# Cirrus Logic, Inc.

## Charter of the Governance and Nominating Committee of the Board of Directors

### I. Appointment

There shall be a Governance and Nominating Committee (the "Committee") whose members shall be appointed by the Board of Directors (the "Board"). All members shall be independent, as defined by the applicable listing standards of the NASDAQ Stock Market, LLC and other applicable laws and regulations. Members shall continue to act until their successors are elected, but shall be subject to removal at any time by a majority of the entire Board or their earlier resignation. Any resulting vacancy may be filled by the Board. There shall be a minimum of three directors on this Committee.

### II. Purpose

The Committee shall provide counsel to the Board with respect to (i) Board organization, membership, and function, (ii) committee structure and membership, and (iii) corporate governance matters, including oversight of the Company's Corporate Compliance Program. The Committee will also be responsible for defining the qualifications for candidates for director positions, evaluating qualified candidates, recommending candidates to the Board for election as directors, and proposing a slate of directors for election by stockholders at each annual meeting.

### III. Powers and Duties

The Committee shall assist the Board with respect to matters relating to governance and succession, as follows:

1. Establish, review and make recommendations to the Board regarding Board composition and structure, including, without limitation:

    a. the term of office for directors;

    b. the size of the Board;

    c. changes to the format of Board meetings; and

    d. matters for consideration by the Board and committees.

2. Review and make recommendations to the Board regarding the nature and duties of Board committees, including, without limitation:

    a. the charters, duties and powers of Board committees according to existing and planned Company objectives; and

    b. the term of office for committee members.

3. Establish criteria for membership on the Board, such as particular market or geographic experience, financial background and business experience, and coordinate recruiting new directors, including, without limitation:

a. establishing Company policies relating to recruiting directors;

b. evaluating potential candidates for election as directors and for service on each Board committee, including conducting the appropriate and necessary inquiries into the backgrounds and qualifications of possible candidates; and

c. recommending to the Board the names of qualified persons to be nominated for election or re-election as directors and considering suggestions for Board membership submitted by stockholders.

4. Consider questions of possible conflicts of interest of Board members and senior executives.

5. Consider matters of corporate governance, and establish and annually review corporate governance policies, including the Company's Corporate Governance Guidelines, Insider Trading Policy, and Code of Conduct.

6. Assist the Board in its Environmental, Social, and Governance (ESG) oversight by reviewing ESG matters not assigned to other committees, including health and safety matters and the Company's ESG report.

7. Oversee the Company's policies and practices regarding political contributions, political lobbying, and charitable contributions and review management's strategies and recommendations for such activities.

8. At least annually, review the implementation and effectiveness of the Company's corporate compliance policies, systems, and procedures (the "Corporate Compliance Program") with the General Counsel.

9. Oversee an annual self-assessment of the Board's performance as well as the performance of each Committee of the Board.

## IV. Advisors

The Committee shall have the authority to retain independent advisors to assist in carrying out its responsibilities, as the Committee in its sole discretion deems appropriate. The Committee shall have sole authority to approve the terms of any such engagement, including fees, with funding provided by the Company.

## V. Meetings

The Committee shall meet at least once annually and at such other times as determined by the Chair of the Committee. A majority of the members of the Committee shall constitute a quorum for the transaction of business.

## VI. Reporting

The Committee will report periodically on the Committee's work and findings to the Board. These reports will contain recommendations for Board actions, when appropriate.

## VII. Compensation

Each member of the Committee shall be entitled to compensation for their service on the Committee and to reimbursement for associated reasonable out-of-pocket expenses.

## VIII. Management Support

To assist the Committee in fulfilling its duties, management will provide the Committee with information and recommendations as needed and requested.

## IX. Review of Charter

The Committee shall review and reassess the adequacy of this Charter on an annual basis and recommend any proposed changes to the Board for its approval.