

**CHARTER FOR THE CORPORATE GOVERNANCE COMMITTEE  
OF THE BOARD OF DIRECTORS OF  
GENESIS MICROCHIP INC.**

*Amended as of July 21, 2006*

**1. PURPOSE**

The Corporate Governance Committee (the “**Governance Committee**”) of Genesis Microchip Inc. (the “**Company**”) shall oversee, review, and make periodic recommendations concerning the Company's corporate governance policies to the Board of Directors (the “**Board**”). In addition, the Committee will undertake those specific duties and responsibilities listed below and such other duties as the Board of Directors may from time to time prescribe.

**2. MEMBERSHIP AND ORGANIZATION**

**Composition.** The Committee shall consist of no fewer than two (2) members of the Board of Directors. All members of the Committee shall be appointed and replaced by the Board of Directors, shall be independent of the Company and its affiliates, shall have no relationship to the Company or its affiliates that may interfere with the exercise of their independence, and shall otherwise be deemed “Independent Directors” as defined in Rule 4200 of the Nasdaq Stock Market, Inc. Marketplace Rules (the “**Nasdaq Rules**”). The Board of Directors may designate one member of the Committee as its Chair. The Committee may form and delegate authority to subcommittees when appropriate.

**Meetings.** The Committee will meet at least semiannually. The Committee may establish its own meeting schedule, which it will provide to the Board of Directors. Special meetings may be convened as required. The Committee, or its Chair, shall report to the Board of Directors on the results of these meetings. The Committee may invite to its meetings other Directors, Company management and such other persons as the Committee deems appropriate in order to carry out its responsibilities. In performing its duties, the Committee shall have the authority to obtain advice, reports or opinions from internal or external legal counsel and expert advisors, and shall have sole authority to approve such experts’ fees and other retention terms.

The Committee will maintain written minutes of its meetings, which minutes will be filed with the minutes of the meetings of the Board of Directors.

**Compensation.** Members of the Committee shall receive such fees, if any, for their service as Committee members as may be determined by the Board of Directors.

**3. RESPONSIBILITIES AND DUTIES**

The responsibilities and duties of the Committee shall include:

***Corporate Governance Generally***

- Develop principles of corporate governance and recommend them to the Board of Directors for its consideration and approval;

- Review annually the principles of corporate governance approved by the Board of Directors to ensure that they remain relevant and are being complied with;
- Periodically review this Charter and the Committee's processes and procedures;
- In consultation with counsel, review and monitor compliance by the Board of Directors and its Committees with applicable laws and regulations, including the Nasdaq Rules and regulations promulgated by the Securities and Exchange Commission.

### ***Conflicts of Interest***

- Review and monitor the Company's Code of Business Conduct and Ethics, and the Company's compliance therewith.
- Consider questions of possible conflicts of interest of members of the Board of Directors and of corporate officers.
- Review actual and potential conflicts of interest of members of the Board of Directors and corporate officers, and in consultation with counsel, review and monitor any involvement of such persons in matters that may involve a conflict of interest.

### ***Other Duties***

- Review and monitor the Company's insider trading policy, investor policy and analyst policy, and the Company's compliance therewith.
- Review and monitor the Company's compliance with the Foreign Corrupt Practices Act.
- Review the Governance Committee's Whistleblower Policy on an annual basis.
- As appropriate, obtain advice and assistance from outside legal advisors or other consultants, and retain such persons to provide such services.
- Prepare an annual performance evaluation of the Governance Committee.
- Oversee annual performance evaluations of the committees of the Board and prepare an annual performance evaluation of the Board.