

ANALOG DEVICES, INC.

COMPENSATION AND TALENT COMMITTEE CHARTER

A. Purpose

The purpose of the Compensation and Talent Committee of the Board of Directors (the “Committee”) of Analog Devices, Inc. (the “Company”) is to:

- review, determine and approve the compensation of the Company’s Chief Executive Officer (the “CEO”), the Company’s other executive officers, and other senior vice presidents reporting to the CEO (each, a “member of the Leadership Team” and collectively, the “Leadership Team”);
- recommend, approve, and administer the Company’s incentive compensation plans and equity-based plans;
- oversee the Company’s enterprise-level strategies and programs relating to human capital management and diversity; and
- oversee the Company’s succession planning and development programs.

B. Structure and Membership

1. Number. Except as otherwise permitted by applicable Nasdaq rules, the Committee shall consist of at least two members of the Board of Directors.
2. Independence. Except as otherwise permitted by applicable Nasdaq rules, each member of the Committee shall be an “independent director” as defined by Nasdaq Rule 5605(a)(2). In addition, in affirmatively determining the independence of any director who will serve on the Committee, the Board of Directors shall consider all factors specifically relevant to determining whether a director has a relationship to the Company which is material to that director’s ability to be independent from management in connection with the duties of a compensation committee member, including, but not limited to: (i) the source of compensation of the director, including any director, consulting, advisory or other compensatory fee paid by the Company to the director; and (ii) whether the director is affiliated with the Company, a subsidiary of the Company or an affiliate of a subsidiary of the Company. At least two members of the Committee also shall each qualify as a “non-employee director” for the purposes of Rule 16b-3 under the Securities Exchange Act of 1934, as amended, and the rules and regulations thereunder (“Rule 16b-3”).
3. Chair. The Board of Directors shall elect a Chair of the Committee by

majority vote, taking into account the recommendation of the Nominating and Corporate Governance Committee.

4. Compensation. The compensation of Committee members shall be as determined by the Board of Directors.
5. Selection and Removal. Members of the Committee shall be appointed by the Board of Directors, taking into account the recommendation of the Nominating and Corporate Governance Committee. The Board of Directors may remove members of the Committee from such committee, with or without cause.

C. **Authority and Responsibilities**

General

The Committee shall discharge its responsibilities, and shall assess the information provided to it by the Company's management and others, in accordance with its business judgment.

Compensation Matters

1. Leadership Team Compensation. The Committee shall review and approve the compensation of each member of the Leadership Team, including salary, bonus and incentive compensation levels, perquisites; equity compensation (including awards to induce employment), severance arrangements, change-in-control benefits and other forms of executive officer compensation. The Committee shall review and establish performance goals and objectives relating to the compensation of the Leadership Team and evaluate whether those goals and objectives have been achieved for purposes of determining any performance-based compensation. The Committee shall meet without the presence of the CEO or other members of the Leadership Team when approving or deliberating on CEO compensation but may, in its discretion, invite the CEO to be present during the approval of, or deliberations with respect to, other Leadership Team compensation.
2. Evaluation of the Leadership Team. The Committee shall be responsible for overseeing the evaluation of each member of the Leadership Team. The Committee shall determine the nature and frequency of the evaluation and any other or additional persons subject to the evaluation.
3. Plan Recommendations and Approvals. The Committee shall periodically review and make recommendations to the Board of Directors with respect to incentive compensation plans and equity-based plans, as well as the number of stock-based awards to be reserved each fiscal year for grant to employees. In addition, the Committee, or a majority of the independent directors serving

on the Board of Directors, shall approve the Company's executive performance incentive plan, all equity compensation grants and any tax-qualified, non-discriminatory employee benefit plans (and any parallel nonqualified plans) for which shareholder approval is not sought and pursuant to which options or stock may be acquired by officers, directors, employees or consultants of the Company.

4. Equity-Based Plan Administration. The Committee shall exercise all rights, authority and functions of the Board of Directors under all of the Company's stock option, stock incentive, employee stock purchase and other equity-based plans, including without limitation, the authority to interpret the terms thereof and to grant equity awards thereunder; provided, however, that, except as otherwise expressly authorized to do so by this Charter, any such plan or a resolution of the Board of Directors, the Committee shall not be authorized to amend any such plan. To the extent permitted by and consistent with applicable law and the provisions of a given equity-based plan, the Committee may delegate to one or more executive officers of the Company the power to grant options or other stock awards pursuant to such equity-based plans to employees of the Company or any subsidiary of the Company who are not directors, or members of the Leadership Team. The Committee, or a majority of the independent directors serving on the Board of Directors, shall approve any inducement awards to be granted in reliance on the exemption from shareholder approval contained in Nasdaq Rule 5635(c)(4).
5. Equity Award Grant Date Policies. The Committee shall, from time to time as it deems appropriate, review and reassess the adequacy of any equity award grant date policies and recommend any proposed changes to the Board of Directors for approval.
6. Director Compensation. The Committee shall periodically review and make recommendations to the Board of Directors with respect to director compensation.
7. Review and Discussion of Compensation Discussion and Analysis; Recommendation to Board of Directors. The Committee shall review and discuss annually with management the Company's "Compensation Discussion and Analysis" required by Item 402(b) of Regulation S-K (the "CD&A"). The Committee shall consider annually whether it will recommend to the Board of Directors that the CD&A be included in the Company's Annual Report on Form 10-K, proxy statement on Schedule 14A or information statement on Schedule 14C.
8. Compensation Committee Report. The Committee shall direct the preparation of and approve the annual Compensation Committee Report required by Item 407(e)(5) of Regulation S-K.
9. Compensation Consultants, Counsel and Other Advisors. The Committee shall

