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## AUDIT COMMITTEE CHARTER

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### 1. PURPOSE

The purpose of the Audit 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 integrity of the Company’s financial statements and accounting practices; the Company’s system of internal accounting controls and disclosure controls and procedures; the Company’s enterprise risk management processes, to the extent they relate to financial, accounting, and other compliance risks within the Committee’s remit; the Company’s compliance with legal and regulatory requirements; the engagement and assessment of the qualifications, independence, and performance of the Company’s independent registered public accounting firm (“**Independent Auditor**”); the performance of the Company’s internal audit function; and any related matters required by federal securities laws, and as otherwise delegated to the Committee 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, the internal auditor, the Independent Auditor, and other external advisors, 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:

- **Documents/Reports Review**

- Review and discuss with management and the Independent Auditor the Company’s annual audited financial statements and quarterly financial statements, including the Company’s disclosures under “Management’s Discussion and Analysis of Financial Condition and Results of Operations,” prior to public filing. Based on such review and discussion, the Committee shall recommend to the Board whether the Company’s audited financial

statements should be included in the Company's annual report on Form 10-K.

- Discuss with the Independent Auditor the matters required to be discussed under applicable PCAOB and auditing standards regarding communications with audit committees.
- Discuss with management and the Independent Auditor, prior to the Company's filing of any quarterly or annual report, whether any significant deficiencies in the design or operation of internal control over financial reporting exist that could adversely affect the Company's ability to record, process, summarize, and report financial data; the existence of any material weaknesses in the Company's internal control over financial reporting; and the existence of any fraud, whether or not material, that involves management or other employees who have a significant role in the Company's internal controls over financial reporting.
- Review and discuss with management and the Independent Auditor the Company's earnings press releases (including use of any "pro forma" or "adjusted" non-GAAP information), as well as financial information and earnings guidance.
- Discuss with the Independent Auditor any Critical Audit Matters (CAMs) to be included in the auditor's report, including the underlying judgments and related disclosures.

○ **Independent Auditor**

- Appoint, retain, compensate, evaluate, and, where appropriate, replace, or terminate the Company's Independent Auditor.
- Pre-approve, or adopt procedures to pre-approve, all audit, audit-related, tax, and other non-audit services permitted by law or applicable SEC regulations (including the associated engagement terms, fees, and cost ranges) to be performed by the Independent Auditor, subject to the following:
  - Any pre-approved services that will involve fees or costs exceeding pre-approved levels will also require specific pre-approval by the Committee. Unless otherwise required by law or applicable SEC regulations, any pre-approval shall be effective until the respective service is complete to the satisfaction of the Committee under the terms of the engagement with the Independent Auditor or until such date as the Committee designates. The Committee will not approve any non-audit services prohibited by applicable SEC regulations or any services in connection with a transaction initially recommended by the Independent Auditor, the purpose of which may be tax avoidance and the tax treatment of which may not be supported by the Internal Revenue Code and related regulations;
  - To the extent it deems it appropriate, the Committee may delegate pre-approval authority to the Committee Chair or any one or more other members of the Committee provided that any member of the Committee who has exercised such delegation must report any such pre-approval decisions to the Committee at a next scheduled meeting. The Committee will not delegate the pre-approval of services to be performed by the Independent Auditor to management; and
  - Require that the Independent Auditor, in conjunction with the Chief Financial Officer, be responsible for seeking pre-approval for providing services to the Company and that any request for pre-approval must inform the Committee about each service to be provided with particular details and the fees, if any, to be paid related to such service;
- Oversee the work of the Independent Auditor and any other accounting firm engaged by the Company for the purpose of preparing or issuing an audit report or performing other audit, review, or attest services for the Company, including resolving any disagreements between management and the Independent Auditor regarding financial reporting
- Inform each Independent Auditor engaged for the purpose of preparing or issuing an audit report or to perform audit, review, or attest services for the Company that such Independent Auditor shall report directly to the Committee.
- Review, at least annually, the qualifications, performance, and independence of the Independent Auditor. In conducting its review and evaluation, the Committee should do the following:
  - At least annually, obtain and review a report by the Company's Independent Auditor describing (i) its internal quality-control procedures; (ii) any material issues raised by the most recent internal quality-control review, or peer review, of the Independent Auditor, or

by any inquiry or investigation by governmental or professional authorities, within the preceding five years, respecting one or more independent audits carried out by the Independent Auditor, and any steps taken to deal with any such issues; and (iii) all relationships between the Independent Auditor and the Company;

