

LATTICE SEMICONDUCTOR CORPORATION
CORPORATE GOVERNANCE POLICIES

(Revised August 2, 2011)

The following Corporate Governance Policies (the “Policies”) have been adopted by the Board of Directors (the “Board”) of Lattice Semiconductor Corporation (“Lattice”). The Policies, in conjunction with Lattice’s Certificate of Incorporation, Bylaws and Board Committee charters, form the framework for the governance of Lattice. The Policies will remain in effect indefinitely unless or until the Board, acting through a majority of its non-management directors, determines in the good faith exercise of business judgment that these measures are no longer necessary or appropriate or should be modified to address the circumstances then confronting the Board.

- 1. Role of the Board and Management.** The Board is elected by Lattice’s shareholders to oversee management and to assure that the long-term interests of the shareholders are being served. Through oversight, review and counsel, the Board establishes and promotes Lattice’s business and organizational objectives. The Board recognizes that the long-term interests of shareholders are advanced by responsibly addressing the concerns of other stakeholders, including employees, customers, suppliers, government, and the public.
- 2. Director Independence.** The Board shall consist of a majority of Independent directors. In making independence determinations, the Board will observe all applicable requirements, including the requirements of the Securities and Exchange Commission (“SEC”) and the director independence standards of The NASDAQ Stock Market, Inc. (“NASDAQ”). The Board may establish director independence guidelines which meet or exceed the requirements of the SEC or NASDAQ. The Board shall broadly consider all relevant facts and circumstances in making an independence determination, and not merely from the standpoint of the director, but also from that of persons or organizations with which the director has an affiliation.
- 3. Chairman of the Board.** The Independent directors shall elect the Chairman of the Board (the “Chairman”) by majority vote.
- 4. Independent Chairman; Lead Independent Director.** If the Chairman is a non-Independent director, the Independent directors shall designate an Independent director to act in a lead capacity (“Lead Independent Director”). The Chairman, if Independent (“Independent Chairman”), or the Lead Independent Director, if the Chairman is not an Independent director, shall be responsible for coordinating activities of the Independent directors. In addition to the duties of all Board members (which shall not be limited or diminished by the Independent Chairman’s or Lead Independent Director’s role), the specific responsibilities of the Independent Chairman or Lead Independent Director will be:
 - a. To provide the Chairman, if non-Independent, with input as to the preparation of Board and committee agenda meetings;

- b. Although the Chairman is responsible for coordinating with the Board members and management the establishment of the Board's agenda for each meeting, the Lead Independent Director, if the Chairman is not Independent, is authorized to require inclusion of specific agenda items and/or material;
 - c. To coordinate and develop the agenda for, and moderate executive sessions of, the Board's Independent directors, and act as principal liaison between the Board and the Independent directors;
 - d. To attend at his or her option as a non-voting observer all meetings of Board committees of which he or she is not already a member.
- 5. Board Meetings and Agenda.** In addition to its annual meeting, the Board will generally hold five regularly scheduled meetings per year and will hold additional special meetings as necessary. Each director is expected to attend, either in person or telephonically, both scheduled and special meetings, except if unusual circumstances make attendance impractical. The Chairman will set the agenda for each Board meeting, taking into account suggestions from other directors. The agenda will be distributed in advance to each director.
- 6. Executive Sessions.** At every meeting of the Board, the Independent Chairman or Lead Independent Director will preside over executive sessions at which non-Independent directors are not present.
- 7. Committees of the Board.** The Board has three standing Committees: the Audit Committee, the Compensation Committee, and the Nominating and Governance Committee. Each of these Committees operates under a written charter adopted by the Board, which sets forth the responsibilities of each Committee. Each charter is reviewed and reassessed by the respective Committee for its adequacy on an annual basis. The Board may establish additional Committees as necessary or appropriate.
- 8. Independent Advisors.** The Board, each of its Committees and the Independent directors shall have standing authorization to retain, at Lattice's cost, legal or other advisors of their choice, who shall report directly to the Board, committee or Independent directors who retained them.
- 9. Director Education.** Each director is required to attend at least one outside director education course every two years (paid for by Lattice). Each director is also required to attend an annual course addressing topics relevant to their Board service to be held at one regular Board meeting and taught by an outside expert.
- 10. Board Self-assessment.** The Board shall implement an assessment program pursuant to which it shall annually review the performance of the Board based on criteria recommended by the Nominating and Governance Committee.
- 11. Annual CEO Evaluation.** The Board shall implement an annual CEO evaluation for the purpose of determining the CEO's annual compensation. The evaluation shall be conducted first by the Compensation Committee and subsequently agreed to by all Independent directors.

