LATTICE SEMICONDUCTOR CORPORATION

CORPORATE GOVERNANCE POLICIES

(Revised October 31, 2025)

The following Corporate Governance Policies (the "Policies") have been adopted by the Board of Directors (the "Board") of Lattice Semiconductor Corporation ("Lattice" or the "Company"). The Policies, in conjunction with Lattice's Certificate of Incorporation (the "Charter"), bylaws (the "Bylaws"), Committee (as defined below) charters, and Code of Conduct 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 Independent (defined below) directors, determines in the good faith exercise of its 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 stockholders to oversee the Chief Executive Officer ("CEO") and senior management in the competent and ethical operation of Lattice and to assure that the long-term interests of the stockholders 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 stockholders 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 ("NASDAQ"). The Board may establish director independence guidelines that 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 the standpoint of persons or organizations with which such director has an affiliation. Directors who meet the SEC, NASDAQ and other independence guidelines are considered "Independent."

3. **Chairperson of the Board**. The Independent directors shall elect the Chairperson of the Board (the "Chairperson") by majority vote.

4. **Independent Chairperson; Lead Independent Director**. If the Chairperson is not an Independent director, the Independent directors shall designate an Independent director to act in a lead capacity ("Lead Independent Director"). The Chairperson, if Independent ("Independent Chairperson"), or otherwise the Lead 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 Chairperson's or Lead Independent Director's role), the specific responsibilities of the Independent Chairperson or Lead Independent Director will be:

a. To provide the Chairperson, if they are not Independent, with input as to the preparation of Board and Committee meeting agendas;

b. To propose specific agenda items and/or material to be added to the Board's agenda for each meeting, if the Chairperson is not Independent;

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 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 four regularly scheduled meetings per year and will hold additional special meetings as necessary. Each director is expected to attend, either in person, telephonically or via the internet, both scheduled and special meetings, except if unusual circumstances make attendance impractical. The Chairperson will set the agenda for each Board meeting, taking into account the input of the Lead Independent Director as noted above, as applicable, and suggestions from other directors. The agenda will be distributed in advance to each director.

6. **Advance Receipt of Meeting Materials**. Information regarding the topics to be considered at a meeting is essential to the Board's understanding of the business and the preparation of the directors for a productive meeting. To the extent feasible, the meeting agenda and any written materials relating to each Board meeting will be distributed to the directors sufficiently in advance of each meeting to allow for review of the agenda and materials. Directors are expected to have reviewed and be prepared to discuss all materials distributed in advance of any meeting.

7. **Executive Sessions**. At every meeting of the Board, the Independent Chairperson or Lead Independent Director will preside over executive sessions at which only Independent directors are present.

8. **Committees of the Board**. The Board has three standing committees (each, along with any additional committees established by the Board, a "Committee"): 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.

9. **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.

A director is entitled when discharging his or her duties to rely in good faith on reports or other information provided by the Company's management, its independent auditors, legal counsel or other advisors as to matters the director reasonably believes to be within such other person's professional or expert competence and who has been selected with reasonable care by or on behalf of Lattice.

Nothing in the Policies is intended to preclude or impair the protection provided under applicable law for good faith reliance by directors on reports, advice or other information provided by others (including reports, advice or other information provided by Lattice's management, legal counsel, consultants, independent auditors or independent professional advisers retained by the Board).

10. **Director Orientation and Education**. Lattice is committed to ensuring that all new directors receive appropriate orientation when they are appointed or elected to serve on the Board. Directors are also required to periodically attend an outside director education course. Lattice will pay for one such director education course every two years. Each director is also required to attend an annual course, held at one regular Board meeting and taught by an outside expert, addressing topics relevant to their Board service.

11. **Board Self-Assessment**. The Board shall implement an assessment program pursuant to which it annually reviews the performance of the Board based on criteria recommended by the Nominating and Governance Committee.

12. **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.

13. **Committee Self-Assessment.** Each Committee shall implement an assessment program pursuant to which it annually reviews the performance of the Committee based on criteria recommended by the Nominating and Governance Committee.

