SITIME CORPORATION

COMPENSATION AND TALENT COMMITTEE CHARTER

(Updated August 10, 2026)

Purpose

The purpose of the Compensation and Talent Committee, and its subcommittees, as applicable (the "**Committee**"), of the Board of Directors (the "**Board of Directors**") of SiTime Corporation (the "**Company**") shall be to assist the Board of Directors in meeting its responsibilities with regard to oversight and determination of executive compensation and to review and make recommendations to the Board of Directors with respect to major compensation plans, policies and programs of the Company. The Committee has overall responsibility for approving and evaluating all compensation plans, policies and programs of the Company as they affect the compensation of the Chief Executive Officer (the "**CEO**") and the Company's other executive officers (collectively, including the CEO, "**Executive Officers**"). For purposes of this Charter, "executive officers" means the individuals designated by the Company as officers for purposes of section 16 of the Securities Exchange Act of 1934, as amended from time to time (the "**Exchange Act**").

Membership and Organization

The Committee shall consist of at least three members of the Board of Directors, with the exact number to be determined by the Board of Directors. Committee members shall be appointed from time to time by the Board of Directors having given consideration to the recommendations, if any, from the Nominating and Corporate Governance Committee, but not less than annually. Also having given consideration to the recommendation of the Nominating and Corporate Governance Committee, if any, the Board of Directors shall designate a Chair of the Committee (the "**Chair**"), provided that if the Board of Directors does not so designate a Chair, the members of the Committee, by a majority vote, may designate a Chair. The Chair (or in his or her absence a member designated by the Chair) shall preside at all meetings of the Committee.

Committee members may be removed, without cause, by the affirmative vote of the majority of the Board of Directors at any time. Any Committee member may resign effective upon giving oral or written notice to the Chairman of the Board of Directors, the Corporate Secretary or the Board of Directors (unless the notice specifies a later time for the effectiveness of such resignation).

Each member of the Committee shall meet the independence standards that may be established from time to time by the Nasdaq Stock Market ("**Nasdaq**") and the Securities and Exchange Commission (the "**SEC**") and are applicable to the Committee, subject to any available exceptions. Each member of the Committee shall also meet any additional independence standards that may be established from time to time by the Board of Directors or the Nominating and Corporate Governance Committee. In addition, it is expected that at least two members of the Committee will qualify as a "non-employee director" as such term is defined in Section 16 of the Exchange Act, or any successor provisions thereto, and shall meet any other requirements imposed by applicable law, rules, and regulations subject to available exceptions.

The Committee shall meet periodically, as deemed necessary by the Chair. All meetings shall be held at the call of the Chair. Except as the Board of Directors may otherwise determine, the Committee may make rules for the conduct of its business, but unless otherwise provided by the Board of Directors or in such rules, the business of the Committee shall be conducted as nearly as possible in the same manner as is provided in the bylaws of the Company.

Delegation to Subcommittee

The Committee may form and delegate authority to subcommittees consisting of one or more members of the Committee when appropriate, as are provided in the resolutions of the Committee, except to the extent such delegation is limited by applicable law or listing standard. The actions of any such subcommittee shall be presented to the full Committee at the next scheduled Committee meeting.

Resources and Authority

The Committee shall have the resources and appropriate authority, without seeking the approval of the Board of Directors, to discharge its responsibilities. The Committee shall have the authority, in its sole discretion, to select, retain, or obtain the advice of, any adviser to assist it in the performance of its duties, including any outside compensation, legal, accounting, or other consultants or advisers (collectively, "**Advisers**"), but only after taking into consideration all factors relevant to the adviser's independence from management including those specified in Nasdaq Listing Rule 5605(d)(3) and any other applicable Nasdaq listing standard. The Committee shall be directly responsible for the appointment, compensation, and oversight of the work of any Adviser retained by the Committee and shall have sole authority to approve such Adviser's fees and other terms and conditions of such Adviser's retention. The Committee shall have the sole authority to conduct investigations into any matters within the scope of its responsibilities. The Company must provide for appropriate funding, as determined by the Committee, for payment of reasonable compensation to any Adviser retained by the Committee and other administrative expenses.

The Committee may request any director, officer or employee of the Company, the Company's outside counsel or independent auditors or such other persons as it deems appropriate to attend a meeting of the Committee or to meet with any members of, or consultants to, the Committee. The Committee may also exclude from its meetings any persons it deems appropriate in order to carry out its responsibilities. The CEO and other executive officers ("executive officer" means any "officer" as defined in Rule 16a-1(f) under the Exchange Act) shall not be present during, nor participate in, deliberations or voting in connection with any compensation matters related to their own compensation. The Committee shall have full access to all books, records, facilities and personnel of the Company in connection with the discharge of its responsibilities.

Duties and Responsibilities

In addition to the foregoing, the following shall be the common recurring duties and responsibilities of the Committee in carrying out its oversight function. These duties and responsibilities are set forth below as a guide to the Committee with the understanding that the

Committee may alter or supplement them as appropriate under the circumstances to the extent permitted by applicable law, regulation or listing standard.

The Committee shall:

- Review and approve the corporate goals and objectives relevant to the compensation of the Executive Officers.

- Evaluate the performance of the Executive Officers in light of such goals and objectives at least annually and communicate the results to the Board of Directors and to the CEO.

