



NOMINATIONS AND CORPORATE GOVERNANCE COMMITTEE CHARTER

1. PURPOSE

The purpose of the Nominations and Corporate Governance 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 relating to: the Company’s director nominations process and procedures; development and maintenance of the Company’s corporate governance policies, practices and procedures; the Board and Board committee assessment and refresh process; and any related matters required by the 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, and 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:

- **Board Selection, Composition and Refreshment**

- Review and recommend to the Board for approval director independence standards in accordance with applicable Securities law and NASDAQ rules.
- Determine and recommend to the Board for approval whether a director is independent or has a relationship with the Company that would impair such director’s independence.
- Determine the qualifications, qualities, skills, and other expertise required to be a director, and develop, and recommend to the Board for its approval, criteria to be considered in selecting nominees for director (the “**Director Criteria**”).
- Identify, screen, evaluate, and recommend candidates qualified to become members of the Board or nominees for members of the Board consistent with the Director Criteria, The Committee shall review related party- transaction considerations and recommend

independence determinations to the Board for final approval.

- Recommend to the Board the selection and approval of the nominees for re-election to be submitted to a stockholder vote at the annual meeting of stockholders (each, an “Annual Meeting”).
 - Review and recommend the Board for approval any policies relating to the election, re-election, and retirement of Board members, including but not limited to Board classifications, term limits, or age caps.
 - Consider any nominations of director candidates validly made by stockholders in accordance with applicable laws, rules and regulations and the provisions and procedures set forth in the Company's Bylaws and as described in the Company's proxy statement;
 - Review and make recommendations to the Board or other appropriate committee with respect to any other proposal properly presented by a stockholder for inclusion in the Company's annual proxy statement and any proposal properly presented by a stockholder for consideration at an annual meeting or special meeting of stockholders in accordance with the Company's Bylaws.
 - Evaluate and recommend a Board member to serve as the Chair of the Board when requested by the Board and as appropriate following the Annual Meeting.
 - Review any director resignation letter tendered and evaluate and recommend to the Board whether such resignation should be accepted.
 - If a vacancy on the Board and/or any Board committee occurs, identify, select, and approve, and make recommendations to the Board regarding the selection and approval of candidates to fill such vacancy either by election by stockholders or appointment by the Board.
 - The Committee shall integrate Board refreshment considerations into the director nomination, re-nomination, and succession processes.
 - Periodically review and recommend to the Board a balanced approach to Board refreshment that maintains an appropriate mix of longer-tenured directors who contribute institutional knowledge and continuity, and newer directors who provide fresh perspectives, diverse experience, and evolving skills aligned with the Company's strategic direction.
 - Ensure the Board's composition reflects a range of expertise, backgrounds, and perspectives critical to the Company's strategy, growth, and risk oversight.
 - Maintain and periodically review a Board skills, experience, and diversity matrix aligned with current and emerging Company strategies.
 - Periodically assess director tenure, succession plans, and diversity goals in connection with Board evaluation outcomes and the Company's long-term strategic needs.
 - Oversee and assist the Board as appropriate with director succession planning relating to director tenure, retirements, or resignations.
 - Undertake any other responsibilities required by state or federal law or as delegated by the Board.
- **Corporate Governance**
- Develop and oversee the Company's corporate governance policies, practices and procedures, including its Corporate Governance Guidelines, periodically, including identifying best practices and reviewing and recommending to the Board for approval any changes to the documents, policies and procedures in the Company's corporate governance framework, including its Certificate of Incorporation and Bylaws, as amended from time to time.
 - Review and discuss with management disclosure of the Company's corporate governance practices, including information regarding the operations of the Committee and other Board committees, director independence and the director nominations process, and recommend that this disclosure be, included in the Company's proxy statement or annual report on Form 10-K, as applicable, consistent with applicable SEC and Nasdaq requirements.
 - Develop and recommend to the Board for approval a Company Code of Conduct (the

