

MAXLINEAR, INC.

COMPENSATION COMMITTEE CHARTER

Adopted and Approved November 5, 2009, effective March 23, 2010
(As amended May 10, 2012, May 14, 2013, August 23, 2017, March 30, 2021, December 13, 2021
and May 9, 2023)

PURPOSE

The purpose of the Compensation Committee of the Board of Directors (the “**Board**”) MaxLinear, Inc. (the “**Company**”) shall be to:

1. provide oversight of the Company’s compensation policies, plans and benefits programs and overall compensation philosophy;
2. discharge the Board’s responsibilities relating to (i) oversight of the compensation of the Company’s Chief Executive Officer (“**CEO**”) and its executive officers (including officers reporting under Section 16 of the Securities Exchange Act of 1934) and (ii) the evaluation and approval of the CEO and executive officer compensation plans, policies and programs; and
3. administer the Company’s incentive and equity compensation plans for its executive officers and employees.

The Compensation Committee shall prepare the report required by the rules of the Securities and Exchange Commission to be included in the Company’s annual proxy statement.

The Compensation Committee shall seek to structure the Company’s compensation plans, policies and programs in order to attract and retain the best available personnel for positions of substantial responsibility with the Company, provide incentives for such persons to perform to the best of their abilities for the Company, maintain appropriate levels of risk and reward and promote the success of the Company’s business.

MEMBERSHIP REQUIREMENTS

The Compensation Committee members will be appointed by, and will serve at the discretion of, the Board. Compensation Committee members may be replaced by the Board. The Compensation Committee shall consist of at least two (2) members of the Board. Members of the Compensation Committee must meet the following criteria:

1. the independence requirements of the Nasdaq Stock Market LLC (the “**Nasdaq**”);
2. the non-employee director definition of Rule 16b-3 promulgated under Section 16 of the Securities Exchange Act of 1934, as amended; and

3. any other criteria required by applicable law, the rules of Nasdaq, or the rules and regulations of the Securities and Exchange Commission and such other qualifications as may be established by the Board from time to time.

The Board may designate one member of the Compensation Committee as its chair (the “*Chairperson*”). The Chairperson of the Compensation Committee (or, in the Chairperson’s absence, a member designated by the Chairperson or the Compensation Committee) shall preside at each meeting of the Compensation Committee, set the agendas for the Compensation Committee meetings and report regularly to the Board regarding the Compensation Committee’s activities. In the absence of that designation, the Compensation Committee may designate a Chairperson by majority vote of the Compensation Committee members, provided that the Board may replace any Chairperson designated by the Compensation Committee at any time.

AUTHORITY AND RESPONSIBILITIES

The authority and responsibility of the Compensation Committee shall include the following:

1. The Compensation Committee shall review and approve corporate goals and objectives relevant to the compensation of the CEO, evaluate his or her performance in light thereof, and consider identified and other factors related to the performance of the Company in approving the compensation level of the CEO.
2. The Compensation Committee shall annually review and approve the CEO’s (i) annual base salary; (ii) annual incentive bonus, including the specific goals and amount; (iii) equity compensation; (iv) any employment agreement, severance arrangement and change in control agreement/provision (including any consulting agreements if the CEO is no longer an executive officer); (v) any signing bonus or payment of relocation costs; and (vi) any other benefits, compensation or arrangements, including any amendments to or terminations of any of the foregoing. In determining the long-term incentive component of CEO compensation, the Compensation Committee will consider, among other things, the Company’s performance and relative stockholder return, the value of similar incentive awards to CEOs at comparable companies, and the awards given to the Company’s CEO in prior years.
3. For all other current or former executive officers of the Company, the Compensation Committee shall also have authority to review annually and approve items (i) through (vi) in the previous bullet. The Compensation Committee shall also seek the input of the CEO with respect to the performance evaluation and compensation of executives other than the CEO.
4. The Compensation Committee shall review, approve and administer, including the termination of, the Company’s equity incentive plans. In its administration of the plans, the Compensation Committee may, pursuant to authority delegated by the Board, (i) grant any form of equity incentive award permitted under such plan to individuals eligible for such grants (including grants to individuals subject to Section 16 of the Securities Exchange Act of 1934 in compliance with Rule 16b-3 promulgated thereunder) and in accordance with

