualified candidates for membership on the Board;
- Recommend to the Board all nominees to become members of the Board before they are appointed by the Board or proposed by the Board for election by the stockholders, including recommendation of a slate of director nominees to be proposed by the Board for election at each annual meeting of stockholders and recommendation of all director nominees to be elected by the Board or stockholders to fill interim director vacancies;
- Determine the desired qualifications, expertise and characteristics of the Board;
- Evaluate the Committee's composition and performance;
- Oversee the evaluation of the Board and other Board committees;
- Make recommendations to the Board regarding the structure and operations, size, and composition of the Board and Board committees, committee member qualifications, committee member appointment and removal, and committees reporting to the Board;
- Consider nominations properly submitted by the Company's stockholders in accordance with the procedures set forth in the Company's Bylaws;

- Oversee inquiries into the backgrounds and qualifications of potential candidates for membership on the Board;
- Establish procedures for the compensation, retirement or replacement of Board members; and
- Recruit candidates that have been identified for Board positions

2. Corporate Governance Duties

- Recommend that the Board establish special committees as may be desirable or necessary from time to time in order to address ethical, legal or other matters that may arise;
- Oversee and review the Company's processes for providing information to the Board; and
- Periodically review the business interests and business activities of members of the Board and management.

V. Considerations

The Committee shall consider the following as it identifies, considers and recommends for nomination by the Board of Directors candidates for membership on the Board of Directors. These items are to serve as guidelines, which may be supplemented or modified from time to time as the Committee deems necessary or advisable.

1. Qualifications of Candidates

- In evaluating candidates, assess the extent to which the candidate contributes to the range of talent, skill and expertise appropriate for the Company's Board of Directors generally, and the candidate's integrity, business acumen, understanding of the Company's business and industry, diversity, availability, the number of other boards on which the candidate serves, independence of thought, and overall ability to represent the interests of all stockholders of the Company;
- In evaluating candidates, consider candidates based on the need to satisfy the applicable rules and regulations of the Securities and Exchange Commission and the rules of the Nasdaq Stock Market, including the requirements for independent directors and an audit committee financial expert; and
- The Committee may retain recruiting professionals to assist in the identification and evaluation of candidates for director nominees.

2. Stockholder Recommendations

- The Committee shall consider recommendations of nominees for the Board of Directors properly submitted by the Company's stockholders; and
 - The Committee shall use the same standards to evaluate nominees proposed by the Company's stockholders as it does for other possible nominees.
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