

## XILINX, INC.

### CHARTER OF THE COMPENSATION COMMITTEE OF THE BOARD OF DIRECTORS

**1. Authority and Mission.** The Compensation Committee is a standing committee of the Board of Directors that acts on behalf of the Board of Directors in setting the compensation policies of the Corporation. Its specific areas of delegation of authority from the full Board to the Compensation Committee include:

- (a) The general compensation policies of the Corporation;
- (b) Specific compensation levels for corporate officers;
- (c) Review and make recommendations to the full Board for compensation of the Chief Executive Officer;
- (d) Compensation for Board members;
- (e) Oversight of the administration of the various compensation plans of the Corporation.

**2. Objectives and Principles.** The Compensation Committee of the Board of Directors establishes the following objectives and principles to guide the compensation strategy of the Corporation:

- (a) The compensation programs should use competitive data to enable the Corporation to attract and retain quality Board members, officers, and employees.
- (b) The strategy to determine competitive data should be consistent for Board members, officers and other employee compensation, including the use of comparable peer groups to judge pay and competitive relationships.
- (c) Cash compensation should reflect pay for duties and market competitiveness. Long-term stock incentives should provide an ownership stake in the business success, and should enhance shareholder value creation.

**3. Composition.** The members of the Compensation Committee shall consist of at least two directors appointed by the Board, all of whom shall be Disinterested Persons as that term is used by the Securities and Exchange Commission. In addition, each of the members of the Compensation Committee shall be an "outside director" as that term is defined in Section 162(m) of the Internal Revenue Code, and shall be "independent" as defined by the NASD listing requirements. The Board shall designate one of the Committee members to be Chairman.

**4. Meetings.**

- (a) The Compensation Committee shall meet at least annually or from time to time as required and shall report its activities to the full Board.
- (b) The Committee shall have the right to retain and meet privately with independent advisors and compensation and benefit specialists as needed.
- (c) The Committee shall keep minutes reflecting all actions of the Committee and such minutes shall be circulated to all members of the Board of Directors. The minutes shall be maintained with the Corporation's minute books.

**5. Duties and Responsibilities.** The primary responsibilities of the Compensation Committee shall be as follows:

- (a) Establish the executive compensation and benefits philosophy and strategy for the Corporation, in consultation with the CEO.
- (b) Review the recommendations of the CEO with respect to the individual compensation for each of the corporate officers and approve such individual compensation.
- (c) Review the performance of the CEO as suggested by the Lead Director and recommend compensation performance standards for the CEO, as well as compensation awards (salary, bonus, stock options and other stock awards, etc.), contracts and supplemental compensation or benefits arrangements. Submit recommendations to the Board of Directors for its final approval.
- (d) Review and recommend the compensation program for outside directors, including any cash compensation and equity participation.
- (e) Approve and/or revise all major compensation or benefit programs involving stock or commitments beyond one year (*e.g.*, pension, profit-sharing, etc.).
- (f) Approve all individual stock option grants, either directly or through delegation of authority.
- (g) Ensure regulatory compliance and efficiency in the area of compensation.
- (h) Prepare or approve the Compensation Committee report to the shareholders in the annual proxy statement, as necessary.