



**MAXIM INTEGRATED PRODUCTS, INC.**

**COMPENSATION COMMITTEE CHARTER**

**Adopted April 6, 2007**

**PURPOSE:**

The purpose of the Compensation Committee of the Board of Directors (the "Board") of Maxim Integrated Products, Inc. (the "Company") is to discharge the Board's responsibilities relating to compensation of the Company's "executive officers" as defined in Rule 16a-1(f) of the Securities and Exchange Commission as well as all other vice presidents and group presidents of the Company (collectively, the "Executive Officers"). In general, the Compensation Committee shall discharge its responsibilities, and shall assess the information related to executive officer compensation provided by the Company's management and other advisors, if any, in accordance with its business judgment.

**COMMITTEE MEMBERSHIP AND STRUCTURE:**

The Compensation Committee and its chairperson will be appointed by the Board, upon recommendation of the Nominating and Corporate Governance Committee, and will serve at the discretion of the Board.

The Compensation Committee shall consist of at least two members of the Board. The members of the Compensation Committee shall satisfy the (i) independence requirements of the listing standards of NASDAQ as defined under applicable NASDAQ rules, (ii) the non-employee director definition of Rule 16b-3 promulgated under Section 16 of the Securities Exchange Act of 1934, as amended, and (iii) the outside director definition of Section 162(m) of the Internal Revenue Code of 1986, as amended.

**COMMITTEE RESPONSIBILITIES AND AUTHORITY:**

- The Compensation Committee shall annually review and approve corporate goals and objectives relevant to the compensation of the Company's Chief Executive Officer ("CEO"). The Compensation Committee shall annually review and evaluate the Company's CEO performance against these goals and objectives and determine and approve the salary, bonus and equity compensation of the CEO based on such evaluation.
- In consultation with the CEO, the Compensation Committee shall review and approve the compensation of the individuals who are Executive

Officers, other than the CEO, including salary, bonus, equity compensation (including awards to induce employment), deferred compensation, severance arrangements, change-in-control benefits and other forms of executive officer compensation. As such, the Compensation Committee shall be responsible for overseeing the evaluation of the Company's Executive Officers and shall determine the nature and frequency of such evaluation. The Compensation Committee may also review and discuss with the non-employee members of the Board the proposed compensation for Executive Officers, including the CEO.

- The Compensation Committee shall exercise all rights, authority and functions of the Board, and thus act as Administrator, under all of the Company's stock incentive, employee stock purchase and other equity-based plans, including but not limited to the Company's 1996 Stock Incentive Plan and 1987 Employee Stock Purchase Plan and any other equity-based plan (collectively, the "Plans"). As such, the Compensation Committee may (i) grant stock options and other equity-based awards to individuals eligible for such grants (including employees, the CEO and executive officers but excluding the non-employee members of the Board of Directors), (ii) interpret the terms of the Plans and award agreements issued thereunder, and (iii) modify or waive any condition of outstanding awards issued under the Plans. Notwithstanding the foregoing, the Compensation Committee shall not be authorized to amend the Plans except as otherwise authorized to do so by the Board.
- The Compensation Committee may periodically review and make recommendations to the Board regarding the Plans and other incentive compensation plans (whether in effect or proposed), including recommendations with respect to amendments to the Plans and the number of shares to be reserved each fiscal year for grant to employees.
- The Compensation Committee shall prepare the Compensation Discussion and Analysis and issue the Compensation Committee Report in accordance with the rules of the Securities and Exchange Commission (the "SEC") to be included in the Company's proxy statement or annual report on Form 10-K filed with the SEC.
- The Compensation Committee may make recommendations to the Board with respect to compensation for service as a member of the Board or a Board committee (other than the Compensation Committee), including compensation for service as the chair of Board committees (other than the Compensation Committee) and as non-executive Chairman of the Board.
- The Compensation Committee shall periodically review and reassess the adequacy of this Charter and recommend any proposed changes to the Board for approval.

- The Compensation Committee shall annually review its own performance.
- The Compensation Committee shall have the sole authority to retain and terminate any compensation consultant to be used by the Company to assist in the evaluation of CEO or Executive Officer compensation and shall have sole authority to approve the consultant's fees and other retention terms. The Compensation Committee shall also have authority to obtain advice and assistance from internal or external legal, accounting, or other advisors and shall have sole authority to approve the fees and other retention terms of any such advisors.
- The Compensation Committee may oversee the administration of other material employee benefit plans of the Company at the discretion of the Board of Directors.
- The Compensation Committee shall have such other duties as delegated from time to time by the Board.

#### **MEETINGS:**

The Compensation Committee will meet (in person or by telephone) as often as it deems advisable or necessary, but not less than twice annually, to perform its responsibilities and duties. In addition, the Compensation Committee may act by unanimous written consent in lieu of a meeting. The Compensation Committee may establish its own meeting schedule.

#### **MINUTES:**

The Compensation Committee will maintain written minutes of its meetings, which minutes will be filed with the minutes of the meetings of the Board. Actions by unanimous written consent of the Compensation Committee in lieu of a meeting will also be maintained and filed with the minutes of the meetings of the Board.

#### **REPORTS:**

The Compensation Committee will report regularly to the Board. In addition to preparing the Compensation Discussion and Analysis and the Compensation Committee Report in accordance with the rules of the SEC to be included in the Company's proxy statement or annual report on Form 10-K filed with the SEC, the Compensation Committee will, upon request by the Board, summarize its recommendations to the Board.

#### **DELEGATION OF AUTHORITY:**

The Compensation Committee may form and delegate authority to one or more subcommittees where appropriate, including but not limited to a subcommittee comprised of at least two (2) members of the Compensation Committee to approve equity awards under the Company's Equity Award Grant Policy.