

## **Mentor Graphics Corporation**

### **NOMINATING COMMITTEE CHARTER**

#### **Committee Membership:**

Unless otherwise determined by the Board of Directors (the "Board"), the Nominating Committee (the "Committee") of Mentor Graphics Corporation (the "Company") shall be comprised of all of the directors of the Company who are not "interested persons" of the Company within the meaning of the Rules of the National Association of Securities Dealers ("NASD") and U.S. federal law and regulations.

#### **Committee Purpose and Responsibilities**

The Committee shall have the purpose and responsibilities to:

1. Coordinate the process whereby individuals are selected and nominated to serve as Board members of the Company.
2. Participate in the identification of individuals believed to be qualified to become Board members and recommend to the Board the nominees to stand for election as directors at the annual meeting of shareholders or, if applicable, at a special meeting of shareholders. In the case of a vacancy in the office of a director (including a vacancy created by an increase in the size of the Board), the Committee shall recommend to the Board an individual to fill such vacancy either through appointment by the Board or through election by shareholders. In selecting or recommending candidates, the Committee shall take into consideration one or more of the following factors: personal qualities and characteristics, accomplishments and reputation in the business community; current knowledge and contacts in the Company's industry or other industries relevant to the Company's business; ability and willingness to commit adequate time to Board and committee matters; the fit of the individual's skills and personality with those of other directors and potential directors in building a Board that is effective and responsive to the needs of the Company; and, diversity of viewpoints, background, experience and other demographics. The Committee shall consider candidates recommended by the Company's shareholders in accordance with the procedures set forth in the Company's annual proxy statement. The Committee may consider candidates proposed by management.
3. Review the Company's annual proxy statement disclosure regarding the operations of the Committee.
4. Report to the Board on a regular basis, and not less than once per year.
5. Perform any other duties or responsibilities expressly delegated to the Committee by the Board from time to time relating to the nomination of Board members.

#### **Committee Structure and Operations**

The Board shall designate one member of the Committee as its chairperson. The Committee shall meet at least once a year, with further meetings to occur, or actions to be taken by unanimous written consent, when deemed necessary or desirable by the Committee or its chairperson. Members of the Committee may participate in a meeting of the Committee by means of conference call or similar communications equipment by means of which all persons participating in the meeting can hear each other.

#### **Delegation to Subcommittee**

The Committee may, in its discretion, delegate all or a portion of its duties and responsibilities to a subcommittee of the Committee.

February 24, 2004

