

SCHEDULE 14A INFORMATION

Proxy Statement Pursuant to Section 14(a) of the Securities Exchange Act of 1934

(Amendment No. ____)

Filed by the Registrant

Filed by a party other than the Registrant

Check the appropriate box:

Preliminary Proxy Statement

Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))

Definitive Proxy Statement

Definitive Additional Materials

Soliciting Material under Section 240.14a-12

Cirrus Logic, Inc.

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement if other than the Registrant)

Payment of Filing Fee (Check all boxes that apply):

No fee required.

Fee paid previously with preliminary materials.

Fee computed on table in exhibit required by Item 25(b) per Exchange Act Rules 14a-6(i)(1) and 0-11.



JOHN FORSYTH
President and Chief Executive Officer

June 3, 2026

To our Stockholders:

I would like to invite you to participate in the Annual Meeting of Stockholders of Cirrus Logic, Inc. to be held on Friday, July 31, 2026, at 11:00 a.m. Central Time. This year's Annual Meeting will once again be a virtual-only stockholder meeting, which allows all of our stockholders the opportunity to participate no matter where they are located. You will be able to participate, vote, and submit your questions during the meeting on a live webcast at www.virtualshareholdermeeting.com/CRUS2026. To access this website and enter the meeting, you should have available your control number, which is included with the proxy materials. We intend to hold the virtual-only meeting in a manner that affords you the same rights and opportunities to participate as you would have at an in-person meeting.

We are providing the proxy materials electronically via the internet, which will allow our stockholders to have immediate access to those materials at their discretion. Paper copies may also be requested.

Even if you plan to participate in the Annual Meeting by live webcast, I hope you will vote as soon as possible. Although you may vote the day of the Annual Meeting, you may also vote in advance via the internet, as well as by telephone, or by mailing a proxy card. Voting in advance will ensure your representation at the Annual Meeting even if you do not participate in the virtual meeting. Please review the instructions on the Notice of Internet Availability or the proxy card regarding your voting options.

Cirrus Logic values the participation of its stockholders. Your vote is an important part of our system of corporate governance, and I strongly encourage you to participate.

Sincerely,

A handwritten signature in black ink, appearing to read "J. M. Forsyth".

John M. Forsyth
President and Chief Executive Officer

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**Important Notice Regarding the Availability of Proxy Materials for the 2026 Annual Meeting of Stockholders to be held
July 31, 2026**

Copies of the Notice of the 2026 Annual Meeting of Stockholders, this proxy statement, and our Annual Report on Form 10-K are available at www.proxyvote.com and are also available on our website at www.cirrus.com. You also may receive copies of these documents at no charge upon request directed to:

***Cirrus Logic, Inc. Investor Relations
800 W. 6th Street, Austin, Texas 78701
telephone: (512) 851-4125; email: investor@cirrus.com***

**Cirrus Logic, Inc.
800 W. 6th Street
Austin, Texas 78701**

2026 Annual Meeting of Stockholders

July 31, 2026

YOUR VOTE IS IMPORTANT

NOTICE OF ANNUAL MEETING OF STOCKHOLDERS

Cirrus Logic, Inc. (the “Company” or “we”) will hold our 2026 Annual Meeting of Stockholders as follows:

Friday, July 31, 2026

11:00 A.M. (Central Daylight Time)

Via live webcast available at www.virtualshareholdermeeting.com/CRUS2026

This year’s Annual Meeting will again be a virtual-only meeting, which we intend to hold in a manner that affords you the same rights and opportunities to participate as you would have at an in-person meeting. You will be able to attend, vote, and submit your questions during the meeting on a live webcast via the internet at www.virtualshareholdermeeting.com/CRUS2026. To access this website and enter the meeting, you must have your control number available. You will not be able to attend the Annual Meeting in person.

While connected to the Annual Meeting via the internet, you may vote and submit questions. We will answer any timely submitted and relevant questions on a matter to be voted on at the Annual Meeting before voting is closed on the matter. Following adjournment of the formal business of the Annual Meeting, we will address appropriate general questions from stockholders regarding the Company as time allows. Questions relating to stockholder proposals or the Company may be submitted in the field provided in the web portal at or before the time the questions are to be discussed. If we receive substantially similar questions, we may group those questions together and provide a single response to avoid repetition.

We are utilizing a virtual meeting solution from Broadridge Financial Solutions, Inc., or Broadridge. If you have any questions about accessing the virtual meeting website for the Annual Meeting, please contact Broadridge support at 844-986-0822 / International: 303-562-9302. If you encounter any technical difficulties with the virtual meeting during the log in or meeting time, please call the technical support number that will be posted on the virtual meeting login page.

At the meeting, stockholders will vote on the following matters:

- (i) the election of seven nominees named in this proxy statement to serve as Company directors for one-year terms;
- (ii) the ratification of the appointment of Ernst & Young LLP as our independent registered public accounting firm for the fiscal year ending March 27, 2027;
- (iii) an advisory (non-binding) vote to approve named executive officer compensation;
- (iv) the approval of an amendment and restatement of the Company's 2018 Long Term Incentive Plan; and
- (v) such other business as may properly come before the meeting.

You can vote four different ways. You can vote by participating in the virtual meeting online or you can vote in advance of the virtual meeting by internet, telephone, or mail. For specific voting information, please see "Questions and Answers about the Proxy Materials, the Annual Meeting, and Voting Procedures" on page [3](#).

Stockholders of record at the close of business on June 1, 2026, are entitled to notice of, and to vote at, the Annual Meeting. On June 1, 2026, 50,452,718 shares of the Company common stock were outstanding. Each share entitles the holder to one vote. A complete list of the stockholders entitled to vote at the meeting will be open to the examination of any stockholder for any purpose germane to the meeting for at least 10 days prior to the meeting.

The Board of Directors of the Company asks you to vote in favor of the seven nominated directors and for Proposal Nos. 2-4. The Company knows of no other matters that will be presented for consideration at the Annual Meeting. If any other matters properly come before the Annual Meeting, it is the intention of the persons named in the proxy to vote the shares they represent as the Board may recommend. Discretionary authority with respect to such other matters is granted by the execution of the proxy. This proxy statement provides you with detailed information about each proposal. We are also using this proxy statement to discuss our corporate governance and compensation practices and philosophies.

