



Corporate Governance Guidelines

(as amended March 9, 2007)

These Corporate Governance Guidelines are intended as a component of the flexible governance framework within which the Board of Directors (the "Board") of Broadcom Corporation (the "Company"), assisted by its committees, directs the affairs of the Company. While they should be interpreted in the context of all applicable laws, regulations and listing requirements of the Nasdaq Global Select MarketSM, as well as in the context of the Company's Second Amended and Restated Articles of Incorporation and Bylaws, as amended, they are not, subject to any contractual or other commitments of the Company, intended to establish by their own force any legally binding obligations.

The Board has adopted a set of corporate governance guidelines to promote the functioning of the Board and its committees and to set forth a common set of expectations as to how the Board should perform its functions. The Board recognizes that there is ongoing public discussion about corporate governance and will periodically review these Corporate Governance Guidelines in light of evolving circumstances or as required by applicable laws and regulations.

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1. Basic Responsibilities of Directors and the Board

The Board represents the owners' interests in perpetuating a successful business, including optimizing long-term financial returns. The Board is responsible for determining that the Company is managed in a way to promote this result. This is an active, not a passive, responsibility. The Board has the responsibility to, in good times as well as difficult ones, assist management in capably executing its responsibilities. The Board's responsibility is to regularly monitor the effectiveness of management policies and decisions and the execution of management's strategies.

The property, affairs and business of the Company shall be managed by or under the direction of the Board, subject to the Board's right to delegate the management of the day-to-day operations of the Company to the Company's management. The basic responsibility of the directors is to exercise their business judgment and to act in good faith in a manner that they believe to be in the best interests of the Company and its shareholders and with such care, including reasonable inquiry, as an ordinarily prudent person in a like position would use under similar circumstances. In discharging these obligations, directors should be entitled to rely on the honesty and integrity of the Company's officers and employees and its advisors and independent registered public accounting firm.

Directors are expected to prepare for, attend and participate actively in all regularly scheduled Board meetings and meetings of Board committees on which they serve and to meet as frequently as needed to discharge their responsibilities properly.

In addition to its general oversight of management, the Board also performs a number of specific functions, including:

- Selecting and evaluating the Chief Executive Officer ("CEO") and overseeing management succession planning;
- Reviewing, approving and monitoring fundamental financial and business strategies and major corporate actions;
- Assessing major risks facing the Company and reviewing options for their mitigation; and
- Ensuring processes are in place for maintaining the integrity of the Company, its financial statements, its compliance with law and ethics, its relationships with employees, its relationships with customers and suppliers, and its relationships with investors and shareholders.

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2. Board Composition

- a. Board Size. The Board believes the range of between 5 and 9 set by the Company's Bylaws is an appropriate size based on the Company's present circumstances. The Board, through the Nominating & Corporate Governance Committee, periodically evaluates whether a different number or range would better serve the Company's goals and needs, including the goals reflected in these Guidelines.
- b. Selection of Board Members. All Board members are elected annually by the Company's shareholders, except as noted below with respect to vacancies, provided, however, that the Company may adopt a staggered board with the approval of a majority of the Company's Independent Directors (as defined in Section 2(d) below), in addition to any other vote that may be required by applicable law, including required approval by shareholders. Each year at the Company's annual meeting, the Board recommends a slate of directors for election by the shareholders. The Board's recommendations are based on its determination (using advice and information supplied by the Nominating & Corporate Governance Committee) as to the suitability of each individual and the slate as a whole to serve as directors of the Company, taking into account the membership criteria discussed below.

The Board may fill vacancies in existing or new director positions. Such directors are elected by the Board to serve only until the next election of directors by the shareholders.