- Ensure the rotation of the lead (or coordinating) audit partner at least every five years and consider whether there should be regular rotation of the Independent Auditor itself.
  - Confirm with the Independent Auditor that the lead (or coordinating) audit partner, the concurring (or reviewing) audit partner, and each other active audit engagement team partner satisfies the rotation requirements of Rule 2-01(c)(6) of Regulations S-X; and
  - Consider the opinions of management and the Company's internal auditors (or other personnel responsible for the internal audit function).
  - Review relevant PCAOB inspection findings that relate to the Company's audit engagement or that otherwise may impact the quality or independence of the Independent Auditor's audit of the Company, if any, and discuss with the Independent Auditor any remediation efforts or quality improvement initiatives.
  - Set clear hiring policies for current or former employees of the Independent Auditor. At a minimum, these policies will provide that any public accounting firm may not provide audit services to the Company if the Company's Chief Executive Officer, Chief Financial Officer, Chief Accounting Officer, Controller, or any person serving in an equivalent position for the Company was employed by the Independent Auditor and participated in any capacity in the audit of the Company within one year of the initiation of the current audit.
- **Financial Reporting Process**
- In consultation with the Independent Auditor, management, and the internal auditor, review the integrity of the Company's financial reporting processes, both internal and external. In that connection, the Committee should obtain and discuss with management and the Independent Auditor reports from management and the Independent Auditor regarding:
    - All critical accounting policies and practices to be used by the Company and the related disclosure of those critical accounting policies under "Management's Discussion and Analysis of Financial Condition and Results of Operations;"
    - Analyses prepared by management and/or the Independent Auditor regarding significant financial reporting issues and judgments, including all alternative treatments within generally accepted accounting principles, the ramifications of such alternatives, and management's rationale for the accounting treatment selected, taking into account the views of the Independent Auditor;
    - Major issues regarding accounting principles and financial statement presentations, including any significant changes in the Company's selection or application of accounting principles;
    - Tax strategy, including significant tax positions, material tax planning initiatives, and key tax risk exposures that could have a material impact on the Company's financial statements or disclosures;
    - Investment policy and related practices (including permitted instruments, liquidity parameters, counterparty/credit exposure, and compliance with policy limits), and periodically receive reports on investment performance and material exceptions;
    - Major issues as to the adequacy of the Company's internal controls and any specific audit steps adopted in light of material control deficiencies;
    - Issues with respect to the design and effectiveness of the Company's disclosure controls and procedures, management's evaluation of those controls and procedures, and any issues relating to such controls and procedures during the most recent reporting period;
    - The effect of regulatory and accounting initiatives, as well as off-balance sheet structures on the financial statements of the Company;
    - Any significant matters arising from any audit, including audit problems and difficulties, if any, whether raised by management, the internal auditor, or the Independent Auditor, relating to the Company's financial statements; and
    - Any other material written communications between the Independent Auditor and the Company's management, including any "management" letter or schedule of unadjusted

differences.

- Review with the Independent Auditor any audit problems or difficulties encountered and management's response thereto. In this regard, the Committee will regularly review with the Independent Auditor any audit problems or other difficulties encountered by the Independent Auditor in the course of the audit work, including any restrictions on the scope of the Independent Auditor's activities or on access to requested information, and any significant disagreements with management and management's responses to such matters. The Committee may review with the Independent Auditor any accounting adjustments that were noted or proposed by the Independent Auditor but were "passed" (as immaterial or otherwise), any communications between the audit team and the Independent Auditor's national office respecting auditing or accounting issues presented by the engagement, and any "management" or "internal control" letter issued, or proposed to be issued, by the Independent Auditor to the Company.
  - Obtain from the Independent Auditor assurance that the audit of the Company's financial statements was conducted in a manner consistent with Section 10A of the Securities Exchange Act of 1934 as amended (the "**Exchange Act**"), which sets forth procedures to be followed in any audit of financial statements required under the Exchange Act.
  - Discuss the scope of the annual audit and review the form of the opinion the Independent Auditor proposes to issue.
  - Review management's conclusions regarding the effectiveness of the Company's disclosure controls and procedures, including any material issues identified and remediation plans.
  - Review and discuss with management and the Independent Auditor the responsibilities, budget, and staffing of the Company's internal audit function, whether internal or outsourced.
  - Review and discuss with management and the Independent Auditor any accounting restatement to determine whether such restatement constitutes an accounting restatement under Rule 10D-1 of the Exchange Act and applicable Nasdaq listing standards and promptly communicate the Committee's determination to the Compensation Committee for consideration of any required recovery actions.
- **Enterprise Risk Management Oversight, including Cyber-Security and Use of AI in Financial Reporting**
    - Discuss with management, the Independent Auditor, and the internal auditor, the Company's guidelines and policies with respect to risk assessment and risk management.
    - Discuss with management, the Independent Auditor, and the internal auditor the Company's enterprise risk management framework, including major financial, tax, investment, enterprise, and operational risk exposures impacting the Company, as well as the guidelines and policies by which risk assessment and management is undertaken, and the steps management has taken to monitor and control risk exposure.
    - Review periodic reports from the Company's Corporate Affairs Council, as appropriate, regarding enterprise risk matters within the Committee's remit, including cyber-security matters and any material incidents or regulatory inquiries related thereto.
    - Review management's cybersecurity incident response preparedness, including escalation protocols, regulatory disclosure considerations, and post-incident remediation and lessons learned from any material incidents.
    - Review and discuss with management and, as appropriate, the Independent Auditor, the Company's use of artificial intelligence or other emerging technology in the financial reporting process, including related governance and impacts on significant accounting judgments and estimates, financial reporting quality, and internal control over financial reporting and disclosure controls and procedures.