We encourage you to read this proxy statement carefully. In addition, you may obtain information about the Company from the Annual Report to Stockholders and from other documents that we have filed with the Securities and Exchange Commission.

Website addresses included throughout this proxy statement are for reference only. The information contained on our website is not incorporated by reference into the attached proxy statement.

PROXY STATEMENT

**2026 ANNUAL MEETING OF STOCKHOLDERS
To Be Held Virtually on Friday, July 31, 2026**

Cirrus Logic, Inc.
800 W. 6th Street
Austin, Texas 78701
www.cirrus.com

These proxy materials are furnished to you in connection with the solicitation of proxies by the Board of Directors (the “Board”) of Cirrus Logic, Inc. (the “Company” or “we”) for use at our 2026 Annual Meeting of Stockholders and any adjournments or postponements of the meeting (the “Annual Meeting”). The Annual Meeting will be held on July 31, 2026, at 11:00 a.m., Central Daylight Time, and may be accessed on a live webcast via the internet at www.virtualshareholdermeeting.com/CRUS2026.

Beginning on June 3, 2026, Cirrus Logic will make these proxy materials available to our stockholders on the internet or through the mail in connection with the solicitation of proxies by the Board for proposals to be voted on at the Annual Meeting.

**QUESTIONS AND ANSWERS ABOUT THE PROXY MATERIALS,
THE ANNUAL MEETING, AND VOTING PROCEDURES**

Q: Why am I receiving these materials?

A: The Board, on behalf of the Company, is soliciting your proxy for the Annual Meeting of Stockholders to take place on July 31, 2026. As a stockholder of record as of the close of business on June 1, 2026 (the “Record Date”), you are invited to participate in the meeting and are entitled to and requested to vote on the proposals described in this proxy statement.

Q: Who is entitled to notice of and to vote at the Annual Meeting?

A: Stockholders of record as of the Record Date are entitled to notice of and to vote at the Annual Meeting.

Q: What information is contained in these materials?

A: The information included in this proxy statement relates to the proposals to be voted on at the meeting, the voting process, the compensation of directors and our most highly paid executive officers, and certain other required information. Our 2026 Annual Report on Form 10-K for the fiscal year ended March 28, 2026, is also being made electronically available or mailed to each stockholder as of the Record Date.

If you requested and received a copy of these materials by mail or email, then the proxy materials also include a proxy card or a voting instruction card for the Annual Meeting.

Q: *Why did I receive a notice in the mail regarding the internet availability of the proxy materials instead of a paper copy of the proxy materials?*

A: We are complying with the U.S. Securities and Exchange Commission (the “SEC”) rule that allows companies to furnish their proxy materials over the internet. As a result, we are mailing to our stockholders a Notice of Internet Availability of the proxy materials instead of a paper copy of the proxy materials. All stockholders receiving the Notice of Internet Availability will have the ability to access the proxy materials over the internet, or alternatively, request to receive a copy of the proxy materials by mail or email.

Q: *How can I access the proxy materials over the internet?*

A: Your Notice of Internet Availability of the proxy materials contains instructions regarding how to:

- view the proxy materials for the Annual Meeting on the internet;
- request a paper copy of the proxy materials for the Annual Meeting; and
- instruct us to send future proxy materials to you by email.

Q: *How may I obtain a paper copy of the proxy materials?*

A: Your Notice of Internet Availability of the proxy materials contains instructions regarding how to obtain a paper copy of the proxy materials.

Q: *What if I receive more than one Notice of Internet Availability of the proxy materials or more than one paper copy of the proxy materials?*

A: If you receive more than one Notice of Internet Availability or set of proxy materials, it means your shares are registered in more than one name or are held in more than one account. To vote all your shares by proxy, you must vote using all Notices of Internet Availability you receive, or all proxy cards and voting instruction cards you received.

Q: *What proposals will be voted on at the meeting?*

A: There are four proposals scheduled to be voted on at the meeting:

- (1) the election of seven nominees named in this proxy statement to serve as Company directors for one-year terms;
- (2) the ratification of the appointment of Ernst & Young LLP (“Ernst & Young”) as our independent registered public accounting firm for the fiscal year ending March 27, 2027;
- (3) an advisory (non-binding) vote to approve named executive officer compensation; and
- (4) the approval of an amendment and restatement of the Company’s 2018 Long Term Incentive Plan.

Q: *Will I be able to attend the Annual Meeting?*

A: We will host the Annual Meeting live via the internet. **You will not be able to attend the meeting in person.** Any stockholder can listen to and participate in the Annual Meeting live via the internet at www.virtualshareholdermeeting.com/CRUS2026. The webcast will begin at 11:00 a.m., Central Daylight Time, on July 31, 2026. Stockholders as of the Record Date may vote and submit questions while connected to the Annual Meeting via the internet. We will answer any

timely submitted and relevant questions on a matter to be voted on at the Annual Meeting before voting is closed on the matter. Following adjournment of the formal business of the Annual Meeting, we will address appropriate general questions from stockholders regarding the Company as time allows. Questions relating to stockholder proposals or the Company may be submitted in the field provided in the web portal at or before the time the questions are to be discussed. If we receive substantially similar questions, we may group those questions together and provide a single response to avoid repetition.

We are utilizing a virtual meeting solution from Broadridge Financial Solutions, Inc., or Broadridge. If you have any questions about accessing the virtual meeting website for the Annual Meeting, please contact Broadridge support at 844-986-0822 / International: 303-562-9302. If you encounter any technical difficulties with the virtual meeting during the log in or meeting, please call the technical support number that will be posted on the virtual meeting login page.

Q: What do I need to do to be able to participate in the Annual Meeting online?

A: The Annual Meeting will be held live via the internet. You will not be able to attend the meeting in person. A summary of the information you need to attend the meeting online is provided below:

- Any stockholder can listen to the meeting and participate live via the internet at www.virtualshareholdermeeting.com/CRUS2026.
- Webcast begins at 11:00 a.m. Central Daylight Time on July 31, 2026.
- Stockholders as of the Record Date may vote and submit questions while connected to the meeting via the internet.
- Please have your control number to enter the meeting.
- Instructions on how to connect and participate via the internet will be posted at www.virtualshareholdermeeting.com/CRUS2026.
- A webcast replay of the meeting will be available for one year after the meeting at www.virtualshareholdermeeting.com/CRUS2026.

