

## MAXLINEAR, INC.

### NOMINATING AND CORPORATE GOVERNANCE COMMITTEE CHARTER

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

#### PURPOSE

The principal purposes of the Nominating and Corporate Governance Committee (the “*Committee*”) of the Board of Directors (the “*Board*”) of MaxLinear, Inc. (the “*Company*”) shall be to:

1. assist the Board in identifying prospective director nominees and determine their qualifications relative to criteria approved by the Board upon recommendation of the Committee;
2. recommend to the Board the director nominees for each annual meeting of stockholders;
3. recommend members for each Board committee;
4. ensure that the Board is properly constituted to meet its fiduciary obligations to the Company and its stockholders and that the Company follows appropriate governance standards; and
5. develop and recommend to the Board governance principles applicable to the Company.

#### MEMBERSHIP REQUIREMENTS

The Committee members will be appointed by, and serve at the discretion of, the Board. Committee members may be replaced by the Board. The Committee will consist of at least two (2) members of the Board. Members of the Committee must meet the independence requirements of the Nasdaq Stock Market LLC (“*Nasdaq*”) and the Securities and Exchange Commission (“*SEC*”), as determined by the Board after consideration of all factors determined to be relevant under the rules and regulations of the securities exchange on which the Company’s securities are listed and the SEC.

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

of the Committee members, provided that the Board may replace any Chairperson designated by the Committee at any time.

## **AUTHORITY AND RESPONSIBILITIES**

1. The Committee shall evaluate the current composition, organization and governance of the Board and its committees, determine future requirements, and make recommendations to the Board with respect thereto for Board approval.
2. The Committee shall recommend for approval by the Board as needed desired qualifications and characteristics for Board membership and conduct searches for potential Board members with corresponding attributes, which attributes may include, among others, factors such as individual character, professional ethics and integrity, judgment, business acumen, proven achievement and competence in field, an understanding of the Company's business and the responsibilities of service on a public company board of directors, and diversity with respect to professional background, education, race, ethnicity, and gender, as well as other individual qualities and attributes that contribute to the total mix of viewpoints and experiences represented on the Board.
3. The Committee shall evaluate and propose nominees for election to the Board. The Committee shall consider stockholder nominees for election to the Board. In performing these tasks, the Committee shall have the sole authority to retain and terminate any search firm to be used to identify director candidates, including sole authority to approve such search firm's fees.
4. The Committee shall evaluate the "independence" of directors and director nominees against the independence requirements of Nasdaq, applicable rules and regulations promulgated by the SEC and other applicable laws.
5. The Committee shall evaluate the performance of and, if appropriate, recommend termination of particular directors in accordance with the Board's governance principles, for cause or for other appropriate reasons.
6. Recommend to the Board whether to accept or reject a director resignation, or take other action, where a director fails to receive a majority vote as specified under the Company's bylaws and the Company's Corporate Governance Principles.
7. The Committee shall evaluate and make recommendations to the Board concerning the appointment of directors to Board committees and the selection of Board committee chairs.
8. The Committee shall develop and review periodically the policies and procedures for considering stockholder nominees for election to the Board.
9. The Committee shall develop and recommend to the Board a set of corporate governance principles applicable to the Company and annually review the

corporate governance principles and their application, and make recommendations, if any, to the Board for changes to the corporate governance principles. In addition, the Committee shall periodically assess and review the Company's charter documents, board structure, and stockholder rights and protections generally (including, for example, the advisability of stockholder rights plans) and make recommendations to the Board with respect to any modifications or amendments thereto.

10. The Committee shall consider the Board's leadership structure, including the separation of the Chairman and Chief Executive Officer roles and/or appointment of a lead independent director of the Board, either permanently or for specific purposes, and making such recommendations to the Board as the Committee deems appropriate;
11. The Committee shall conduct a periodic review of the Company's succession planning process for the chief executive officer and other members of the Company's executive management team and shall report its findings and recommendations with respect thereto to the Board for approval.
12. The Committee shall oversee the Company's director orientation and education programs.
13. The Committee shall assist the Board in overseeing the Company's Environmental, Social and Governance programs and the Company's communications and disclosures with respect thereto.
14. The Committee shall oversee the performance evaluation process for the Board and its committees, including, if determined appropriate, approving director questionnaire forms and conducting surveys of director observations, suggestions and preferences, and reporting such evaluation to the Board.
15. The Committee shall review and discuss with management disclosure of the Company's corporate governance practices, including information regarding the operations of the Committee and other Board committees, director independence and the director nominations process, and recommend that this disclosure be included in the Company's proxy statement or annual report on Form 10-K, as applicable.
16. The Committee may form subcommittees for any purpose that the Committee deems appropriate and may delegate to such subcommittees such power and authority as the Committee deems appropriate when such delegation would not violate applicable law, regulation or the securities exchange on which the Company's securities are listed or SEC requirements.
17. The Committee shall make regular reports to the Board.
18. The Committee shall review and reassess the adequacy and scope of this Charter annually and recommend any proposed changes to the Board for approval. The

Company shall make a copy of this charter publicly available on its website and shall disclose how to access the Committee's charter in its proxy statement.

19. The Committee shall annually review its own performance.
20. The Committee is authorized to engage independent legal counsel, search firms, and other advisors as it determines necessary to carry out its duties. The Company must provide appropriate funding, as determined by the Committee, for the payment of compensation to any advisors engaged by the Committee pursuant to this Section. The Committee shall have the sole authority to retain and terminate any search firm to be used to identify director candidates, including the sole authority to approve the search firm's fees and other retention terms.
21. The Committee shall perform such other functions as assigned by law, the Company's certificate of incorporation or bylaws or the Board.

## **MEETINGS**

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

The 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 Committee.

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

## **COMPENSATION**

Members of the Committee shall receive such fees, if any, for their service as 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 Committee shall not receive any compensation from the Company except the fees received as a member of the Board or any committee thereof.