

**SITIME CORPORATION**  
**NOMINATING AND CORPORATE GOVERNANCE COMMITTEE CHARTER**

(Updated October 31, 2024)

**Purpose**

The purpose of the Nominating and Corporate Governance Committee, and its subcommittees, as applicable (the “**Committee**”), of the Board of Directors (the “**Board of Directors**”) of SiTime Corporation (the “**Company**”) shall be:

- (a) to identify, evaluate, recruit and recommend to the Board of Directors for consideration and approval individuals qualified to be members of the Board of Directors;
- (b) to identify directors qualified to serve on the various committees of the Board of Directors and to recommend to the Board of Directors qualified nominees for membership on each such committee;
- (c) to develop and recommend to the Board of Directors a set of corporate governance principles applicable to the Company;
- (d) to oversee succession planning for the Board of Directors and key leadership roles on the Board of Directors and its committees; and
- (e) to oversee matters of corporate governance, including the monitoring of a process to assess the effectiveness of the Board of Directors.

**Membership and Procedures**

The Committee shall consist of at least two members of the Board of Directors, with the exact number being 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 Committee, but not less than annually. Also having given consideration to the recommendation, if any from the Committee, the Board of Directors shall designate a Chair of the Committee; 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 a 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).

Unless waived by the Committee, each member of the Committee shall meet the independence standards that may be established from time to time by the Nasdaq Stock Market (“**Nasdaq**”) or the Securities and Exchange Commission (the “**SEC**”) and are applicable to the Committee, subject to any available exceptions, as well as any independence standards that may be established from time to time by the Board of Directors or the Committee.

The Committee shall meet periodically, as deemed necessary by the Chair of the Committee. All meetings shall be held at the call of the Chair of the Committee. 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.

### **Resources and Authority**

The Committee shall have the resources and appropriate authority, without seeking the approval of the Board of Directors, to discharge its duties and responsibilities, including the authority to select, retain, terminate, and approve the fees and other retention terms of outside search firms and other consultants or advisors to assist the Committee or a member of the Committee engaged in conducting the Committee's duties and responsibilities as it deems appropriate. 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 Committee shall have full access to all books, records, facilities and personnel of the Company in connection with the discharge of its responsibilities.

### **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, regulation or listing standard. The actions of any such subcommittee shall be presented to the full Committee at the next scheduled Committee meeting.

### **Duties and Responsibilities**

The following shall be the common recurring duties and responsibilities of the Committee. 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.

- Assume a leadership role for the development of the Company's approach to corporate governance issues.
- Develop and recommend to the Board of Directors the Company's Corporate Governance Guidelines and thereafter periodically review and recommend to the Board of Directors any changes deemed appropriate by the Committee.
- Evaluate developments in corporate governance and shareholder engagement, and review the Company's governance documents, disclosures and other actions related thereto.

- Evaluate and make recommendations regarding the size and composition of the Board of Directors.
- Make recommendations to the Board of Directors regarding the composition of committees of the Board of Directors and the chair for each committee, with consideration of the independence, experience, and desires of individual members of the Board of Directors.
- Monitor compliance with membership criteria for the Board of Directors and committees of the Board of Directors.
- Review annually any stockholder proposals submitted for inclusion in the Company's proxy statement and recommend to the Board of Directors any statements by the Company in response.
- Identify, evaluate, recruit, and recommend candidates for nomination to the Board of Directors, including those recommended by stockholders, based on criteria set forth in the Company's Corporate Governance Guidelines.
- Establish procedures for the submission and consideration of candidates for nomination to the Board of Directors recommended by stockholders.
- Identify, evaluate, recruit, and recommend to the Board of Directors for consideration and approval the individuals to constitute the nominees of the Board of Directors for election as directors at the Annual Meeting of Stockholders or to fill vacancies on the Board of Directors.
- Periodically evaluate the Company's risk management process and system in light of the nature of the material risks the Company faces and the adequacy of the Company's policies and procedures designed to address risk and recommend to the Board of Directors any changes deemed appropriate by the Committee.
- Oversee the self-evaluation process of the Board of Directors and each of its committees and periodically assess the performance and effectiveness of the Board of Directors and each of its committees.
- Periodically review and make recommendations to the Board of Directors regarding the Certificate of Incorporation and Bylaws of the Company.
- Develop and recommend to the Board of Directors the qualification standards for directors and committee members, including defining specific criteria for independence, and from time to time or as necessary recommend to the Board of Directors any changes deemed appropriate by the Committee.
- Review periodically and recommend any changes to the Board of Directors regarding the fees and other compensation to be paid to non-employee members of the Board of Directors for their services as directors and as members of committees of the Board of Directors.

- Evaluate service by a member of the Board of Directors on other boards and approve any such services if and to the extent it would result in such member serving on more than four public company boards, not including the Company's Board of Directors.
- Review changes in employment or service on other boards by a member of the Board of Directors and make recommendations to the Board of Directors as to whether the member of the Board of Directors should continue his or her service on the Board or any Committee of the Board in light of such changes or be requested to resign from the Board or such Committee.
- Review periodically with the Chairman of the Board of Directors and the CEO the succession plan relating to the CEO and certain other senior management positions, and make recommendations to the Board of Directors with respect to such plans.
- Review and make recommendations regarding directors' and officers' indemnification and insurance matters.
- Develop and recommend to the Board of Directors a code of business conduct and ethics applicable to members of the Board of Directors, officers and employees of the Company that complies with applicable securities laws and regulations and stock market rules, and from time to time or as necessary recommend to the Board of Directors any revisions to such code that the Committee deems appropriate or to ensure compliance with such laws, regulations, and rules.
- 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.
- Review and reassess annually the adequacy of the Audit Committee and Compensation and Talent Committee charters, and any such other charters and policies as the Board of Directors shall determine and recommend any proposed changes to the Board of Directors.
- Review and oversee the Company's policies, programs and goals related to environmental, social, and governance matters, including diversity and inclusion, and the Company's public reporting on these topics.
- Make regular reports on the material activities of the Committee to the Board of Directors.