

NOMINATING AND GOVERNANCE COMMITTEE CHARTER

Amended and Restated by the
Board of Directors of Lam Research Corporation on
May 11, 2022

Purpose

The purposes of the Nominating and Governance Committee (the “Committee”) of the Board of Directors (the “Board”) of Lam Research Corporation (the “Company”) are to (i) identify individuals qualified to serve as members of the Board of the Company; (ii) recommend nominees for election as directors of the Company; (iii) oversee self-evaluations of the Board; (iv) develop and recommend to the Board corporate governance guidelines and any subsequent amendments; and (v) provide oversight with respect to corporate governance and ethical conduct.

Composition

The Committee shall be composed of three or more directors, as determined by the Board (subject to any restrictions in the Company’s certificate of incorporation or bylaws), each of whom shall satisfy the independence criteria and any other applicable requirements of the Nasdaq Stock Market listing standards. Members shall be appointed to, and removed from, the Committee by the Board.

Meetings and Procedures

The Committee chair (or in his or her absence, a member designated by the chair) shall preside at each meeting of the Committee and set the agendas for Committee meetings. The Committee shall meet at least once during each fiscal quarter and more frequently as the Committee may deem appropriate. Additional meetings may occur as a majority of the Committee or its chair deems advisable. The Committee is governed by the same rules regarding meetings (including telephonic meetings or similar communications equipment), action without meetings, notice, waiver of notice, and quorum and voting requirements as are applicable to the Board.

Responsibilities

The Committee is charged by the Board with the responsibility to:

1. Identify, screen and evaluate individuals qualified to serve as members of the Board, recommend to the independent directors of the Company nominees for election as directors of the Company at the next annual or special meeting of stockholders at which directors are to be elected, and identify, screen, evaluate and recommend to the Board individuals to fill any vacancies or newly created directorships that may occur between such meetings, in each case in accordance with the criteria set forth from time to time in the Company’s Corporate Governance Guidelines.
2. Make recommendations to the Board annually after consultation with the Chair of the Board and the Lead Independent Director, if any, with respect to assignment of Board members to committees and for committee chairs; and, as appropriate, recommend rotation or removal of directors from Board committees.

3. Cause to be prepared and recommend to the Board the adoption of corporate governance guidelines, and from time to time review and assess the guidelines and recommend changes for approval by the Board.

4. Oversee a self-evaluation of the Board and individual directors, and, to the extent the Board requests, the Board committees, in accordance with the Company's Corporate Governance Guidelines and the committee charters, and conduct at least annually a self-evaluation of the Committee's performance, which may be part of the Board's self-evaluation.

5. Ensure that the Board reviews CEO succession planning and that the CEO reports to the Board regarding organization status on an appropriate basis.

6. Cause to be prepared and adopted a code of ethics/conduct meeting legal requirements and the requirements of the Nasdaq Stock Market listing standards, and from time to time review and assess the code and recommend changes for approval by the Board as appropriate.

7. Act on an expedited basis to determine whether to recommend that the Board accept or decline the resignation of an incumbent director who fails to receive the required majority vote for re-election, and submit its recommendation for prompt consideration by the Board.

8. Provide minutes of Committee meetings to the Board, and report to the Board on any significant matters arising from the Committee's work.

9. Review and assess, from time to time, this Charter and, if appropriate, recommend changes to the Board.

10. The Committee shall fulfill any disclosure, reporting or other requirements imposed on or required of nominating and governance committees of public companies by the SEC or applicable listing requirements or other applicable laws, rules and regulations.

11. Review and assess, from time to time, the governing documents of the Company and, if appropriate, propose changes to the Board.

12. Review, and assist the Board in overseeing, environmental, social and governance ("ESG") matters not assigned to other committees, including the Company's overall ESG strategy and goals, ESG report, and sustainability initiatives.

13. Oversee the Company's political activities to ensure alignment with Company policy. At least annually review the Company's policy regarding political contributions and spending, and review payments to trade associations and other third parties that may be used for political purposes.

14. The Committee will review and make recommendations to the Board with respect to any proposal recommended or properly presented by a stockholder for inclusion in the Company's annual proxy statement and the Committee will consider the voting results of any stockholder proposal and recommend to the Board the Company's response, if any. The Committee may, as appropriate in light of the subject matter of the proposal, refer any such proposal to any other committee of the Board for purposes of such review and recommendations.

15. The Committee shall annually review the independence of the Board and its committees and recommend to the Board director independence determinations made with respect to continuing and prospective directors.

16. Perform such other duties and responsibilities as may be assigned to the Committee by the Board or specified in the Company's Corporate Governance Guidelines.

Authority

By adopting this Charter, the Board delegates to the Committee full authority, in its discretion, to:

1. Perform each of the responsibilities of the Committee described above.
2. Engage and terminate search firms, independent counsel and other advisers as the Committee determines necessary to carry out its responsibilities, and approve the fees and other terms of retention of any such search firms, independent counsel and other advisers.
3. Cause the officers of the Company to provide such funding as the Committee shall determine to be appropriate for payment of compensation to any search firm or other advisers engaged by the Committee, and payment of ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties.