



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:

- Identify, evaluate, and recommend candidates qualified to become Board members or nominees for members of the Board consistent with criteria approved by the Board;
- Evaluate and recommend Board members to serve as members and chairs of Board committees;
- Oversee and assist the Board as appropriate with, director succession planning, including planning relating to director tenure, retirements, or resignations;
- Assess the performance of the Board and its committees;
- Develop and maintain the Company's corporate governance policies and periodically review those policies and recommend any changes;
- Oversee the corporate social responsibility function of the Company, including environmental, social, and governance practices;
- Reviewing stockholder proposals and making appropriate recommendations to the Board; and
- Undertake any other responsibilities required by state or federal law 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. 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. The Committee will meet as often as may be deemed necessary or appropriate in executive session at which only the Committee members are present.

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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 outside advisors 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 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 outside advisors. Any outside advisor retained by the Committee shall be independent as determined in the discretion of the Committee.

Committee Charter

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

Performance Evaluation

The Committee shall conduct an annual evaluation of the performance of its duties under this Charter and shall present the results of the evaluation to the Board. The Committee shall conduct this evaluation in such manner as it deems appropriate.

DUTIES AND RESPONSIBILITIES

The Committee shall have the following duties and responsibilities:

Board Selection and Composition

- Determine the qualifications, qualities, skills, and other expertise required to be a director and to develop, and recommend to the Board for its approval, criteria to be considered in selecting nominees for director;
- Identify, screen, evaluate, and recommend candidates qualified to become Board members or nominees for members of the Board consistent with criteria approved by the Board;
- 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;
- Consider any nominations of director candidates validly made by stockholders in accordance with applicable laws, rules and regulations and the provisions of the Company's charter documents;
- 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;

- Review and recommend to the Board for approval director independence standards in addition to those required by applicable law and exchange 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; and
- Approve or disapprove any related person transaction for directors as defined under Securities Exchange Commission Regulation S-K, Item 404.

Committee Selection and Composition

- Establish, monitor, and recommend the purpose, structure, and operations of the various committees of the Board, the qualifications and criteria for membership on each committee of the Board, and, as circumstances dictate, make any recommendations regarding periodic rotation of directors among the committees and impose any term limitations of service on any Board committee;
- Periodically review the charter and composition of each committee of the Board and make recommendations to the Board for the modification of committee charters and the creation or elimination of committees; and
- Recommend to the Board for approval the appointment of directors to serve as chairs and members of each committee.

Corporate Governance

- Develop and maintain the Company's corporate governance policies and guidelines and periodically review those policies and recommend any changes;
- Oversee the Company's corporate governance practices and procedures, including identifying best practices, and review and recommend to the Board for approval any changes to the documents, policies and procedures in the Company's corporate governance framework including its articles of incorporation and bylaws;
- Develop and maintain the Company's Code of Conduct and related policies, including monitoring compliance and periodically recommending any changes to the Board for approval;
- Review and recommend to the full Board of Directors directors' and officers' indemnification and insurance matters; and
- Review and make recommendations to the Board or other appropriate committee with respect to any 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 annual or special meeting of stockholders in accordance with the Company's Bylaws.

Board Performance and Continuing Education

- Assess the performance of the Board and its committees on an annual basis and make recommendations to the Board for improvements; and
- Develop and oversee an orientation program for new directors and a continuing education program for current directors, and periodically review these programs and update them as necessary.

Corporate Social Responsibility and Public Policy

- Oversee the corporate social responsibility function of the Company, including environmental, social, and governance ("ESG") risks and practices;
- Periodically review and discuss with management the Company's practices with respect to ESG matters; and
- Oversee and periodically review policies and practices in connection with governmental relations, public policy and related expenditures.

Succession Planning

- Oversee and approve management succession and continuity planning and risks; and
- Review and evaluate succession plans relating to the Chief Executive Officer and other senior executive officers, and make recommendations to the Board with respect to the selection of individuals to occupy these positions.

Synaptics Incorporated
Nominations and Corporate Governance Committee Charter

Dated July 29, 2024
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