

LATTICE SEMICONDUCTOR CORPORATION

**CHARTER OF THE
NOMINATING AND GOVERNANCE COMMITTEE OF THE
BOARD OF DIRECTORS
(Revised November 3, 2017)**

Purpose

The purpose of the Nominating and Governance Committee (the “Committee”) of the Board of Directors (the “Board”) of Lattice Semiconductor Corporation (the “Company”) shall be:

- The identification of individuals qualified to become directors and the recommendation of candidates for reelection and for vacant directorships to be filled by the Board of Directors or by the stockholders;
- The review and evaluation of the Board of Directors’ performance and the Nominating and Governance Committee;
- Making recommendations to the Board of Directors of nominees for the committees of the Board of Directors; and
- Overseeing compliance with the Company’s Corporate Governance Policies, Standards of Ethics and Conduct and Director Code of Conduct.

The Committee shall undertake those specific duties and responsibilities set forth in this charter and such other duties as the Board of Directors may from time to time prescribe.

Membership

The Committee shall be comprised of two or more members of the Board of Directors, each of whom the Board of Directors determines to be “independent” under applicable rules and regulations of The Nasdaq Stock Market (“Nasdaq”) and the Securities and Exchange Commission (“SEC”). The Board of Directors shall appoint the members and designate one Committee member to be the chairman of the Committee. Unless he or she is already a member of the Committee, the Chairman of the Board (if independent) or the Lead Independent Director (if the Chairman of the Board is not independent) may, at his or her option, attend all meetings of the Committee as a non-voting observer.

Meetings

The Committee will meet as often as may be deemed necessary or appropriate in its judgment to fulfill its responsibilities. The Committee may meet either in person or telephonically, and at

such times and places as the Committee determines. The Committee shall meet as necessary but at least once per year in executive session. 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.

Responsibilities and Duties

1. In consultation with the Chairman of the Board, the Chief Executive Officer and the Lead Independent Director (if the Chairman of the Board is not independent), consider and make recommendations to the Board of Directors concerning the appropriate structure, size and composition of the Board, with the goal of ensuring that the members of the Board of Directors have the requisite experience, qualifications, attributes and skills, and have sufficiently diverse and independent backgrounds, in light of the Company's business and structure. The Committee shall also review annually the Company's Board leadership structure.
2. In consultation with the Chairman of the Board and the Lead Independent Director (if the Chairman of the Board is not independent), consider and recommend to the Board of Directors candidates to fill vacant Board positions.

Candidates shall be selected for their character, judgment, relevant business experience, time commitment, acumen and other factors deemed relevant by the Committee. Final approval of candidates shall be determined by the Board of Directors.

3. Consider in good faith any director candidate recommended by one or more of the Company's ten largest unaffiliated shareholders of record in compliance with the Company's bylaws provided such proposed candidate satisfies the criteria established by the Committee for prospective directors as contemplated by this charter or other written criteria. The Committee shall have no obligation to recommend any such shareholder-proposed candidate for nomination by the Board of Directors.
4. Review and make recommendations to the Board of Directors whether members of the Board of Directors should stand for re-election, and recommend the slate of director nominees for election, considering the contributions of directors whose terms are expiring and the overall composition of the Board of Directors.
5. Consider matters relating to the retirement of members of the Board of Directors, including term limits or retirement ages.
6. Actively seek qualified individuals, and conduct all necessary and appropriate inquiries into the backgrounds and qualifications of possible candidates, to serve on the Board of Directors.
7. Develop and recommend to the Board of Directors standards for determining director independence to the extent not already provided for under applicable rules and regulations of Nasdaq or the SEC. Consider questions of independence and possible conflicts of interest of members of the Board of Directors and executive officers.

8. If any nominee for director at a shareholder meeting at which directors are subject to an uncontested election (a) receives a greater number of votes “withheld” from his or her election than votes “for” such election and (b) submits to the Board of Directors a letter of resignation in accordance with the Corporate Governance Policies, consider and recommend action to the Board with respect to such offer of resignation.
9. Recommend to the Board of Directors criteria upon which to base an evaluation program pursuant to which the Board of Directors shall annually review its own performance; approve the evaluation program; and consider the results of the evaluation program as a factor in determining whether to renominate directors.
10. Recommend members of the Board of Directors to serve on the committees of the Board, giving consideration to the criteria for service on each committee as set forth in the charter for such committee, the rules of the SEC and Nasdaq and any other factors the Committee deems relevant, and where appropriate, make recommendations to the Board of Directors regarding the removal of any member of any committee.
11. Annually make recommendations to the Board of Directors regarding the charter, size, structure, composition and performance of each committee of the Board of Directors (including this Committee) and make recommendations to the Board of Directors regarding periodic rotation of directors among the committees and the imposition of term limitations of service on any Board committee and for the creation of additional committees or the elimination of committees.
12. In consultation with the Chairman of the Board, the Chief Executive Officer and the Lead Independent Director (if the Chairman is not independent), periodically review, revise, interpret and confirm the Company's compliance with the Corporate Governance Policies, Standards of Ethics and Conduct, Director Code of Ethics, review and recommend to the Board of Directors for approval any changes to the Company's certificate of incorporation and bylaws and consider other corporate governance issues that may, from time to time, merit consideration by the entire Board of Directors. Periodically meet with the Company's officers responsible for the Company's Corporate Governance Policies.
13. Report regularly to the Board of Directors, including with respect to:
 - (a) such corporate governance issues and other matters as the Committee deems to be relevant to the Committee's discharge of its responsibilities; and
 - (b) such recommendations as the Committee may deem appropriate.
14. Review and discuss with management disclosure regarding the Committee's process for identifying and evaluating director nominees, consideration of diversity, use of compensation consultants and other matters required to be disclosed by the SEC in the Company's proxy.

15. Review and make recommendations to the Board of Directors regarding shareholder proposals pertaining to governance issues.
16. Monitor, plan and support continuing education activities of the members of the Board of Directors.
17. Review and discuss with management the disclosure regarding the operations of the Committee and director independence, and recommend that this disclosure be included in the Company's proxy statement or annual report on Form 10-K.
18. Form and delegate authority to subcommittees when appropriate.

The Committee, in discharging its responsibilities hereunder, shall have the authority to retain outside legal, accounting, search firms or other advisors at the Company's expense. Any such advisors will report directly to the Committee, and the Committee shall have the authority to approve the fees payable to such advisors by the Company and any other terms of retention.