

BROADCOM CORPORATION

NOMINATING & CORPORATE GOVERNANCE COMMITTEE CHARTER

(as amended and restated)

This Nominating and Corporate Governance Committee Charter governs the operations of the Nominating and Corporate Governance 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 in: (a) identifying, screening and reviewing individuals qualified to serve as directors and recommending to the Board (i) the director nominees for election at each annual meeting of shareholders and (ii) candidates to fill any vacancies on the Board; (b) overseeing the implementation and monitoring the effectiveness of, interpreting and periodically reviewing the Company’s Corporate Governance Guidelines and developing and recommending to the Board modifications and/or additions to the Corporate Governance Guidelines; (c) reviewing, on a regular basis, the overall corporate governance of the Company and recommending improvements when necessary; and (d) discharging the responsibilities of a qualified legal compliance committee (“QLCC”), as provided for under the applicable Securities and Exchange Commission (“SEC”) rules and regulations, as in effect from time to time.

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.

In discharging its role, the Committee is empowered to investigate any matter brought to its attention, including without limitation, any report of evidence of a (a) material violation of applicable U.S. federal or state securities laws, (b) material breach of fiduciary duty arising from any federal or state law, or (c) similar material breach of any such law (a “Part 205 Report”), with all requisite access to all books, records, facilities and personnel of the Company and with access to the Company’s outside legal counsel and other advisors. All employees of the Company shall be directed to cooperate with respect to any such investigation as requested by members of the Committee or its authorized representatives. The Committee, subject to the concurrence of the Company’s Lead Independent Director, has the power to retain separate outside counsel or other advisors, different from the Company’s regular outside counsel and advisors, and will receive adequate funding from the Company to engage such counsel and advisors. Such counsel and/or advisors shall report directly to the Committee. The Committee shall have concurrent authority with the Chairman of the Board and the Chief Executive Officer

to retain, compensate, terminate and oversee director search firms and recruitment consultants for use in identifying, screening and reviewing qualified candidates to serve on the Board.

II. COMMITTEE MEMBERSHIP

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

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

III. COMMITTEE MEETINGS

The Chairman (or in his or her absence, a member designated by the Chairman or designated by a majority of the members in attendance) shall preside at each meeting of the Committee and set the agendas for Committee meetings. The Committee shall have the authority to establish its own rules and procedures for notice and conduct of its meetings as long as they are not inconsistent with any provisions of the Company’s Bylaws.

The Committee shall meet on a regularly scheduled basis at least two times per year, 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 may form, and delegate any of its responsibilities to, a subcommittee so long as such subcommittee consists of at least two members of the Committee. The requirements for action by a subcommittee shall, except as otherwise provided by the Committee, be the same as applicable to the Committee.

All non-management directors who are not members of the Committee may attend and observe meetings of the Committee, but shall not participate in any discussion or deliberation unless invited to do so by the Committee, and in any event shall not be entitled to vote. The Committee may, at its discretion and at the invitation of the Chairman, include in its meetings members of the Company's management, representatives of the Company's outside advisors, any other personnel employed or retained by the Company or any other persons whose presence the Committee believes to be necessary or appropriate. Notwithstanding the foregoing, the Committee may also exclude from its meetings any persons it deems appropriate, including, but not limited to, any non-management director who is not a member of the Committee.

IV. KEY RESPONSIBILITIES

The following functions and responsibilities of the Committee 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 take any actions reasonably related to the mandate of this Charter.

To fulfill its purposes, the Committee shall:

1. Establish, oversee the implementation and effectiveness of, modify as appropriate, and review Company disclosures concerning Company policies and procedures for identifying and reviewing Board nominee candidates, including: (i) the qualifications or criteria for Board nomination for election as a director; and (ii) policies and procedures relating to consideration of Board nominee candidates recommended by shareholders;
2. In consultation with the Chairman of the Board and the Chief Executive Officer, identify, screen and review individuals qualified to serve as directors, consistent with qualifications or criteria approved by the Committee (including review of incumbent directors for potential re-nomination); and recommend to the Board candidates for (i) nomination for election and/or re-election by the shareholders at each annual meeting of shareholders; and (ii) any Board vacancies that are to be filled by the Board, subject to any contractual or other commitments of the Company and to any limitations set forth in the Corporate Governance Guidelines of the Company;
3. In consultation with the Chairman of the Board and the Chief Executive Officer, review annually with the Board the composition of the Board as a whole, including whether the Board reflects the appropriate balance of independence, character, sound judgment, business experience, specialization and acumen, technical skills, and other desired qualities, including time commitment;
4. In consultation with the Chairman of the Board and the Chief Executive Officer, review periodically the size and needs of the Board and recommend to the Board any appropriate changes;