Any shareholder who beneficially owns more than one percent of the Company's then-outstanding shares of common stock and that has beneficially owned those shares for at least one year may propose nominees for consideration by the Nominating & Corporate Governance Committee. The committee will evaluate such recommendations applying the criteria set forth under Qualifications below and considering the additional information set forth below. Eligible shareholders wishing to recommend a candidate for nomination as a director are to send the recommendation in writing to the Chair, Nominating & Corporate Governance Committee, Broadcom Corporation, P.O. Box 55005, Irvine, California 92619-5505. Prior to making such a recommendation, shareholders are to contact the Chair of the Nominating & Corporate Governance Committee to obtain a list of backgrounds that the committee would consider for potential director nominees given the Board's then current composition. A shareholder recommendation must contain the following information:

- Documentation supporting that the writer is a shareholder of the Company and has been a beneficial owner of shares representing more than one percent (1%) of the Company's then outstanding shares of common stock for at least one year and a statement that the writer is recommending a candidate for nomination as a director;
- A resume of the candidate's business experience and educational background that also includes the candidate's name, business and residence addresses, and principal occupation or employment and an explanation of how the candidate's background and qualifications are directly relevant to the Company's business;
- The number of shares of the Company's common stock beneficially owned by the candidate;
- A statement detailing any relationship, arrangement or understanding, formal or informal, between or among the candidate, any affiliate of the candidate, and any customer, supplier or competitor of the Company, or any other relationship, arrangement or understanding that might affect the independence of the candidate as a member of the Board or jeopardize the independent standing of the Company's independent registered public accounting firm;

- Detailed information describing any relationship, arrangement or understanding, formal or informal, between or among the proposing shareholder, the candidate, and any affiliate of the proposing shareholder or the candidate;
- Any other information that would be required under SEC rules in a proxy statement soliciting proxies for the election of such candidate as a director; and
- A signed consent of the candidate to serve as a director, if nominated and elected.

In connection with its evaluation of director candidates, the Nominating & Corporate Governance Committee may request additional information from the candidate or the recommending shareholder and may request an interview with the candidate. The committee has discretion to decide which individuals to recommend for nomination as directors.

- c. Qualifications. The Nominating & Corporate Governance Committee is responsible for reviewing with the Board, from time to time, specific skills and characteristics required of Board members in the context of the current make-up and needs of the Board.

The Board believes that it should be composed of directors with varied, complementary backgrounds, and that directors should, at a minimum, exhibit proven leadership capabilities and experience at a high level of responsibility within their chosen fields, and have the ability to quickly grasp complex principles of business, finance and broadband communications technologies. Directors should possess the highest personal and professional ethics, integrity and values and should be committed to representing the long-term interests of the Company's shareholders. When considering a candidate for director, the Nominating & Corporate Governance Committee takes into account a number of factors, including the following:

- Independence from management;
- Depth of understanding of technology, manufacturing, sales and marketing, finance and/or other elements directly relevant to the Company's business;
- Education and professional background;
- Judgment, skill, integrity and reputation;
- Existing commitments to other businesses as a director, executive or owner;
- Personal conflicts of interest, if any; and
- The size and composition of the existing Board.

In general, candidates who hold or who have held an established executive level position in a high technology company are preferred.

Prior to nominating a sitting director for re-election at an annual meeting of shareholders, the committee will consider the director's past attendance at, and participation in, meetings of the Board and its committees and the director's formal and informal contributions to the Board and its committees.

When seeking candidates for director, the Nominating & Corporate Governance Committee may solicit suggestions from incumbent directors, management, shareholders and others. Additionally, the committee may use the services of third party search firms to assist in the identification of appropriate candidates. After conducting an initial evaluation of a prospective candidate, the committee will interview that candidate if it believes the candidate might be suitable to be a director. The committee may also ask the candidate to meet with management. If the committee believes a candidate would be a valuable addition to the Board, it may recommend to the full Board that candidate's appointment or election. All recommendations are at the discretion of the committee.

- d. Majority of Independent Directors. The Board will be comprised of a majority of Independent Directors. An "Independent Director" is one who (i) qualifies as an independent director as defined in The Nasdaq Stock Market, Inc., Marketplace Rules (the "Nasdaq Rules"); and (ii) is not a partner in, or a controlling shareholder or executive officer of, any organization to which the Company made, or from which the Company received, payment that exceeded the greater of (A) 4% of the recipient's consolidated gross revenues, but in no event more than \$40,000,000, or (B) \$150,000, for the current or any of the past three fiscal years, (the "Additional Criteria"). If the Company fails to comply with this requirement due to one vacancy, or one director ceases to be independent due to circumstances beyond his or her reasonable control, the Company will regain compliance with the requirement by the earlier of its next annual meeting of shareholders or one year from the occurrence of the event that caused the failure to comply with this requirement. The Board will review annually the relationships that each director has with the Company. Following such annual review, only

those directors who the Board affirmatively determines are independent within the Nasdaq Rules and the Additional Criteria will be considered Independent Directors.

