



INTEL CORPORATION AMENDED AND RESTATED CHARTER OF THE EXECUTIVE COMMITTEE

Purpose

The purpose of the Executive Committee is to exercise all of the powers of the Board of Directors in the management of the business and affairs of the company when the Board of Directors is not in session, to the extent permitted by the Delaware General Corporation Law, the Company's Bylaws, this charter, and any other resolutions of the Board of Directors.

Membership and Structure

The Chairman of the Board of Directors, the Chief Executive Officer, the Lead Director (if applicable) and at least one other independent member of the Board of Directors shall serve as members of the Executive Committee. Notwithstanding Article III of the company's Bylaws, a quorum for a meeting of the committee shall be two members. Approval of action to be taken by the Committee shall require the affirmative vote or consent of a majority of the members present at a meeting as to which a quorum is present, including the affirmative vote or consent of at least one Committee member who is an independent Board member. The committee may further approve action by unanimous written consent. The Executive Committee will report to the Board of Directors at the next meeting on any action the committee has taken since the last meeting of the Board.

Responsibilities

The Executive Committee:

1. shall have the power and authority to declare a dividend or to authorize the issuance of stock.
2. is authorized to approve (i) Intel Capital debt and equity investments and acquisitions, and (ii) mergers and consolidations in connection with any transaction (including, but not limited to, any mergers or consolidations in connection with any transaction (including, but not limited to, any mergers or consolidations with the company) described in sub-clause (i) above in accordance with such limits as are currently enumerated in the Board's most current standing resolutions on equity investments, acquisitions and divestitures authority.
3. in connection with any transaction described in either sub-clause (i) or (ii) in paragraph 2 above, is authorized to issue shares of common stock of the Company as consideration for such transaction.

Notwithstanding anything to the contrary set forth in this Charter, the Committee shall not have the power or authority to (a) approve or adopt, or recommend to the company's stockholders, any action or matter expressly required by the Delaware General Corporation

Law to be submitted to stockholders for approval, or (b) to adopt, amend, or repeal any Bylaws.

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