12. **Committee Self-assessment.** Each Committee of the Board shall implement an assessment program pursuant to which it shall annually review the performance of the Committee based on criteria recommended by the Nominating and Governance Committee.
13. **Change in Director Employment Status.** Regardless of circumstances, should the employment status of a sitting director change, that director shall be deemed to have submitted his or her resignation to the full Board, but the Board is not required to accept such resignation.
14. **Director Tenure.** All members of the Board shall serve for no more than ten years unless the Board determines in exercising its good faith business judgment that an exception to the guideline is appropriate. For all sitting directors, such ten-year period will begin to run as of the 2005 annual meeting.
15. **Compensation of Directors.** The form and amount of director compensation shall be determined by the Compensation Committee and the Board in accordance with the Committee charter.
16. **Stock Ownership Guidelines.**
 - a. **Non-Employee Directors.** Non-employee directors must retain and not sell during their tenure on the Board at least fifty percent of the shares of Lattice stock acquired while serving as a director through the exercise of vested stock options or restricted stock or other equity grants. In addition, each non-employee director shall acquire, and retain, shares of Lattice's common stock having a value equal to at least three times the non-employee director's annual cash retainer. Non-employee directors shall have five years from the date of initial election to the Board to attain such ownership levels (or from May 4, 2011 for the non-employee directors serving on such date). The value of a share shall be measured as the greater of the current market price or the closing price of a share of Lattice's common stock on the acquisition date. For purposes of these guidelines, a non-employee director's stock ownership includes all shares of Lattice's common stock owned outright by the non-employee director or held in trust for the non-employee director or immediate family members, but not any unvested or unexercised equity compensation awards. Each non-employee director shall retain the minimum share amounts acquired pursuant to this paragraph during his or her tenure on the Board. The Board will evaluate whether exceptions should be made for any director on whom this requirement would impose a financial hardship, and may extend the period of time for attainment of such ownership levels in appropriate circumstances.
 - b. **Chief Executive Officer.** Lattice's CEO shall acquire, and retain, shares of Lattice's common stock having a value equal to at least three times the CEO's annual base salary. The CEO shall have five years from the date of initial appointment to such position to attain such ownership levels (or from May 4, 2011 for the CEO serving on such date). The value of a share shall be measured as the greater of the current market price or the closing price of a share of Lattice's

common stock on the acquisition date. For purposes of these guidelines, the CEO's stock ownership includes all shares of Lattice's common stock owned outright by the CEO or held in trust for the CEO or immediate family members, but not any unvested or unexercised equity compensation awards. The CEO shall retain the minimum share amounts acquired pursuant to this paragraph during his or her tenure as CEO. The Board will evaluate whether exceptions should be made in the event that this requirement would impose a financial hardship, and may extend the period of time for attainment of such ownership levels in appropriate circumstances.

17. Majority Vote Standard.

- a. At any shareholder meeting at which directors are subject to an uncontested election, any nominee for director who receives a greater number of votes “withheld” from his or her election than votes “for” such election shall submit to the Board a letter of resignation for consideration by the Nominating and Governance Committee. The Nominating and Governance Committee shall recommend to the Board the action to be taken with respect to such offer of resignation. Within 120 days of the shareholder meeting, the Board shall act with respect to each such letter of resignation and shall promptly notify the director concerned of its decision.
- b. Any director added by the Board to fill a vacancy must stand for election at the next annual meeting of shareholders.

18. Former CEOs Ineligible to Serve on the Board. No former CEO of the Company shall serve on the Board.

19. Retirement Policy. It is the general policy that non-employee directors will not be nominated for re-election at any annual shareholder meeting following their 75th birthday; provided that in extraordinary circumstances the Board may make exceptions to this policy.

20. Other Boards and Committees. Without the prior approval of the Board, no director may serve on more than four public company boards (including Lattice’s Board) and no member of the Audit Committee may serve on more than three public company audit committees (including Lattice’s Audit Committee). In addition, directors who also serve as chief executive officers or in equivalent positions generally should not serve on more than three public company boards (including Lattice’s Board).

21. CEO Succession. The Board will periodically review succession planning for the CEO position to prepare for a possible emergency involving, or the departure or retirement of, the CEO.

22. Executive Compensation Recovery Policy. Lattice will seek to recover, at the direction of the Compensation Committee after it has considered the costs and benefits of doing so, and to the extent permitted by applicable law, incentive compensation awarded or paid to an executive officer of Lattice for a fiscal period if the result of a performance measure upon which the award was based or paid is subsequently restated or otherwise adjusted in

a manner that would reduce the size of the award or payment. Where the result of a performance measure was considered in determining the compensation awarded or paid, but the incentive compensation was not awarded or paid based on a formula, the Compensation Committee will determine in its discretion the amount, if any, by which the payment or award should be reduced. In addition, if an executive officer of Lattice engaged in intentional misconduct that contributed to the award or payment to such executive officer of a greater amount of incentive compensation than would have been paid or awarded in the absence of the misconduct, Lattice may take other remedial and recovery action, as determined by the Compensation Committee in its discretion.