



**INTEL CORPORATION**  
**AMENDED AND RESTATED CHARTER OF THE**  
**CORPORATE GOVERNANCE AND NOMINATING COMMITTEE**

**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 Intel'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 full 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). At each meeting of the Committee at which a quorum is present, all questions and business shall be determined by a vote of a majority of the members present. 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 full 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**

The Corporate Governance and Nominating Committee:

1. Reviews and reports to the Board on a periodic basis with regards to matters of corporate governance, including the review of, and recommendations with regards to, stockholder 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.

2. Periodically reviews and assesses the effectiveness of the Board's Corporate Governance Guidelines and recommends to the Board proposed revisions thereto.
3. Reviews and reports to the Board 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, and Governance (ESG) issues, including the Company's annual corporate social responsibility report.
4. Annually reviews a report on the Company's political activities and expenditures, including those of the Intel Political Action Committee (IPAC), as well as the Company's guidelines and policies for political activities and expenditures, to ensure consistency with the Company's business objectives and public policy priorities.
5. Periodically reviews and assesses the company's stockholder engagement process, and reviews and reports stockholders' feedback to the Board.
6. Makes recommendations to the Board regarding the size and composition of the Board and its committees, establishes procedures for the nomination process, screens and recommends candidates to be nominated by the Board for election at the Company's Annual Stockholders' Meeting, and candidates to be appointed by the Board as necessary to fill vacancies and newly created directorships, and considers director candidates properly proposed by the company's stockholders.
7. Identifies, evaluates and recruits individuals to become Board members and reviews with the Board from time to time the appropriate skills and characteristics 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, among 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, and geography, which includes its commitment to actively seek women and minority candidates for the pool from which board candidates are chosen.
8. 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 full Board with respect to each continuing and prospective Director's independence and qualification to serve on the Board and its respective committees.

9. Reviews and makes recommendations to the Board regarding 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 Directors who retire or change positions.
10. 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 Guidelines on Significant Corporate Governance Issues.
11. Manages the annual process of evaluating the Board, its committees, and the individual directors, in coordination with the Board Chair or Lead Director.
12. Participates in annual reviews of the Committee's charter and the Committee's performance.
13. 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.
14. Reviews and recommends to the Board proposed changes to the Company's Certificate of Incorporation and Bylaws.

In fulfilling its responsibilities, the Committee has the authority to retain or obtain the advice of any consultants, outside legal counsel, or other 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.

*Last Revised: November 10, 2021*