

# XILINX, INC.

## CHARTER OF THE NOMINATING AND GOVERNANCE COMMITTEE OF THE BOARD OF DIRECTORS

(Updated February 14, 2018)

### I. PURPOSE AND AUTHORITY:

The purpose of the Nominating and Governance Committee (the “Committee”) of the Board of Directors (the “Board”) of Xilinx, Inc. (the “Company”) is to discharge the responsibilities of the Board with respect to the following matters:

1. Identify, evaluate and recommend to the Board director nominees for election by the Board or nomination by the Board for election by the shareholders.
2. Oversee the evaluation and make recommendations regarding the structure and composition of the Board and the committees of the Board.
3. Advise the Board on corporate governance matters.

The Committee shall fulfill these functions primarily by carrying out the activities enumerated in Part III of this charter (the “Charter”).

The Committee shall have the authority to obtain advice and assistance from internal or external legal or other advisors at the Company’s expense. In order to carry out its nominating duties, the Committee shall have the authority to retain and terminate any search firm to be used to identify candidates to serve as members of the Board. The Committee shall have the authority to approve the fees and other retention terms of any such advisors. The Company shall provide for appropriate funding, as determined by the Committee, for payment of compensation to any such advisors employed by the Committee pursuant to this Charter.

### II. MEMBERSHIP:

The Committee shall consist of not less than two members of the Board, with the exact number being determined by the Board. Each of the members of the Committee will be an “independent director” as defined under the rules of The Nasdaq Stock Market, Inc., as they may be amended from time to time (the “Rules”), except as may otherwise be permitted by such Rules. All members of the Committee will be appointed by, and shall serve at the discretion of, the Board. The Board shall elect the Chairperson of the Committee. If the Board does not elect the Chairperson of the Committee, the members of the Committee may designate the Chairperson by a majority vote of the full Committee. Committee members will serve during their respective term as a director, subject to earlier removal by a majority vote of the Board. Any vacancy on the Committee shall be filled by majority vote of the Board.

### **III. DUTIES AND RESPONSIBILITIES:**

The following shall be the principal duties and responsibilities of the Committee. These items are set forth as a guide, with the understanding that the Committee may supplement them as appropriate and may establish policies and procedures from time to time that it deems necessary or advisable in fulfilling its responsibilities.

#### **Board Nomination; Composition; and Evaluation**

1. The Committee will identify and recruit qualified candidates to serve as members of the Board. The Committee will actively seek out candidates reflecting a diversity of backgrounds, perspectives, experiences, genders, races and ethnicities.
2. The Committee will recommend to the Board the director nominees for election by the Board or nomination by the Board for election by the shareholders, including recommendation of a slate of director nominees to be nominated by the Board for election at each annual meeting of shareholders and recommendation of the director nominees to be elected by the Board or shareholders to fill interim director vacancies.
3. The Committee will determine on an annual basis the desired qualifications, expertise and characteristics of the Board, with the goal of developing a diverse and experienced Board, taking into consideration the Company's Significant Corporate Governance Principles and the existing composition of the Board.
4. The Committee will oversee the Board performance evaluation process and will evaluate the composition and performance of the Committee on an annual basis.
5. The Committee will make recommendations to the Board regarding the structure and operations, size, and composition of the Board and committees of the Board, committee member qualifications, committee member appointment and removal, and reporting of committees to the Board.
6. The Committee will consider nominations submitted by the Company's stockholders in accordance with the criteria set forth in the Board of Directors' Significant Governance Principles.
7. The Committee will oversee procedures for the retirement or replacement of Board members.

#### **Corporate Governance**

8. The Committee will review and report to the Board on a periodic basis with respect to the Company's corporate governance principles and practices.
9. The Committee will review and assess on at least an annual basis the adequacy of this charter and recommend any changes for approval by the Board.
10. The Committee will recommend that the Board establish special committees as may be desirable or necessary from time to time to address ethical, legal or other matters that may arise.
11. The Committee will oversee and review the Company's processes for providing information to the Board.

12. The Committee will periodically review the business interests and business activities of members of the Board and management as such interests and activities relate to their ability to serve in such capacities.

13. In connection with any actual or potential conflict with, and/or any actual or suspected violation of, the Directors Code of Ethics, the Chair of the Nominating and Governance Committee is empowered to take appropriate action, including consulting with legal counsel. The Chair of Nominating and Governance Committee shall be responsible for making a report to the Board of the foregoing.

#### **Management Succession**

14. The Committee will review with the Board, the Company's management organization, including the adequacy of the Company's Management Succession Plans, on at least an annual basis.

#### **Compliance**

15. The Committee will receive reports from the Company's Chief Compliance Officer with respect to compliance matters that are not among the duties and responsibilities of the Audit Committee.

### **IV. MEETINGS:**

The Committee shall meet at least two (2) times in each fiscal year and more frequently as circumstances dictate. Meetings of the Committee will be called by the Chairman of the Committee. The Committee shall report to the Board from time to time, as requested by the Board and at such other times as determined by the Committee to be appropriate. In accordance with the Bylaws of the Company and in lieu of a meeting, the Committee may also act by unanimous written consent.

### **V. MINUTES:**

The Committee will maintain written minutes of its meetings, and will file such minutes with the minutes of the meetings of the Board.