

ANALOG DEVICES, INC.

NOMINATING AND CORPORATE GOVERNANCE COMMITTEE CHARTER

A. Purpose

The purpose of the Nominating and Corporate Governance Committee (the “Committee”) of the Board of Directors (the “Board”) of Analog Devices, Inc. (the “Company”) is to:

- identify individuals qualified to become Board members;
- recommend to the Board the persons to be nominated by the Board for election as directors at any meeting of shareholders and the persons (if any) to be elected by the Board to fill any vacancies on the Board;
- recommend to the Board the directors to be appointed to each committee of the Board;
- develop and recommend to the Board corporate governance guidelines applicable to the Company;
- oversee the Company’s environmental, social and governance programs, practices and reporting;
- oversee the Company’s programs related to governmental relations and public policy matters; and
- oversee the evaluation of the Board.

B. Structure and Membership

1. Number. The Committee shall consist of at least two members of the Board.
2. Independence. Except as otherwise permitted by applicable Nasdaq rules, each member of the Committee shall be an “independent director” as defined by Nasdaq Rule 5605(a)(2).
3. Chair. The Board shall elect a Chair of the Committee by majority vote.
4. Compensation. The compensation of Committee members shall be as

determined by the Board.

5. Selection and Removal. Members of the Committee shall be appointed by the Board, taking into account the recommendation of the Committee. The Board may remove members of the Committee with or without cause.

C. Authority and Responsibilities

General

The Committee shall discharge its responsibilities, and shall assess the information provided to it by the Company's management and others, in accordance with its business judgment.

Board and Committee Membership

1. Selection of Director Nominees. Except where the Company is legally required by contract, bylaw or otherwise to provide third parties with the right to nominate directors, the Committee shall be responsible for (i) identifying individuals qualified to become Board members, consistent with criteria approved by the Board, and (ii) recommending to the Board the nominees for election as directors at any meeting of shareholders and the persons to be elected by the Board to fill any vacancies on the Board. In making such recommendations, the Committee shall consider candidates proposed by shareholders. The Committee shall review and evaluate information available to the Committee regarding candidates proposed by shareholders and shall apply the same criteria, and shall follow substantially the same process in considering them, as it does in considering other candidates. The Committee shall seek to complete customary vetting procedures and background checks with respect to individuals suggested for potential Board membership by shareholders of the Company or other sources.
2. Criteria for Selecting Directors. The criteria to be used by the Committee in recommending director nominees and by the Board in nominating directors are as set forth in the Company's Corporate Governance Guidelines. The Committee shall be responsible for reviewing with the Board, on an annual basis, the requisite skills and criteria for new Board members as well as the composition of the Board as a whole. Consistent with applicable law, the Committee believes that relevant experience, skills and industry familiarity, as well as gender, racial, ethnic, sexual orientation and geographic diversity, are important search criteria for director nominees and consistent with this philosophy, is committed to including in each search qualified candidates who reflect such diversity. The Committee shall adopt, and periodically review and revise as it deems appropriate, procedures regarding director candidates proposed by shareholders.

3. Search Firms. The Committee shall have the sole authority to retain and terminate any search firm to be used to identify director nominees, including sole authority to approve the search firm's fees and other retention terms. To reflect the Board's commitment to diversity, in connection with the use of any such search firm, the Committee will require the search firm to include qualified candidates who reflect diverse backgrounds, including, but not limited to, diversity of race, ethnicity, geography, gender and/or sexual orientation. The Committee is empowered, without further action by the Board, to cause the Company to pay the compensation of any search firm engaged by the Committee.
4. Selection of Committee Members. The Committee shall be responsible for recommending to the Board the directors to be appointed to each committee of the Board.
5. Oversight of Board Committees. The Committee shall periodically review the composition of each Board committee, including this Committee, and make recommendations to the Board for changes or rotation of committee members, the creation of additional Board committees taking into account input of the Board committees, as applicable, or the dissolution of Board committees.
6. Director Orientation and Training. The Committee shall monitor and evaluate the orientation and training needs of directors and make recommendations to the Board where appropriate.

Corporate Governance

7. Corporate Governance Guidelines. The Committee shall develop and recommend to the Board a set of Corporate Governance Guidelines applicable to the Company. The Committee shall, at least annually, or more frequently as deemed appropriate, review and reassess the adequacy of such Corporate Governance Guidelines and recommend any proposed changes to the Board for approval.
8. Code of Business Conduct and Ethics. The Committee shall coordinate the Board's oversight of the Company's code of business conduct and ethics.
9. Board Leadership Structure. The Committee shall periodically review and consult with the Board the Board's leadership structure to assess whether it is appropriate given the specific characteristics and circumstances of the Company.
10. Director Resignations. The Committee shall consider a director's offer to resign if not re-elected at a shareholder meeting or upon a change in his or her principal

position, status or employment, and make a recommendation to the Board with respect to such resignation.

11. Environmental, Social and Governance Matters. The Committee shall oversee and periodically review the Company's environmental, social and governance programs, practices and reporting, including issues of significance relating to climate, sustainability and social and governance activities. As part of this oversight, the Committee shall review and discuss with management the Company's sustainability initiatives and goals and the Company's progress toward achieving those goals.
12. Governmental Relations and Public Policy. The Committee shall oversee and periodically review policies and practices in connection with governmental relations, public policy and related expenditures.

Evaluation of the Board

13. Evaluation of the Board. The Committee shall be responsible for overseeing an annual evaluation of the Board to determine whether it and its committees are functioning effectively. The evaluation shall consist of an evaluation of the Board and its committees, as well as of individual Board members, which may include individual evaluations of Board members by other Board members. The Lead Independent Director, in consultation with the Chair and the Company's Chief Legal Officer, shall develop the annual Board evaluation process, which may include retaining an outside third party to conduct such evaluation. The Committee shall supervise the conduct of the evaluation. The Committee shall receive comments from all directors and report annually to the Board with an assessment of the performance of the Board and its committees following the end of each fiscal year.
14. Additional Duties. The Committee shall have oversight of the risks associated with its areas of responsibility and such other duties as may be delegated from time to time by the Board.

D. Procedures and Administration

1. Meetings. The Committee shall meet as often as it deems necessary in order to perform its responsibilities. The Chair of the Committee will approve the agenda for the Committee's meetings and any member of the Committee may suggest items for consideration. 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. Quorum. A majority of the members of the Committee shall constitute a quorum

for any meeting. Any action of a majority of the members of the Committee present at a meeting at which a quorum is present shall be an action of the Committee.

3. 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.
4. Reports to the Board. The Committee shall report regularly to the Board.
5. Charter. Each year, the Committee shall review and reassess the adequacy of this Charter and recommend any proposed changes to the Board for approval.
6. 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 Company. The Committee is empowered, without further action by the Board, to cause the Company to pay the compensation of such advisors as established by the Committee.
7. Investigations. The Committee shall have the authority to conduct or authorize investigations into any matters within the scope of its responsibilities as it shall deem appropriate, including the authority to request any officer, employee or advisor of the Company to meet with the Committee or any advisors engaged by the Committee.
8. Self-Evaluation. At least annually, the Committee shall evaluate its own performance.

Last reviewed: December 2024