Q: What are the Board's voting recommendations?

A: The Board recommends that you vote your shares as follows:

- "FOR" each of the director nominees;
- "FOR" the ratification of the appointment of Ernst & Young as our independent registered public accounting firm for the fiscal year ending March 27, 2027;
- "FOR" the approval, on a non-binding, advisory basis, of executive compensation; and
- "FOR" the approval of an amendment and restatement of the Company's 2018 Long Term Incentive Plan.

Q: What shares owned by me can be voted?

A: All shares owned by you as of the close of business on the Record Date may be voted by you. These shares include (1) shares held directly in your name as the stockholder of record, and (2) shares held for you as the beneficial owner through a stockbroker, bank, or other nominee. For stockholders who hold their shares through a stock brokerage account or by a bank or other nominee and whose voting instruction form or Notice of

Internet Availability indicates that shares may be voted through the www.proxyvote.com website, then shares may be voted at the meeting with the control number indicated on that voting instruction form or the Notice of Internet Availability. Stockholders whose voting instruction form or Notice of Internet Availability does not allow voting through www.proxyvote.com will need to obtain a legal proxy from their nominee in advance of the meeting in order to vote during the meeting.

Q: *What is the difference between holding shares as a stockholder of record and as a beneficial owner?*

A: Most stockholders of the Company hold their shares through a stockbroker, bank, or other nominee rather than directly in their own name. As summarized below, there are some distinctions between shares held of record and those owned beneficially.

Stockholder of Record

If your shares are registered directly in your name with the Company's transfer agent, Computershare Investor Services, you are considered, with respect to those shares, the *stockholder of record*, and, if you held those shares as of the Record Date, you have the right to vote by proxy by following the instructions in the Notice of Internet Availability of the proxy materials or to vote online at the meeting.

Beneficial Owner

If your shares are held in a stock brokerage account or by a bank or other nominee, you are considered the *beneficial owner* of shares held in *street name*, and your stockbroker, bank, or other nominee is considered, with respect to those shares, the *stockholder of record*. As the beneficial owner, you have the right to direct your stockbroker, bank, or other nominee how to vote, and you are also invited to participate in the meeting.

Q: *How can I vote my shares at the meeting?*

A: Shares may be voted at the Annual Meeting via the internet on a live webcast at www.virtualshareholdermeeting.com/CRUS2026. To access the meeting and vote your shares, you must have your control number.

Even if you currently plan to participate in the Annual Meeting via the live webcast, we recommend that you submit your proxy in advance of the meeting so that your vote will be counted if you later decide not to attend the meeting.

Q: *How can I vote my shares without participating in the meeting?*

A: Whether you hold shares directly as the stockholder of record or beneficially in street name, you may direct your vote without participating in the meeting. You may vote by granting a proxy or by submitting voting instructions to your stockbroker, bank, or other nominee for shares held in street name. In most instances, you will be able to do this over the internet, by telephone, or by mail, but if you hold shares in street name, you should refer to the voting instructions provided to you by your stockbroker, bank, or other nominee for voting instructions specific to your holdings. If you are the stockholder of record, please refer to the summary instructions below and those included on your Notice

of Internet Availability of the proxy materials. Specifically, you may vote without participating in the meeting:

BY INTERNET — If you have internet access, you may vote by going to www.proxyvote.com and following the instructions included with the proxy materials. You will need to have the control number on your Notice of Internet Availability on your proxy card in order to vote by internet.

BY TELEPHONE — If you have access to a touch-tone telephone, you may vote by calling 1-800-690-6903 and following the instructions within the proxy materials. You will need to have the control number that appears on your Notice of Internet Availability of the proxy materials available when voting by telephone.

BY MAIL — If you have requested and received a paper copy of a proxy card, you may submit a proxy by signing your proxy card and returning it by mail using the enclosed, postage prepaid and addressed envelope. If you sign but do not provide instructions, your shares will be voted as described in the response to “*What are the Board’s voting recommendations?*” above.

Q: *What if I hold shares in street name and do not transmit voting instructions before the stockholder meeting to my stockbroker, bank, or other nominee?*

A: If you do not transmit voting instructions, your stockbroker is permitted to vote on your behalf on routine matters only. The ratification of the appointment of the Company’s independent registered public accounting firm (Proposal No. 2) is the only routine matter, and therefore, the only matter that brokers may vote on without instruction from the beneficial owner. Your stockbroker is not permitted to vote on your behalf on non-routine matters if you do not transmit your voting instructions. The election of directors (Proposal No. 1), the advisory vote to approve named executive officer compensation (Proposal No. 3), and the vote to approve an amendment and restatement of the Company’s 2018 Long Term Incentive Plan (Proposal No. 4) are considered non-routine matters. Therefore, if you do not transmit your voting instructions to your stockbroker or other nominee, then they cannot vote on these non-routine matters, and your shares will be counted as “broker non-votes” as further described in the response to “*How are abstentions and broker non-votes counted?*” below.

Q: *Can I revoke my proxy?*

A: You may revoke your proxy instructions at any time prior to the vote at the Annual Meeting. For shares held directly in your name, you may revoke your proxy instructions by granting a new proxy bearing a later date (that automatically revokes the earlier proxy) or by voting during the Annual Meeting. For shares held beneficially by you, you may revoke your proxy by submitting new instructions to your stockbroker, bank, or other nominee.

Q: *What is the quorum requirement for the meeting?*

A: The quorum requirement for holding the meeting and transacting business is the presence, either in person or represented by proxy, of the holders of a majority of the outstanding shares entitled to be voted at the Annual Meeting. For the Annual Meeting, both abstentions and broker non-votes are counted as present for the purpose of determining the presence of a quorum.

Q: *How are votes counted?*

A: In the election of directors, you may vote “FOR” all of the nominees or you may “WITHHOLD” your vote with respect to one or more of the nominees. For all other proposals you may vote “FOR,” “AGAINST,” or “ABSTAIN,” and if you “ABSTAIN” on any of these matters, it has the same effect as a vote “AGAINST,” as described in response to the question below.

If you sign your proxy card with no further instructions, your shares will be voted in accordance with the recommendations of the Board.

