



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 carry out the responsibilities delegated by the Board and assist the Board in oversight of: the compensation of the Chief Executive Officer (the “**CEO**”) and other executive officers of the Company; the overall design and structure of the Company’s compensation and benefit programs, including equity compensation plans and employee benefit plans; the Committee report on executive compensation for inclusion in the Company’s annual 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; such other duties and responsibilities as are enumerated in or consistent with this Charter; and any related matters required by the federal securities laws, and as otherwise delegated to the Committee by the Board from time to time. “**Executive Officers**” means the CEO and other Company’s officers who are designated as “executive officers” for purposes of Section 16 of the Securities Exchange Act of 1934, as amended, and the rules and regulations promulgated thereunder (the “**Exchange Act**”), as determined by the Board from time to time.

2. AUTHORITY, DUTIES AND RESPONSIBILITIES

Authority

- While acting within the scope of its stated purpose, the Committee shall have all the authority of the Board, except as otherwise limited by applicable law.
- In addition to those duties and responsibilities set forth below, in discharging its oversight role, the Committee is empowered to study or investigate any matter of interest or concern that the Committee deems appropriate.
- The Committee shall be given full access to the Board, management, and external advisors, including an independent compensation consultant, as necessary, to carry out its duties and responsibilities.

Duties and Responsibilities

- The Committee shall have the duties and responsibilities set forth below. These duties and responsibilities serve as a guide with the understanding that the Committee may determine to carry out additional functions and adopt additional policies and procedures as may be appropriate in light of changing business, legislative, regulatory, legal, or other conditions. The Committee shall also carry out any other duties and responsibilities delegated to it by the Board from time to time related to the purposes of the Committee outlined in this Charter. The Committee also may perform any functions it deems appropriate under applicable law, rules, or regulations, the Company’s by-laws, and the resolutions or other directives of the Board, including review of any certification required to be reviewed in accordance with applicable law or regulations of the Securities and Exchange Commission (the “**SEC**”). Specific duties and responsibilities include the following:
 - **Setting Compensation for Executive Officers and Directors**
 - Establish and review the overall compensation philosophy at least biennially to ensure

ongoing alignment with corporate strategy, stockholder interests, and risk profile.

- Review and approve the Company's corporate goals and objectives relevant to the compensation for the Executive Officers, including annual performance objectives;
 - Evaluate the performance of the 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, equity awards, and other benefits, direct and indirect, of the Executive Officers. In approving or recommending the long-term incentive component of compensation for the Executive Officers, the Committee should consider the Company's performance and relative stockholder return, the value of similar incentive awards to the Executive Officers at comparable companies, and the awards given to the 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;
 - Review and recommend to the full Board for approval compensation of non-employee directors ("**Directors**"); and
 - Review and make recommendations to the full Board, or approve, as applicable, 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, if any, to employees made or guaranteed by the Company and as permitted by applicable law.
- **Monitoring and Administration of Compensation Programs and Plans**
- Review and recommend to the full Board new executive compensation programs and any material change to any such existing program or plan. In connection with executive compensation programs, the Committee should do the following annually, assisted by its independent compensation consultant:
 - Review and consider results of "Say-on-Pay" votes and, with management leading execution, engage with stockholders and proxy advisory firms on compensation matters, with the Committee providing oversight, guidance, and input as appropriate;
 - Annually review and approve the peer group used for benchmarking executive compensation;
 - 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 make recommendations to the full Board with respect to, or approve, as applicable, the Company's short-term and long-term incentive compensation programs and plans, including all 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, as applicable, the pool of equity awards available for grant under the Company's equity-based plans, provided, however, that the Committee shall approve all awards to all Executive Officers of the Company;
 - Monitor any non-compliance by Executive Officers with the rules and guidelines of the Company's equity-based plans;
 - Act as the administrator (or delegate administrative oversight to management to the extent compliant with applicable law) under the Company's equity-based plans, oversee administration of all incentive compensation and equity-based plans, and approve all forms of award agreement and/or sub-plans adopted thereunder;
 - Periodically review and recommend to the full Board for approval new Director compensation program and any material change to any such existing program. In connection therewith, the Committee, with the assistance of its independent compensation consultant, should consider competitive market data and peer practices to benchmark the appropriateness of Director compensation programs;
 - Review and monitor any pension, deferred compensation and/or 401-K plans, and profit sharing, and other benefit plans offered by the Company;
 - Review and make recommendations to the full Board for approval all equity compensation plans of the Company that are not otherwise subject to the approval of the Company's

stockholders (e.g., equity inducement plans), determine whether executive compensation programs are properly coordinated and achieving their intended purposes, and take steps to modify any such program that yields payments and benefits that are not reasonably related to performance of the Company and the Executive Officers.

