

BROADCOM CORPORATION

COMPENSATION COMMITTEE CHARTER

(as amended April 28, 2005)

This Compensation Committee Charter governs the operations of the Compensation Committee (the “Committee”) of the Board of Directors (the “Board”) of Broadcom Corporation (the “Company”). This Charter is intended as a component of the flexible governance framework within which the Board, assisted by its committees, directs the affairs of the Company. While it should be interpreted in the context of all applicable laws, regulations and listing requirements of the NASDAQ National Market[®], as well as in the context of the Company’s Amended and Restated Articles of Incorporation and Bylaws, as amended, it is not, subject to any contractual or other commitments of the Company, intended to establish by its own force any legally binding obligations.

I. PURPOSE

The Committee shall assist the Board of Directors (the “Board”) in: (i) determining appropriate compensation levels for the Company’s executive officers; (ii) evaluating officer and director compensation plans, policies and programs; (iii) reviewing benefit plans for officers and employees; and (iv) producing the report required by applicable rules and regulations of the Securities and Exchange Commission (the “SEC”) and other applicable regulatory bodies for inclusion in the Company’s annual proxy statement.

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 consistent with the Company’s Bylaws and applicable laws and regulations.

In discharging its role, the Committee is empowered to investigate any matter brought to its attention that is within the scope of or otherwise relevant to its responsibilities, with all requisite access to all books, records, facilities and personnel of the Company. The Committee has the power to retain, subject to concurrence of the Lead Independent Director of the Board, 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. The Committee shall have the requisite authority to retain, compensate, terminate and oversee executive compensation consultants.

II. COMMITTEE MEMBERSHIP

The Committee shall consist of two or more members of the Board, each of whom is determined by the Board to be “independent” in accordance with The Nasdaq Stock Market, Inc., Marketplace Rules (except as may be allowed by those rules in exceptional circumstances) and the Company’s Corporate Governance Guidelines. 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.

The members of the Committee shall be appointed by the Board and continue to be members until their successors are elected and qualified or until their earlier resignation or removal. Any member of the Committee may be removed, with or without cause, by the Board at any time. It is expected that Committee members will rotate off the Committee, on a staggered basis, after not more than six years of service. Former committee members will be eligible to rejoin the Committee after a reasonable rotation period but, in the absence of special circumstances, it is generally expected that Committee members will not serve more than six years in any eight-year period.

The Board may appoint one member to serve as Chairman of the Committee annually, to convene and chair all regular and special sessions of the Committee, set the agendas for Committee meetings and determine and communicate to management the information needs of the Committee, and to report Committee determinations and action on behalf of the Committee to the full Board. If the Board fails to appoint a Chairman, the members of the Committee shall annually elect a Chairman by majority vote. The Chairman of the Committee shall serve as Chairman for not more than six consecutive years.

III. COMMITTEE MEETINGS

The Committee shall have regular meetings on at least a semi-annual basis (or more frequently as circumstances dictate). Meetings of the Committee may be held telephonically. A majority of the members of the Committee shall constitute a quorum sufficient for the taking of any action by the Committee. The Committee shall meet separately, on at least an annual basis, with the Chief Executive Officer (the “CEO”), the vice president of human resources (or similar position) and any other corporate officers as the Board and Committee deem appropriate to discuss and review the performance criteria and compensation levels of key executives; *provided, however*, that the CEO shall not be present at such portion of the meeting during which the compensation of the CEO is discussed.

The Committee may form, and delegate any of its responsibilities to, a subcommittee so long as such subcommittee consists solely of at least two members of the Committee. In addition, the Equity Award Committee, as a secondary committee responsible for administering the discretionary option grant program and the stock issuance program under the Company’s 1998 Stock Incentive Plan, as amended and restated, with respect to eligible individuals other than the Company’s executive officers and Board members, shall exercise certain concurrent powers with the Committee with respect to the grant of stock options or other equity awards, as set forth in applicable resolutions of the Board.

IV. KEY RESPONSIBILITIES

The following functions and responsibilities are set forth as a guide for fulfilling the Committee's purposes, with the understanding that the Committee's activities may diverge as appropriate given the circumstances. The Committee is authorized to carry out these responsibilities, and other responsibilities assigned to it by the Board from time to time, and to take any actions reasonably related to the mandate of this Charter.

Compensation Arrangements

1. Establish and review the overall compensation philosophy of the Company.
2. Review and approve corporate goals and objectives relevant to the compensation of the CEO and other executive officers, including annual performance objectives.
3. Evaluate the CEO's and other executive officers' performance against those corporate goals and objectives, and determine the compensation level for each such person based on this evaluation and consideration of the recent compensation history of each such person including any special or unusual compensation received by any such person.
4. Review on a periodic basis the Company's executive compensation programs to determine whether they are properly coordinated and achieving their intended purpose(s) and recommend any appropriate modifications.
5. Review and recommend to the Board for approval new executive compensation programs (to the extent that the Committee believes that new programs are appropriate or desirable).
6. Review and recommend to the Board for approval any changes in employee retirement benefit programs, and review broadly employee salary levels and ranges and employee fringe benefits.
7. Review and approve all equity compensation plans of the Company that are not otherwise subject to the approval of the Company's shareholders.
8. Review and recommend to the Board for approval any changes in incentive compensation plans and equity-based compensation plans; *provided, however*, that any proposed repricing of options granted prior to November 1, 2004 in which members of the Board are eligible to participate must also be submitted to the Company's shareholders for approval.

9. Grant stock options or other equity awards pursuant to the Company's equity-based plans (such authority to be shared with the Equity Award Committee in accordance with the resolutions establishing that committee).
10. Administer and monitor compliance by executives with the rules and guidelines of the Company's equity-based plans.

Reports

11. Prepare the report required by applicable rules and regulations of the SEC and other applicable regulatory bodies for inclusion in the Company's annual proxy statement.
12. Report to the Board on Committee recommendations and any other matters the Committee deems appropriate or the Board requests.
13. Maintain minutes or other records of Committee meetings and activities.

Annual Self-Evaluation

14. Conduct an annual self-evaluation of the performance of the Committee and its members including their effectiveness and compliance with this Charter.
15. Review and reassess the adequacy of this Charter at least annually.