

**NOMINATING, GOVERNANCE, AND  
SUSTAINABILITY  
COMMITTEE CHARTER  
OF THE BOARD OF DIRECTORS OF  
MICROCHIP TECHNOLOGY INCORPORATED  
(as amended and restated as of May 21, 2024)**

---

**PURPOSE:**

The purpose of the Nominating, Governance, and Sustainability Committee is to help ensure that the Board of Directors 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 Nominating, Governance, and Sustainability Committee shall:

- assist the board by identifying prospective director nominees and to recommend to the board the director nominees for the next annual meeting of stockholders;
- assist the board by identifying prospective director nominees to fill any vacancies on the board and to recommend to the board the director nominees to fill such vacancies;
- recommend to the board director nominees for each committee;
- develop and recommend to the board the governance principles applicable to the Company;
- oversee risks related to the Company's governance structure and processes; and
- oversee policies and practices relating to environmental, social, governance and other public policy matters relevant to the company ("ESG").

**COMMITTEE MEMBERSHIP AND ORGANIZATION:**

The Nominating, Governance, and Sustainability Committee shall be comprised of

- no fewer than two (2) members.

- The members of the Nominating, Governance, and Sustainability Committee shall meet the independence requirements of the Nasdaq and any applicable SEC rules.
- The members of the Nominating, Governance, and Sustainability Committee shall be appointed and replaced by the board.

#### **COMMITTEE RESPONSIBILITIES AND AUTHORITY:**

- For purposes of succession planning, evaluate the current composition, organization and governance of the board and its committees, determine future requirements and make recommendations to the board for approval.
- Periodically determine desired board qualifications, expertise and characteristics and if needed conduct searches for potential board members with corresponding attributes.
- Evaluate and propose nominees for election to the board.
- Consider issues of diversity in identifying and evaluating director nominees, including differences in education, professional experience, viewpoints, technical skills, individual expertise, ethnicity and gender.
- Form and delegate authority to subcommittees when appropriate.
- 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.
- Advise and make recommendations to the board concerning the frequency of board and committee meetings.
- Consider matters of corporate governance.
- Fulfill the committee's responsibilities set forth in the Company's Corporate Governance Guidelines and other policies as appropriate.
- Develop and recommend corporate governance guidelines to the Board of Directors for consideration and approval and review and assess the adequacy of any such

corporate governance guidelines annually and recommend any proposed changes to the Board for consideration and approval.

- Reviews and reports to the Board, and discusses with management, on a periodic basis with regards to matters of corporate responsibility and sustainability performance, including potential long and short-term trends and impacts to our business of environmental, social, human capital, diversity and inclusion, and governance issues, including the company's public reporting on these topics.
- Periodically review the Company's defensive measures (including consideration of a stockholder rights plan.)
- Make regular reports to the board.
- Review and re-examine this Charter annually and make recommendations to the board for any proposed changes.
- Annually conduct an evaluation of the effectiveness of the Board's governance and oversight procedures in a process designed and approved by the Nominating, Governance and Sustainability Committee which shall consider National Association of Corporate Directors (NACD) or other sources of guidance regarding governance best practices. The evaluation process shall address the adequacy and timeliness of information and advisory resources made available to Board members; the adequacy of time provided to members for fact-finding, consultations with management, and deliberations; and the Board Chair's effectiveness, among other matters. The Nominating, Governance, and Sustainability Committee will review the results of this evaluation and prepare recommendations for improvements to the Board and any relevant committees.
- The Nominating, Governance, and Sustainability Committee will annually evaluate its own performance.
- In performing its responsibilities, the Nominating, Governance, and Sustainability Committee shall have the authority to obtain advice, reports or opinions from internal or external counsel and expert advisors.