

## CORPORATE GOVERNANCE AND NOMINATING COMMITTEE CHARTER

1. Members. The Corporate Governance and Nominating Committee (the “*Committee*”) of Cadence Design Systems, Inc. (the “*Company*”) shall consist of at least two directors, which directors shall have been determined by the Board of Directors of the Company (the “*Board*”) to be “independent directors” within the meaning of the listing standards of the Nasdaq Stock Market (“*Nasdaq*”).

The Board shall appoint the members and the Chair of the Committee in accordance with the Corporate Governance Guidelines of the Board, upon recommendation by the Committee. The members of the Committees shall serve for such terms as the Board may determine, or until their earlier resignation, death or removal, and may be removed by the Board in its discretion.

2. Purposes. The Committee’s purposes shall be to identify individuals qualified to become Board members consistent with criteria approved by the Board, to recommend that the Board select the director nominees for the next annual meeting of stockholders and to develop and recommend to the Board a set of corporate governance principles applicable to the Company.

3. Goals and Responsibilities. The duties and responsibilities of the Committee shall be to:

- Determine the Board’s criteria for selecting new directors, with reference to issues of the current composition of the Board, the need for particular expertise, a prospective nominee’s integrity, experience, judgment, diversity of background, independence, financial literacy, ability to commit sufficient time and attention to Board activities, and skills such as an understanding of electronic design, semiconductor and electronics systems technologies, international background and other relevant characteristics -- all in the context of an assessment of the perceived needs of the Board at that point in time, Nasdaq listing rules, and any other applicable law, regulation or rule, and recommend to the Board director nominees for election at the next annual or special meeting of shareholders at which directors are to be elected or to fill any vacancies or newly created directorships that may occur between such meetings.
- Interview and evaluate candidates’ qualifications for membership on the Board based on the criteria approved.
- Consider potential director candidates recommended by the Company’s management and stockholders in the same manner as nominees identified by the Committee; provided, with respect to those candidates recommended by stockholders, such stockholders shall provide to the Company notice that sets forth information as to such stockholders and director candidates in accordance with the Company’s procedures for nomination of directors by stockholders as provided in the Company’s bylaws.
- Review, at least annually, the appropriate skills and characteristics required of Board members in the context of the current composition of the Board and any committee thereof.

- Periodically review the size and composition of the Board and any committee thereof and recommend to the Board any proposed changes to the size and composition of the Board and any committee thereof.
- Oversee the annual evaluation of the Board and the committees of the Board.
- Retain, terminate and approve the fees and retention terms with respect to any search firm employed to identify director candidates.
- Evaluate, at least annually, each Board member's performance and effectiveness and determine whether the Board desires continued service.
- In accordance with the provisions of the Bylaws and the Corporate Governance Guidelines of the Board, make a recommendation to the Board as to whether to accept or reject a resignation of an incumbent director that has received a greater number of votes cast against such nominee than votes cast for such nominee.
- Review, at least annually, the Company's Corporate Governance Guidelines of the Board, Code of Business Conduct and Related Party Transaction Policies and Procedures.
- Oversee the administration of the Company's Code of Business Conduct and administer the Code of Business Conduct with respect to the directors and executive officers of the Company.
- In accordance with the Related Party Transaction Policies and Procedures, review, approve and/or ratify any related person transactions, as defined in applicable Securities and Exchange Commission rules, and recommend to the Board for approval policies and procedures for the review, approval and ratification of related person transactions and amendments to such policies and procedures.
- Review whether it is appropriate for a Board member to continue service if his or her business responsibilities or personal circumstances change and make a recommendation to the Board as to any action to be taken with respect to such change.
- Consider the results of the annual performance evaluation of the Committee.

4. Meetings. The Committee shall meet as often as its Chairman may deem necessary or appropriate, at least once annually, either in person or by telephone. The Committee shall report to the full Board at the next regular Board meeting with respect to such Committee's meetings since the previous regular Board meeting. A majority of the members of the Committee shall constitute a quorum unless there are only two members of the Committee, in which case a quorum shall require the presence of both members.

5. Voting. Each member of the Committee shall have one vote. The Committee shall be authorized to take a permitted action only by an affirmative vote of a majority of the Committee

members at a meeting at which a quorum is present, or by the unanimous written consent of all members of the Committee.

6. Authority and Delegations. The Committee shall have sole authority to retain and terminate any search firm to be used to identify director candidates, including sole authority to approve the search firm's fees and other retention terms. The Committee may delegate its authority to management, subcommittees or the Chair of the Committee when it deems appropriate and in the best interests of the Company.

7. Revisions to Charter. The Committee shall review and reassess the adequacy of the Committee's Charter at least annually and recommend to the Board for approval any amendment or modification of its Charter at any time in accordance with applicable law and regulations.

8. Omnibus. The Committee shall perform such other duties and responsibilities, consistent with this Committee Charter, the Company's bylaws, governing law, the rules and regulations of Nasdaq, the federal securities laws and such other requirements applicable to the Company, delegated to the Committee by the Board.