

**CHARTER OF THE
CORPORATE GOVERNANCE AND NOMINATING COMMITTEE
OF THE BOARD OF DIRECTORS**

(Amended and Restated as of November 16, 2017)

I. PURPOSE:

The purpose of the Corporate Governance and Nominating Committee (“Committee”) of the Board of Directors (“Board”) of ON Semiconductor Corporation, a Delaware corporation (“Company”), shall be to assist the Board in: (i) identifying qualified individuals to become Board members; (ii) considering and making recommendations with respect to the composition of the Board and its committees; (iii) monitoring a process to assess Board effectiveness; (iv) developing and implementing the Company’s corporate governance principles; (v) providing guidance for the Company’s Enterprise Risk Management Program; and (vi) reviewing and making recommendations to the Board regarding other matters of corporate governance as requested by the Board or otherwise determined to be appropriate by the Committee.

II. COMPOSITION:

The Committee shall be comprised of three (3) or more members of the Board. As and to the extent required under applicable federal securities laws and related rules and regulations, and/or the Listing Rules of Nasdaq Stock Market, Inc. (“Nasdaq”), all Committee members shall be independent. Members of the Committee will be appointed to serve at the discretion of the Board. The Board may designate one or more independent directors as alternate members of the Committee who may replace any absent or disqualified member at any meeting of the Committee. If a Committee Chairperson is not designated or present, the members may designate a Chairperson by majority vote.

III. FUNCTIONS AND AUTHORITY:

The operation of the Committee shall be subject to the Bylaws of the Company, as in effect from time to time, and Section 141(c) of the Delaware General Corporation Law. The Committee will have the resources and authority necessary to discharge its duties and responsibilities, including the authority and resources to retain a search firm to be used to identify director candidates, outside counsel and other experts or consultants, as the Committee deems appropriate. Without limitation of the foregoing, the Committee shall have the following specific responsibilities and such other responsibilities as from time to time may be prescribed by the Board:

1. Oversee the evaluation of the Board and its committees.
2. Develop and periodically review criteria for director nominees, which may include without limitation specific skills, experience, other qualifications and diversity, and develop a process for the recommendation of director nominees by the Committee.
3. Identify and recommend to the Board slates of director nominees for election or re-election at each annual meeting of the stockholders of the Company or for nomination to election to the Board when Board vacancies arise, consistent with the developed

nomination criteria, including nominees' qualifications, capability and availability to serve, conflicts of interests and other relevant factors.

4. Make recommendations to the Board regarding director retirement age and tenure.
5. Make recommendations to the Board regarding the size and composition of the Board.
6. Review and make recommendations to the Board regarding committee assignments.
7. Retain and terminate any search firm to be used to identify director candidates and approve the fees and retention terms of any such search firm.
8. Review activities of directors with the Company or other entities that may diminish such director's effectiveness or be inconsistent with the criteria established for Board membership.
9. Subject to applicable law, if a shareholder complies with the director nomination procedures described in the Bylaws of the Company and applicable laws, consider such nomination.
10. To increase directors' understanding of the Company's business, oversee the director orientation program.
11. Encourage and facilitate directors' continuing education.
12. Develop policies and procedures for recommendation to the Board related to the succession of the Chief Executive Officer and such other key executives as shall be determined by the Committee, including succession in the event of retirement or emergency, and reviewing such succession planning on at least an annual basis.
13. Review and oversee environmental, health and safety (EHS) and corporate social responsibility (CSR) related matters.
14. Review and reassess the adequacy of this Charter annually, or more often as circumstances dictate, and recommend any changes to the Board.
15. Obtain or perform an annual evaluation of the performance of the Committee and its consultants.
16. Develop and recommend to the Board a set of corporate governance principles applicable to the Company and continue to monitor and update such principles.
17. Review the Company's Enterprise Risk Management Program and provide guidance to the Board regarding its risk oversight responsibilities.
18. Perform such other functions and have such other powers as may be necessary or convenient in the efficient discharge of the foregoing.

IV. MEETINGS:

The Committee will hold at least two regular meetings per year and additional meetings as the Chairperson or Committee deems appropriate. The President, Chief Executive Officer and Secretary may attend any meeting of the Committee, except for portions of the meetings where such person's presence would be inappropriate, as determined by the Committee Chairperson. In addition, the Committee will meet periodically in executive session without Company management present.

V. MINUTES AND REPORTS:

Minutes of each meeting of the Committee shall be kept and distributed to each member of the Committee, members of the Board who are not members of the Committee and the Secretary of the Company. The Chairperson of the Committee shall report to the Board from time to time, or whenever so requested by the Board.

VI. RESOURCES AND AUTHORITY OF THE COMMITTEE:

The Committee has the authority to retain such outside advisors, including legal counsel or other experts, as it deems appropriate, and to approve the fees and expenses of such advisors. The Committee may form and delegate authority to subcommittees when appropriate.

VII. GENERAL:

The powers of the Committee shall be limited, and all activities of the Committee shall be governed, by the provisions of the Bylaws of the Corporation. Any communications between the Committee and legal counsel in the course of obtaining legal advice will be considered privileged communications by the Company and the Committee will take all necessary steps to preserve the privileged nature of those communications.

The Committee may request that any directors, officers or employees of the Company, or other persons whose advice and counsel are sought by the Committee, attend any meeting to provide such pertinent information as the Committee requests. In general, the Committee may coordinate with other committees with respect to matters within the scope of its duties, except to the extent inconsistent with Nasdaq or Securities and Exchange Commission rules.