

HIMAX TECHNOLOGIES, INC.

an exempted company incorporated in the Cayman Islands with limited liability
 (“Company”)

Nominating and Corporate Governance Committee Charter

Adopted December 27, 2005

Purpose

The Nominating and Corporate Governance Committee (“Committee”) is created by the Board of Directors of the Company to:

- identify individuals qualified to become Board members and recommend to the Board director nominees for election at the next annual or special meeting of shareholders at which directors are to be elected or to fill any vacancies or newly created directorships that may occur between such meetings;
- recommend directors for appointment to Board committees;
- make recommendations to the Board as to determinations of director independence; and
- develop and recommend to the Board the Code of Business Conduct and Ethics for the Company and oversee compliance with such Code.

Membership

The Committee shall consist of at least three members, comprised of at least two independent directors meeting the independence requirements of Nasdaq. A member of the Committee shall not be an employee of the Company or its subsidiaries. The Board shall recommend nominees for appointment to the Committee annually and as vacancies or newly created positions occur. Committee members shall be appointed by the Board and may be removed by the Board at any time. The Committee shall recommend to the Board, and the Board shall designate, the Chairman of the Committee.

Responsibilities

In addition to any other responsibilities which may be assigned from time to time by the Board, the Committee is responsible for the following matters.

Board/Committee Nominees

- The Committee shall oversee searches for and identify qualified individuals for membership on the Company’s Board.

- The Committee shall recommend individuals for membership on the Company's Board and its committees. In making its recommendations for Board and committee membership, the Committee shall:
 - review candidates' qualifications for membership on the Board or a committee of the Board (including making a specific determination as to the independence of each candidate) based on the criteria approved by the Board (and taking into account the enhanced independence, financial literacy and financial expertise standards that may be required under law or Nasdaq rules for Audit Committee membership purposes);
 - in evaluating current directors for re-nomination to the Board or re-appointment to any Board committees, assess the performance of such directors;
 - review annually the composition of the Board and its committees in light of the current challenges and needs of the Board, the Company and each committee, and determine whether it may be appropriate to add or remove individuals after considering issues of independence, judgment, diversity, age, skills, background and experience;
 - review the continued board membership of a director upon a significant change in such director's principal occupation;
 - consider rotation of committee members and committee Chairmen; and
 - consider any other factors that are set forth in the Company's corporate governance guidelines or are deemed appropriate by the Committee or the Board.

Corporate Governance Matters

- The Committee shall develop and recommend to the Board the Code of Business Conduct and Ethics for the Company. At least annually, the Committee shall review and reassess the adequacy of such Code of Business Conduct and Ethics and recommend any proposed changes to the Board.
- The Committee shall oversee compliance with the Code of Business Conduct and Ethics and report on such compliance to the Board. The Committee shall also review and consider any requests for waivers of the Company's Code of Business Conduct and Ethics for the Company's directors, executive officers and other senior financial officers and shall

make a recommendation to the Board with respect to such request for a waiver.

Reporting to the Board

- The Committee shall report to the Board periodically. This report shall include a review of any recommendations or issues that arise with respect to Board or committee nominees or membership, Board performance, corporate governance or any other matters that the Committee deems appropriate or is requested to be included by the Board.
- At least annually, the Committee shall evaluate its own performance and report to the Board on such evaluation.
- The Committee shall periodically review and assess the adequacy of this charter and recommend any proposed changes to the Board for approval.

Authority

The Committee has the sole authority to retain and terminate any search firm assisting the Committee in identifying director candidates, including sole authority to approve all such search firm's fees and other retention terms. The Committee may delegate its authority to subcommittees or the Chairman of the Committee when it deems appropriate and in the best interests of the Company.

Procedures

The Committee shall meet as often as it determines is appropriate to carry out its responsibilities under this Charter. The Chairman of the Committee, in consultation with the other Committee members, shall determine the frequency and length of the Committee meetings and shall set meeting agendas consistent with this charter.