- **Legal Compliance**
  - Review periodically, with the Company's counsel, any legal matter that could have a significant impact on the Company's financial statements or disclosures thereto.
  - Establish procedures for the receipt, retention, and treatment of complaints received by the Company regarding accounting, internal accounting controls, or auditing matters; and the confidential, anonymous submission by employees of the Company of concerns regarding questionable accounting or auditing matters.
  - Unless specifically delegated by the Board to the Compensation Committee of 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, or approve, any contracts or other transactions with current or former executive officers of the Company, including consulting arrangements, employment agreements, change-in-control agreements, termination arrangements, and loans to employees made or guaranteed by the Company.
  - Prepare all reports required to be included in the Company's proxy statement, pursuant to and in accordance with applicable rules and regulations of the SEC.
- **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), consistent with respective committee charters.

### **3. LIMITATION OF AUDIT COMMITTEE'S ROLE**

- With respect to the foregoing responsibilities and processes, the Committee recognizes that the Company's management, including the finance and internal audit staff, as well as the Independent Auditor and other external advisors, may have greater time, knowledge, and expertise and more detailed information regarding the Company's operations, financial condition, internal controls, and risk management practices 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 as to the Company's financial statements, internal controls or any professional certification as to the Independent Auditor's work.
- 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, plan or conduct audits, or determine that the Company's financial statements and disclosures are complete, accurate, in accordance with generally accepted accounting principles, or in compliance with applicable laws and regulations. Nor is the Committee responsible for certifying the Company's financial statements or the Independent Auditor's report. 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 or with the Company's internal policies and procedures. These are the responsibilities of management and, where applicable, the Independent Auditor or other external advisors. It also is the function of the Chief Executive Officer and senior management, rather than that of the Committee, to assess and manage the Company's exposure to risk. The Committee's role is one of oversight and recommendation, and it relies on information and assurances provided by management and, where applicable, the Independent Auditor and other external advisors, in carrying out its responsibilities.

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

- The Committee shall consist of three or more members of the Board appointed annually by the Board. Each member of the Committee shall be independent in accordance with applicable SEC and Nasdaq Stock Market rules on independence, including being free of any relationship that would interfere with the member's exercise of independent judgment,

shall meet any other qualifications as determined by the Board or as required by applicable law and exchange rules, and each of whom must not have participated in the preparation of the financial statements of the Company or any current subsidiary of the Company during the previous three-year period.

- 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.
- 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. FINANCIAL LITERACY AND EXPERT QUALIFICATIONS**

- All members of the Committee shall be able to read and understand fundamental financial statements (including the Company's balance sheet, income statement, and cash flow statement).
- At least one member either must have past employment experience in finance or accounting, requisite professional certification in accounting, or any other comparable experience or background that results in the member's financial sophistication (including being or having been a chief executive officer, chief financial officer, or other senior officer with financial oversight responsibilities) or be an "audit committee financial expert" under the requirements of the SEC. Committee members may enhance their familiarity with finance and accounting by participating in educational programs conducted by the Company or by an outside organization.

## **6. 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 any issues that arise with respect to the quality or integrity of the Company's financial statements, the Company's compliance with legal or regulatory requirements, the performance and independence of the Company's Independent Auditor, and the performance of the internal audit function, if any, 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, 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.
- 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 shall periodically meet in executive session with the Chief Financial Officer, the Chief Legal Officer, the Corporate Controller, the Independent Auditor, and/or the head of the internal audit function, without other members of management present, to discuss any matters that the Committee and any such person believes would be appropriate to discuss privately.

#### **7. 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.

#### **8. 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 outside legal counsel, external audit 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.
- Any outside advisor retained by the Committee shall be independent as determined by the Committee, consistent with applicable SEC and Nasdaq Stock Market listing standards.

#### **9. 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.

#### **10. COMMITTEE CHARTER**

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

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