

**THE BOARD OF DIRECTORS OF ALTERA CORPORATION**  
**NOMINATING AND GOVERNANCE COMMITTEE CHARTER**

**AUTHORITY AND PURPOSE**

The Nominating and Governance Committee (the “Committee”) of Altera Corporation is appointed by Altera’s Board of Directors (the “Board”) (1) to identify individuals qualified to become Board members and to nominate directors for election; (2) to lead the Board in its annual review of the Board's performance; (3) to recommend to the Board director nominees for each committee; and (4) to review and make recommendations to the Board concerning corporate governance matters. The Committee shall undertake those specific duties and responsibilities listed below and such other duties as the Board may from time to time prescribe. All powers of the Committee are subject to any restrictions imposed by Altera’s Bylaws and applicable law.

**MEMBERSHIP**

The Committee members (the “Members”) shall be appointed by the Board and will serve at the discretion of the Board. The Committee will consist of at least two (2) members of the Board. Each Member must meet the independence requirements of The Nasdaq Stock Market and any other applicable law. Unless otherwise directed by the Board, each Member shall serve until such Member ceases to serve as a member of the Board, or until the Board has duly appointed his or her successor.

**DUTIES AND RESPONSIBILITIES**

1. The Committee shall have the authority to retain and terminate any search firm to be used to identify director candidates and shall have authority to approve the search firm's fees and other retention terms. The Committee shall also have authority to obtain advice and assistance from internal or external legal, accounting, or other advisors regarding matters within the Committee’s duties and responsibilities. The Committee shall advise management when a search firm or advisor has been retained and inform management of the cost of any such services.
2. The Committee shall seek individuals qualified to become Board members and shall nominate directors for election by the shareholders at the annual meeting or by the Board when an election is required prior to the annual meeting of shareholders.
3. The Committee shall receive comments from all directors and report annually to the Board with an assessment of the Board's performance, to be discussed with the Board following the end of each fiscal year.
4. The Committee may form and delegate authority to subcommittees when appropriate.

5. The Committee shall keep abreast of developments and best practices in corporate governance matters and shall review Altera's Corporate Governance Guidelines at least annually and, where appropriate, recommend any changes for approval by the Board.

In considering potential new directors, the Committee will review individuals from various disciplines and backgrounds. Among the qualifications to be considered in the selection of candidates are skills, relevant business experience and expertise (such as manufacturing, technology, financial, marketing, or international knowledge), diversity, and ability and willingness to devote the necessary time to board service on an ongoing basis. A review is also to be made of the activities and associations of each candidate to ensure that there is no legal impediment, conflict of interest, or other consideration that might hinder or prevent service on the Board. The Committee shall annually review and reassess the adequacy of this Charter and propose any changes to the Board for approval.

### **CONDUCT OF BUSINESS**

The Committee shall conduct its business in accordance with this Charter and any direction by the Board. The Committee shall report, at least annually, to the Board. Prior to the annual meeting of stockholders, the Committee will nominate and report to the Board the persons who will be the nominees for election to the Board of Directors at the annual meeting of stockholders. As part of this process, the Committee will consider candidates recommended by Altera's stockholders. The Committee shall annually review its own performance.

### **MEETINGS**

The Committee will meet at least annually.

### **MINUTES**

The Committee will maintain written minutes of its meetings, which minutes will be filed with the minutes of the meetings of the Board.