have the authority, in its sole discretion, to retain or obtain the advice of such compensation consultants, legal counsel and other advisors as the Committee deems necessary or appropriate to carry out its responsibilities. In connection with retaining or obtaining the advice of such consultants, counsel and advisors, the Committee shall take into consideration the applicable factors affecting independence that are specified in Securities and Exchange Commission and Nasdaq rules, including Nasdaq Rule 5605(d)(3)(D). The Committee shall be directly responsible for the appointment, compensation and oversight of the work of any consultants, counsel and advisors that it retains and shall assess the independence of such consultants, counsel and advisors in accordance with applicable SEC and Nasdaq rules. The Committee is empowered, without further action by the Board of Directors, to cause the Company to pay the compensation of such consultants, counsel and advisors as determined by the Committee.

10. Oversight of Compensation Risk Management. The Committee shall be responsible for the oversight of risks associated with the Company's compensation policies and practices and will consider whether such policies and practices are reasonably likely to have a material adverse effect on the Company.
11. Compensation Recovery Policies. The Committee shall approve the implementation or revision of any compensation recovery or "clawback" policies of the Company, and the Committee shall oversee the administration of such policies.
12. Say-on-Pay. The Committee shall review the results of any advisory shareholder votes on executive compensation ("say-on-pay votes") and consider whether to recommend adjustments to the Company's executive compensation policies and practices as a result of such votes.
13. Say on Frequency. The Committee shall recommend for approval by the Board of Directors how frequently the Company should conduct say-on-pay votes, taking into account the results of any prior shareholder votes regarding the subject.
14. Additional Duties. The Committee shall have oversight of the risks associated with its areas of responsibility and such other duties as may be delegated from time to time by the Board of Directors.

D. Other Matters

1. Human Capital and Diversity. The Committee shall periodically review the Company's strategies and enterprise-level programs relating to human capital management, including those with respect to diversity, equity and inclusion, talent recruitment and retention, employee engagement, pay equity practices, workplace health and safety and cultural initiatives.

2. Succession Planning and Talent Development. The Committee shall periodically review the Company's strategies and programs related to succession planning and talent development, which shall include transitional leadership planning in the event of an unplanned vacancy for any Leadership Team roles. Notwithstanding the foregoing, the Board of Directors shall be responsible for evaluating potential successors to the CEO and, based on recommendations from the CEO, other members of the Leadership Team.
3. Stock Ownership Guidelines. The Committee shall review and monitor compliance with the stock ownership guidelines for the Board of Directors and the Leadership Team no less than biennially.

E. Procedures and Administration

1. Meetings. The Committee shall meet as often as it deems necessary in order to perform its responsibilities. The Chair of the Committee will approve the agenda for the Committee's meetings and any member may suggest items for consideration. The Committee may also act by unanimous written consent in lieu of a meeting. The Committee shall keep records of its meetings as it shall deem appropriate.
2. Quorum. A majority of the members of the Committee shall constitute a quorum for any meeting. Any action of a majority of the members of the Committee present at a meeting at which a quorum is present shall be an action of the Committee.
3. Subcommittees. The Committee may form and delegate authority to one or more subcommittees as it deems appropriate from time to time under the circumstances (including (i) a subcommittee consisting of a single member and (ii) a subcommittee consisting of at least two members, each of whom qualifies as a "non-employee director," for purposes of Rule 16b-3.
4. Reports to Board of Directors. The Committee shall report regularly to the Board of Directors.
5. Charter. Each year, the Committee shall review and reassess the adequacy of this Charter and recommend any proposed changes to the Board of Directors for approval.
6. Investigations. The Committee shall have the authority to conduct or authorize investigations into any matters within the scope of its responsibilities as it shall deem appropriate, including the authority to request any officer, employee or advisor of the Company to meet with the Committee or any advisors engaged by the Committee.

7. Self-Evaluation. At least annually, the Committee shall evaluate its own performance.

Last reviewed: December 2024