- Establish and periodically review policies in the area of perquisites for Executive Officers.
- **Human Capital Management**
 - Assist the Board in overseeing the development, implementation, and effectiveness of the Company's human capital management strategies and programs, including policies and practices related to recruitment, selection, career development, employee engagement, an inclusive workplace culture, fair and competitive employment and pay practices, and talent attraction and retention. Such oversight is strategic and supervisory in nature and does not include responsibility for day-to-day program design, implementation, or administration. The Committee's oversight shall exclude matters within the purview of the Nominations and Corporate Governance Committee or otherwise delegated by the Board to another committee.
 - Periodically review employee engagement and turnover metrics, assessing whether compensation and talent strategies effectively support retention and employee morale.
- **Reporting and Disclosures**
 - Prepare an annual Committee report on executive compensation for inclusion in the Company's proxy statement in accordance with applicable SEC Rules, Nasdaq Rules, and any other rules or regulations of other applicable regulatory bodies.
 - Oversee the Company's compliance with applicable disclosure requirements related to executive and other Company compensation programs, including reviewing and discussing with management the Compensation Discussion and Analysis in the proxy statement and recommending its inclusion therein to the full Board, and human capital management programs disclosed in the Company's periodic reports filed with the SEC.
- **Compensation Matters Regarding Succession Planning**
 - Evaluate whether the Company's compensation, retention, and incentive programs effectively support leadership continuity and the development of internal talent to ensure readiness for advancement.
 - Coordinate with the N&CG Committee to align compensation programs with broader Board and leadership succession considerations.
- **Risk Oversight, including AI Governance and Equitable Employment Practices**
 - Review and oversee management's use, if any, of artificial intelligence ("AI") or algorithmic tools in compensation, performance evaluation, and talent management to help ensure such practices align with the Company's values, promote fairness and transparency, and comply with applicable laws and regulations. The Committee's oversight is limited to the use and outcomes of such tools in employment-related decision-making and does not include responsibility for enterprise-wide AI governance, model development, technical controls, or data governance, which are overseen by other committees of the Board.
 - Oversee risks related to compensation, talent, and workforce structure, including ensuring that the Company's compensation policies and practices do not encourage excessive risk-taking, are aligned with long-term strategic goals, and support sound risk management and compliance frameworks.
 - Monitor workforce engagement, culture alignment, and management's efforts to promote equitable and ethical employment practices.
 - Advise the Board on significant developments in employment practices and compensation programs that may affect the Company's risk profile or reputation.
- **Clawback Policy Oversight**
 - Oversee and administer the Company's clawback policy adopted pursuant to applicable SEC and Nasdaq Rules as may be amended from time to time, including, in concert with

the Audit Committee, determining the circumstances requiring recovery of incentive-based compensation, approving or reviewing any such recoveries, and overseeing related disclosures.

- Periodically review the effectiveness of the policy and coordinate with the Legal department to ensure consistent application and compliance with applicable regulations.
- **Stock Ownership and Retention Guidelines**
 - Establish and monitor compliance with stock ownership and retention guidelines for Executive Officers and Directors.
- **Social Aspects of Corporate Governance & Sustainability (CGS) Responsibility**
 - Oversee the Company's strategy-level policies and disclosures relating to the social aspects of its Corporate Governance & Sustainability ("CGS") strategy, including an inclusive workplace culture, fair and competitive employment and pay programs, employee well-being, talent retention, and employee engagement. Such oversight focuses on alignment with corporate strategy, risk management, and external disclosure, and does not include operational responsibility for program execution.
 - Periodically review and advise the Board on the Company's social aspects of CGS disclosures in SEC filings, sustainability reports, and the Company's website.
- **Board and Other Committee Coordination**
 - Coordinate with the Board and other Board committees to ensure clear allocation of oversight for cross-functional risks, including cybersecurity (Audit), AI/data governance (Nominations and Corporate Governance), and human-capital management (Compensation), with AI oversight by this Committee limited to compensation- and talent-related use cases, consistent with respective committee charters.

3. LIMITATION OF COMPENSATION COMMITTEE'S ROLE

- With respect to the foregoing responsibilities and processes, the Committee recognizes that the Company's management as well as the Committee's independent compensation committee consultant and other external advisors may have greater time, knowledge, expertise, and more detailed information regarding the Company's compensation programs, incentive arrangements, and related risk mitigation efforts than Committee members do. Consequently, in discharging its oversight responsibilities, the Committee does not provide, and will not be deemed to provide, any legal, compliance, or other professional advice or assurance, nor does it provide any professional certification as to the effectiveness of the Company's compensation programs, incentive arrangements, or related risk mitigation efforts.
- While the Committee has the responsibilities and powers set forth in this Charter, it is not the duty of the Committee to manage the Company's business or operations or to design, implement or administer the Company's compensation programs and plans and/or employment practices in compliance with applicable laws and regulations. It also is not the duty of the Committee to conduct investigations or to ensure that the Company is in compliance with laws and regulations and with the Company's internal policies and procedures. These are the responsibilities of management and, where applicable, external advisors. It also is the job of the Chief Executive Officer and senior management, rather than that of the Committee, to identify, assess and manage compensation and employment-related risks. The Committee's role is one of oversight and recommendation, and it relies on information and assurances provided by management and, where applicable, its independent compensation consultant and/or other external advisors, in carrying out its responsibilities.