14. **Change in Director Employment Status**. Each director must ensure that other existing and anticipated future commitments do not materially interfere with his or her service as a director.

    Upon termination of employment with Lattice, any employee director must submit his or her offer of resignation from the Board and all committees thereof in writing to the chairperson of the Nominating and Governance Committee (or, if the director is the chairperson of the Nominating and Governance Committee, to the CEO, Chairperson of the Board and the Lead Independent Director, if one is appointed).

    Upon a change in employment with his or her principal employer, any non-employee director shall promptly inform the General Counsel and the Chairperson of the Board or the Lead Independent Director (if one is appointed), who will discuss the issue with the Nominating and Governance Committee. The Nominating and Governance Committee shall assess the appropriateness of such non-employee director remaining on the Board and

shall recommend to the Board whether to request that such non-employee director tender his or her resignation. If so requested, such non-employee director is expected to promptly tender his or her resignation from the Board and all committees thereof in writing to the chairperson of the Nominating and Governance Committee (or, if the director is the chairperson of the Nominating and Governance Committee, to the Chairperson of the Board or the Lead Independent Director (if one is appointed)).

15. **Other Directorships and Positions.** Prior to accepting an executive position with a company that does business with Lattice or competes with Lattice, or joining any other board regardless of whether such company does business with Lattice or competes with Lattice, a director must consult with the chairperson of the Nominating and Governance Committee (or other member of the Nominating and Governance Committee, if the director in question is the chairperson). 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 chairperson of the Nominating and Governance Committee (or other member of the Nominating and Governance Committee, if the director in question is the chairperson) of the conflict.

16. **Conflicts of Interests and Related Party Transactions.** Each director must ensure that other existing and anticipated future commitments do not materially interfere with their service as a director. A director may not (directly or indirectly) 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 chairperson of the Audit Committee (or other member of the Audit Committee, if the director in question is the chairperson) 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. Neither a director nor his or her family members may have a material 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. Any waiver of this Conflicts of Interest Policy or the Code of Conduct for directors or executive officers may be made only by the Audit Committee. Any such waiver shall be promptly reported to the Board and shall be disclosed to stockholders as required by applicable laws and regulations. The Audit Committee shall review and approve all related party transactions for which Audit Committee approval is required by applicable law or the rules of NASDAQ.

17. **Confidentiality and Interactions with Other Parties.** 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. 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 only 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 directors may occasionally meet or otherwise communicate with various constituencies that are involved with Lattice, but it is expected that, when reasonably possible, directors 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, directors must ensure that they and others at Lattice comply with Lattice's disclosure controls and procedures and Lattice's internal controls for financial reporting. In the event any individual director 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 director has identified or has suspicion of a material weakness in Lattice's public reporting procedures, such director shall promptly raise such concern with the chairperson of the Audit Committee (or other member of the Audit Committee, as may be appropriate).

18. **Director Tenure**. As part of the Company's independence review and to ensure diversity in experience and viewpoints, the Board will consider the tenure of individual directors and the average tenure of the Board. Because each director is subject to election by Lattice's stockholders annually, the Board does not believe it is necessary or in the best interests of Lattice to establish term limits.

19. **Director Qualifications**. The Nominating and Governance Committee is responsible for periodically reviewing and assessing with the Board desired qualifications, expertise and characteristics sought of Board members. While the Board has not established specific minimum qualifications for Board members, the Board believes that 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 Lattice'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 Nominating and Governance Committee and the Board evaluate each director 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. In determining whether to recommend a director for reelection, the Nominating and Governance Committee also considers the director's past attendance at meetings, participation in and contributions to the activities of the Board and the Company and other qualifications and characteristics set forth in the charter of the Nominating and Governance Committee.

The priorities and emphasis of the Nominating and Governance Committee and of the Board with regard to these factors change from time to time to take into account changes in Lattice's business and other trends, as well as the portfolio of skills and experience of current and prospective Board members. The Nominating and Governance Committee and the Board review and assess 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 Lattice's activities.