In addition to these criteria, three or more directors should meet the standards of independence required for service on the Audit Committee under applicable law, regulations and the requirements of the Nasdaq Rules.

If a director becomes aware of a change in circumstances which the director believes may affect his or her independent status with respect to general board service or service on a particular committee, he or she should promptly advise the Board.

- e. Management Directors. The Board may appoint or nominate members of the Company's management whose experience and role at the Company are expected to help the Board fulfill its responsibilities.
- f. Chairman; Lead Independent Director. The Board will periodically appoint a Chairman of the Board with the approval of a majority of the directors then in office or as otherwise provided in the Company's Bylaws. Both management directors and non-management directors, including the CEO, are eligible for appointment as the Chairman of the Board. If the Chairman of the Board is not an Independent Director, one of the Independent Directors will be designated by a majority of the Independent Directors to be the "Lead Independent Director." The Lead Independent Director will be responsible for periodically scheduling and conducting separate meetings, and coordinating the activities, of the Independent Directors, providing input into agendas for Board meetings and performing various other duties as may be appropriate, including advising the Chairman of the Board. The Lead Independent Director will also participate in connection with the scheduling of Board meetings. In addition, the Lead Independent Director shall:
- Assess the quality, quantity, and timeliness of the flow of information from the Company's management that is necessary for the Independent Directors to effectively and responsibly perform their duties, and although the Company's management is responsible for the preparation of materials for the Board, the Lead Independent Director may specifically request the inclusion of certain material;
 - Confirm that the Nominating & Corporate Governance Committee oversees compliance with and implementation of the Company's corporate governance policies and confirm that the Chair of the Nominating & Corporate Governance Committee oversees the process to recommend revisions to Broadcom's corporate governance policies;
 - Coordinate and moderate executive sessions of the Board's Independent Directors, and act as principal liaison between the Independent Directors and the Chairman of the Board and/or CEO on sensitive issues; and
 - If the Lead Independent Director so desires, make recommendations regarding the composition and chairpersons of Board committees.

Service as Lead Independent Director should generally not exceed five consecutive years.

- g. Limits on Other Board Service. Directors must be willing to devote sufficient time to carrying out their duties and responsibilities effectively, and should be committed to serve on the Board for an extended period of time. The Board does not believe that directors who retire from or change their principal occupation, business association or position should necessarily leave the Board; however, there should be an opportunity for the Board and the Nominating & Corporate Governance Committee to review the appropriateness of continued Board membership under the changed circumstances. By joining the Board, a director who retires from or changes his or her principal occupation, business association or position agrees to submit a letter offering to resign as a director of the Company in such event.

A director who also serves as a full-time officer of the Company or in an equivalent position should not serve on the boards of more than two other public companies and other directors should not serve on the boards of more than four other public companies, in addition to the Broadcom Board. In compliance with Broadcom's Conflicts of Interest Policy, directors must obtain approval from the Board or the designated committee of the Board in advance of accepting an invitation to serve on another board or committee.

- h. Term Limits. The Board does not believe that arbitrary term limits on directors' service are appropriate. Directors who have served on the Board for an extended period of time are able to provide valuable insight into the operations and future of the Company based on their experience with and understanding of the Company's history, policies and objectives. The Board believes that, as an alternative to term limits, it can promote fresh ideas and viewpoints are available to the Board and that the Board continues to evolve through the selection and review processes and qualifications described in these Guidelines.

At the same time, the Board does not believe that directors should expect to be renominated annually until they reach the mandatory retirement age. The selection and review processes and qualifications described in these Guidelines will

also serve as determinants for Board tenure.

