

## **BOARD AND GOVERNANCE PRACTICES**

- Independent Chairperson
- Actively seek Board candidates reflecting a diversity of backgrounds, perspectives, experiences, genders, races and ethnicities
- Board's oversight of risk management
- Annual self-evaluation of individual directors and board as a whole
- Stock ownership guidelines for executive officers and directors
- Limits to how many other boards on which directors may serve
- Continuing program for senior leadership development and succession planning

## **SHAREHOLDER RIGHTS**

- Majority voting for all directors
- Proxy access for investors
- Annual say-on-pay vote
- No Poison Pill

## **DIRECTOR SKILLS**

Our Nominating and Governance Committee has determined that it is important for an effective Board to have directors with a balance of qualifications, skills and experience. Below are the qualifications, skills and types of experiences that we consider important in light of our current business and structure.

- Leadership Experience
- Technology/Industry Experience
- Finance/Financial Literacy
- Marketing/Sales Experience
- Strategic Growth
- Entrepreneurial Experience
- Prior Board of Directors Experience
- Risk Management
- Corporate Governance
- International Experience
- Investor Experience
- Human Capital Management / Compensation
- Government Experience
- Academia
- Diversity of Gender, Race, Ethnicity, National Origin

## **PAY PRACTICES**

- Performance-based compensation that uses a combination of financial, operational and strategic/individual performance measures

- Annual compensation review and risk assessment
- Clawback policy that covers all elements of incentive compensation program
- “Double-trigger” change-of-control benefits requiring both a change in control and termination of employment
- Independent Compensation Committee and independent compensation consultant
- Limit on maximum incentive payouts
- Prohibition on hedging and pledging Xilinx stock