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# COMPENSATION COMMITTEE CHARTER

## ① PURPOSE

The purpose of the Compensation Committee (the "Committee") of the Board of Directors (the "Board") of Synaptics Incorporated (the "Company") is to:

- Determine, or recommend to the Board for determination, the compensation of the Chief Executive Officer (the "CEO") of the Company.
- Determine, or recommend to the Board for determination, the compensation of all other executive officers of the Company.
- Discharge the responsibilities of the Board relating to the Company's compensation structure and programs, including equity compensation plans and employee benefit plans and compensation of the Company's executives.
- Produce an annual compensation committee report on executive compensation for inclusion in the Company's annual proxy statement (or in its Form 10-K if the Company does not file a proxy statement) in accordance with applicable rules and regulations of the Nasdaq Stock Market, the Securities and Exchange Commission (the "SEC"), and other regulatory bodies.
- Perform such other duties and responsibilities as are enumerated in or consistent with this charter or as delegated by the Board.

## ② COMPOSITION

The Committee shall consist of two or more directors appointed annually by the Board. The Board shall designate one member of the Committee to serve as Chair of the Committee. Each member of the Committee shall be independent in accordance with the rules of the Nasdaq Stock Market, including being free of any relationship that would interfere with the member's exercise of independent judgment, and shall meet any other qualifications as determined by the Board or as required by applicable law and exchange rules. No director may serve unless that director is a "Non-Employee Director" for purposes of Rule 16b-3 under the Securities Exchange Act of 1934, as amended. The members of the Committee may be replaced or removed by the Board at any time with or without cause. Resignation or removal of a director from the Board, for whatever reason, shall automatically constitute resignation or removal, as applicable, from the Committee. Vacancies, for whatever reason, may be filled by the Board.

## ③ OPERATIONS AND AUTHORITY

### Meetings

The Committee shall meet at least two times per year at such times and places as it deems necessary to fulfill its responsibilities. The Committee shall report regularly to the Board regarding its actions and make recommendations to the Board as appropriate. Minutes of the meetings will be kept and distributed to each member of the Board. The Committee is governed by the same rules regarding meetings (including meetings in person or by telephone or other similar communications equipment), action without meetings, notice, waiver of notice, and quorum and voting requirements as are applicable to the Board. A majority of the members of the Committee present will constitute a quorum for the transaction of business. The Committee will meet as often as may be deemed necessary or appropriate in executive session at which only the Committee members are present.

## Delegation of Authority

The Committee shall have the authority to delegate any of its responsibilities, along with the authority to take action in relation to such responsibilities, to one or more subcommittees as the Committee may deem appropriate in its sole discretion. Any subcommittee, or other duly authorized delegate will report to the Committee regarding any activities undertaken pursuant to such delegation. The Committee may terminate any such subcommittee and revoke any such delegation at any time.

## Outside Advisors

The Committee shall have the authority, in its sole discretion, to select, retain and obtain the advice of a compensation consultant as necessary to assist with the execution of its duties and responsibilities as set forth in this Charter. The Committee shall set the compensation, and oversee the work, of the compensation consultant. The Committee shall have the authority, in its sole discretion, to retain and obtain the advice and assistance of outside legal counsel and such other advisors as it deems necessary to fulfill its duties and responsibilities under this Charter. The Committee shall set the compensation, and oversee the work, of its outside legal counsel and other advisors. The Committee shall receive appropriate funding from the Company, as determined by the Committee in its capacity as a committee of the Board, for the payment of compensation to its compensation consultants, outside legal counsel and any other advisors. However, the Committee shall not be required to implement or act consistently with the advice or recommendations of its compensation consultant, legal counsel or other advisor to the compensation committee, and the authority granted in this Charter shall not affect the ability or obligation of the Committee to exercise its own judgment in fulfillment of its duties under this Charter.