Q: *What is the voting requirement to approve each of the proposals?*

A: Directors are elected by a plurality of votes cast, which means that, for this year, the seven persons receiving the highest number of “FOR” votes will be elected. Proposal Nos. 2-4 require the affirmative “FOR” vote of a majority of those shares present and entitled to vote. If you are a beneficial owner and do not provide your stockbroker, bank, or other nominee with voting instructions on a non-routine matter such as a director election, your shares may constitute broker non-votes, as described in “*How are abstentions and broker non-votes counted?*” below.

Q: *How are abstentions and broker non-votes counted?*

A: Generally, broker non-votes occur when shares held by a stockbroker for a beneficial owner are not voted with respect to a particular proposal because the proposal is a non-routine matter, the stockbroker has not received voting instructions from the beneficial owner, and the stockbroker lacks discretionary voting power to vote the shares. Abstentions and broker non-votes are counted as present for purposes of determining the shares present and entitled to vote for purposes of the quorum requirement. Each of Proposal Nos. 2, 3, and 4 will require the affirmative vote of a majority of the shares of common stock represented in person or by proxy at the Annual Meeting and entitled to vote. Abstentions will have the same effect as a vote against such proposals. Broker non-votes are not counted as either votes for or votes against these proposals and will have no effect on their outcome.

Q: *Where can I find the voting results of the meeting?*

A: We will announce preliminary voting results at the meeting and will file with the SEC via EDGAR a Current Report on Form 8-K within four business days of the meeting with the final voting results. If final voting results are not available at the time of such filing, the Company intends to disclose preliminary voting results at the time of the filing and file an

amended Current Report on Form 8-K within four business days after obtaining the final results.

Q: What happens if additional proposals are presented at the meeting?

A: Other than the proposals described in this proxy statement, we do not expect any matters to be presented for a vote at the Annual Meeting. If you grant a proxy, the persons named as proxy holders, Michael Barrett, our Corporate Secretary, and Gregory Scott Thomas, our General Counsel, will have the discretion to vote your shares on any additional matters properly presented for a vote at the meeting. If for any unforeseen reason any of our nominees is not available as a candidate for director, the persons named as proxy holders will vote your shares for such other candidate or candidates as may be nominated by the Board, or the Board may reduce the size of the Board.

Q: What classes of shares are entitled to be voted?

A: Each share of common stock of the Company (“common stock”) outstanding as of the Record Date is entitled to one vote on each item being voted upon at the Annual Meeting. On the Record Date, we had 50,452,718 shares of common stock outstanding.

Q: Is cumulative voting permitted for the election of directors?

A: No.

Q: Who will count the votes?

A: A representative of Broadridge will tabulate the votes. A representative of the Company will act as the inspector of election.

Q: Is my vote confidential?

A: Proxy instructions, ballots, and voting tabulations that identify individual stockholders are handled in a manner that protects your voting privacy. Your vote will not be disclosed either within the Company or to third parties except (1) as necessary to meet applicable legal requirements, (2) to allow for the tabulation of votes and certification of the vote, or (3) to facilitate a proxy solicitation by the Board.

Q: Who will bear the cost of soliciting votes for the meeting?

A: The Company will pay the entire cost of soliciting proxies to be voted, along with the costs of preparing, assembling, printing, mailing, and distributing the proxy materials. If you choose to access the proxy materials and/or submit your proxy over the internet or by telephone, however, you are responsible for internet access or telephone charges you may incur. In addition to the mailing of the proxy materials, the solicitation of proxies or votes may be made by our directors, officers, and employees, either in person, by telephone, or by electronic communication. Our directors, officers, and employees will not receive any additional compensation for the solicitation activities. We will also reimburse brokerage houses and other custodians, nominees, and fiduciaries for their reasonable out-of-pocket expenses for forwarding proxy and solicitation materials to our stockholders.

Q: May I propose actions for consideration at next year's annual meeting of stockholders or nominate individuals to serve as directors?

A: You may make nominations and submit proposals for consideration at future stockholder meetings. Any proposal that a stockholder wishes to include in the Company's proxy materials for the 2027 annual meeting of stockholders, in accordance with the regulations of the SEC, must be received by no later than 120 calendar days prior to the anniversary date that the Company released this proxy statement for the Annual Meeting (February 3, 2027). The written proposal will need to comply with the regulations of the SEC under Rule 14a-8 regarding the inclusion of stockholder proposals in company-sponsored proxy materials.

A proposal or nomination for election of directors that a stockholder wishes to propose for consideration at the 2027 annual meeting of stockholders, other than pursuant to Rule 14a-8 or our proxy access provisions, must be submitted in accordance with our Bylaws for presentation at the annual meeting (but not for inclusion in our proxy materials). To be considered timely, our Bylaws provide that such notice must be received at our principal executive offices no earlier than 120 calendar days (April 2, 2027) and no later than 90 calendar days (May 2, 2027) prior to the first anniversary date of the previous year's annual meeting of stockholders. Proposals and nominations should be addressed to: Corporate Secretary, Cirrus Logic, Inc., 800 W. 6th Street, Austin, Texas 78701.

Separately, under our proxy access provisions in our Bylaws, a stockholder or a group of up to 20 stockholders owning 3% or more of our common stock continuously for at least three years may nominate and have included in our proxy statement a number of candidates not exceeding the greater of (a) two or (b) 20% of our Board (rounded down). Nominations must comply with the requirements and conditions in our Bylaws, including delivering proper notice to us no earlier than 150 calendar days (March 3, 2027) and no later than 120 calendar days (April 2, 2027) prior to the first anniversary date of the previous year's annual meeting of stockholders.

In addition to satisfying advance notice requirements under our Bylaws, to comply with the universal proxy rules under the Exchange Act, stockholders who intend to solicit proxies in support of director nominees other than those nominees nominated by the Company must provide notice that sets forth the information required by Rule 14a-19 under the Exchange Act no later than June 1, 2027, which is 60 days prior to the anniversary date of the 2026 Annual Meeting. Unless we receive notice in the manner specified above, the proxy holders will have discretionary authority to vote for or against any such proposal presented at our 2027 annual meeting of stockholders.

Copy of Bylaw Provisions: You may contact the Corporate Secretary at our headquarters, 800 W. 6th Street, Austin, Texas 78701, for a copy of the relevant Bylaw provisions regarding the requirements for making stockholder proposals and nominating director candidates.