4. COMMITTEE AND CHAIR APPOINTMENT, SELECTION, COMPOSITION AND REMOVAL

- The Committee shall consist of two or more members of the Board appointed annually by the Board. Each member of the Committee shall be independent in accordance

applicable the independence requirements of the Exchange Act, the rules and regulations of the SEC, including Rule 10C-1, and the applicable Nasdaq Stock Market listing standards, including being free of any relationship that would interfere with the member's exercise of independent judgment, and each of whom shall meet any other qualifications as determined by the Board or as required by applicable law and exchange rules.

- No member of the Committee shall receive directly or indirectly any consulting, advisory, or other compensatory fees from the Company other than Director's fees for service as a Director of the Company, including reasonable compensation for serving on the Committees and regular benefits that other Directors receive; and a pension or similar compensation for past performance, provided that such compensation is not conditioned on continued or future service to the Company. In addition, no member of the Committee may be an affiliate of the Company or any subsidiary of the Company whether by being an officer or owning more than 10 percent of the Company's voting securities.
- No member of the Committee may serve if such service would result in a compensation committee interlock that is required to be disclosed under applicable SEC rules, unless the Board affirmatively determines that such service does not impair the member's independence.
- Each member shall serve until such member's successor is duly elected and qualified or until such member's earlier resignation or removal. The members of the Committee may be replaced or removed by a majority vote of 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.
- Unless a Chair is appointed by the full Board, the members of the Committee shall designate a Chair by the majority vote of the full Committee membership. The Chair will chair all regular and executive sessions of the Committee and set the agendas for Committee meetings, in consultation with management and advisors as appropriate.

5. COMMITTEE OPERATIONS / MEETINGS / EXECUTIVE SESSIONS

- The Committee shall meet as frequently as circumstances dictate. The Chair of the Committee or a majority of the members of the Committee may call meetings of the Committee.
- 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.
- The Committee shall report regularly to the Board regarding its actions. In this regard, the Committee will review with the full Board matters relating to Executive Officer and Director compensation, incentive and equity compensation programs, compensation-related risk considerations, succession planning matters within the Committee's remit, and other compensation and human capital management issues, and shall provide 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. Minutes of the meeting or other records of Committee activity will be kept and distributed to each member of the Board.
- The Committee may invite to its meetings any Director, member of management of the Company, the Committee's independent compensation consultant, legal counsel, and such other persons as it deems appropriate to carry out its responsibilities. All non-management Directors who are not members of the Committee may attend meetings of the Committee but may not vote. The Committee may also exclude from its meetings or any portions thereof any persons it deems appropriate, including when executive compensation matters are discussed.
- The Committee will meet as often as may be deemed necessary or appropriate in executive session at which only the Committee members are present and may

periodically meet in executive session with the Committee's independent compensation consultant and/or legal counsel or other external advisors, without members of management present, to discuss any matters that the Committee and any such advisor believes would be appropriate to discuss privately.

6. DELEGATION TO SUBCOMMITTEES

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.

7. OUTSIDE ADVISORS

- The Committee shall have the authority, in its sole discretion, to select, retain and obtain the advice and assistance of outside advisors, including independent compensation consultants, outside legal counsel, executive search firms, and other consultants and advisors as it deems necessary to assist with the execution of its duties and responsibilities set forth in this Charter.
- The Committee shall set the compensation and oversee the work of any such advisors. The Committee shall receive appropriate funding from the Company, as determined by the Committee, for the payment of compensation to its outside advisors as well as payment of the ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties.
- Prior to engaging any compensation consultant, legal counsel, or other advisor, the Committee shall consider the independence of such advisor in accordance with applicable SEC rules (including Rule 10C-1) and Nasdaq Stock Market listing standards, and any outside advisor retained by the Committee shall be independent as determined by the Committee.

8. COMMITTEE SELF-EVALUATION

The Committee shall conduct an annual self-evaluation of its performance and effectiveness and report the results to the Board, including follow-up actions.

9. COMMITTEE CHARTER

The Committee shall review this Charter periodically and recommend any proposed changes to the Board for approval.

Synaptics Incorporated - Compensation Committee Charter
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