## 4

### DUTIES AND RESPONSIBILITIES

The Committee shall have the following duties and responsibilities:

## Setting Compensation for Executive Officers and Directors

- Establish and review the overall compensation philosophy of the Company.
- Review and approve the Company's corporate goals and objectives relevant to the compensation for the CEO and other executive officers, including annual performance objectives.
- Evaluate the performance of the CEO and other executive officers in light of those goals and objectives, and based on such evaluation, approve, or recommend to the full Board the approval of, the annual salary, bonus, stock options, and other benefits, direct and indirect, of the CEO and other executive officers.
- In approving or recommending the long-term incentive component of compensation for the CEO and other executive officers, the Committee should consider the Company's performance and relative stockholder return, the value of similar incentive awards to CEOs and other executive officers at comparable companies, and the awards given to the CEO and other executive officers in past years. The Committee is not precluded from approving awards (with or without the ratification of the Board) as may be required to comply with applicable tax laws, such as Rule 162(m).
- In connection with executive compensation programs, the Committee should do the following:

- Annually review market data to assess the Company's competitive position with respect to executive compensation (including base salary, annual incentives, long-term incentives, perquisites, and benefits);
  - Review and recommend to the full Board, or approve, new executive compensation programs and any material change to any such existing program or plan;
  - Review on a periodic basis the operations of the Company's executive compensation programs to determine whether they are properly coordinated and achieving their intended purposes;
  - Establish and periodically review policies for the administration of executive compensation programs; and
  - Take steps to modify any executive compensation program that yields payments and benefits that are not reasonably related to executive and corporate performance.
- Establish and periodically review policies in the area of senior management perquisites.
  - Consider policies and procedures pertaining to expense accounts of senior executives.
  - Review and recommend to the full Board of Directors compensation of non-employee directors .
  - To the extent not delegated to the Audit Committee by the Board, review and approve all related party transactions (as specified in Item 404 of Regulation S-K) and review and make recommendations to the full Board of Directors, or approve, any contracts or other transactions with current or former executive officers of the Company, including consulting arrangements, employment contracts, change-in-control agreements, severance agreements, termination arrangements, and loans to employees made or guaranteed by the Company.

## Monitoring and Administration of Compensation Plans

- Review and make recommendations to the full Board with respect to, or approve, the Company's incentive-compensation plans and equity-based plans, and review and oversee the activities of the individuals responsible for administering those plans.
- Review and make recommendations to the full Board, or approve, all equity compensation plans of the Company that are not otherwise subject to the approval of the Company's stockholders.
- Review and make recommendations to the full Board, or approve, all awards of shares or share options pursuant to the Company's equity-based plans.
- Monitor compliance by executives with the rules and guidelines of the Company's equity-based plans.
- Act as the administrator under the Company's equity-based plans and oversee administration of all incentive compensation and equity-based plans for employees and approve all forms of award agreement and/or sub-plans adopted thereunder.
- Review and monitor employee pension, profit sharing, and benefit plans.

## Reports

- Prepare an annual committee report on executive compensation for inclusion in the Company's proxy statement (or in its Form 10-K if the Company does not file a proxy statement) in accordance with applicable rules and regulations of Nasdaq, the SEC, and other applicable regulatory bodies.
- Report regularly to the Board with respect to matters that are relevant to the Committee's discharge of its responsibilities and with respect to such recommendations as the Committee may deem appropriate. The report to the Board may take the form of an oral report by the Chair or any other member of the Committee designated by the Committee to make such report.
- Maintain minutes or other records of meetings and activities of the Committee.

## Human Capital Management

The Committee shall assist the Board in its oversight of the development, implementation and effectiveness of the Company's policies and strategies relating to the human capital management function, including but not limited to policies and strategies regarding recruiting, selection, career development, diversity, inclusion and employment practices (other than that within the purview of the Nominations and Governance Committee, or as otherwise delegated by the Board).

Synaptics Incorporated  
Compensation Committee Charter

Dated July 29, 2024  
Administered by the Synaptics Incorporated Legal Team  
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