5. Coordinate and oversee the annual self-evaluation of the performance of the Board, its individual members, its committees and management;
6. In consultation with the Chairman of the Board and the Chief Executive Officer, oversee the implementation, monitor the effectiveness of, interpret and periodically review the Corporate Governance Guidelines of the Company, and develop and recommend to the Board modifications and or additions to the Company's Corporate Governance Guidelines;
7. In consultation with the Chairman of the Board and the Chief Executive Officer, consider corporate governance issues that may arise from time to time and merit the attention of the Board, and develop appropriate recommendations for the Board;
8. Report regularly to the Board on Committee findings, recommendations and any other matters the Committee deems appropriate or the Board requests;
9. Review annually the compensation of the directors and review the corporate governance implications, if any, of any proposed changes in director compensation;
10. Conduct an annual self-evaluation of the performance of the Committee and its members, including its and their effectiveness and compliance with its Charter;
11. Review the adequacy of this Charter on at least an annual basis;
12. Consider policies relating to the Board and directors, including committee structure and size, equity ownership and retirements and resignations; and
13. Review and discuss with management and approve any transactions or courses of dealing with related parties (e.g., including significant shareholders of the Company, directors, corporate officers or other members of senior management or their family members) that are significant in size or involve terms or other aspects that differ from those that would likely be negotiated with independent parties.

V. DUTIES OF THE COMMITTEE ACTING AS THE COMPANY'S QLCC

In discharging its duties as the Company's QLCC, the Committee shall have the additional powers and responsibilities and shall follow the procedures set forth on Exhibit A hereto.

EXHIBIT A

ADDITIONAL POWERS, RESPONSIBILITIES AND PROCEDURES WHEN ACTING AS THE COMPANY'S QLCC

When acting as the Company's QLCC, the Committee shall have the following additional powers and responsibilities and shall follow the procedures set forth below:

Part 205 Report Procedures

1. Reports. The Committee shall direct the Company's chief legal officer ("CLO") to instruct each attorney retained or employed by the Company, who appears and practices before the SEC, regarding procedures to be followed in making a Part 205 Report. A Part 205 Report may be made to any member of the Committee. A Part 205 Report may be communicated directly to the person receiving the report by any of the following means: in person, by telephone, by e-mail, electronically, or in writing. Each Part 205 Report shall be treated as confidential, and shall be disclosed outside the Committee only to the extent necessary to satisfy the requirements of the SEC rules.

2. Notice and Meeting. Upon receipt by any member of the Committee of a Part 205 Report, such member, if not the Chairman, shall immediately forward the report to the Chairman. A member who is in receipt of information that he or she believes, but is not certain, comprises a report that is subject to Part 205 of the SEC rules ("Part 205") shall notify the Chairman, who shall take prompt steps to determine whether the report is in fact subject to Part 205, including but not limited to making inquiries of the attorney who is the source of the report and consulting with counsel for the Committee ("Committee Counsel"). Immediately upon receipt of a Part 205 Report, either from a reporting attorney or from another member of the Committee, the Chairman shall (i) notify the CLO and chief executive officer ("CEO") of the Company of the Report and the details thereof (unless the Chairman reasonably believes that it would be futile to do so) and (ii) call a meeting of the Committee to address the report. If the Chairman is not available when another member receives a Part 205 Report, such member shall immediately notify the CLO and CEO (unless such member reasonably believes that it would be futile to do so) and call a meeting of the remaining members of the Committee to address such report, which meeting shall be joined by the Chairman as soon as possible.