- procedures and guidelines as may be established by the Board and (ii) amend such equity incentive awards. The Compensation Committee shall also make recommendations to the Board with respect to amendments to the plans and changes in the number of shares reserved for issuance thereunder.
5. The Compensation Committee shall exercise oversight of the New Employee Equity Committee (the “*NEEC*”), including (i) periodically reviewing the Charter of the NEEC and permitted ranges of equity incentive awards the NEEC is authorized to grant to new employees; (ii) establishing, reviewing and approving the maximum number of shares with respect to which the NEEC may grant equity incentives or take other actions to comply with Section 157(c) of the Delaware General Corporation Law; and (iii) reviewing at each regularly scheduled meeting of the Compensation Committee a report of the NEEC since the last regularly scheduled Compensation Committee Meeting in order to confirm compliance by the NEEC with its charter and the Company’s policy and procedures with respect to the grant of equity awards.
 6. The Compensation Committee shall provide oversight of the Company’s overall compensation plans and benefits programs. The Compensation Committee shall also make recommendations to the Board with respect to improvements or changes to such plans or the adoption of new plans when appropriate to ensure that these plans are consistent with this general compensation strategy. In connection with this responsibility, the Compensation Committee shall (i) periodically review and approve new executive compensation programs and total compensation levels; (ii) periodically review the operations of the Company’s executive compensation programs to determine whether they are properly coordinated and achieving their intended purpose(s); (iii) establish and periodically review policies for the administration of executive compensation programs; and (iv) periodically review the impact of tax and accounting rules changes.
 7. The Compensation Committee may form subcommittees for any purpose that the Compensation Committee deems appropriate and may delegate to such subcommittees such power and authority as the Compensation Committee deems appropriate.
 8. The Compensation Committee shall make regular reports to the Board.
 9. The Compensation Committee shall review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board for approval.
 10. The Compensation Committee shall review and recommend to the Board compensation programs for outside directors.
 11. The Compensation Committee shall annually review its own performance.
 12. The Compensation Committee may, in its sole discretion, retain, obtain and terminate, as appropriate, any compensation consultant, outside legal or other advisors to advise or assist the Compensation Committee in the performance of any of its responsibilities and duties, including as set forth in this Charter, taking into account the independence factors set forth in the applicable rules of the SEC and Nasdaq prior to selecting and receiving advice from

such consultants and advisors (including, without limitation, an evaluation of whether any compensation consultant retained or to be retained has a conflict of interest in accordance with Item 407(e)(3)(iv) of Regulation S-K).

13. The Compensation Committee will be directly responsible for the appointment, compensation and oversight of any compensation consultant, legal counsel or other advisors retained by the Compensation Committee, including sole authority to approve related fees and retention terms for such consultants and advisors. The Company will provide the Compensation Committee with appropriate funding, as the Compensation Committee determines, for the payment of compensation to any compensation consultant, outside counsel, and other advisors retained by the Compensation Committee, and administrative expenses of the Compensation Committee.
14. The Compensation Committee shall review and approve the Compensation Discussion and Analysis and produce a Compensation Committee Report on executive officer compensation as required by the Securities and Exchange Commission to be included in the Company's annual proxy statement or annual report on Form 10-K filed with the Securities and Exchange Commission. The Compensation Committee shall advise the Board on proposals to stockholders and proposals received from stockholders relating to executive compensation (*i.e.*, "say-on-pay" and "say-when-on-pay") and shall oversee management's engagement with stockholders and/or proxy advisory firms on executive compensation matters. The Compensation Committee shall review the results of such votes and consider any implications in connection with the Compensation Committee's ongoing determinations and recommendations regarding executive compensation practices.
15. The Compensation Committee shall, at least annually, review and discuss the Company's compensation policies and practices with management to: (i) determine whether the policies and practices encourage excessive risk-taking; (ii) review the relationship between risk management policies and compensation; and (iii) evaluate compensation policies and practices that could mitigate any such risk.
16. If and as the Compensation Committee determines to be necessary or appropriate, or as required by applicable law, the Compensation Committee shall approve, or recommend to the Board for approval, the creation or revision of any clawback policy allowing the Company to recoup compensation paid to employees.
17. The Compensation Committee shall be responsible for evaluating and administering any policies with respect to stock ownership of directors and executive officers or executive compensation clawbacks or recoupments.
18. The Compensation Committee shall perform such other functions as assigned by applicable law, the Company's certificate of incorporation or bylaws, or the Board.

MEETINGS

The Compensation Committee will set its own schedule of meetings and will establish its own schedule, which it will provide to the Board. The Compensation Committee may meet in person or by telephone or video conference.

The Compensation Committee has the authority to establish its own rules and procedures for notice and conduct of its meetings so long as they are not inconsistent with any provisions of the Company's bylaws that are applicable to the Compensation Committee.

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

The Compensation Committee may invite to its meetings other Board members, Company management and such other persons as the Compensation Committee deems appropriate in order to carry out its responsibilities. No executive officer, including the CEO, may be present during portions of any meeting during which his or her performance and compensation are being deliberated and determined, including voting.

COMPENSATION

Members of the Compensation Committee shall receive such fees, if any, for their service as Compensation Committee members as may be determined by the Board in its sole discretion. Such fees may include retainers or per meeting fees. Fees may be paid in such form of consideration as is determined by the Board.

Members of the Compensation Committee shall not receive any compensation from the Company except the fees received as a member of the Board or any committee thereof.