

**CHARTER OF THE CORPORATE GOVERNANCE AND  
NOMINATING COMMITTEE OF  
THE BOARD OF DIRECTORS OF APPLIED MATERIALS, INC.**

**I. PURPOSE**

The primary function of the Corporate Governance and Nominating Committee (“Committee”) of the Board of Directors (“Board”) of Applied Materials, Inc. (“Company”) is to develop, maintain and oversee the Company’s corporate governance guidelines; oversee the composition, structure and evaluation of the Board and its committees; and assist the Board in identifying individuals qualified to be directors.

**II. COMPOSITION**

The Committee shall consist of no fewer than three directors, each of whom shall be independent, as such term is defined by rules of the Securities and Exchange Commission (“SEC”) and the listing standards of The Nasdaq Stock Market (“Nasdaq”). One member of the Committee shall be the Chair. Members of the Committee and its Chair shall be appointed and may be removed by the Board.

**III. MEETINGS**

The Committee shall meet at least annually or more frequently as appropriate.

**IV. RESPONSIBILITIES AND DUTIES**

In carrying out the purposes set forth above, the Committee shall:

**Nomination of Directors**

- Identify potential candidates for the Board; evaluate their qualifications, independence, character and acumen; and approve director nominees to be recommended to the Board for election by stockholders at a meeting of stockholders or appointment by the Board between stockholder meetings. Director nominees shall have the highest personal and professional integrity, shall have demonstrated exceptional ability and judgment, and, together with other nominees, shall effectively serve stockholders’ long-term interests and contribute to the Company’s overall corporate goals.
- Develop and review periodically policies and procedures for considering stockholder nominees for election to the Board, including stockholder nominees nominated in accordance with the Company’s Bylaws, and evaluate such nominees (including any materials or documentation submitted in connection with such nomination).
- Review from time to time the skills and characteristics necessary and appropriate for directors in the context of the Company’s current needs and the Board’s current

composition, and endeavor to collectively establish a mix of background and experience in key areas of core competency of the Board.

- Review from time to time and, if appropriate, recommend changes to the Board relating to: the process by which the Committee identifies and evaluates nominees; any minimum qualifications that the Committee believes a candidate must meet; and any specific quality or skill that the Committee believes is necessary for one or more of the Company's directors.
- In accordance with the Company's policy of requiring directors to submit a letter offering to resign upon a change in the director's full-time employment (as set forth in the Corporate Governance Guidelines), review the appropriateness of continued Board membership of such directors and recommend to the Board the action it deems appropriate to be taken with respect to each such offered resignation.
- In accordance with the majority voting policy, as set forth in the Company's Bylaws, consider the resignation offer of any incumbent director who, as a nominee in an uncontested election, receives more "against" than "for" votes, and recommend to the Board the action the Committee deems appropriate to be taken with respect to each such offered resignation.
- Review from time to time the structure of the Board and its committees and recommend to the Board for its approval directors to serve as Chairman of the Board or Lead Independent Director, as applicable, and members and Chair of each committee.

#### **Communication with Stockholders**

- Review from time to time and periodically update, as appropriate, the procedures and requirements for stockholder communications with directors.

#### **Corporate Governance**

- Review annually the Corporate Governance Guidelines approved by the Board and their application, and recommend any changes deemed appropriate to the Board for its consideration.
- Oversee the Board's annual performance and self-evaluation process, including, without limitation, conducting surveys of director observations, suggestions and preferences regarding how effectively the Board and each committee operates.
- Monitor and safeguard the independence of the Board (assuring that the majority of the Board continues to be independent), and review annually and recommend to the Board whether each director qualifies as "independent" under the applicable rules of the Nasdaq Global Market.

- Review any potential conflict of interest between a director and the Company, including a director's service on boards of directors of other companies, and any potential violation of the Company's Standards of Business Conduct by a director, and recommend to the Board actions the Committee deems appropriate to be taken in connection with any such conflict of interest or violation.
- Review, as appropriate, the Company's practices and policies with respect to directors, including retirement policies, the size of the Board, the ratio of employee directors to non-employee directors, the meeting frequency of the Board, the structure of Board meetings, and director orientation and education, and make recommendations to the Board as appropriate with respect thereto.
- Review the disclosures included in the Company's proxy statement regarding the Company's director nomination process and other corporate governance matters.
- Review any proposals submitted by stockholders for action at the annual meeting of stockholders, make recommendations to the Board regarding action to be taken in response to each proposal, and consider the voting results of any such proposals.
- Periodically review the Company's corporate governance policies and recommend to the Board modifications to the policies as appropriate.

### **Stockholder Rights**

- Upon request by the Board, review and make recommendations to the Board concerning the Company's corporate governance structure, including a review of the activist environment, takeover defense preparedness, stockholder rights and other ways to maximize long-term stockholder value.

### **Sustainability and Corporate Responsibility**

- Review strategy, policies and performance related to the Company's management of sustainability and corporate responsibility issues, including matters not delegated to other committees, as well as the Company's annual sustainability reporting.

### **Public Policy Activities**

- Oversee the Company's public policy activities, including political contributions, lobbying activities and participation in business and trade associations, and review, at least annually, a report on the Company's political contributions and activities.

### **Charitable Activities**

- Review the Company's charitable activities and charitable contributions made by the Applied Materials Foundation.

### **Other Responsibilities**

- The Committee shall timely report its activities to the Board and make such recommendations to the Board as it deems appropriate.
- The Committee shall review this Charter at least annually; recommend any proposed changes to the Board for its approval; and assure that the Charter is either (i) posted on the Company's website or (ii) included as an appendix to the annual stockholders' meeting proxy statement at least once every three (3) years, or promptly after any significant amendment to the Charter.
- The Committee shall have the authority to delegate any of its responsibilities to subcommittees, as the Committee in its sole discretion may deem appropriate.
- The Committee's performance of any activities, as the Committee or the Board deems necessary or appropriate, shall be consistent with its Charter, the Company's Certificate of Incorporation and/or Bylaws, and governing law (including SEC and Nasdaq rules).

### **V. ACCESS TO INFORMATION AND ADVISORS**

The Committee shall have full access to the Company's management, as necessary or appropriate to carry out these responsibilities.

The Committee shall have the authority to retain and consult with independent advisors to assist in carrying out its responsibilities, as the Committee in its sole discretion may deem appropriate. The Committee shall have sole authority to approve the terms of any such engagement, including fees, with funding provided by the Company.