



**CHARTER OF THE  
NOMINATING AND GOVERNANCE COMMITTEE OF  
THE BOARD OF DIRECTORS OF  
MAXIM INTEGRATED PRODUCTS, INC.**

**Adopted on March 29, 2007**

**PURPOSE:**

The purpose of the Nominating and Governance Committee (the "Governance Committee") of the Board of Directors (the "Board") of Maxim Integrated Products, Inc. (the "Company") is to ensure that the Board is properly constituted to meet its fiduciary obligations to stockholders and the Company and that the Company has and follows appropriate governance standards. To carry out this purpose, the Governance Committee shall: (1) assist the Board by identifying prospective director nominees and to recommend to the Board director nominees; (2) develop and recommend to the Board the governance principles applicable to the Company; (3) oversee the evaluation of the Board and the Board's evaluation of management; and (4) recommend to the Board director nominees for each Committee of the Board.

**COMMITTEE MEMBERSHIP AND ORGANIZATION:**

The Governance Committee, including its Chair, will be appointed by and serve at the discretion of the Board. The Governance Committee shall consist of at least two members of the Board of Directors. The members of the Governance Committee shall meet the independence requirements as defined under applicable NASDAQ and Securities and Exchange Commission (the "SEC") rules.

**COMMITTEE RESPONSIBILITIES AND AUTHORITY:**

The Governance Committee shall:

- Evaluate the current composition, organization, and governance of the Board and its Committees, determine future requirements, and make recommendations to the Board for approval.
- Determine on an annual basis desired Board qualifications, expertise, and characteristics and conduct searches for potential Board members with corresponding attributes. Evaluate and propose nominees for election to the Board and the various committees of the Board. In performing these

tasks the Governance Committee shall have the sole authority to retain and terminate any search firm to be used to identify director candidates.

- Oversee the Board performance evaluation process.
- Evaluate and make recommendations to the Board concerning the appointment of directors to Board Committees, the selection of Board Committee chairs, and proposal of the Board slate for election. Consider stockholder nominees for election to the Board.
- Evaluate and recommend termination of membership of individual directors in accordance with the Board's governance principles, for cause or for other appropriate reasons.
- Conduct a periodic review on the Company's succession planning process for the Chief Executive Officer (the "CEO"), report its findings and recommendations to the Board, and assist the Board in evaluating potential successors to the CEO.
- Conduct a periodic review on the Company's succession planning process for the Company's executive management team besides the CEO and report its findings and recommendations to the Board.
- Evaluate and make recommendations concerning the frequency and number of Board and Committee meetings.
- Review and monitor the Company's Code of Business Conduct and Ethics, consider questions of potential and actual conflicts of interest, and review and approve any waivers of the Company's Code of Business Conduct and Ethics.
- Coordinate and review Board and Committee charters for consistency and adequacy under applicable rules, and make recommendations to the Board for any proposed changes.
- Annually review and evaluate its own performance.
- In performing its responsibilities, the Governance Committee shall have the authority to obtain advice, reports or opinions from internal or external counsel and expert advisors.

#### **MEETINGS:**

The Governance Committee shall meet at any time and from time to time, when and as determined in its discretion. The Committee may ask members of management or others to attend all or a portion of any meeting and provide pertinent information as necessary.

**MINUTES:**

The Governance Committee will maintain written minutes of its meetings, which minutes will be filed with the minutes of the meetings of the Board of Directors.