- Based on the evaluations referred to above, review and approve the compensation levels for the Executive Officers, including, as applicable, (i) base salary; (ii) bonus; (iii) all incentive awards and opportunities, including cash-based and equity-based awards and opportunities and long-term incentive and equity compensation; and (iv) any other compensation, perquisites, and special or supplemental benefits for the Executive Officers or individuals who formerly served as Executive Officers.

- Review and approve the list of companies, if any, to be included in any compensation peer group used to determine pay levels based on criteria the Committee deems appropriate.

- Establish and modify the terms and conditions of employment of the Executive Officers, by contract or otherwise, including, without limitation, any employment agreements, severance agreements and arrangements, and any change-in-control agreements or arrangements or change-in-control provisions affecting any elements of benefits and compensation, including any severance payments or arrangements in connection therewith.

- In consultation with the CEO, review and make recommendations to the Board of Directors regarding guidelines for the review of the performance and the establishment of compensation policies for all other employees of the Company and for the delegation to Executive Officers of the Company the determination of compensation for all employees of the Company who are not Executive Officers.

- Be directly responsible for, and have authority, in its sole discretion, over, the appointment, compensation, oversight and termination of the work of any Adviser retained by the Committee, and, prior to the retention of any Adviser, and from time to time as the Committee deems appropriate, assess the independence of such Adviser, taking into consideration all factors relevant to such Adviser's independence from management, including those specified in Nasdaq Listing Rule 5605(d)(3) and any other applicable Nasdaq listing standards. The Committee shall ensure that any disclosure required by the rules and regulations of the SEC or Nasdaq related to the foregoing is included in the Company's proxy statement.

- Administer the stock and other equity-based compensation plans of the Company (other than with respect to cash compensation of and equity awards to non-employee members of the Board of Directors for their service as directors and committee members of the Board of Directors, which shall be determined by the entire Board of Directors) in accordance

with the terms of such plans, and provide necessary approval in order to qualify the Company's equity compensation plans for various exemptions that may be established by the SEC under Section 16 of the Exchange Act.

- Determine, as applicable in connection with the Company's stock plans, such matters as eligibility for participation, persons to receive awards, the amount, form and other terms and conditions of awards, the form of agreements pertaining to such awards, the manner and form of deferral elections, or, when appropriate, the authorization of the Company's purchase of its stock for allocation to the accounts of persons to whom awards have been made under such plans.

- Approve, adopt, amend, and administer equity compensation plans not subject to stockholder approval under applicable listing standards.

- Assist the Board of Directors in its oversight of the development, implementation, and effectiveness of the Company's policies and strategies relating to human capital management, including but not limited to, those policies and strategies regarding recruiting, retention, career development, corporate culture, diversity and inclusion, and other employment practices.

- Oversee the administration of the Company's other employee profit sharing plans, incentive plans, bonus plans, deferred compensation plans, and similar programs.

- Maintain sole discretionary authority to interpret provisions of the Company's executive compensation plans.

- Establish all rules necessary or appropriate for implementing and conducting the Company's executive compensation plans.

- Review the Company's incentive compensation and other equity-based plans and practices and recommend changes in such plans and practices to the Board of Directors to the extent required by the plans or applicable law, regulation, or listing standard.

- Review and consider for recommendation to the Board of Directors stock ownership guidelines applicable to non-employee members of the Board of Directors and officers, then review on an annual basis compliance with any such stock ownership guidelines and make recommendations to the Board of Directors as appropriate.

- Monitor the Company's regulatory compliance with respect to compensation matters.

- Establish, approve, modify, and oversee the Company's compensation clawback or similar policies, including a clawback policy that complies with the requirements of the SEC and the Nasdaq listing standards, and any required recoupment and disclosure.

- Review and discuss with management the Company's Compensation Disclosure and Analysis ("**CD&A**"), and based on that review and discussion, recommend to the Board of

Directors whether the Company's CD&A should be included in the Company's annual proxy statement or annual report on Form 10-K.

- Prepare the Compensation and Talent Committee report as required by rules of the SEC for inclusion in the Company's annual proxy statement or annual report on Form 10-K filed with the SEC. Review and recommend to the Board of Directors for approval the frequency with which the Company will conduct a stockholder advisory vote to approve the compensation of the Company's named executive officers ("**Say on Pay Vote**"), taking into account the results of the most recent stockholder vote on the frequency of Say on Pay Votes required by Section 14A of the Exchange Act, and review and approve the proposals regarding the Say on Pay Vote to be included in the Company's proxy statement. Evaluate Say on Pay Vote outcomes and other stockholder input on executive compensation pay programs as part of the Committee's ongoing assessment of executive compensation programs and policies.

- When required, review the Company's practices and policies of employee compensation as they relate to risk management and risk-taking incentives, to determine if such compensation policies and practices are reasonably likely to have a material adverse effect on the Company.

- Review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board of Directors. The Committee also shall undertake an annual evaluation assessing its performance with respect to its duties and responsibilities set forth in this Charter, which evaluation shall be reported to the Board of Directors. The self-assessment shall be conducted in such manner as the Committee deems appropriate.

- Make regular reports on the material activities of the Committee to the Board of Directors.