CORPORATE GOVERNANCE

Board Meetings and Committees

During the fiscal year ended March 28, 2026, the Board held 12 meetings. Directors are expected to attend each meeting of the Board and the committees of the Board (the “Committees”) on which they serve. During the period of their service, all directors attended at least 75% of the aggregate of (i) the total number of Board meetings and (ii) the total number of their Committee meetings. Pursuant to our Corporate Governance Guidelines, directors are also expected to attend the Company’s Annual Meeting of Stockholders absent extraordinary circumstances. All directors who were in service at the time attended the Company’s 2025 annual meeting of stockholders.

We have three Committees: Audit, Compensation and Human Resources, and Governance and Nominating. Each member of the Audit, Compensation and Human Resources, and Governance and Nominating Committees is independent in accordance with the applicable SEC rules and applicable Nasdaq Stock Market, Inc. (the “Nasdaq”) listing standards, including, with respect to members of the Audit and Compensation and Human Resources Committees, the heightened requirements applicable to members of those committees. Each Committee has a written charter that has been approved by the Board; the Committee charters are available under the Corporate Governance section of our “Investors” page on our website at investor.cirrus.com. On occasion, the Board may appoint special committees or designate directors to undertake special assignments on behalf of the Board.

The composition of the Board and each Committee as of the filing of this proxy statement is identified in the following table, and the function of each Committee is described below.

Directors	Independent	Audit	Compensation and Human Resources	Governance and Nominating
Alexander M. Davern	Yes	Chair	X	
John M. Forsyth	No			
Raghib Hussain	Yes		X	
Duy-Loan Le	Yes	X	Chair	
Catherine P. Lego	Yes	X		Chair
William D. Mosley	Yes			X
David J. Tupman, Chair	Yes			X
Number of Meetings Held in Fiscal Year 2026		8	5	3

Audit Committee

The Audit Committee is currently composed of three independent directors. The responsibilities of the Audit Committee include:

- selecting, retaining, compensating, overseeing, evaluating, and, where appropriate, terminating the Company’s independent auditors;

- resolving any disagreements between management and the independent auditors regarding financial reporting;
- adopting and implementing pre-approval policies and procedures for audit and non-audit services to be rendered by the independent auditors;
- reviewing with management and the independent auditors the financial information and the Management’s Discussion and Analysis proposed to be included in each of the Company’s Quarterly Reports on Form 10-Q prior to their filing;
- reviewing before release the unaudited interim financial results in the Company’s quarterly earnings release;
- reviewing with management and the independent auditors, at the completion of the annual audit, the audited financial statements and the Management’s Discussion and Analysis proposed to be included in the Company’s Annual Report on Form 10-K prior to its filing and provide or review judgments about the quality, not only the acceptability, of accounting principles, and such other matters required to be discussed with the independent auditors under generally accepted auditing standards;
- reviewing with management and the independent auditors any required disclosures included within the Company’s SEC filings, including human capital disclosures required by Item 101(c) of Regulation S-K, and the adequacy and effectiveness of applicable internal controls related to such disclosures;
- reviewing with the independent auditors critical audit matters (“CAMs”) and related CAM disclosures;
- overseeing the Company’s internal audit function;
- reviewing and approving, if appropriate, material changes to the Company’s auditing and accounting principles and practices as suggested by the independent auditors or management;
- reviewing and approving the Company’s hedging policy on an at least annual basis, including making a determination and recommendation to the Board regarding the Company’s decision to enter into swaps that are subject to the End User Exception in accordance with the Dodd-Frank Wall Street Reform and Consumer Protection Act and associated Commodity Futures Trading Commission (“CFTC”) regulations;
- establishing procedures for (i) the receipt, retention, and treatment of complaints received by the Company regarding accounting, internal accounting controls, or auditing matters, and (ii) the confidential, anonymous submission by employees of the Company of concerns regarding questionable accounting or auditing matters;

- evaluating the professional competency of the financial staff and the internal auditors, as well as the quality of their performance in discharging their respective responsibilities;
- discussing policies with respect to risk assessment and risk management, including appropriate guidelines and policies to govern the process;
- reviewing with management the Company’s business continuity and disaster recovery plans and capabilities; and
- reviewing with management the Company’s major financial and regulatory risk exposures, including cybersecurity-related risks, and the steps management has taken to monitor and control such exposures.

The Board has determined that each member of the Audit Committee is able to read and understand fundamental financial statements and is independent under applicable SEC rules and applicable Nasdaq listing standards. The Board has also determined that Audit Committee members Mr. Davern and Ms. Lego are each an “audit committee financial expert” as defined under applicable SEC rules.

For additional information relating to the Audit Committee, see the section of this proxy statement entitled “*Report of the Audit Committee of the Board*” and the Audit Committee Charter, which is available under the Corporate Governance section of our “Investors” page on our website at investor.cirrus.com.

Compensation and Human Resources Committee

The Compensation and Human Resources Committee (“Compensation Committee”) is currently composed of three independent directors. The Compensation Committee reviews and approves salaries and other matters relating to executive compensation; reviews risks associated with the Company’s compensation policies; monitors the Company’s compliance with applicable regulations relating to compensation arrangements for directors and executive officers; administers the Company’s clawback policies; reviews the Company’s leadership development initiatives and succession planning process for our Chief Executive Officer and other executive officers; and administers the Company’s stock incentive plans, including reviewing and granting stock incentive awards to executive officers and other employees (subject to any delegation of authority approved by the Compensation Committee from time to time relating to equity-based grants to certain employees) and reviewing and approving policies and procedures for awarding grants under these plans. The Compensation Committee also reviews and recommends to the Board for approval various other Company compensation plans, policies and matters related to the Company’s non-employee directors. Additionally, the Compensation Committee assists the Board in its oversight of workforce-related matters, including human capital management, talent development and retention, compliance with applicable employment and anti-discrimination laws, and workforce-related disclosures in the Company’s public reporting. For additional information relating to the Compensation Committee, see the Compensation and Human Resources Committee Charter, which is available under the Corporate Governance section of our “Investors” page on our website at investor.cirrus.com.

Please see the “*Compensation Discussion and Analysis*” section of this proxy statement for additional information regarding the Compensation Committee’s processes and procedures for the consideration and determination of executive officer compensation, including the Compensation Committee’s engagement of Compensia, Inc. (“Compensia”) as its external compensation consultant.

