

XILINX, INC.
CHARTER OF THE COMPENSATION COMMITTEE
OF THE BOARD OF DIRECTORS
(Updated February 2013)

1. Authority and Mission. The Compensation Committee (the “*Committee*”) is a standing committee of the Board of Directors (the “*Board*”) that acts on behalf of the Board in setting the compensation policies of the Corporation. Its specific areas of delegation of authority from the full Board to the Committee include:

- (a) The general compensation and benefits policies of the Corporation;
- (b) Specific compensation levels for corporate officers, including the Chief Executive Officer (the “*CEO*”);
- (c) Compensation for Board members;
- (d) Oversight of the administration of the various compensation plans of the Corporation.

2. Objectives and Principles. The Committee of the Board establishes the following objectives and principles to guide the compensation strategy of the Corporation:

- (a) The compensation programs should use competitive data to enable the Corporation to attract and retain quality Board members, officers, and employees.
- (b) The Committee should consider and implement a strategy to determine competitive data for Board members, officers and other employee compensation, including the use of comparable peer groups to judge pay and competitive relationships.
- (c) Cash compensation should reflect pay for duties and market competitiveness. Long-term stock incentives should provide an ownership stake in the business success, and should enhance shareholder value creation.

3. Composition. The members of the Committee shall consist of at least two directors appointed by the Board, each of whom shall be a “non-employee director” as that term is used by the Securities and Exchange Commission (the “*SEC*”). In addition, each of the members of the Committee shall be an “outside director” as that term is defined in Section 162(m) of the Internal Revenue Code of 1986, as amended, and shall be “independent” as defined by the Nasdaq Marketplace Rules. The Board shall designate one of the Committee members to be Chairman. The members of the Committee may be removed by the Board. Any vacancy on the Committee shall be filled by a majority vote of the Board.

4. Meetings.

- (a) The Committee shall meet at least two times per year and from time to time as required and shall report its activities to the full Board. In lieu of holding a meeting, the Committee may act by circulating a written consent to each of its members. The written consent constitutes a valid action of the Committee, provided it has been executed by each Committee member with evidence of the date signed, once returned by all members of the Committee.
- (b) The Committee shall keep minutes reflecting all actions of the Committee, and such minutes shall be circulated to all members of the Board. The minutes shall be maintained with the Corporation's minute books.
- (c) The Committee, at least annually, will review its operations and performance and make such changes as it deems appropriate, including any amendment to this Charter. All amendments to this Charter shall be approved by the Board.
- (d) The CEO may not be present during any portion of a Committee meeting in which deliberation or any vote regarding the CEO's own compensation occurs.

5. Use of Consultants, Counsels and Advisers. The Committee may, in its sole discretion, retain or obtain the advice of a compensation consultant, independent legal counsel or other adviser. The Committee shall be directly responsible for the appointment, compensation and oversight of the work of any compensation consultant, independent legal counsel or other adviser retained by the Committee. The Corporation must provide for appropriate funding, as determined by the Committee, for payment of reasonable compensation to a compensation consultant, independent legal counsel or any other adviser retained by the Committee. The Committee may select a compensation consultant, legal counsel or other adviser to the Committee only after taking into consideration, all factors relevant to that person's independence from management, including the following:

- (a) The provision of other services to the Corporation by the person that employs the compensation consultant, legal counsel or other adviser.
- (b) The amount of fees received from the Corporation by the person that employs the compensation consultant, legal counsel or other adviser, as a percentage of the total revenue of the person that employs the compensation consultant, legal counsel or other adviser.
- (c) The policies and procedures of the person that employs the compensation consultant, legal counsel or other adviser that are designed to prevent conflicts of interest.
- (d) Any business or personal relationship of the compensation consultant, legal counsel or other adviser with a member of the Committee.

- (e) Any stock of the Corporation owned by the compensation consultant, legal counsel or other adviser.
- (f) Any business or personal relationship of the compensation consultant, legal counsel, other adviser or the person employing the adviser with an executive officer of the Corporation.

The Committee shall conduct this independence assessment with respect to any compensation consultant, legal counsel or other adviser that provides advice to the Committee, other than: (i) in-house legal counsel; and (ii) any compensation consultant, legal counsel or other adviser whose role is limited to the following activities for which no disclosure would be required under Item 407(e)(3)(iii) of Regulation S-K: consulting on any broad-based plan that does not discriminate in scope, terms, or operation, in favor of executive officers or directors of the Corporation, and that is available generally to all salaried employees; or providing information that either is not customized for the Corporation or that is customized based on parameters that are not developed by the compensation consultant, and about which the compensation consultant does not provide advice.

Nothing herein requires that a compensation consultant, legal counsel or other compensation adviser to the Committee be independent, only that the Committee consider the enumerated independence factors before selecting or receiving advice from a compensation adviser. The Committee may select or receive advice from any compensation adviser it prefers, including ones that are not independent, after considering the six independence factors outlined above.

Nothing herein shall be construed: (1) to require the Committee to implement or act consistently with the advice or recommendations of the compensation consultant, independent legal counsel or other adviser to the Committee; or (2) to affect the ability or obligation of the Committee to exercise its own judgment in fulfillment of the duties of the Committee.

6. Duties, Authority and Responsibilities. The primary authority and responsibilities of the Committee shall be as follows:

- (a) Review and approve the Corporation's general compensation and benefits philosophy and strategy with the intent that employees are appropriately rewarded for their contributions toward achievement of corporate goals and objectives.
- (b) Establish the compensation and benefits philosophy and strategy, including corporate goals and objectives relevant thereto (in consultation with the CEO for individuals other than the CEO) deemed to be "officers" of the Corporation under Rule 16a-1(f) of the SEC (the "*Executive Officers*") and

- any other Elected Officers (as that term is defined in the Corporation's Bylaws) and evaluate performance with respect to such goals and objectives.
- (c) Review the recommendations of the CEO with respect to the individual compensation for each of the Executive and Elected Officers other than the CEO and approve such individual compensation.
 - (d) Review the performance of the CEO in conjunction with the independent members of the Board and approve compensation performance standards for the CEO, as well as compensation awards (salary, bonus, stock options and other stock awards, other contingent compensation etc.), contracts and supplemental compensation or benefits arrangements for the CEO.
 - (e) Review and recommend to the Board the compensation program for outside directors, including any cash compensation and equity participation.
 - (f) Review and approve all compensation arrangements, including offer letters, employment agreements, severance agreements and change in control agreements, for Executive and Elected Officers.
 - (g) Adopt and administer an equity award policy.
 - (h) Administer the Corporation's equity plans and approve all individual equity awards, either directly or through permitted delegation of authority, and any modification of such awards.
 - (i) Oversee the administration of, and amend as necessary, other material employee compensation and benefit plans or programs of the Corporation, involving stock or commitments beyond one year, including the Corporation's 401(k) plan.
 - (j) Ensure regulatory compliance and efficiency in the area of compensation.
 - (k) Review and approve the Compensation Discussion and Analysis (the "*CD&A*") and prepare and approve an annual Committee report on executive compensation for publication in the Corporation's proxy statement or other applicable SEC filing, as required by the rules of the SEC.
 - (l) Review compensation arrangements to evaluate whether incentive and other forms of pay do not encourage unnecessary or excessive risk taking and review and discuss, at least annually, the relationship between risk management policies and practices, corporate strategy and the Company's compensation arrangements.
 - (m) To the extent it deems necessary, review and approve the terms of any compensation "clawback" or similar policy or agreement between the Corporation and Executives and Elected Officers.
 - (n) Perform such functions as assigned by law, the Corporation's charter or bylaws or the Board.