- "Code"); monitor compliance with the Code provisions (in coordination with the Audit Committee as appropriate for financial integrity matters); and review it periodically and recommend any changes to the Board.
- Oversee the corporate social responsibility function of the Company, including corporate governance, environmental, and sustainability (“**CGS**”) matters, except for any CGS matters that fall under the purview of other Board committee (e.g., Audit Committee – cybersecurity and Compensation Committee – human capital management).
 - Review and recommend to the Board directors’ and officers’ indemnification and insurance matters.
 - Monitor and advise the Board on emerging corporate-governance developments, regulations, and proxy-advisory firm policies affecting the Company’s governance framework including board structure, refresh, independence, and stockholder rights).
- ***Risk Oversight, Including AI Governance and Data Privacy Oversight***
 - Assist the Board in overseeing significant enterprise risks within the Committee’s remit, including risks relating to corporate governance, reputation, regulatory compliance, CGS, the responsible development and use of artificial intelligence (“**AI**”) and data, including reviewing management’s approach to AI ethics, compliance with applicable AI and data-protection regulations, and the integration of responsible AI principles into the Company’s policies, training, and Code of Conduct, and other emerging non-financial risk. The Committee’s role with respect to AI and data governance is one of oversight and review; the Committee does not manage, implement, or validate technical systems, controls, or operational deployments. Cybersecurity, information security controls, and incident detection, response, and remediation are overseen by the Audit Committee. The Committee shall coordinate with the Audit Committee as appropriate to ensure clear allocation of oversight responsibilities and effective information flow with respect to AI governance, data privacy, and related enterprise risks.
 - Monitor the effectiveness of governance frameworks addressing ethical business conduct, transparency, stakeholder trust, and corporate reputation.
 - Serve as the primary Board committee for oversight of periodic reports from the Company’s Corporate Affairs Council regarding various cross-functional matters, including enterprise risk matters, key sustainability matters, including climate change, resource conservation, supply chain sustainability, AI deployments, data privacy compliance posture, and any material incidents or regulatory inquiries related thereto, except to the extent any matters fall within the delegated remit of another Board committee.
 - Advise the Board on significant developments in AI regulation, privacy legislation, or ethical standards that may affect the Company’s risk profile or reputation.
 - ***Legal Compliance***
 - Review periodically with the Company’s counsel any legal matter relating to corporate governance policies, Board practices, or director qualifications that could have a material impact on the Company.
 - Review all reports and disclosures related to qualifications for Board and Committee service, governance policies and practices, and other requisite disclosures under the Committee purview required to be included in the Company’s proxy statement, pursuant to and in accordance with applicable rules and regulations of the SEC.
 - ***Stockholder Engagement***
 - Oversee Board engagement with shareholders and key stakeholders on governance, sustainability, and AI/data-ethics matters, with management responsible for execution of engagement activities unless the Board determines otherwise.
 - Review feedback trends for Board consideration.

- **Annual Board Performance**
 - Develop, subject to approval by the Board, a process for an annual evaluation of the Board and its committees and oversee the conduct of this annual evaluation process.
 - Assess the performance of the Board and its committees on an annual basis and make recommendations to the Board for improvements as necessary.
 - Consider use of periodic third-party or externally facilitated Board and committee evaluations to benchmark governance effectiveness.
- **Management Succession and Leadership Development Planning**
 - Oversee and approve management succession and continuity planning and risks, including developing and recommending to the Board for approval a CEO and other senior officer succession plan (the "**Succession Plan**"), review the Succession Plan periodically, develop and evaluate potential candidates for CEO and/or other executive positions and recommend to the Board any changes to and any candidates for succession under the Succession Plan in coordination with the Compensation Committee.
 - Coordinate with the Compensation Committee to ensure compensation programs align with the broader Board and leadership succession consideration and that committee responsibilities remain appropriately aligned.
- **Corporate Governance & Sustainability (CGS) Responsibility and Public Policy**
 - Oversee the CGS function of the Company, including environmental, social, and governance practices.
 - Periodically review and discuss with management the Company's CGS goals and practices, and review and advise the Board on the accuracy, consistency, and completeness of the Company's CGS disclosures in SEC filings, sustainability reports, and Company website.
 - Oversee and periodically review policies and practices in connection with governmental relations, public policy, and related expenditures.
- **Board Orientation and Continuing Education**

Develop and oversee an orientation program for new directors and a continuing education program for new and current directors and periodically review these programs and update them, as necessary.
- **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 (N&CGC), and human-capital management (Compensation), consistent with respective committee charters.

3. LIMITATION OF NOMINATIONS AND CORPORATE GOVERNANCE COMMITTEE'S ROLE

- With respect to the foregoing responsibilities and processes, the Committee recognizes that the Company's management as well as external advisors may have greater time, knowledge, expertise, and more detailed information regarding the Company's operations, governance 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, nor does it provide any professional certification as to the effectiveness of the Company's governance practices, compliance programs or 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 implement corporate governance policies and 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 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, its external advisors, in carrying out its responsibilities.

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

- Establish, monitor, and recommend the purpose, structure, and operations of the various committees of the Board, including the qualifications and criteria for membership; and
- As circumstances dictate (and at least annually following the Annual Meeting), make recommendations to the Board regarding the composition of each committee of the Board, recommend the appointment of directors to serve as members of each committee and committee chairs, and recommend, as necessary, periodic rotation of directors among the committees.
- 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 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, 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.
- 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 any issues that arise with respect to the Company's compliance with legal or regulatory requirements, and corporate governance trends, 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 may periodically meet in executive session with external advisors, including legal counsel or search firms, 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 outside legal counsel, executive search firms, governance consultants, 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.

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 – Nominations & Corporate Governance Committee Charter
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