Governance and Nominating Committee

The Governance and Nominating Committee is currently composed of three independent directors. The Governance and Nominating Committee provides counsel to the Board with respect to corporate governance matters, including oversight of the Company’s Corporate Compliance Program (as defined below), and Board organization, membership, and function, as well as committee structure and membership. The Governance and Nominating Committee is responsible for defining the qualifications for candidates for director positions, evaluating qualified candidates, recommending candidates to the Board for election as directors, and proposing a slate of directors for election by stockholders at each annual meeting.

Additionally, the Governance and Nominating Committee (a) assists the Board in its oversight of sustainability and corporate responsibility matters, including the Company’s sustainability report and environmental, health, and safety matters not assigned to other committees, (b) oversees the Company’s policies and practices regarding political contributions, political lobbying, and charitable contributions and reviews management’s strategies and recommendations for such activities, and (c) reviews the implementation and effectiveness of the Company’s corporate compliance policies, systems, and procedures (the “Corporate Compliance Program”) with the Company’s General Counsel.

For more information relating to the Governance and Nominating Committee, see the Governance and Nominating Committee Charter, which is available under the Corporate Governance section of our “Investors” page on our website at investor.cirrus.com.

Director Nominations

The Governance and Nominating Committee annually reviews the needs of the Board for various skills, experience, expected contributions, and other characteristics in determining the director candidates to be nominated at the Annual Meeting of Stockholders. The Governance and Nominating Committee will evaluate candidates for directors proposed by directors, stockholders, or management in light of the Governance and Nominating Committee’s views of the current needs of the Board for certain skills; the candidate’s background, skills, experience, expected contributions, or other characteristics; and the qualification standards established from time to time by the Governance and Nominating Committee. If the Governance and Nominating Committee believes that the Board requires additional candidates for nomination, the Governance and Nominating Committee may engage a third-party search firm to assist in identifying qualified candidates. All of the director nominees for election at the Annual Meeting have been directors since last year’s meeting. All directors and nominees submit a completed form of directors’ and officers’ questionnaire as part of the nominating process. The process may also include interviews and additional background and reference checks for non-incumbent nominees, at the discretion of the Governance and Nominating Committee.

The Governance and Nominating Committee believes that members of the Board should possess certain basic personal and professional qualities in order to properly discharge their fiduciary duties to stockholders, provide effective oversight of the management of the Company, and monitor the Company's adherence to principles of sound corporate governance. Therefore, the Governance and Nominating Committee has determined that nominees for election as director should have the following qualifications: (i) possess the highest personal and professional ethics, integrity, and values; (ii) be committed to representing the long-term interests of the Company's stockholders; (iii) have an inquisitive and objective perspective and mature judgment; (iv) possess strong business and financial acumen and judgment acquired through education, training, or experience; (v) possess experience at policy-making levels in business, government, education, or technology, and in areas that are relevant to the Company's global business activities; (vi) have experience in matters of corporate governance; (vii) have experience in positions with a high degree of responsibility in the companies or institutions with which they are affiliated; and (viii) be prepared to devote appropriate time and attention to the Board and Committee duties required of a public company board member. Additionally, for non-employee director candidates, the nominees should have personal and business circumstances that permit them to serve on one or more of the various Committees.

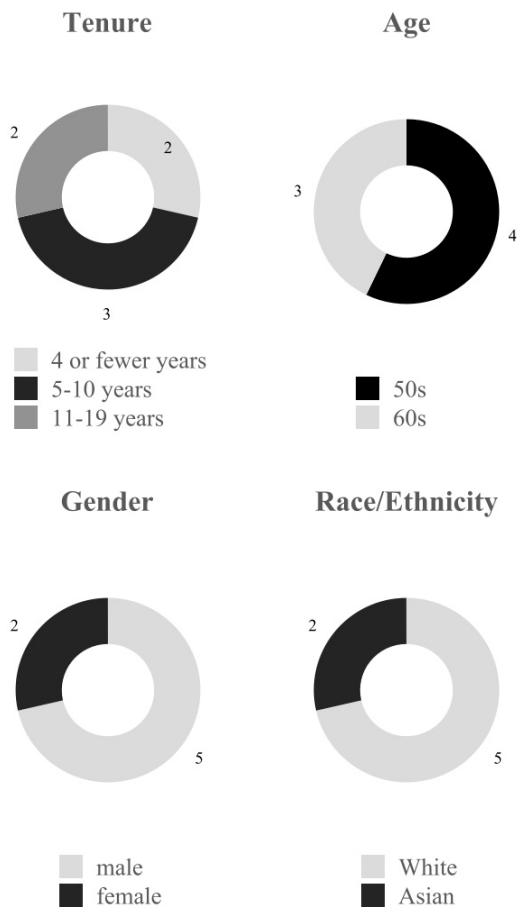
These are not meant to be the exclusive criteria, however, and the Governance and Nominating Committee will also consider the contributions that a candidate can be expected to make to the collective functioning of the Board based upon the totality of the candidate's credentials, experience, and expertise; the composition of the Board at the time; and other relevant circumstances. The Board does not have a policy with regard to the consideration of diversity in identifying director nominees. Its objective is to nominate a group of directors with various skills, qualifications, experience, and backgrounds who can best ensure the continuing success of our business and represent stockholder interests through the exercise of sound judgment and constructive working relationships.

To assist in its annual review and nomination process, the Governance and Nominating Committee has developed the matrix provided below, which summarizes some of the key skills, qualifications, experience, and backgrounds that our director nominees bring to the Board based on self-reported responses that are reviewed by the Governance and Nominating Committee. The matrix below further identifies the Company's needs and the qualifications and attributes of directors that the Governance and Nominating Committee has determined are important to the Company. This identification helps the Governance and Nominating Committee in its evaluation of director competencies and how the composition of the Board, as a whole, meets these needs. Within the matrix, a checkmark reflects that the nominee identified that they possessed a comprehensive or professional/expert level of the noted attribute. The lack of a checkmark should not be interpreted to mean that a candidate does not have relevant skills, qualifications, or background in that particular area, but simply that their qualifications do not rise to the professional or expert level. The director biographies contained in the section of this proxy statement entitled "*Proposal No. 1: Election of Directors*" further describe each nominee's background and relevant experience and may identify additional attributes that are relevant to the decision to nominate candidates to serve on our Board.

