

RAMTRON INTERNATIONAL CORPORATION COMPENSATION COMMITTEE CHARTER

This Compensation Committee Charter governs the operations of the Compensation Committee (the "Committee") of the Board of Directors (the "Board") of Ramtron International Corporation (the "Company").

Purpose of the Committee

The primary functions of the Committee are to assist the Board in the discharge of its responsibilities relating to compensation of the Company's executive officers; to oversee the Company's compensation practices relating to other key personnel; to evaluate officer and director compensation plans, policies and programs; to administer the Company's equity, bonus, challenge, long-term incentive and other employee benefit plans; and to review and discuss with management the Compensation Discussion & Analysis ("CD&A") required by the Securities and Exchange Commission (the "SEC") and, based on that review, to determine whether to recommend to the Board that the CD&A be included in the Company's Annual Report on Form 10-K (the "Form 10-K") and to produce the report of the Committee related thereto and to be included in the Form 10-K.

The Committee will have the resources and authority necessary to discharge its duties and responsibilities. In addition to the powers and responsibilities expressly delegated to the Committee in this Charter, the Committee may exercise any other powers and carry out any other responsibilities delegated to it by the Board from time to time. The Committee has the power to retain outside counsel or other advisors and will receive adequate funding from the Company to engage such advisors. Such counsel and/or advisors shall report directly to the Committee, and any communications between the Committee and legal counsel in the course of obtaining legal advice will be considered privileged communications of the Company and the Committee will take all necessary steps to preserve the privileged nature of those communications. The Committee shall have the requisite authority to retain, compensate, terminate and oversee executive compensation consultants.

Composition of the Committee

Size. The size of the Committee shall be determined by the Board, but the Committee must always have two or more members.

Appointment. The Board will appoint the members and the Chairman of the Committee. Committee members shall serve at the pleasure of the Board and for such term or terms as the Board may determine.

Qualifications. Each Committee member shall meet the independence criteria of the listing requirements of The NASDAQ Stock Market, Inc., as such requirements are interpreted by the Board in its business judgment. In addition, no director may serve on the Committee unless he or she (i) is a "Non-Employee Director" for purposes of Rule 16b-3 under the Securities Exchange Act of 1934, as amended, and (ii) satisfies the requirements of an "outside director" for purposes of Section 162(m) of the Internal Revenue Code of 1986, as amended, and regulations promulgated thereunder.

Meetings of the Committee

The Committee will meet in person or telephonically at least three times per year at a time and place determined by the Committee Chairman, with further meetings to occur, or actions to be taken by unanimous written consent, when deemed necessary or desirable by the Committee or its Chairman. The Committee will meet periodically in executive session without Company management present. The Committee will cause to be kept adequate minutes of its proceedings, and will report on its actions and activities at the next regular meeting of the Board. The Committee is governed by the same rules regarding meetings (including meetings by conference telephone or similar communications equipment), action without meetings, notice, waiver of notice, and quorum and voting requirements as are applicable to the Board. The Committee may, in its discretion, delegate all or a portion of its duties and responsibilities to a subcommittee of the Committee so long as such subcommittee consists solely of at least two members of the Committee.

Responsibilities

The principal responsibilities and functions of the Committee are set forth below. The Committee may also carry out other responsibilities assigned to it by the Board from time to time.

1. Review the competitiveness of the Company's executive compensation programs to ensure (a) the attraction and retention of executives, (b) the motivation of executives to achieve the Company's business objectives, and (c) the alignment of the interests of key leadership with the long-term interests of the Company's shareholders.

2. Review trends in executive compensation, oversee the development of, and recommend to the Board for approval, new compensation plans and equity benefit programs (to the extent that the Committee believes that new plans and programs are appropriate or desirable), and, when necessary, recommend to the Board for approval revision of existing plans and programs.

3. Review and recommend to the Board for approval the compensation structure for executives at the level of corporate vice president and above ("executive officers"), including review and approval, subject to final approval of the Board, the Company's corporate goals and objectives relevant to the compensation of the CEO and other executive officers, including annual performance objectives, provided, that no Director shall participate in the discussion, consideration or determination of his or her own compensation.

4. Evaluate the CEO's and other executive officers' performance against the Company's corporate goals and objectives, and determine and recommend for approval by the independent members of the Board the annual compensation, including salary, bonus, incentive and equity compensation, for each such person based on that evaluation and consideration of the recent compensation history of each such person, including any special or unusual compensation received by any such person. Review and approve compensation packages for new executive officers and termination packages for executive officers.

5. Review and make recommendations concerning long-term incentive compensation plans, including the use of equity-based plans, challenge grants and restricted stock award plans.

6. Approve stock option grants and other equity-based or incentive awards under the Company's stock and incentive compensation plans, including any performance criteria relating to the plans or awards, and otherwise assist the Board in administering awards under those plans. One or more secondary committees of one or more directors or executive officers may be additionally be appointed by

the Board to grant stock options and other discretionary awards under the Company's stock-based and other incentive compensation plans to all eligible individuals other than directors and executive officers.

7. Periodically review the compensation, including cash and equity components, paid to non-employee directors, including committee chairs and committee members, and make recommendations to the Board for any adjustments. No member of the Committee will act to fix his or her own compensation except for uniform compensation to directors for their services as a director.

8. Obtain periodic reports from management on matters relating to the Company's compensation practices.

9. Review at least annually and make recommendations about changes to this Charter, to the extent that the Committee believes that any changes are appropriate or desirable.

Performance Evaluation of the Committee

The Committee shall produce and provide to the Board on an annual basis a performance evaluation of the Committee's performance of its duties under this charter. The performance evaluation shall be conducted in such a manner as the Committee deems appropriate. Any member of the Committee may present the evaluation to the Board either orally or in writing.

Other

The charter of the Committee will be publicly posted to the Company's website.

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