

LATTICE SEMICONDUCTOR CORPORATION

CHARTER OF THE COMPENSATION COMMITTEE OF THE BOARD OF DIRECTORS (Revised November 3, 2017)

Purpose

The purpose of the Compensation Committee of the Board of Directors (the “Board”) of Lattice Semiconductor Corporation (the “Company”) shall be to:

- oversee the Company’s compensation policies, plans and benefits programs;
- act for the Board to oversee (i) the compensation of the Company’s Chief Executive Officer (the “CEO”) and other executive officers (including officers reporting under Section 16 of the Securities Exchange Act of 1934), (ii) the compensation of the Board members, including the Chairman of the Board and the chairs of the Board committees; and (iii) the executive officer compensation plans, policies and programs of the Company; and
- administer the Company’s equity compensation plans.

The compensation programs for the Company's executive officers and Board members shall be designed to attract, motivate and retain talented individuals responsible for the success of the Company and shall be determined within a competitive framework and based on the achievement of the Company’s overall financial results and individual contributions. An important objective of the Compensation Committee shall be to align the financial interests of executive officers with those of the Company's stockholders by providing significant equity-based, long-term incentives.

In fulfilling its duties under this Charter, the Committee shall consider how compensation and related policies and programs, when considered as a whole with respect to individuals or groups of officers or employees and in the context of the Company's short- and long-term goals, relate to, create or address risks that may have a material adverse effect on the Company.

In furtherance of these purposes, the Compensation Committee will undertake those specific duties and responsibilities listed below and such other duties as the Board may from time to time prescribe.

Membership

The Compensation Committee members shall be appointed by the Board, based on the recommendations of the Nominating and Governance Committee, and shall serve at the

discretion of the Board. The Compensation Committee shall consist of no fewer than two members of the Board. The Board may designate one member of the Committee as its chair. Unless otherwise determined by the Board, members of the Compensation Committee must meet the following criteria:

- the independence requirements of The Nasdaq Stock Market;
- the non-employee director definition of Rule 16b-3 promulgated under Section 16 of the Securities Exchange Act of 1934, as amended; and
- the outside director definition of Section 162(m) of the Internal Revenue Code of 1986, as amended.

Meetings

The Compensation Committee will meet as often as may be deemed necessary or appropriate in its judgment to fulfill its responsibilities. The Compensation Committee may meet either in person or telephonically, and at such times and places as the Compensation Committee determines. Unless he or she is already a member of the Compensation 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. The CEO may not be present at meetings during voting or deliberations regarding the compensation of the CEO.

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

Responsibilities and Duties

1. The Compensation Committee shall annually evaluate and, subject to the review and ratification by the independent directors serving on the Board, approve the CEO's compensation, including (a) the annual base salary, (b) the annual incentive bonus, including the specific goals and amount, (c) equity compensation, (d) any employment agreement, severance arrangement and change in control agreement/provision, (e) any signing bonus or payment of relocation costs, and (f) any other benefits, compensation or arrangements. The Committee shall review and approve corporate goals and objectives relevant to the compensation of the CEO, evaluate his or her performance in light thereof, and consider other factors related to the performance of the Company, including accomplishment of the Company's long-term business and financial goals. The CEO shall not be present during any Committee deliberations or voting with respect to his or her compensation.
2. The Compensation Committee shall annually evaluate and approve for the other executive officers of the Company (a) the annual base salary, (b) the annual cash incentive plan, including the specific goals and amount, (c) equity compensation, (d) any employment agreement, severance arrangement and change in control

agreement/provision, (e) any signing bonus or payment of relocation costs, and (f) any other benefits, compensation or arrangements.