20. Compensation of Directors. The form and amount of director compensation shall be determined by the Compensation Committee and the Board in accordance with the Compensation Committee charter.

21. Stock Ownership Guidelines.

a. Non-Employee Directors. Under these Stock Ownership Guidelines, each non-employee director is required to accumulate and hold Qualifying Equity (as defined below) equal to at least five (5) times his or her annual cash retainer for board service, excluding any cash retainers for committee or chair service (the "Annual Retainer"), and to maintain this minimum amount of stock ownership throughout his or her tenure on the Board (the "Ownership Requirement").

All non-employee directors must meet the Ownership Requirement within five (5) years of the beginning of his or her service on the Board (the "Compliance Period"). In the event that the Annual Retainer for directors is increased, non-employee directors shall have five (5) years from the date of such increase to meet the corresponding incremental increase in the Ownership Requirement. For the avoidance of doubt, the Compliance Period will not be adjusted with respect to the Ownership Requirement prior to the increase of the Annual Retainer. Compliance with the Ownership Requirement will be measured annually on the business day immediately preceding the date of the annual meeting of stockholders (the "Measuring Date").

The following equity holdings will be counted as satisfying the Stock Ownership Guidelines ("Qualifying Equity"):

- all shares of Lattice's common stock owned outright by the non-employee director;
- vested and unexercised in-the-money stock options exercisable for Lattice common stock; and
- shares of Lattice's common stock held in trust for the non-employee director or his or her Immediate Family (as defined below).

For common stock, the value of a share shall be measured as the greater of the closing price of a share of Lattice's common stock on (1) the acquisition date of the Qualifying Equity or (2) the date of the most recently completed annual meeting of stockholders. For options, the value of an option shall be measured as the difference between (A) the greater of the closing price of a share of Lattice's common stock on (1) the vesting date of the stock

option or (2) the date of the most recently completed annual meeting of stockholders and (B) the exercise price of the stock option.

Any non-employee director who has not reached the Ownership Requirement in the Compliance Period or who fails to maintain his or her Ownership Requirement on each Measuring Date, must retain 100% of any after-tax shares derived from Qualifying Equity until the Ownership Requirement is met.

"Immediate Family" includes only children, stepchildren, parents, stepparents, spouse or domestic partner, siblings, mother-in-law, father-in-law, sister-in-law, brother-in-law, son-in-law, daughter-in-law, and any person (other than a tenant or employee) sharing the household of such director.

b. Chief Executive Officer. The CEO shall acquire and retain shares of Qualifying Equity having a value equal to at least five (5) times the CEO's annual base salary (the "CEO Ownership Requirement"). The CEO must meet the CEO Ownership Requirement within five (5) years from the date of his or her appointment to the position of CEO (the "CEO Compliance Period"). In the event that the CEO's annual base salary is increased, the CEO shall have five (5) years from the date of such increase to meet the corresponding incremental increase in the CEO Ownership Requirement. For the avoidance of doubt, the CEO Compliance Period will not be adjusted with respect to the Ownership Requirement prior to the increase of the CEO's base salary. Compliance with the CEO Ownership Requirement will be measured annually on the Measuring Date.

c. Section 16 Officers. Lattice's Section 16 Officers shall acquire and retain shares of Qualifying Equity having a value equal to at least two (2) times such Section 16 Officer's annual base salary (the "Section 16 Officer Ownership Requirement"). Each Section 16 Officer must meet the Section 16 Officer Ownership Requirement within five (5) years from the date of his or her initial appointment as a Section 16 Officer (the "Section 16 Officer Compliance Period"). In the event that a Section 16 Officer's annual base salary is increased, such Section 16 Officer shall have five (5) years from the date of such increase to meet the corresponding incremental increase in the Section 16 Officer Ownership Requirement. For the avoidance of doubt, the Section 16 Officer Compliance Period will not be adjusted with respect to the Section 16 Officer Ownership Requirement prior to the increase of the Section 16 Officer Ownership Requirement. Compliance with the Section 16 Officer Ownership Requirement will be measured annually on the Measuring Date.

d. Hardship. The Nominating and Governance Committee may evaluate and determine whether to extend the period of time for compliance with the Stock Ownership Guidelines if it determines that such obligation would impose a financial hardship.

