

## **CHARTER OF THE LEAD DIRECTOR**

The Board of Directors considers it to be useful and appropriate to designate a non-employee director to serve in a lead capacity to coordinate the activities of the other non-employee directors and to perform such other duties and responsibilities as the Board of Directors may determine. The specific responsibilities of the Lead Director when acting as such shall be as follows:

- 1.1. Advise the Chairman as to an appropriate schedule of Board meetings and Board Committee meetings, seeking to ensure that the non-employee directors can perform their duties responsibly while not interfering with on-going company operations;
- 1.2. Advise the Chairman as to the quality, quantity and timeliness of the information submitted by the company's management that is necessary or appropriate for the non-employee directors to effectively and responsibly perform their duties;
- 1.3. Approve the information, agenda and meeting schedules for the Board of Directors' and Board Committee meetings;
- 1.4. Approve the retention of advisers and consultants who report directly to the Board of Directors;
- 1.5. Serve as Chairman of the Executive Committee and as Chairman or co-Chairman of the Corporate Governance and Nominating Committee of the Board of Directors;
- 1.6. Assist the Board of Directors, the Board's Corporate Governance and Nominating Committee and the officers of the company in implementing and complying with the Board's Guidelines on Significant Corporate Governance Issues;
- 1.7. Calling meetings of the non-employee directors;
- 1.8. Develop the agendas for and serve as Chairman of the executive sessions of the Board's independent directors and, if different, the Board's non-employee directors;
- 1.9. Serve as principal liaison between the non-employee directors and the Chairman on sensitive issues;
- 1.10. Recommend to the Corporate Governance and Nominating Committee and to the Chairman the membership of the various Board Committees, as well as the selection of Committee chairmen;

- 1.11. Serve as Chairman of the Board at meetings of the Board of Directors when the Chairman is not present; and
- 1.12. Serve as a liaison for consultation and direct communication with stockholders.

The Corporate Secretary shall serve as the primary contact to the Lead Director and the other non-employee directors with regards to advice and counsel as requested by non-employee directors, the engagement of outside advisers, and otherwise as requested; it, nevertheless, remaining the case that each director has complete access to any Intel employee in accord with the Board's Guidelines on Significant Corporate Governance Issues.