



CORPORATE GOVERNANCE AND NOMINATING COMMITTEE CHARTER

Purpose

The Corporate Governance and Nominating Committee of the Board of Directors assists the Board in determining the size, structure, composition, processes and practices of the Board and its committees and assessing director independence and qualification. The Committee also identifies, recommends and assists the Board in recruiting individuals qualified to become Board members, and assists the Board in enhancing the quality of the company's corporate governance.

Meetings, Membership and Structure

The Committee shall meet at least four times each year, or more frequently, as circumstances dictate. The Committee shall be comprised of at least two directors as determined by the Board. Appointment to the Committee, including the designation of the Chair of the Committee, shall be made on an annual basis by the Board, acting on the Committee's recommendation. All Committee members must be determined by the Board to be independent as defined in the listing rules of The Nasdaq Stock Market LLC ("Nasdaq"). A majority of the members of the Committee shall constitute a quorum for the transaction of business, and the act of a majority of those present at any meeting at which a quorum is present, shall be the act of the Committee. Meetings of the Committee shall be held at such times and places as the Committee shall determine, including by written consent. When necessary, the Committee shall meet in executive session outside of the presence of any senior executive officer of the company. The Chair of the Committee shall report on activities of the Committee to the Board. In fulfilling its responsibilities as set forth below, the Committee shall have the authority to delegate its authority to subcommittees, in each case to the extent permitted by applicable law.

Responsibilities

A. Board and Committee Membership

1. Selection of Director Candidates and Nominees. The Committee establishes procedures for the nomination process, identifies and screens individuals qualified to become Board members, and recommends candidates to be nominated by the Board for election as directors at the company's Annual Stockholders' Meeting, and candidates to be appointed by the Board as necessary to fill vacancies and newly created directorships. The Committee considers candidates properly proposed by the company's stockholders and assists the Board with director and committee succession planning, including planning relating to director tenure, chair rotations, and retirements.
2. Criteria for Selecting Directors. The Committee identifies, evaluates and recruits individuals to become Board members and reviews with the Board from time to time the

appropriate skills and characteristic required of Board members in the context of the company's business and strategy at the time and the current make-up of the Board. This assessment of Board skills, experience and background includes, numerous diverse factors, such as independence; understanding of and experience in manufacturing, technology, finance and marketing, senior leadership experience, international experience, age; and diversity with respect to race, ethnicity, gender, nationality, and geography, which includes the company's commitment to actively seek women and minority candidates for the pool from which board candidates are chosen.

3. Director Independence. The Committee reviews and assesses the independence of each director in accordance with the company's standards of director independence and the applicable independence requirements of the SEC and Nasdaq listing rules, and any other applicable law, in each case as may be amended, assesses and makes recommendations to the Board with respect to each continuing and prospective director's independence and qualification to serve on the Board and its respective committees.
4. Board and Committee Structure. The Committee makes recommendations to the Board regarding the size and composition of the Board and its committees and regarding the allocation of oversight responsibility for key aspects of the company's operations, risks and sustainability initiatives among the Board and its committees.
5. Change of Director's Circumstances. The Committee reviews and makes recommendations to the Board regarding: (i) changes to a director's status as a member of the board, member of the audit committee, or chair, lead director, committee chair of the board of any other public company; and (ii) changes in a Board member's status that may impact his or her independence, rise to the level of a significant conflict of interest, or affect the continued appropriateness of Board membership of a director who retires or experiences a significant change in his or her principal employment, occupation, or responsibilities.
6. Failure of a Director to Receive a Majority Vote. The Committee recommends 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 Corporate Governance Guidelines.
7. Director Education. The Committee oversees the Company's orientation program for new members of the Board and continuing education programs provided to directors to assist them in performing their Board responsibilities.

B. Corporate Governance, Public Affairs, and Sustainability

1. Corporate Governance. The Committee periodically reviews and reports to the Board concerning matters of corporate governance, including the effectiveness of the Board's Corporate Governance Guidelines, and recommends any proposed changes to the Board.

2. Certificate of Incorporation and Bylaws. The Committee periodically reviews and recommends to the Board proposed changes to the company's Certificate of Incorporation and Bylaws.
3. Political Activities. The Committee annually reviews a report of the company's political activities and expenditures, including those of the Intel Political Action Committee , as well as the company's guidelines and policies for political activities and expenditures, to oversee consistency with the company's business objectives and public policy priorities.
4. Stockholder Engagement. The Committee periodically reviews and assesses the company's stockholder engagement process, and reviews and reports stockholders' feedback to the Board. The Committee also reviews and makes recommendations to the Board regarding stockholder proposals, any responses to such proposals, and the annual stockholders' meeting. The Committee may, as appropriate in light of the proposal's subject matter, refer any proposal to any other committee of the Board for purposes of review and recommendations.
5. Policy on Poison Pills. The Committee annually reviews and recommends to the Board proposed changes to the company's statement of policy on poison pills pursuant to the Corporate Governance Guidelines.
6. Corporate Responsibility and Sustainability. Except to the extent specifically allocated to another committee of the Board, the Committee oversees and reports to the Board on a periodic basis with regards to the company's initiatives regarding matters of corporate responsibility and sustainability performance, including potential short and long-term trends and impacts to the company's business of environmental, social, and governance developments, and the company's annual corporate social responsibility report.

C. Non-Employee Director Compensation

1. Non-Employee Director Compensation. The Committee reviews and makes recommendations to the Board from time to time on the form and amount of compensation of the non-employee directors and Board committee members

D. Evaluation of the Board and Committees

1. Board and Committee Evaluations. The Committee manages the annual process of evaluating the Board, its committees, and the individual directors, in collaboration with the Board Chair or Lead Directors.
2. Evaluation of the Committee. The Committee participates in annual reviews of the Committee's charter and the Committee's performance.

In fulfilling its responsibilities, the Committee has the authority to retain or terminate outside legal counsel, any search firm used to identify director candidates, or other experts or advisers as the Committee determines appropriate in its sole discretion. The Committee shall be directly responsible for the appointment, compensation, and oversight of the work of any such advisers that it retains, and the company shall provide appropriate funding and other resources for such advisers. In selecting an expert, consultant, or other advisor, the

Committee will consider factors that may be required by applicable law or listing standards or that it otherwise considers appropriate.

Last Revised: November 29, 2023