22. Policies and Procedures for Director Candidates. Each director will stand for election for a one-year term by the stockholders of Lattice each year at Lattice's annual meeting of stockholders. Each year, at Lattice's annual meeting of stockholders, the Board will nominate a slate of directors for election by the stockholders. In accordance with the Bylaws, the Board will also be responsible for filling vacancies or newly created directorships on the Board that may occur between annual meetings of stockholders. The

Nominating and Governance Committee is responsible for identifying and screening candidates for Board membership, and recommending candidates to the entire Board for Board membership. After the Nominating and Governance Committee makes its recommendations, the Board will have final authority on determining the selection of those director candidates for nomination to the Board.

In its evaluation of director candidates, including the members of the Board eligible for reelection, the Nominating and Governance Committee will consider the following: the current size and composition of the Board and the needs of the Board and the respective committees of the Board; the Director Criteria; and other factors that the Nominating and Governance Committee may consider appropriate. In evaluating the Director Criteria, the Nominating and Governance Committee does not assign any particular weighting or priority to any of those factors.

If the Nominating and Governance Committee determines that an additional or replacement director is required, the Nominating and Governance Committee may take such measures that it considers appropriate in connection with its evaluation of a director candidate, including candidate interviews, inquiry of the person or persons making the recommendation or nomination, engagement of an outside search firm to gather additional information, or reliance on the knowledge of the members of the Nominating and Governance Committee, the Board or management. The Nominating and Governance Committee may propose to the Board a candidate recommended or offered for nomination by a stockholder as a nominee for election to the Board.

The Nominating and Governance Committee considers recommendations for director candidates from stockholders so long as such recommendations comply with the Charter and Bylaws, as applicable, all of Lattice's applicable policies, and all applicable laws, rules and regulations, and considers such individuals in the same manner as candidates recommended to the Nominating and Governance Committee from other sources. Stockholders may recommend director candidates for consideration by the Nominating and Governance Committee by writing to Lattice's Secretary. The recommendation must include the candidate's name, home and business contact information, detailed biographical data, relevant qualifications, a signed letter from the candidate confirming willingness to serve, information regarding any relationships between the candidate and Lattice, and evidence of the recommending stockholder's ownership of Lattice stock. Such recommendations must also include a statement from the recommending stockholder in support of the candidate. Following verification of the stockholder status of the person submitting the recommendation and verification that all requirements have been met, all properly submitted recommendations will be promptly brought to the attention of the Nominating and Governance Committee.

Stockholders that instead desire to nominate persons directly for election to the Board at Lattice's annual meeting of stockholders must meet the deadlines and other requirements set forth in the Bylaws, as amended from time to time, and the rules and regulations of the SEC.

These policies and procedures for director candidates are administered by the Nominating and Governance Committee.

23. Policy on Majority Voting for Directors. In accordance with the Bylaws, a nominee for election to the Board will be elected to the Board if the votes cast for such nominee's election exceed the votes cast against such nominee's election, except in the circumstances provided in the Bylaws. The Board will only nominate for election to the Board candidates who have tendered, in advance of such nomination, an executed irrevocable, conditional resignation that will be effective only upon both (i) the failure to receive the requisite vote at the next stockholders' meeting at which such candidates are standing for election; and (ii) the Board's acceptance of such resignation (such resignation, upon becoming effective, the "Resignation Offer"). With respect to any Resignation Offer, the procedures in the following three paragraphs must be completed within 90 days following certification of the stockholder vote.

