

COHU, INC.
COMPENSATION COMMITTEE CHARTER
(revised March 22, 2017)

I. Purpose

The purpose of the Compensation Committee (the "Committee") of the Board of Directors (the "Board") of Cohu, Inc. ("Cohu" or the "Company") is to discharge the responsibilities of the Board relating to compensation of Cohu's executives and directors, to produce an annual report on executive compensation for inclusion in Cohu's proxy statement (in accordance with applicable rules and regulations), to provide general oversight of Cohu's compensation structure including equity compensation plans and benefits programs and to perform the specific duties and responsibilities set forth herein.

II. Membership

The Committee will consist of at least three members, consisting entirely of independent directors. For purposes hereof, an "independent" director is a director who is independent, as determined by the Board, in accordance with Exhibit 1 to the Cohu Corporate Governance Guidelines. Additionally, members of the Committee must qualify as "non-employee directors" for purposes of Rule 16b-3 under the Securities and Exchange Act of 1934, as amended ("the 1934 Act"), and as "outside directors" for purposes of Section 162(m) of the Internal Revenue Code. The Board may designate one member as chairman, or in the absence of such designation, the Committee may designate a chairman by majority vote of the Committee (the "Chairman"). Committee members will be appointed and may be removed by the affirmative vote of the majority of the Board upon the recommendation of the Nominating and Governance Committee. From time to time the Chairman may establish such other rules as are necessary and proper for the conduct of the business of the Committee.

III. Meetings and Procedures

The Committee will meet as often as may be deemed necessary or appropriate, in its judgment, but in no event will the Committee convene fewer than three meetings per year. The Chairman will establish an agenda, with input from management and other Committee and Board members. The majority of the members of the Committee will be present to constitute a quorum for the transaction of Cohu's business. The Committee will report regularly to the full Board with respect to its activities. As a matter of practice, the Committee expects to discuss significant matters, as determined by the Committee, with the full Board prior to taking final action on such matters. As appropriate, the Committee may meet in executive sessions.

IV. Authority to Retain Advisors

The Committee may, in its sole discretion, retain or obtain advice of an outside compensation consultant, legal counsel, and other advisors as it determines is appropriate to assist it in the full performance of its duties and responsibilities. The Committee shall be directly responsible for the appointment, compensation and oversight of the work of any such compensation consultant, legal counsel or any other advisor. Cohu must provide for appropriate funding, as determined by the Committee, for payment of reasonable compensation to such compensation consultants, legal counsel and other advisors retained by the Committee. In addition, the Committee will have access to Cohu's management and other personnel as it deems necessary to carry out its responsibilities.

The Committee may select, or receive advice from, a compensation consultant, legal counsel or other adviser only after taking into consideration the following factors in accordance with the rules of the Securities and Exchange Commission ("SEC") and the applicable stock exchange as may be amended:

- (i) the provision of other services to Cohu by the person that employs the compensation consultant, legal counsel or other adviser;

- (ii) the amount of fees received from Cohu by the person that employs the compensation consultant, legal counsel or other adviser, as a percentage of the total revenue of the person that employs the compensation consultant, legal counsel or other adviser;
- (iii) the policies and procedures of the person that employs the compensation consultant, legal counsel or other adviser that are designed to prevent conflicts of interest;
- (iv) any business or personal relationship of the compensation consultant, legal counsel or other adviser with a member of the Committee;
- (v) any stock of Cohu owned by the compensation consultant, legal counsel or other adviser; and
- (vi) any business or personal relationship of the compensation consultant, legal counsel, other adviser or the person employing the adviser with an Executive Officer of Cohu.

Nothing in this Committee Charter shall be construed: (i) to require the Committee to implement or act consistently with the advice or recommendations of the compensation consultant, legal counsel or other adviser to the Committee; or (ii) to affect the ability or obligation of the Committee to exercise its own judgment in fulfillment of its duties.

V. Duties and Responsibilities

The following duties and responsibilities are set forth below as a guide to the Committee with the understanding that the Committee may alter or supplement them as appropriate under the circumstances to the extent permitted by applicable laws or stock exchange listing standards, or by direction of the Board.

1. Participate in CEO Performance Review and Set Executive Compensation. The Committee will review and approve corporate goals and objectives relevant to the compensation of the Chief Executive Officer (the "CEO") and other executive officers of Cohu, participate in the evaluation of the performance of the CEO and the other officers covered in Rule 16a-1(f) under the 1934 Act, herein referred to as "Section 16 Officers" or "Executive Officers" in light of those goals and objectives and determine and approve their annual compensation levels including salaries, bonuses, equity incentive awards and long-term cash incentive awards based on this evaluation. The CEO will not be present during voting or deliberations on his or her compensation. In addition, the Committee may, in its discretion, review and act upon management proposals to designate key employees to receive equity awards or other bonuses.

