

**CHARTER OF THE HUMAN RESOURCES AND  
COMPENSATION COMMITTEE OF  
THE BOARD OF DIRECTORS OF APPLIED MATERIALS, INC.**

**I. PURPOSE**

The primary purpose of the Human Resources and Compensation Committee (the “Committee”) is to direct the appropriate development of the human capabilities of Applied Materials, Inc. (the “Company”). The Company’s Board of Directors (the “Board”) and the Committee recognize that developing the capabilities of the Company’s executives and employees is vital to the Company’s ability to capitalize on its opportunities and increase long-term stockholder value. Accordingly, the Committee’s most important goal is to oversee the Company’s programs that foster executive and employee development and retention, with emphasis on leadership development, management capabilities and succession plans. In furtherance of its primary goal, the Committee also determines executive compensation and oversees significant employee benefits programs, policies and plans relating to the Company’s executives and employees. As appropriate, the Committee’s activities are reported to the full Board.

**II. COMPOSITION**

The Committee shall consist of no fewer than two directors. Each member of the Committee shall (1) be a “non-employee director,” as defined in Rule 16b-3 under the Securities Exchange Act of 1934, as amended (the “1934 Act”), (2) be independent as determined in accordance with Nasdaq rules; and (3) meet the requirements for compensation committee members under Nasdaq rules. 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. Interlocking Committee memberships (e.g., company chief executive officers sitting on each other’s compensation committees) shall be avoided. In the event any one of the appointed Committee members ceases to be a non-employee, outside and independent director, the Board will promptly select another non-employee, outside or independent director to serve on the Committee as a replacement.

**III. MEETINGS**

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

Committee meetings generally will be held in conjunction with Board meetings. Special meetings of the Committee (in person or telephonic) may be called by the Board Chair or by any Committee member.

The Committee shall have the authority to invite members of the Company’s management to attend Committee meetings, as it deems appropriate. However, the CEO shall not be present during voting or deliberations on his or her compensation.

The Committee shall also have the authority to invite its compensation consultant, independent legal counsel and other advisor to attend Committee meetings, as it deems appropriate.

#### **IV. RESPONSIBILITIES AND DUTIES**

The Committee has responsibility for a broad range of overall strategic Company human resources programs, compensation, benefits, and equity plan issues. The Committee evaluates, oversees, administers, reviews and/or approves the Company's primary strategies for executive and employee development and retention, with emphasis on leadership development, management capabilities and succession plans. The Committee seeks to assure that the Company's Chief Executive Officer ("CEO") and other individuals who are officers as determined under Rule 16a-1(f) of the 1934 Act ("Officers") are compensated and motivated effectively in a manner consistent with competitive practices/trends, the requirements of appropriate regulatory bodies, the compensation principles and strategies of the Company, and fiduciary and corporate responsibility, including internal equity considerations.

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

- Review regularly and approve the Company's programs for executive development, including performance and skills evaluation, and succession planning.
- Develop, review and approve the principles guiding the Company's executive compensation philosophies.
- Review annually and approve the Company's compensation strategy to assure that the Company's Officers are rewarded appropriately for their contributions to the Company's growth and profitability, and that the executive compensation strategy supports Company objectives.
- Review and determine the compensation of the Company's Officers and such other employees as the Committee determines to be appropriate.
- Determine the CEO's salary, bonus and other incentive and equity compensation and, in connection with such determination, periodically review and approve the goals and objectives assigned to the CEO and evaluate the CEO's performance in light of these goals and objectives.
- Assure that the annual bonus plan for senior executive officers is administered in a manner consistent with the Company's compensation principles and strategies and the plan's terms as to the following:
  - Participation
  - Target annual incentive awards
  - Performance goals
  - Actual awards paid to plan participants
- Adopt, amend and/or terminate and oversee the administration of all equity-related incentive plans, bonus plans in which the Company's Officers participate and such other bonus plans as the Committee determines to be appropriate.

- Review and approve any employment, severance and/or change in control arrangements for the Company's Officers and such other employees as the Committee determines to be appropriate.
- Review and approve the compensation of members of the Board, as the Committee determines to be appropriate.
- Review matters relating to executive management succession and executive organization development.
- Review and monitor matters relating to human capital management, including Company culture, talent development, and inclusion programs and initiatives.
- Adopt, amend and/or terminate and oversee the Company's major retirement and welfare plans (on behalf of the Company as plan sponsor), non-qualified deferred compensation plans and other benefits programs as the Committee determines to be appropriate.
- Review and consider compensation policies and/or practices as they relate to risk management practices and/or incentives that enhance risk-taking, as the Committee determines to be appropriate.
- Adopt, amend and/or terminate and oversee clawback policies and/or practices as the Committee determines to be necessary or appropriate.
- Consider the voting results of any say-on-pay or similar stockholder proposals.
- Review and approve the Company's peer companies for purposes of evaluating executive compensation.
- Periodically review the Company's stock ownership guidelines and approve any changes, as appropriate. Annually review stock holdings of non-employee directors and certain Officers relative to such guidelines.
- Prepare periodic reports for the Board regarding the above items, as appropriate.
- Review and consult with the Company's management regarding the "Compensation Discussion and Analysis" disclosure that is prepared pursuant to Securities and Exchange Commission ("SEC") rules, and based on such review, recommend to the Board whether such disclosure should be included in the Company's annual report or proxy statement for each annual meeting.
- Prepare a report of the Committee to be included in the Company's proxy statement for each annual meeting in accordance with SEC rules.
- Review and reassess the adequacy of this Charter at least annually, recommend to the Board appropriate changes to the Charter, 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.

- Perform such other duties as may be requested or delegated to the Committee by the Board from time to time.
- The Committee shall have the authority to delegate any of its responsibilities to subcommittees, other members of the Board or employees of the Company, as the Committee in its sole discretion may deem appropriate.

## **V. ACCESS TO ADVISORS**

The Committee shall have the authority, in its sole discretion, to retain or obtain the advice of a compensation consultant, independent legal counsel and other advisor, with funding provided by the Company. The Committee shall be directly responsible for the appointment, compensation and oversight of the work of any compensation consultant, independent legal counsel and other advisor retained by the Committee. The Committee shall review and assess the independence of its compensation consultant, legal counsel and other advisors in accordance with, and taking into consideration the factors set forth in, Rule 10C-1(b)(4) of the 1934 Act and Nasdaq rules.