The Nominating and Governance Committee will consider and recommend to the Board the action to take with respect to the Resignation Offer. Such action may include, without limitation: (i) accepting the Resignation Offer; (ii) accepting the Resignation Offer effective as of a future date not later than 180 days following certification of the stockholder vote; (iii) rejecting the Resignation Offer but addressing what the Board believes to be the underlying cause of the votes against such director; (iv) rejecting the Resignation Offer but resolving that the director will not be nominated in the future for election; (v) deferring acceptance of the Resignation Offer until a replacement director with certain necessary qualifications held by the subject director (for example, audit committee financial expertise) can be identified and elected to the Board; (vi) deferring acceptance of the Resignation Offer if the director can cure the underlying cause of the against votes within a specified period of time (for example, if the against votes were due to another board directorship, by resigning from that other board); or (vii) rejecting the Resignation Offer. In reaching its recommendation, the Nominating and Governance Committee will consider all factors that it deems to be relevant, including but not limited to: (i) any stated reasons why stockholders voted against such director; (ii) the extent to which the against votes exceed the votes for the election of the director and whether the against votes represent a majority of the Company's outstanding voting power; (iii) any alternatives for curing the underlying cause of the against votes; (iv) the director's tenure; (v) the director's qualifications; (vi) the director's past and expected future contributions to the Company and the Board; (vii) the overall composition of the Board, including whether accepting the Resignation Offer would cause the Company to fail, or potentially to fail, to comply with any applicable law, including the NASDAQ listing standards and SEC rules and regulations; and (viii) whether such director's continued service on the Board for a specified period of time is appropriate in the light of current or anticipated events involving the Company.

After the Nominating and Governance Committee provides its recommendation to the Board, the Board will evaluate the best interests of the Company and its stockholders and will decide the action to take with respect to the Resignation Offer. Such action may include, without limitation, any action identified above. In reaching its decision, the Board

will consider all factors that it deems to be relevant, including but not limited to those identified above.

Prior to reaching a recommendation or decision, the Nominating and Governance Committee or the Board may each afford the affected director an opportunity to provide any information or statement that such director deems relevant.

Following the Board's determination, the Company will, within four business days of such determination, publicly disclose in a document furnished or filed with the SEC the Board's decision as to whether to accept the Resignation Offer. The disclosure must also include a description of the process by which the decision was reached and the reasons for such decision.

Any director whose Resignation Offer becomes effective in accordance with this policy is expected to abstain from participating in any discussions with, or actions by, either the Nominating and Governance Committee or the Board with respect to such director's Resignation Offer, but will otherwise continue to serve as a director during this period. However, if enough members of the Nominating and Governance Committee fail to receive the requisite vote to be elected such that a quorum of the Nominating and Governance Committee cannot be attained, then the other Independent directors who received the requisite vote to be elected in such election will be asked to consider and decide the action to be taken with respect to each Resignation Offer. If only three or fewer Independent directors received the requisite vote to be elected in such election, then all Independent directors may participate in any discussions or actions with respect each Resignation Offer (except that no director will vote to accept or decline, or take any other action with respect to, such director's own Resignation Offer). Any director added by the Board to fill a vacancy must stand for election at the next annual meeting of stockholders.

24. **Retirement Policy**. It is Lattice's general policy that non-employee directors will not be nominated for re-election at any annual meeting of stockholders following their 75th birthday; provided that the Board may determine in exercising its good faith business judgment that an exception to this policy is appropriate.

25. **Other Boards and Committees**. Without the prior approval of the Board, no director may serve on more than four public company boards (including the 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 the Board).

26. **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.

27. **Interaction with the Press and Other Third Parties**. The Board believes that management speaks for Lattice. Each director should refer all inquiries from the press or

other third parties regarding Lattice's operations to management. Individual directors may, from time to time, at the request of the management, meet or otherwise communicate with various constituencies that are involved with Lattice. If comments from the Board are appropriate, they should, in most circumstances, come from the Chairperson of the Board or the Lead Independent Director (if one is appointed) in compliance with Lattice's External Communications Policy.

28. **Executive Compensation Recovery Policy**. The Compensation Recovery ("Clawback") Policy adopted by the Board on August 4, 2023, will apply to incentive compensation awarded or paid to executive officers after October 2, 2023. For incentive compensation awarded or paid to an executive officer of Lattice prior to October 2, 2023, 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 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.