

LATTICE SEMICONDUCTOR CORPORATION

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

Purpose

The purpose of the Audit Committee of the Board of Directors (the "Board") Lattice Semiconductor Corporation (the "Company") shall be to:

- Oversee the accounting and financial reporting process of the Company;
- Oversee the external audit process of the Company;
- Assist the Board of Directors in the oversight and monitoring of (i) the integrity of the financial statements of the Company, (ii) the internal accounting and financial controls of the Company, (iii) compliance with legal and regulatory requirements, and (iv) the qualifications, performance and independence of the Company's independent auditors;
- Provide the Board of Directors with the results of its monitoring and recommendations derived therefrom;
- Cause the preparation of the report required to be included in the Company's annual proxy statement by the rules of the Securities and Exchange Commission (the "SEC"); and
- Provide the Board of Directors additional information and material as it may deem necessary to make the Board of Directors aware of significant financial matters that require the attention of the Board of Directors.

The Audit Committee shall undertake these specific responsibilities and duties set forth in this charter and such other duties as the Board of Directors may from time to time prescribe.

Membership

The Audit Committee is a standing committee of the Board of Directors and shall be comprised of not less than three members of the Board of Directors, each of whom (i) the Board of Directors determines to be independent under the applicable rules of The NASDAQ Stock Market ("NASDAQ") and the SEC, (ii) has not participated in the preparation of the financial statements of the Company or any current subsidiary of the Company at any time during the three years period prior to serving on the Audit Committee; and (iii) in the judgment of the Board of Directors is able to read and understand fundamental financial statements, including a company's balance sheet, income statement and cash flow statement.

The Board of Directors shall appoint the members of the Audit Committee based on recommendations from the Nominating and Governance Committee and designate one Audit Committee member to be the chairman of the Audit Committee.

At least one Audit Committee member shall qualify as an "audit committee financial expert", as defined by the rules of the SEC, and at least one Audit Committee member shall have past employment experience in finance or accounting, requisite professional certification in accounting, or any other comparable experience or background which results in the individual's financial sophistication, including being or having been a chief executive officer, chief financial officer or other senior officer with financial oversight responsibilities. The Board of Directors will be responsible for determining whether a member of the Audit Committee meets the qualifications of an "audit committee financial expert." A person who meets the qualifications of an "audit committee financial expert" will also be presumed to have financial sophistication.

Meetings

The Audit Committee will meet as often as the Audit Committee may deem appropriate to fulfill its responsibilities, which shall include at least four meetings per year. The Audit Committee may establish its own schedule, which it will provide to the Board of Directors in advance. The Audit Committee may meet either in person or telephonically, and at such times and places as the Audit Committee determines. The Audit Committee will meet separately with the Chief Financial Officer and other members of management of the Company as it deems appropriate in conjunction with each regularly scheduled Audit Committee meeting and more frequently, as it deems appropriate, to review the financial affairs of the Company. Unless he or she is already a member of the Audit 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 Audit Committee as a non-voting observer. The Audit Committee will also periodically meet separately with the independent auditors of the Company as often as it deems appropriate to fulfill its responsibilities under this charter.

Responsibilities and Duties

1. Review on a continuing basis the adequacy of the Company's system of internal controls and the integrity of the Company's financial reporting processes, both internal and external, including meeting periodically with the Company's management and the independent auditors to review the adequacy of such controls and to review before release the disclosure regarding such system of internal controls required under SEC rules to be contained in the Company's periodic filings and the attestations or reports by the independent auditors relating to such disclosure. Review, at least quarterly for four consecutive quarters, and at least twice per year thereafter, the Company's implementation and adherence to any enhancements to internal controls required by the Audit Committee or other governing body.
2. Appoint, retain, compensate and terminate the Company's independent auditors and oversee the services of the Company's independent auditors, including the resolution of any disagreement between management and the auditor regarding financial reporting. In addition, retain, compensate, oversee and terminate, if necessary, any other independent registered public accounting firm engaged for the purpose of preparing or issuing an audit report or performing other audit review or attest services for the Company.
3. Evaluate and confirm the independence of the independent auditors pursuant to and in accordance with the applicable rules and regulations of the SEC and NASDAQ. In particular, obtain a formal written statement from the independent auditors delineating all relationships between the auditor and the Company, consistent with the applicable requirements of the Public Company Accounting Oversight Board, and actively engage in a dialogue with the auditor with respect to any disclosed relationships or services that may impact the objectivity and independence of the auditor and for taking, or recommending that the Board of Directors take, appropriate action to oversee the independence of the outside auditor.
4. Review, at least annually, the qualifications and performance of the independent auditors.
5. Review and approve in advance all audit and permitted non-audit services provided by the independent auditors (or subsequently approve non-audit services in those circumstances where a subsequent approval is necessary and permissible).
6. Review and provide guidance with respect to the external audit by (i) reviewing the independent auditors' proposed audit scope and approach and (ii) discussing with the independent auditors the financial statements and audit findings, including any significant adjustments, management judgments and accounting estimates, significant accounting policies and any significant suggestions for improvements provided to management by the independent auditors and disagreements with management and any other matters described in Auditing Standards No. 1301, Communications with Audit Committees, as may be modified or supplemented. Discuss such matters with management, and report to the Board of Directors, as the Audit Committee deems appropriate.

