

ANALOG DEVICES, INC.

Corporate Development Committee

A. **Purpose**

The purpose of the Corporate Development Committee (the “Committee”) of the Board of Directors (the “Board”) of Analog Devices, Inc. (the “Corporation”) is to assist the Board in evaluating strategic transactions, investments and capital allocation and structure.

B. **Structure and Membership**

1. **Number.** The Committee shall consist of such number of directors as the Board shall from time to time determine.
2. **Chair.** Unless the Board appoints a Chair of the Committee, the Committee shall elect a Chair by majority vote.
3. **Compensation.** The compensation of the Committee members shall be as determined by the Board.
4. **Selection and Removal.** Members of the Committee shall be appointed by the Board. The Board may remove members of the Committee with or without cause.

C. **Authority and Responsibilities**

The Committee shall discharge its responsibilities and shall assess the information provided to it by the Corporation’s management and others, in accordance with its business judgment. The following responsibilities of the Committee are set forth as a guide to the Committee with the understanding that the Committee may alter or supplement them as appropriate under the circumstances to the extent permitted or required by applicable laws and listing standards, or by the direction or resolution of the Board. The responsibilities of the Committee include reviewing and, where appropriate, making recommendations to the Board, with respect to:

1. Strategic plans and transactions, including mergers, acquisitions and divestitures, as well as joint ventures, business combinations and other

equity investments.

2. Results, performance and financial impact of significant capital expenditures and material acquisitions, joint ventures and business combinations.
3. The Corporation's capital structure, including potential issuance of debt and equity securities, credit agreements, letters of credit, guarantees and other forms of financial accommodations and material changes thereto, investment policy, dividends, stock splits and stock repurchases.
4. Significant financial exposures and contingent liabilities of the Corporation, including the use of derivatives and other risk management techniques including with respect to foreign exchange, interest rates and raw material prices.
5. The Corporation's financial outlook and plans for financing its working and long-term capital requirements.

D. Procedures and Administration

1. Meetings. The Committee shall meet as often as it deems necessary in order to perform its responsibilities. The Committee may also act by unanimous written consent in lieu of a meeting. The Committee shall keep such records of its meetings as it shall deem appropriate.
2. Subcommittees. The Committee may form and delegate authority to one or more subcommittees (including a subcommittee consisting of a single member), as it deems appropriate from time to time under the circumstances.
3. Reports to the Board. The Committee shall report regularly to the Board.
4. Charter. The Committee shall, from time to time as it deems appropriate, review and reassess the adequacy of this Charter and recommend any proposed changes to the Board for approval.
5. Independent Advisors. The Committee shall have the authority to engage such independent legal and other advisors as it deems necessary or appropriate to carry out its responsibilities. Such independent advisors may be the regular advisors to the Corporation. The Committee is empowered, without further action by the Board, to cause the Corporation to pay the compensation of such advisors as established by the Committee.
6. Self-Evaluation. The Committee shall periodically evaluate its own performance.