- i. Retirement Age. Subject to the following, directors will generally not be nominated after their 70th birthday for election to the Board. The Board shall have the ability to waive this limitation for a director who both wants to continue to serve on the Board and is making useful contributions. This retirement age policy shall not apply to Board members over 70 years of age that are serving on the Board as of March 9, 2007, provided that such Board member provides a long-term retirement and transition plan to the Board.
- j. Former Chief Executive Officer's Board Membership. The Board believes a departing or former CEO's continued Board membership is a matter to be decided in each instance by the Nominating & Corporate Governance Committee and the full Board.
- k. Invitation to a Potential Director to Join the Board. The invitation to join the Board should be extended by the Board itself via the Chairman and/or the Lead Independent Director.
- l. Director Orientation and Continuing Education. All new directors are required to participate in an orientation program, which should generally be conducted within six months after election to the Board. This orientation will include presentations (as required to supplement discussion at interim Board and Committee meetings) by senior management and directors to familiarize new directors with the Company's business, its compliance programs, its ethics program, its principal officers, its independent registered public accounting firm and its principal outside legal counsel. As part of a program of director continuing education, the General Counsel and the Chief Financial Officer will be responsible for periodically providing materials or briefing sessions for all directors on subjects that would assist them in their duties. The Company encourages directors to attend outside continuing education programs relevant to their duties as members of the Board and/or a particular committee. The Company will compensate directors for their actual and reasonable out-of-pocket expenses incurred in attending such programs (or, in the case of directors who serve on multiple boards, the Company's share of those expenses) in accordance with a written policy adopted by the Board, which policy may be amended from time to time.

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3. Board Compensation

The Board, through the Nominating & Corporate Governance Committee, will review annually the compensation and compensation policies for the directors serving on the Board and its committees. The Nominating & Corporate Governance Committee shall be guided by three goals: compensation should fairly pay directors for work required in a company of the Company's size and scope; compensation should align directors' interests with the long-term interests of shareholders; and the structure of the compensation should be clearly disclosed to shareholders. In addition, the Nominating & Corporate Governance Committee will consider contributions to Board functions, service as committee chairs, and other appropriate factors. Changes in Board compensation, if any, should come at the recommendation of the Nominating & Corporate Governance Committee, and with discussion and concurrence by the Board.

The Board believes that a meaningful portion of the compensation of its directors and executive officers should be in equity of the Company to further the direct correlation of the economic interests of its officers and directors with those of the Company's shareholders. In furtherance of this policy, each member of the Board and each officer of the Company subject to the short-swung trading restrictions of the federal securities laws shall own and hold a minimum number of shares of the Company's common stock in accordance with a written policy adopted by the Board, which policy may be amended from time to time.

In view of their significant added responsibilities, members of the Audit Committee and special committees whose functions entail unusual additional responsibilities, the Lead Independent Director and committee chairs may receive reasonable compensation for their added responsibilities, which may be greater in amount than that paid to other directors.

The Company will not make any personal loans or extensions of credit to directors or executive officers.

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4. Meetings of the Board and Committees

- a. Frequency of Board Meetings. A minimum of four regular meetings of the Board are held each year. Additional meetings will be held as needed and will be called in accordance with the Company's Bylaws. In appropriate circumstances, the Board may also act by written consent, as permitted by the Company's Bylaws.
- b. Scheduling of Full Board Meetings. Board meetings will be scheduled in advance, ordinarily for a full day every quarter and generally at the Company's principal executive office.

- c. Agenda and Materials. In preparing the agenda, the CEO will solicit and collect possible agenda items from other members of the Board, including the Lead Independent Director, and from senior management. Each Board committee and each individual director is encouraged to suggest items for inclusion on the agenda. The Board, however, will ultimately be responsible for its own agenda. An agenda will be distributed in advance of each meeting to each director. The Board reserves authority to meet in executive sessions to discuss sensitive matters without distribution of written materials.
- d. Director Attendance. Proxy materials of the Company prepared in connection with its annual meeting of shareholders must identify each director who attends less than 75% of the total number of Board and applicable committee meetings (in person or by telephone) held during the preceding fiscal year. Additionally, proxy materials must also identify the Company's policy with respect to director attendance at annual meetings of shareholders. Directors are expected to attend the Company's annual meeting of shareholders absent a valid reason.
- e. Attendance at Board and Committee Meetings. Appropriate officers and others may be invited by the Chairman, the CEO or the Lead Independent Director to attend the general session of the regular meetings of the Board or by the Lead Independent Director to attend executive sessions of the Independent Directors, or by the chair of each committee to attend meetings of that committee. The Board encourages management to bring managers into Board and committee meetings from time to time who: (a) can provide additional insight on items being discussed, or (b) have potential for additional leadership responsibilities.
- f. Executive Sessions of the Independent Directors. It is the policy of the Board that the Independent Directors have regularly scheduled meetings (at which only Independent Directors are present) at least four times per year, before or after regularly scheduled Board meetings, to discuss such matters as the Independent Directors consider appropriate. Following such meeting, the Lead Independent Director (or another designated director) will discuss with the Chairman and the CEO, to the extent appropriate, matters emanating from the executive sessions.