Summary of Skills, Qualifications, Experience, and Backgrounds of Director Nominees

	Davern	Forsyth	Hussain	Le	Lego	Mosley	Tupman
Skills, Qualifications, Experience							
CEO Experience	✓	✓				✓	
Senior Management and Operations Experience	✓	✓	✓	✓		✓	✓
Semiconductor Industry Knowledge and Experience	✓	✓	✓	✓	✓	✓	✓
Deep Technical Experience in the Semiconductor Industry		✓	✓	✓			✓
Emerging Technologies and Business Models		✓	✓	✓	✓	✓	✓
Financial, Accounting, and Tax Expertise	✓				✓		
Enterprise Risk Management Experience	✓		✓	✓	✓	✓	
Public Company Board and Corporate Governance Experience	✓	✓	✓	✓	✓	✓	✓
Venture Capital, Private Equity, and Financing Experience					✓		
Business Development and M&A Experience	✓	✓	✓	✓	✓		✓
Corporate Culture/Human Capital Management	✓	✓	✓	✓	✓	✓	
Extensive Knowledge and Experience in Business-to-Business Sales and Marketing	✓	✓	✓			✓	
International Business Operations Experience	✓	✓		✓		✓	✓

The following charts show the composition of our director nominees by tenure, age, gender, and race/ethnicity.



Stockholder-Recommended Candidates

The Governance and Nominating Committee will consider stockholder-recommended candidates pursuant to the same process as the director nominations process that is in accordance with our Bylaws and outlined in the Corporate Governance Guidelines, which are available under the Corporate Governance section of our “Investors” page on our website at investor.cirrus.com.

For information regarding stockholder nominations of candidates for election, please see the section of this proxy statement entitled “*Questions and Answers about the Proxy Materials, the Annual Meeting and Voting Procedures: May I propose actions for consideration at next year’s annual meeting of stockholders or nominate individuals to serve as directors?*” for further information.

Determination of Independence

The Board has determined that six of the seven nominated directors are independent as defined by the applicable listing and regulatory standards. Specifically, the Governance and Nominating Committee has reviewed the independence of each director and determined that nominees Davern, Hussain, Le, Lego, Mosley, and Tupman qualify as independent directors under these

standards. No director has a familial relationship with another director, director nominee, or executive officer.

Corporate Governance Guidelines

On an annual basis, the Company reviews its corporate governance practices in light of any changes to applicable law, the rules of the SEC, and the Nasdaq listing standards. Among other matters, the Corporate Governance Guidelines include the following requirements:

- Two-thirds of the members of the Board must be independent directors based on the criteria under the Nasdaq listing standards and other applicable laws and regulations.
- If the Chair of the Board is not an independent director, the Board will designate a “lead independent director.”
- Directors shall retire at the first stockholders’ meeting in which directors will be elected following the director’s 75th birthday.
- Stock Ownership Guidelines require our Chief Executive Officer, non-employee directors, and officers of the Company to accumulate and maintain, after a phase-in period, an ownership position in the Company’s stock to more closely link their interests with those of other Company stockholders.
- The Board will have an Audit Committee, Compensation and Human Resources Committee, and Governance and Nominating Committee, each of which shall consist solely of independent directors.
- The independent directors shall meet in executive session either before or after each regularly scheduled Board meeting.
- In considering stockholder proposals and candidates recommended by stockholders for the Board (other than pursuant to Rule 14a-8), the Governance and Nominating Committee will follow the procedures outlined in the Corporate Governance Guidelines and our Bylaws.

For additional details, see the Corporate Governance Guidelines, which are available under the Corporate Governance section of our “Investors” page on our website at investor.cirrus.com.

Board Leadership Structure

The Board is committed to maintaining an independent Board comprised primarily of independent directors. To enhance the independence of the Board from management, we currently separate the roles of our President and Chief Executive Officer (“CEO”), John Forsyth, and Chair of the Board, David Tupman. We believe that this leadership structure demonstrates our commitment to good corporate governance and benefits our stockholders by enhancing the oversight of management by the Board, balancing power on the Board, and encouraging balanced decision making.

The Board’s Role in Risk Oversight

As part of Cirrus Logic’s commitment to maintaining a robust governance framework, the Board is dedicated to overseeing the Company’s enterprise risk management process (the “ERM Process”). This process involves a formal assessment of the Company’s risk environment and is performed by senior management and reviewed by our CEO and other executive officers on a periodic basis. The ERM Process aligns with the Company’s disclosure controls and procedures to ensure transparency, accuracy, and compliance with regulatory requirements. Our public reports are prepared by management who participate in the ERM Process and are designed to appropriately identify potential risks for disclosure.

While management is responsible for identifying, assessing, and managing the material risks facing the Company, the Board plays an ongoing and active role in the oversight of the Company’s most significant strategic and operational risks and management’s efforts to assess and manage those risks. The Board is involved in the setting of the Company’s business strategy, which necessarily entails a determination of what constitutes an appropriate level of risk for the Company.

Each of the Committees also considers risk within the Committee’s area of responsibility. Our Audit Committee, comprised fully of independent members, discusses risk assessment and risk management policies and regularly reviews with management the Company’s major financial and regulatory risk exposures, including information security and cybersecurity-related risks, and the steps management has taken to monitor and control such exposures. For more information on the Board’s oversight of cybersecurity risks in particular, please review Item 1C of our Annual Report on Form 10-K. In designing our compensation programs and structuring awards, the Compensation Committee considers whether such compensation programs may lead to undue risk taking. Finally, our Governance and Nominating Committee oversees risks relating to corporate governance policies and related governance matters.

Oversight of AI

We recognize the transformative potential of artificial intelligence (“AI”) and are committed to its responsible and ethical use within our business. Given the importance of the topic to our business, our Board has determined that oversight of our AI strategy and risk management approach should remain with the full Board. As part of this oversight, the Board receives periodic updates on AI-related developments to ensure alignment with our broader corporate strategy.

To further strengthen our governance, the Company has established an AI Technology Usage Policy that addresses risks related to confidentiality, data privacy, and intellectual property, including the trustworthiness and reliability of AI tools and compliance with applicable laws. The Company has also formed a cross-functional AI Steering Committee, currently comprised of representatives from Information Technology, Information Security, Legal, Engineering, and Operations. The AI Steering Committee evaluates the potential deployment of AI solutions, oversees the use of AI tools in internal operations, provides implementation guidance, and establishes controls to mitigate potential risks.