3. The Compensation Committee shall annually evaluate and approve the Board members' compensation, including cash and equity compensation. The Compensation Committee shall also annually evaluate and approve the compensation, including cash and any equity compensation, of the Chairman of the Board and the chairs of the Board committees.
4. The Compensation Committee shall administer the Company's equity compensation plans.
5. The Compensation Committee shall review the Company's cash incentive plan objectives to evaluate whether these objectives would encourage excessive risk taking and to ensure incentive payments reward the achievement of appropriate corporate and/or individual performance goals. The Compensation Committee shall also review the relationship between the Company's risk management policies and practices and compensation, and evaluate all compensation policies and practices that would mitigate any such excessive risk.
6. The Compensation Committee shall oversee the Company's overall compensation plans and benefits programs. The Compensation Committee shall also make recommendations to the Board with respect to improvements or changes to such plans or the adoption of new plans when appropriate.
7. The Compensation Committee shall periodically evaluate the competitiveness of (a) the compensation of the CEO and the executive officers of the Company; (b) the compensation of the Board members, including the Chairman of the Board and the chairs of the Board committees; and (c) the Company's overall compensation plans.
8. The Compensation Committee may form and delegate authority to subcommittees when appropriate.
9. The Compensation Committee shall make regular reports to the Board.
10. The Compensation Committee shall annually review and reassess the adequacy of this Charter and recommend any proposed changes to the Board for approval.
11. The Compensation Committee shall annually review its own performance.
12. The Compensation Committee shall review and discuss with management the Compensation Discussion and Analysis required by Item 402 of Regulation S-K (the "CD&A") and, based on the review and discussion, determine whether to recommend to the Board that the CD&A be included in the Company's annual proxy statement and/or annual report on Form 10-K, and otherwise produce a report on executive compensation for inclusion in the Company's annual proxy statement that complies with the rules and regulations of the Securities and Exchange Commission and any other applicable rules and regulations.

13. The Compensation Committee shall review and make recommendations to the Board regarding shareholder proposals pertaining to executive compensation and disclosures relating to shareholder votes on equity compensation plans.
14. The Compensation Committee will periodically review succession planning for the CEO and all Corporate Vice President positions to prepare for a possible emergency involving, or the departure or retirement of, the CEO, and make recommendations to the Board with respect to such succession planning.
15. The Compensation Committee shall perform such other duties consistent with its purpose as the Board may direct from time to time.

The Compensation Committee shall have the authority, in its sole discretion, to retain and terminate (or obtain the advice of) a compensation consultant, independent legal counsel or other adviser (“Compensation Adviser”) to assist the Compensation Committee with the discharge of its duties under this Charter. The Compensation Committee shall be directly responsible for the appointment, compensation and oversight of the work of any Compensation Adviser retained by the Compensation Committee. The Company shall provide for appropriate funding, as determined by the Compensation Committee, for payment of reasonable compensation to any Compensation Adviser engaged by the Compensation Committee.

The Compensation Committee may select a Compensation Adviser only after taking into consideration all factors relevant to that person’s independence from management, including the following:

- The provision of other services to the Company by the person that employs the Compensation Adviser;
- The amount of fees received from the Company by the person that employs the Compensation Adviser, as a percentage of the total revenue of the person that employs the Compensation Adviser;
- The policies and procedures of the person that employs the Compensation Adviser that are designed to prevent conflicts of interest;
- Any business or personal relationship of the Compensation Adviser with a member of the Compensation Committee;
- Any stock of the Company owned by the Compensation Adviser; and
- Any business or personal relationship of the Compensation Adviser or the person employing the Compensation Adviser with any executive officer.

After considering the independence factors outlined above, the Compensation Committee may select, or receive advice from, any Compensation Advisers it prefers, including ones that are not independent. The Compensation Committee is not required to conduct the independence assessment outlined above for in-house counsel or any Compensation Adviser whose role is

limited to the following activities: (i) consulting on any broad-based plan that does not discriminate in scope, terms, or operation, in favor of executive officers or directors of the Company, and that is available generally to all salaried employees; and/or (ii) providing information that either is not customized for a particular company or that is customized based on parameters that are not developed by the Compensation Adviser, and about which the Compensation Adviser does not provide advice.

If the Compensation Committee determines that the work performed by a Compensation Advisor retained by the Compensation Committee has raised any conflict of interest, the Compensation Committee shall disclose to the Board the nature of such conflict of interest and how it is being addressed. In determining whether a conflict of interest exists, the Compensation Committee shall consider the factors described above and the other requirements of Item 407(e)(3)(iv) of Regulation S-K.