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5. Access to Employees and the Company's Outside Advisors

The Company's executive management will provide the Board, the Independent Directors as a group, and the Board's committees with access to Company employees and the Company's independent registered public accounting firm and legal advisors to ensure that directors can obtain all information necessary to fulfill their duties. The Board will specify protocols for making such inquiries and contacts. In general, outside the context of Board and committee meetings and executive sessions of the Independent Directors where employees and advisors are present, except in unusual circumstances, directors should coordinate their inquiries and contacts through the Chairman or the Lead Independent Director. The Chairman or the Lead Independent Director in turn will, in the absence of unusual circumstances, normally route such inquiries to the CEO, or to the Chief Financial Officer or the Chief Accounting Officer (in the case of finance and accounting related inquiries) or to the General Counsel (in the case of inquiries relating to legal matters), and will normally arrange such contacts with Company employees through the CEO and the business unit head or functional area head to whom such employee reports.

The Board, the Lead Independent Director, each committee of the Board (subject, other than in the case of the Audit Committee, to the concurrence of the Lead Independent Director) and the Independent Directors as a group may retain and have access to independent legal, financial or other advisors of their choice with respect to any issue relating to their activities at the Company's expense, which advisors shall report directly to the retaining person or entity.

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6. Board Committees

- a. Number and Type of Committees. The Board currently has an Audit Committee, a Compensation Committee, a Nominating & Corporate Governance Committee, and an Equity Award Committee. The Board may add new committees or remove existing committees as it deems advisable for purposes of fulfilling its primary responsibilities. Each committee will have a charter that sets forth the purposes, goals and responsibilities of the committee as well as qualifications for committee membership, procedures for committee member appointment and removal, committee structure and operations, and committee reporting to the Board. The charters will also provide that each committee will annually evaluate its performance. The full authority and responsibilities of each committee may be fixed by the Company's Bylaws, resolutions of the full Board and the committee's charter.
- b. Committee Member Selection. The Board will designate the members and Chair of each committee, endeavoring to match the committee's function and needs for expertise with the individual skills and experience of the appointees to the committee. The Audit, Compensation, and Nominating & Corporate Governance Committees shall consist solely of Independent Directors. Members of the Audit and Compensation Committees shall also meet any additional criteria for

independence, financial literacy, expertise and experience that statutes and SEC, Nasdaq Rules and stock-option-related tax rules may require for those committees. If any director ceases to be independent under the standards set forth herein while serving on any committee whose members must be independent, he or she shall promptly resign from that committee.

- c. **Committee Functions.** The frequency, length and content of committee meetings and other matters of committee governance will be determined by each committee in light of the authority delegated by the full Board to the committee, the committee's charter, if any, approved by the Board, and legal, regulatory, accounting or governance principles applicable to that committee's function. The Company will provide each committee with access to Company employees and the Company's independent registered public accounting firm and legal advisors and other resources, as required, to enable the committee to carry out its responsibilities. Minutes of each committee meeting will be made available to each Board member to assure that the Board remains fully apprised of topics discussed and actions taken. The Chair of each committee will report at Board meetings on committee actions, as appropriate.

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7. Performance Evaluation; Succession Planning

- a. **Assessing the Board and Committees.** The Board (or the designated committee of the Board) shall establish performance criteria for itself and evaluate itself and individual members on an annual basis. Board evaluation shall include an assessment of whether the Board has the necessary diversity of skills, backgrounds, experiences, and other qualifications, to meet the Company's ongoing needs. Individual director evaluations shall consider past attendance and participation at Board and committee meetings and the director's contributions to their respective activities. Each committee of the Board will also conduct an annual self-evaluation to determine whether it is functioning effectively.
- b. **Annual CEO Evaluation.** The Independent Directors, through the Nominating & Corporate Governance Committee, will conduct a review at least annually of the performance of the CEO. The Independent Directors, through the Nominating & Corporate Governance Committee, will establish the evaluation process and determine the specific criteria on which the performance of the CEO is evaluated.
- c. **Succession Planning.** As part of the annual CEO evaluation process, the Independent Directors will work with the CEO to plan for CEO succession as well as to develop plans for interim succession for the CEO in the event of an unexpected occurrence.

