

LATTICE SEMICONDUCTOR CORPORATION

**CHARTER OF THE
NOMINATING AND GOVERNANCE COMMITTEE OF THE
BOARD OF DIRECTORS
(Revised January 31, 2006)**

Purpose

The purpose of the Nominating and Governance Committee (the “Committee”) shall be:

- The identification of individuals qualified to become directors and the recommendation of candidates for all 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 each committee thereof;
- 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.

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.

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 size and needs of the Board with respect to the number and qualifications of directors to

ensure the Board has the requisite expertise and its membership consists of persons with sufficiently diverse and independent backgrounds.

2. 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 recommend to the full Board of Directors candidates to fill vacant Board positions. Candidates shall be selected for their character, judgment, relevant business experience, time commitment, and acumen. Final approval of candidates shall be determined by the full Board of Directors.
3. In conjunction with its consideration of candidates to fill vacant Board positions, consider in good faith any candidate recommended by one or more of the Company's ten largest unaffiliated shareholders of record, provided such proposed candidate satisfies the criteria established by the Committee for prospective directors as contemplated by paragraph 2 above. 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 full Board of Directors whether members of the Board of Directors should stand for re-election. Consider matters relating to the retirement of members of the Board of Directors, including term limits or retirement ages.
5. Conduct all necessary and appropriate inquiries into the backgrounds and qualifications of possible candidates to serve on the Board of Directors.
6. Consider questions of independence and possible conflicts of interest of members of the Board of Directors and executive officers.
7. If any nominee for director at a shareholder meeting at which directors are subject to an uncontested election receives a greater number of votes "withheld" from his or her election than votes "for" such election and 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.
8. Recommend to the Board criteria upon which to base an evaluation program pursuant to which the Board shall annually review its own performance; approve a form to be used by members of the Board in their written self-evaluation; and consider the evaluation program and completed self-evaluations as a factor in determining whether to renominate directors.
9. 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.
10. Establish, monitor and recommend the purpose, structure and operations of the various committees of the Board of Directors, the qualifications and criteria for membership on

each committee of the Board and, as circumstances dictate, make any recommendations regarding periodic rotation of directors among the committees and the imposition of term limitations of service on any Board committee.

11. Periodically lead the Board of Directors in a review of the charter, composition and performance of each committee of the Board of Directors and make recommendations to the Board of Directors 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, and consider other corporate governance issues that may, from time to time, merit consideration by the entire Board of Directors.
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. Maintain minutes or other records of meetings and activities of the Committee.
15. Review annually the charter, structure and membership of the Committee.

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.