2. Approve Employment and Other Applicable Agreements. The Committee will review and approve employment agreements and severance arrangements for the CEO and other Section 16 Officers, including change-in-control provisions, plans or agreements, and, to the extent they are entered into, employment, deferred compensation and other compensatory agreements for the CEO and other Section 16 Officers

3. Annual Reporting. The Committee will:

(a) Review and discuss with management the Compensation Discussion and Analysis ("CD&A") required by SEC Regulation S-K, Item 402 ("Item 402"). Based on such review and discussion, the Committee will determine whether to recommend to the Board that the CD&A in the form prepared by management be included in the Company's Annual Report on Form 10-K and, as applicable, the Company's proxy statement.

(b) Prepare and review the Committee report included in the Company's annual proxy statement in accordance with applicable rules and regulations of the SEC in effect from time to time. The report will state whether the Committee reviewed and discussed with management the CD&A required by Item 402, and whether, based on such review and discussion, the Committee recommended to the Board that the CD&A be included in the

Company's proxy statement or other applicable regulatory filing.

4. Adoption and Oversight of Equity and Incentive Compensation Plans. The Committee may approve adoption of such equity plans as it deems appropriate, and will approve adoption of incentive compensation plans covering Section 16 Officers, in each case at the discretion of the Committee, except that in the case of any plan or matter required to be submitted for approval by stockholders, the Committee will recommend such plan or matter to the full Board for approval and submission to stockholders. The Committee will oversee the administration of Cohu's equity plans and the incentive compensation plans in which Section 16 Officers participate, and may approve, amend, modify, interpret or ratify the terms of, or terminate, any such plans and any awards made under such plans to the extent that such action does not require stockholder approval and make recommendations to the Board with respect to incentive-compensation and equity-based plans as appropriate.

5. Oversight of Employee Benefit Plans. The Committee will monitor the effectiveness of non-equity based benefit plan offerings, in particular benefit plan offerings and perquisites pertaining to Section 16 Officers, and will review and approve any material new employee benefit plan or change to an existing plan that creates a material financial commitment by Cohu. In its discretion, the Committee may otherwise approve, amend, modify, ratify or interpret the terms of, or terminate, any non-equity based benefit plan or delegate such authority to the extent set forth in Section VI below.

6. Recommend Director Compensation. The Committee will periodically review the cash and equity compensation of directors for service on the Board and its committees and recommend to the Board the initial and annual retainer and Chair fees, Board and Committee meeting fees, if any, and equity compensation.

7. Perform Annual Evaluation. The Committee will annually evaluate the (i) performance of the Committee, and report the results of such evaluation to the Nominating and Governance Committee and the Board, and (ii) the adequacy of the Committee's charter and submit any recommended changes to the charter to the Nominating and Governance Committee and the Board for approval.

8. Oversee Executive Succession Planning and Leadership Development. The Committee will review senior management selection and oversee executive succession planning. As part of this process, the Committee will review the leadership development process for senior management positions. The Committee will also review compensation, incentive and other programs to promote such development.

9. Monitor Director and Section 16 Officer Stock Ownership. The Committee will develop guidelines for the ownership of Cohu stock by directors and Section 16 Officers, and annually monitor compliance with such guidelines.

10. Risk management. The Committee will periodically review and address Cohu's compensation policies and practices for all employees, including non Section 16 Officers, if such policies and practices create risks that are reasonably likely to have a material adverse effect on the Company.

11. Stockholder Advisory Votes and Proposals. The Committee shall review the results of stockholder advisory votes on Cohu's executive compensation program and recommend to the Board how to respond to such votes, including recommending any change in the frequency of such votes. The Committee may carry out additional functions and adopt additional policies and procedures as may be appropriate in light of changing business, legislative, regulatory, legal and other conditions, and shall fulfill any disclosure, reporting or other requirements imposed on or required of compensation committees of public companies by the SEC, or applicable listing requirements or other applicable laws, rulings and regulations.

12. **General.** The Committee will perform such other duties and responsibilities as are consistent with the purpose of the Committee and as the Board or the Committee deems appropriate and report regularly to the Board with respect to the Committee's activities.

VI. Delegation of Authority

The Committee may create a subcommittee of the Committee consisting of one or more directors on the Committee and may delegate any of its duties and responsibilities to such subcommittee, unless otherwise prohibited by applicable laws or stock exchange listing standards. The Committee may delegate any of its duties and responsibilities including the administration of equity incentive or employee benefit plans, to one or more directors on the Committee, another director or other persons, unless otherwise prohibited by applicable laws or listing standards. Any subcommittee, director or other person will provide a written or oral report to the Committee regarding any activities undertaken pursuant to such delegation. The Committee may terminate any such subcommittee and revoke any such delegation at any time.