

LATTICE SEMICONDUCTOR CORPORATION
CHARTER OF THE
NOMINATING AND GOVERNANCE COMMITTEE OF THE
BOARD OF DIRECTORS
(Revised November 4, 2022)

Purpose

The purpose of the Nominating and Governance Committee (the “Committee”) of the Board of Directors (the “Board” or “Board of Directors”) of Lattice Semiconductor Corporation (the “Company”) shall be:

- The identification of individuals qualified to become directors and the recommendation of candidates for election or reelection and for vacant directorships to be filled by the Board of Directors or by the stockholders;
- The review and evaluation of the performance of the Board of Directors’ and the Committee;
- Making recommendations to the Board of Directors for the committees of the Board of Directors; and
- Developing, evaluating and making recommendations about corporate governance practices applicable to the Company, and overseeing compliance with the Company’s Corporate Governance Policies and Code of Conduct.

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.

Meetings

The Committee will meet as often as may be deemed necessary or appropriate in its judgment to fulfill its responsibilities. The Committee may meet either in person or telephonically, and at such times and places as the Committee determines. The Committee shall meet as necessary but at least

once per year in executive session. A majority of the total number of then-serving Committee members will constitute a quorum of the Committee. If a quorum is present, a majority of the members of the Committee present will be empowered to act on behalf of the Committee.

The Committee will maintain written minutes of its meetings, which minutes will be filed with the minutes of the meetings of the Board of Directors. Any action required or permitted to be taken at any meeting of the Committee or any subcommittee thereof may be taken without a meeting, without prior notice and without a vote, if all members of the Committee or subcommittee, as applicable, consent thereto in writing or by electronic consent and such consents will be filed with the minutes of the meetings of the Committee.

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 structure, size and composition of the Board, with the goal of ensuring that the members of the Board of Directors have the requisite experience, qualifications, expertise, attributes and skills, and have sufficiently diverse and independent backgrounds, in light of the Company's business and structure. The Committee shall also review annually the Company's Board leadership structure.
2. In consultation with the Chairman of the Board and the Lead Independent Director (if the Chairman of the Board is not independent), consider and recommend to the Board of Directors candidates to fill vacant Board positions.

The assessment of director qualifications may include numerous factors, such as character, professional ethics and integrity, judgment, business acumen, proven achievement and competence in one's field, the ability to exercise sound business judgment, tenure on the Board and skills that are complementary to the Board, an understanding of the Company's business, an understanding of the responsibilities that are required of a member of the Board, other time commitments, diversity with respect to professional background, education, race, ethnicity, gender, age and geography, as well as other individual qualities and attributes that contribute to the total mix of viewpoints and experience represented on the Board (the "Director Criteria"). The Board should represent the balanced, best interests of the stockholders as a whole rather than special interest groups or constituencies.

The Committee evaluates each director candidate in the context of the membership of the Board as a group, with the objective of maintaining a Board that can best perpetuate the success of the business and represent stockholder interests through the exercise of sound judgment using its diversity of backgrounds and experiences in various areas.

The priorities and emphasis of the Committee and of the Board with regard to these factors change from time to time to take into account changes in Company's business and other trends, as well as the portfolio of skills and experience of current and

prospective Board members. The Committee reviews and assesses the continued relevance of and emphasis on these factors as part of the Board's annual self-assessment process and in connection with candidate searches to determine if they are effective in helping to satisfy the Board's goal of creating and sustaining a Board that can appropriately support and oversee the Companies' activities. Final approval of candidates shall be determined by the Board of Directors.

3. Review and make recommendations to the Board of Directors whether members of the Board of Directors should stand for re-election, and recommend the slate of director nominees for election, considering the director's past attendance at meetings, participation in and contributions to the activities of the Board and the Company, and other Director Criteria of directors whose terms are expiring and the overall composition of the Board of Directors.
4. Consider matters relating to the retirement of members of the Board of Directors, including retirement ages, the tenure of individual directors and the average tenure of the Board.
5. Actively seek qualified individuals, and conduct all necessary and appropriate inquiries into the backgrounds and qualifications of possible candidates, to serve on the Board of Directors.
6. Evaluate "independence" of directors and director nominees against the independence requirements under applicable rules and regulations of Nasdaq and the SEC. 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 stockholder meeting at which directors are subject to an uncontested election (a) receives a greater number of votes "withheld" from his or her election than votes "for" such election and (b) 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 of Directors criteria upon which to base an evaluation program pursuant to which the Board of Directors shall annually review its own performance; approve the evaluation program; and consider the results of the evaluation program 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. Annually make recommendations to the Board of Directors regarding the charter, size, structure, composition and performance of each committee of the Board of Directors

(including this Committee) and make recommendations to the Board of Directors regarding periodic rotation of directors among the committees and the imposition of term limitations of service on any Board committee and for the creation of additional committees or the elimination of committees.

11. 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 Code of Conduct, including any proposed waivers of the Code of Conduct for Board approval, review and recommend to the Board of Directors for approval any changes to the Company's certificate of incorporation and bylaws and consider other corporate governance issues that may, from time to time, merit consideration by the entire Board of Directors. Periodically meet with the Company's officers responsible for the Company's Corporate Governance Policies.

With the exception of conflicts of interest and related-party transactions, which shall be reviewed by the Audit Committee, suspected violations of the Corporate Governance Policies and/or Code of Conduct by a director or executive officer should be reported to the Chairman of the Committee; provided that if the alleged violation involves the Chairman of the Committee, then the violation should be reported to the remaining members of the Committee; provided further, that if the alleged violation involves the Chairman of the Committee and at least one other member of the Committee, then the violation should be reported to the remaining members of the Board. The Company shall promptly investigate any reported or suspected violations of the Corporate Governance Policies and/or Code of Conduct. The Company shall determine whether a violation of the Corporate Governance Policies and/or Code of Conduct has occurred after providing the alleged violator with an opportunity to respond to the allegations. The Company will strive to enforce the Corporate Governance Policies and/or Code of Conduct in a consistent and fair manner while accounting for all relevant information. The Company will take appropriate action against any person whose actions are found to violate the Corporate Governance Policies and/or Code of Conduct or any other policy of the Company. Reprisal, threats, retribution or retaliation against any person who has in good faith reported a violation or a suspected violation of law, the Corporate Governance Policies, Code of Conduct or other Company policies, or against any person who is assisting in any investigation or process with respect to such a violation, is prohibited.

12. 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.
13. Review and discuss with management disclosure regarding the Committee's process for identifying and evaluating director nominees, consideration of diversity, use of

compensation consultants and other matters required to be disclosed by the SEC in the Company's proxy statement.

14. Review and make recommendations to the Board of Directors regarding stockholder proposals pertaining to governance issues and stockholder nominees for election to the Board.
15. Monitor, plan and support director orientation and continuing education activities of the members of the Board of Directors.
16. Review and discuss with management the disclosure regarding the operations of the Committee and director independence, and recommend that this disclosure be included in the Company's proxy statement or annual report on Form 10-K.
17. Review and discuss with management the development and disclosure of the Company's Environmental, Social and Governance ("ESG") practices and initiatives, coordinate the Board's support of these activities with the Audit and Compensation Committees, and coordinate with management the periodic presentation of these practices and initiatives to the Board of Directors.
18. Form and delegate authority to subcommittees when appropriate.

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.