



## SEMTECH CORPORATION

### TECHNOLOGY AND STRATEGY COMMITTEE CHARTER

#### A. Purpose

As permitted by the Bylaws of Semtech Corporation (the “**Company**”), the Board of Directors (“**Board**”) of the Company has established a standing Technology and Strategy Committee (“**Committee**”) whose authority and responsibilities are described by this charter (“**Charter**”).

The purpose of the Committee is to assist the Board by:

- advising on and overseeing the Company’s technology strategy, including research, development and manufacturing programs;
- advising on the impacts of emerging science and technology issues on the Company’s overall business strategy;
- advising on scientific and technological aspects of new product development and acquisition opportunities;
- overseeing the Company’s scope and quality of its intellectual property;
- evaluating and overseeing investments, mergers, acquisitions, enterprise services, joint ventures, strategic equity investments and divestiture transactions in which Company may engage as part of its business strategy from time to time; and
- taking such other actions within the scope of this Charter as the Committee deems necessary or appropriate.

#### B. Size, Composition and Term of Appointment

1. The Committee will be composed of no less than two directors. The members of the Committee shall be appointed by and serve at the discretion of the Board on the recommendation of the Nominating and Governance Committee. Committee members may be removed at any time by the affirmative vote of a majority of the Board. The Board will appoint one member of the Committee to serve as the Chair.
2. The Committee has the power to appoint, from among its members, subcommittees comprised of one or more members, each of which may have (as determined by the Committee) the full power and authority of the Committee; provided, however, that the Committee shall not delegate to a subcommittee any power or authority required by any law, regulation or listing standard to be exercised by the Committee as a whole.

**C. Meetings**

1. The Committee will meet with such frequency, and at such times as its Chair, or a majority of the Committee determines. Such meetings, at the Committee's discretion, may be in person, by telephone or video conference, or by unanimous written consent. A special meeting of the Committee may be called by the Chair or upon the request of any two Committee members.
2. Minutes of Committee meetings will be prepared and approved at subsequent meetings. Approved minutes will be transmitted to the Secretary of the Company for inclusion in the Company's records.
3. The Committee may meet privately in executive session without members of management present in its discretion to discuss any matters that the Committee believes should be discussed.
4. The Committee may request that Company officers and employees who are not members of the Committee participate in Committee meetings, and may invite experts and advisors to participate and provide pertinent information, as necessary or desirable.
5. The Committee will be governed by the same rules regarding meetings, actions without meetings, notice, waiver of notice, and quorum and voting requirements that are applicable to the Board. The Committee is authorized to adopt its own rules of procedure not inconsistent with any provision of this Charter, the Bylaws of the Company, or the laws of the State of Delaware.

**D. Authority and Oversight by the Board**

1. The Committee derives its authority from the Bylaws of the Company and the authority delegated to it by the Board. The Committee's direct reporting relationship is to the Board.
2. The Committee will report its activities to the Board as appropriate.
3. The Committee is authorized to have full and unrestricted access to the independent auditors, internal auditors, internal and outside counsel, and all personnel, records, operations, properties, and all other information and resources of the Company as required, in its sole discretion, to discharge its duties and responsibilities.
4. The Committee has the authority to direct and supervise an investigation into any matter it deems necessary or appropriate to fulfill its duties.
5. The Committee is authorized to have full and unrestricted access to all records and materials related to strategic transactions.
6. In carrying out their duties, members of the Committee shall be entitled to rely on (i) the integrity of those persons within the Company and of the professionals and experts (such as the independent auditors, the internal auditors and outside advisors and experts) from which it receives information, (ii) the accuracy of the financial and other information provided to the Committee by such persons, professionals or experts absent actual knowledge to the contrary (which shall be promptly reported

to the Board), and (iii) representations made by management or such professionals or experts.

#### **E. Outside Advisors and Their Funding**

1. The Committee will have the authority, in its sole discretion, to engage independent counsel, and other advisors as it deems necessary or appropriate to carry out its duties, including the authority to approve any such outside advisor's fees and other retention terms. The Company will provide for appropriate funding, as determined by the Committee, for payment of (i) reasonable compensation to any such counsel or other advisors engaged by the Committee and (ii) ordinary administrative expenses necessary or appropriate in carrying out its duties.
2. Any communications between the Committee and legal counsel in the course of obtaining legal advice will be considered privileged communications of the Company, and the Committee will take all necessary steps to preserve the privileged nature of those communications.

#### **F. Responsibilities and Duties**

In performing its function, the Committee shall undertake those tasks and responsibilities that, in its judgment, would most effectively contribute to and implement the purposes of the Committee. In addition to the general tasks and responsibilities, the following duties and responsibilities are the specific functions of the Committee, to be performed as the Committee deems necessary or appropriate.

1. **Technology Strategy Oversight.** Review, evaluate, and make recommendations to the Board regarding the Company's major technology plans, strategies and intellectual property, including its research and development activities, the technical and market opportunities and risks associated with product development and investment, and the protection of the company's intellectual property.
2. **Innovation and Research Development.** Monitor the performance of the Company's technology development in support of its overall business strategy and monitor and evaluate existing and future trends in technology that may affect the Company's strategic plans, including monitoring of overall industry trends.
3. **Strategic Transactions Evaluation.** Oversee and make recommendations to the Board concerning significant mergers, acquisitions, divestitures, joint ventures, strategic equity investments or other minority investments, strategic alliances, or similar strategic business opportunities and transactions. Management will make available all relevant materials and communications in a timely manner in order to enable the Committee to discharge its obligations.
4. **Risk Management.** Assess the Company's risk mitigation policies and procedures relating to products based on new technology or significant innovations to existing technology and identify and assess risks associated with proposed and ongoing strategic business opportunities and transactions.

**G. General**

1. The Committee will annually (i) review and reassess the adequacy of the Committee's Charter and recommend any proposed changes to the Board for approval, and (ii) conduct a self-assessment of the Committee's operations and provide a report of the assessment to the Nominating and Governance Committee of the Board.
2. The Committee will perform such other activities that are consistent with this Charter, the Company's Bylaws and applicable law, as the Committee or the Board deems necessary or appropriate.

Adopted by the Board of Directors  
August 21, 2024