

STRATEGY COMMITTEE CHARTER

1. Members. The Strategy Committee (the “*Committee*”) of Cadence Design Systems, Inc. (the “*Company*”) shall consist of three (3) or more directors, at least one of which meets the independence requirements of the Nasdaq Stock Market, any other regulatory requirements applicable to the Corporation and any additional requirements set forth in the Corporation’s Corporate Governance Guidelines of the Board of Directors. The Board of Directors of the Company (the “*Board*”) shall determine the size of the Committee and appoint the members of the Committee and the Chairperson of the Committee, upon recommendation by the Corporate Governance and Nominating Committee of the Board.

2. Purpose, Duties and Responsibilities. The purpose, duties and responsibilities of the Committee are to assist and advise in the strategic planning process for the Company and in developing long-term strategic plans for the Company. The Committee may request that the Company’s officers and employees, who are not members of the Committee, participate in the Committee’s meetings.

Among its specific duties and responsibilities, the Committee will:

(a) Review and provide guidance to management with respect to the Company’s long-term strategic plans.

(b) Review and evaluate modifications to the Company’s long-term strategic plans to reflect changes in market or business conditions.

(c) Review management strategies for identifying potential strategic transactions, including potential specific targets.

(d) Evaluate annually the performance of the Committee and the adequacy of the Committee’s charter.

3. Meetings. The Committee will meet as often as may be deemed necessary or appropriate, in its judgment, either in person or telephonically, and at such times and places as the Committee determines, and in any event at least twice per year. The majority of the members of the Committee shall constitute a quorum. The Committee will report regularly to the Board with respect to its activities.

4. 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.

5. 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.