



DIRECTOR CODE OF ETHICS

1. **Duties and Responsibilities.** This Code of Ethics (“Code of Ethics” or “Code”) is a guide to the ethical and legal responsibilities of directors of Lattice Semiconductor Corporation (“Lattice”).

It is the primary duty of the Board of Directors (the “Board”) of Lattice to oversee the CEO and other senior management in the competent and ethical operation of the corporation. To satisfy this duty, the directors will attend regularly scheduled Board meetings and interface with company management as appropriate, with a focus toward ensuring that the corporation is committed to business success through maintenance of the highest standards of responsibility and ethics.

Directors bring to Lattice a wide range of experience, knowledge and judgment, and bring these skills to bear for Lattice. These varied skills mean that good governance depends on far more than a “check the box” approach to standards or procedures. The governance structure in Lattice is designed to be a working structure for principled actions, effective decision-making and appropriate monitoring of both compliance and performance.

Effective directors maintain an attitude of constructive skepticism and careful review. The directors of Lattice know that their job requires them to ask probing questions of management and to take the action necessary to understand material decisions on the part of management, which they are asked to review. The directors also rely on the advice, reports and opinions of management, counsel and expert advisers.

Finally, the Board is committed to staying current on best governance practices. The directors intend to monitor the way Lattice governs itself, including reviewing whether there are alternatives or new ideas which would strengthen the company’s governance structures.

2. **General Conflicts of Interest.** Each board member must ensure that other existing and anticipated future commitments do not materially interfere with the member’s service as a director.

3. **Personal Benefit from Lattice Business.** A director may not receive any material personal profit or advantage in connection with any transaction involving Lattice without requisite disclosure and approval. A director must disclose to the Chairman of the Nominating and Governance Committee (or other member of the Nominating and Governance Committee, if the director in question is the Chairman) all situations where, to the director's knowledge, a Lattice entity is conducting business that results or will result in a material personal profit or advantage to the director.

4. **Investments in Other Businesses.** A director may not have a material personal or family financial interest in any Lattice supplier, customer, reseller or competitor that might cause divided loyalty, or the appearance of divided loyalty, without requisite disclosure and approval. Whether there may be divided loyalty depends on many factors, including the director's ability to influence Lattice decisions that affect the director's personal interest, the size of the investment relative to the director's other resources, the size of the other business and the nature of the relationship between Lattice and the other business.

5. **Other Directorships and Positions.** Prior to joining any other board or accepting an executive position with a company that does business with Lattice or competes with Lattice, a director must consult with the Chairman of the Nominating and Governance Committee (or other member of the Nominating and Governance Committee, if the director in question is the Chairman). If a director encounters any situation in which the director's role as a director, officer or employee of another organization is in conflict with Lattice's interests, the director must inform the Chairman of the Nominating and Governance Committee (or other member of the Nominating and Governance Committee, if the director in question is the Chairman) of the conflict.

6. **Confidentiality in General.** Lattice business and technical information that a director learns as a result of the director's position at Lattice is company property and must be kept confidential.

7. **Handling News about Lattice.** Confidential information about Lattice, including information that can reasonably be expected to have an impact on the market for Lattice's stock, including forward-looking information such as projections of orders, new revenue or earnings, may be released only in accordance with Lattice's guidelines and applicable securities laws. When reasonably possible, contacts with news organizations should be handled through Lattice's department responsible for corporate communications.

Individual board members may occasionally meet or otherwise communicate with various constituencies that are involved with Lattice, but it is expected that, when reasonably possible, board members would do this with the knowledge of management and, in most instances, absent unusual circumstances or as contemplated by the committee charters, at the request of management.

Lattice's policy is to provide full, fair, accurate, timely, and understandable disclosure in reports and documents that Lattice files with, or submits to, the SEC and in Lattice's other public communications. Accordingly, board members must ensure that they and others in the company comply with Lattice's disclosure controls and procedures and Lattice's internal controls for

financial reporting. In the event any individual board member believes or suspects that any information that is filed with, or submitted to, the SEC, or otherwise made publicly available is materially inaccurate or misleading, or if such board member has identified or has suspicion of a material weakness in Lattice's public reporting procedures, such board member shall promptly raise such concern with the Chairman of the Audit Committee (or other member of the Audit Committee, as may be appropriate).

8. **Profiting from Inside Information.** Directors will possess information about Lattice that is both material and non-public. Each director must adhere to Lattice's trading windows and applicable securities laws, and report any trades in Lattice stock. If a director violates insider trading laws, both the director and Lattice may be subject to severe criminal penalties. Insider trading laws apply to all Lattice directors and apply even to relatively small transactions.

9. **Handling Company Assets.** Every director must take care to safeguard Lattice assets. This includes protecting them from unauthorized use. Use of Lattice assets for any unlawful or improper purpose is strictly prohibited.

10. **Relationship to Other Policies.** If a director is also a Lattice employee, the Lattice Standards of Ethics and Conduct also apply to the director. If a director is a member of a committee of the Board, the applicable committee charter(s) should also guide the director's conduct.

11. **Waivers and Amendments of the Code.** Lattice is committed to continuously reviewing and updating its policies and procedures. Therefore, this Code is subject to modification. Any amendment or waiver of any provision of this Code must be approved in writing by the Board and promptly disclosed, along with the reasons for any waiver, pursuant to applicable laws and regulations.

12. **Violations; Investigations.** All Lattice directors are required to review this Code in order to answer questions and ensure compliance. Violations of this Code should be reported to the Chairman of the Audit Committee; provided that if the alleged violation involves the Chairman of the Audit Committee, then the violation should be reported to the remaining members of the Audit Committee; provided further, that if the alleged violation involves the Chairman of the Audit Committee and at least one other member of the Audit Committee, then the violation should be reported to the remaining members of the Board.

Lattice shall promptly investigate any reported or suspected violations of the Code. Lattice shall determine whether a violation of this Code has occurred after providing the alleged violator with an opportunity to respond to the allegations. Lattice will strive to enforce the Code in a consistent and fair manner while accounting for all relevant information. Lattice will take appropriate action against any person whose actions are found to violate this Code or any other policy of Lattice. Reprisal, threats, retribution or retaliation against any person who has in good faith reported a violation or a suspected violation of law, this Code or other Lattice policies, or against any person who is assisting in any investigation or process with respect to such a violation, is prohibited.

Notwithstanding the foregoing, if any procedures established by Lattice's Audit Committee regarding complaints or concerns related to accounting, internal accounting controls, or auditing are inconsistent with the foregoing, such procedures established by the Audit Committee shall apply.