3. Initial Review. The Committee shall conduct an initial review of each Part 205 Report to determine whether further investigation is required. In conducting the review, the Committee may consult with the CLO, CEO, other employees of the Company, Committee Counsel, or other experts or advisors as deemed appropriate by the Committee. In determining whether further investigation is required, the Committee shall take into account the nature of the evidence reported and of any material violation that may be indicated by such evidence, any additional evidence regarding the subject matter of the Part 205 Report obtained by the Committee, and the advice of Committee Counsel or other experts or advisors retained by the Committee. Unless the Committee determines, by majority vote of the members of the Committee, that it reasonably believes that no material violation has occurred, the Committee shall (i) notify the Company's Audit Committee of the determination and (ii) instruct legal

counsel to conduct an investigation to determine whether a material violation indicated by the evidence reported has occurred, is ongoing, or is about to occur. When required under the circumstances, as determined by a majority vote of the Committee members present, the Committee may recommend to the Board that immediate action be taken to avoid, or to reduce the impact of, a possible material violation prior to completion of the Committee's investigation of the Part 205 Report.

4. Investigation. The nature and scope of an investigation of a Part 205 Report shall be determined by the Committee based on the nature of the evidence reported and of the material violation alleged, in consultation with the attorney charged with conducting the investigation and with Committee Counsel (if not conducting the investigation). The Committee and investigators shall also take into account the urgency of the situation with respect to the possible material violation, and shall take steps to complete the investigation as expeditiously as appropriate under the circumstances. The Committee shall be kept informed of the progress of the investigation and of any significant findings as they arise, and shall receive a report of the investigation promptly at its conclusion, which report shall include a recommendation of any remedial measures deemed by the investigating attorney to be appropriate.

5. Report and Recommendation. Following an investigation of a Part 205 Report, the Committee shall meet to review the results thereof and to determine, based on the findings and recommendations of the investigating attorney, whether a material violation has occurred, is occurring, or is likely to occur, and what remedial measures if any are appropriate. Such determination shall be made by a majority vote of the Committee members, and the Committee may also consult Committee Counsel and other experts or advisors deemed appropriate by the Committee under the circumstances. If the Committee determines that there is no material violation, the Committee shall so notify the CLO, CEO, and the Board. Such determination may be based on the investigating attorney's findings or on advice by the investigating attorney that such attorney may, consistent with his or her professional obligations, assert a colorable legal defense with respect to the evidence contained in the Part 205 Report in any investigation or judicial or administrative proceeding.

If the Committee determines that a material violation has occurred, is occurring, or is likely to occur, the Committee shall so notify the CLO, CEO, and the Board, and shall recommend appropriate measures to (i) stop material violations that are ongoing, (ii) prevent material violations that are likely to occur in the future, and (iii) remedy or otherwise address material violations that have already occurred and minimize the likelihood of their recurrence. Recommended remedial measures shall also take into account any obligations of the Company to report or disclose the circumstances of any material violation under any securities laws or other legal requirements to which the Company is subject.

6. Other Appropriate Action. In the event that the Company fails in any material respect to implement remedial measures with respect to a material violation recommended by the Committee, the Committee is authorized to take such action as it determines is appropriate under the circumstances, based on a majority vote of the members of the Committee, including but not limited to notifying the SEC.

Additional Responsibilities

1. Confidentiality. The Committee shall take reasonable steps to ensure that all information regarding any Part 205 Report and any related investigation or remedial measures is treated as confidential, and that each person retained, employed, or contacted by the Committee in connection with any Part 205 Report is informed of the confidentiality of such information. Notwithstanding the foregoing, the Committee shall not be prohibited from disclosure of any information related to a Part 205 Report as required by law or as otherwise provided in this Charter.

2. Records. The Committee shall retain a written record of each Part 205 Report received by the Committee (including a written summary of any report made orally), of the findings of the Committee's initial review of any Part 205 Report, of the reported findings of any investigation and recommendations of the investigating attorney, and of any notices and recommendations provided to the Board with respect to any Part 205 Report and any related material violation. The Committee shall also retain any other documents produced or obtained with respect to any investigation or Committee action regarding any Part 205 Report. Such documents shall be treated as confidential or privileged to the extent permitted by law, and shall be retained and disposed of in accordance with the Company's document retention policies and Part 205.