7. Direct the Company's independent auditors to review the Company's interim financial statements to be included in Quarterly Reports on Form 10-Q before the Company files them with the SEC. Review and approve the scope of such quarterly review, and consult with the Company's Chief Financial Officer as to whether the Company's auditor should increase its quarterly review activities in certain areas.
8. Review and discuss with management and the independent auditors the Company's annual audited financial statements and quarterly financial statements, and the related disclosure under "Management's Discussion and Analysis of Financial Condition and Results of Operations" to be included in the Company's Quarterly Reports on Form 10-Q and Annual Reports on Form 10-K, as applicable, before any such report is filed with the SEC.
9. Recommend to the Board of Directors, based on the Audit Committee's discussions with the independent auditor, whether the audited financial statements be included in the Company's Annual Report on Form 10-K and cause to be prepared, and then review and approve, the audit committee report required to be included in the Company's annual shareholder meeting proxy statement, pursuant to and in accordance with applicable SEC rules and regulations.
10. Oversee compliance with the requirements of the SEC for (i) disclosure of auditor's services and (ii) audit committee members, member qualifications and activities.
11. Discuss with the independent auditors any recommendations, regarding deficiencies in the accounting procedures or the books and records of the Company encountered by the independent auditors during the audit process, including any restrictions on the scope of the independent auditor's activities or on access to requested information, and management's responses to such matters.
12. Review the reports of the Chief Executive Officer and Chief Financial Officer required by the rules of the SEC to be filed with the Company's quarterly and annual reports.
13. Discuss, at least annually, significant changes in generally accepted accounting principles and practices with the Company's independent auditors and discuss any implications of such changes with management.
14. Review, and approve in advance, any proposed related party transactions in accordance with applicable rules and regulations of the SEC and NASDAQ.
15. Review all Company equity transactions made by Company officers.
16. Establish with the Company's management a process by which the material risks facing the Company are identified and, on a periodic basis, require the Company's officers to provide to the Audit Committee an update on the major risks faced by the Company and actions taken to mitigate those risks.
17. Establish and oversee procedures for: (i) the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls, or auditing matters; and (ii) the confidential, anonymous submission by the Company's employees of concerns regarding questionable accounting or auditing matters.
18. Review, at least annually, expense accounts and related expenditures of the Company's executive officers and directors.
19. Establish and oversee the Company's insider trading policy.
20. Report regularly to the Board of Directors including with respect to:
 - (a) any issues that arise with respect to the quality or integrity of the Company's financial statements, the Company's compliance with legal or regulatory requirements, the performance and independence of the Company's independent auditors; and

(b) such other matters as are relevant to the Audit Committee's discharge of its responsibilities.

21. Maintain minutes or other records of meetings and activities of the Audit Committee.

22. Review annually the charter, structure and membership of the Audit Committee.

In addition to the above responsibilities, the Audit Committee may conduct additional related activities as appropriate in light of changing business, legislative, regulatory, legal or other conditions. The Audit Committee shall also fulfill other responsibilities delegated to it from time to time by the Board of Directors.

The Audit Committee, in discharging its oversight role, is empowered to study or investigate any matter of interest or concern that it deems appropriate. In this regard, the Audit Committee shall have the authority to retain outside legal, accounting or other advisors. Any such advisors will report directly to the Audit Committee, and the Audit Committee shall have the authority to approve the fees payable to such advisors by the Company and any other terms of retention.

The Audit Committee shall receive appropriate funding from the Company, as determined by the Committee, for the payment of compensation to the Company's independent auditors, any other accounting firm engaged to perform services for the Company, and any outside legal, accounting or other advisors retained by the Audit Committee.

The Audit Committee shall be given full access to the Company's Board of Directors, corporate executives and independent auditors, as well as the Company's books and records, as necessary to carry out these responsibilities.