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8. Ethics and Conflicts of Interest

The Board expects Broadcom directors, officers and employees to act ethically at all times and to acknowledge their adherence to the policies comprising Broadcom's Code of Ethics and Corporate Conduct. In the absence of exceptional circumstances, the Board will not permit any waiver of any ethics policy for any director or executive officer. If a director becomes aware that he or she has a conflict of interest with the Company (or that a significant potential exists that he or she will have a conflict of interest with the Company in the foreseeable future), the director shall promptly inform the Chairman and the Lead Independent Director. If a significant ongoing long-term conflict exists and cannot be resolved, the director should offer to resign. All directors will recuse themselves from any discussion or decision affecting their personal, business or professional interests. The Board, through the Nominating & Corporate Governance Committee, will be responsible for resolving or addressing any conflict of interest question involving the CEO or any other Board-elected officer, and the CEO will be responsible for resolving or addressing any conflict of interest issue involving any other employee of the Company.

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9. Financial Reporting, Legal Compliance and Ethical Conduct

The Board's governance and oversight functions do not relieve the Company's executive management of its primary responsibility for preparing financial statements that accurately and fairly represent the Company's financial results and condition. Executive management shall maintain systems, procedures, controls and a corporate culture that promote the accuracy of the Company's financial reports and compliance with legal and regulatory requirements and the ethical conduct of the Company's business.

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10. Reporting of Concerns to Non-Employee Directors or Committees

Anyone who has a concern about the conduct of the Company or any of its officers or employees, or about the Company's accounting, internal controls, disclosure controls and procedures, auditing, compensation and governance matters may communicate that concern directly to the Audit Committee, or the Company's Corporate Compliance Officer, as appropriate in light of the specific concern involved. Communications of this type may be confidential or anonymous, and may be communicated in the manner posted from time to time on the Company's website. Concerns relating to accounting, internal controls, disclosure controls and procedures, auditing matters, fraud or deceptive financial practices shall be forwarded to the Chair of the Audit Committee. The Company's policies prohibit retaliation or adverse action against anyone for raising or helping to resolve an integrity concern.

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11. Shareholder Rights Plan

Shareholder approval is required for the adoption of any shareholder rights plan or "poison pill". However, the Board shall not be precluded from implementing such a plan without shareholder approval if a majority of the individual members of the Board in the exercise of their fiduciary responsibilities deem it to be in the best interests of the Company and its shareholders to adopt a shareholder rights plan without the delay in adoption that would come from the time that might be required to seek shareholder approval. In the event a shareholder rights plan or "poison pill" provision is implemented prior to obtaining shareholder approval thereof, such plan shall be null and void and of no effect if a majority of the votes cast do not vote in favor of such shareholder rights plan at the earlier of (i) the next scheduled shareholder meeting or (ii) nine months from the date of implementation of the plan.

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12. Board Interaction with Institutional Investors, Press, Customers, etc.

The Board believes that management speaks for the Company. Individual Board members may, from time to time, meet or otherwise communicate with various constituencies that are involved with the Company, but it is expected that Board members would do this with the knowledge (and, other than in exceptional circumstances, at the request and with the concurrence) of the CEO and/or CFO.

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13. Corporate Governance Guidelines

The Nominating & Corporate Governance Committee reviews these Guidelines periodically and recommends amendments to the Board as necessary.

These Guidelines are posted on the Company's website for communication to the Company's shareholders.

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14. Communication with the Board

Shareholders may send written communications directly to the attention of the Board or any individual Board member. The Lead Independent Director, with the assistance of the Company's internal legal department, will be primarily responsible for monitoring communications from shareholders and providing copies of such communications to the other directors as he considers appropriate. Communications will be forwarded to all directors if they relate to substantive matters and include suggestions or comments that the Lead Independent Director considers to be important for the directors to consider. Shareholders who wish to communicate with the Board can write to Lead Independent Director, Broadcom Corporation, P.O. Box 55005, Irvine, California 92619-5005.