Board and Committee Evaluations

Each year, the Board conducts a self-evaluation of the Board, its committees, and the individual directors, overseen by the Governance and Nominating Committee. The evaluation solicits the opinions of the directors regarding the effectiveness of the Board and its committees in fulfilling their obligations. The Chair of the Governance and Nominating Committee reviews the results of the evaluation with the Board, and the results of the evaluations are also considered by the Governance and Nominating Committee and the Board as part of the director nomination process.

Environmental, Social, and Governance (ESG)

Our Company is committed to creating a responsible and sustainable business environment that drives value for our key stakeholders including employees, investors, customers, suppliers, and our global communities. Responsibility for ESG oversight belongs to the Board, with delegation to the Audit, Compensation, and Governance and Nominating Committees within their respective areas of expertise pursuant to their charters.

The Company recognizes the importance of embedding sustainable policies and practices across our business and strives to ensure our products are produced and manufactured in a sustainable and responsible manner. We adhere to core principles of human rights by complying with applicable international standards and by establishing a safe and healthy working environment. As an Affiliate Member, we are committed to adopting the approach of the Responsible Business Alliance (“RBA”), a non-profit organization that sets the standards for supply chain compliance issues related to labor, health and safety, the environment, ethics, and management systems. For example, all of our primary suppliers must acknowledge their obligations to comply with our Supplier Code of Conduct, which was developed using inputs from both the RBA Code of Conduct and additional customer requirements. In addition to complying with our Supplier Code of Conduct, our primary foundries and assembly and test suppliers maintain ISO 14001 environmental management system certificates, which demonstrates their commitment to high environmental standards and responsible management of environmental impacts. Additionally, we ourselves have been awarded ISO 14001 certification, further reinforcing our commitment to these standards.

We work to attract and retain top talent in our diverse, global workforce through competitive compensation and benefits, along with a positive corporate culture based on respect and fairness for all employees. Through volunteer activities and financial contributions, we also help develop a STEM pipeline in an effort to expand the pool of qualified candidates who will be available for key roles in the future.

For more information about our ESG efforts, including the Company’s Sustainability Report, please refer to our website at cirrus.com/company/esg.

Code of Conduct

The Company has adopted a Code of Conduct that applies to all of its directors, officers, and employees (including its principal executive officer, principal financial officer, principal accounting officer or controller, or persons performing similar functions). A copy of the Code of Conduct is available under the Corporate Governance section of our “Investors” page on our

website at investor.cirrus.com. The Code of Conduct, as applied to the Company's senior financial officers, constitutes the Company's "code of ethics" within the meaning of Section 406 of the Sarbanes-Oxley Act of 2002 (the "Sarbanes-Oxley Act") and the Company's "code of conduct" under the Nasdaq listing standards. Any violation of the Company's Code of Conduct, or any complaint or concern, including those regarding accounting, internal accounting controls, or auditing matters, may be reported anonymously by contacting EthicsPoint, an independent reporting system provider, by telephone at 1-866-384-4277 (1-866-ETHICSP) or through its website at cirruslogic.ethicspoint.com.

DIRECTOR COMPENSATION ARRANGEMENTS

Non-employee directors receive a combination of quarterly cash retainers and equity-based compensation. Directors who are employed by the Company do not receive any additional compensation for their Board service. Non-employee directors may not receive consulting, advisory, or other compensatory fees from the Company in addition to their Board compensation.

The following table sets forth the quarterly cash payments paid to non-employee directors for Board service during fiscal year 2026:

Director Compensation Retainers

Quarterly Director Retainer	\$17,500
Board Chair Quarterly Retainer	\$18,750
Audit Chair Quarterly Retainer	\$7,500
Audit Committee Member Quarterly Retainer	\$3,000
Compensation Committee Chair Quarterly Retainer	\$6,250
Compensation Committee Member Quarterly Retainer	\$2,500
Governance and Nominating Committee Chair Quarterly Retainer	\$3,750
Governance and Nominating Committee Member Quarterly Retainer	\$1,500
Lead Independent Director Quarterly Retainer	\$2,500

Directors receive cash payments for each retainer category applying to them. The Company also reimburses non-employee directors for all reasonable out-of-pocket expenses incurred for attending Board and Committee meetings.

In addition to the cash compensation described above, each non-employee director receives equity-based compensation in the form of full-value stock awards, as follows.

Full-Value Stock Awards

New non-employee directors who first join the Board by appointment prior to an annual meeting receive upon appointment a full-value stock award having a fair market value up to \$210,000 prorated to reflect the period from the time of appointment up until the annual meeting, with such award vesting at the annual meeting. Additionally, each non-employee director, upon first election and each subsequent re-election at an annual meeting, receives a full-value stock award having a fair market value up to \$210,000, with such award vesting at the earlier of the next annual meeting or one year from the date of grant.

Our Amended and Restated 2018 Long Term Incentive Plan provides that, in a calendar year, the aggregate value of all compensation paid to or granted to any non-employee member of the Board, including equity awards (valued on the grant date pursuant to FASB ASC Topic 718) and cash compensation, shall not exceed \$750,000.

The following table sets forth information regarding the cash and equity-based compensation paid to our non-employee directors for services as members of the Board or any Committee during fiscal year 2026.

Note that throughout this proxy statement, amounts may not compute exactly across individual lines of a table, and such differences are due to rounding to the nearest dollar.

DIRECTOR COMPENSATION TABLE FOR FISCAL YEAR 2026

Name (a)	Fees Earned or Paid in Cash ⁽¹⁾ (\$) (b)	Stock Awards ⁽²⁾ (\$) (c)	Total (\$) (h)
Alexander M. Davern ⁽³⁾	\$ 122,000	\$ 209,930	\$ 331,930
Raghib Hussain ⁽⁴⁾	\$ 80,000	\$ 209,930	\$ 289,930
Duy-Loan Le ⁽⁵⁾	\$ 117,000	\$ 209,930	\$ 326,930
Catherine P. Lego ⁽⁶⁾	\$ 103,000	\$ 209,930	\$ 312,930
William D. Mosley ⁽⁷⁾	\$ 76,000	\$ 209,930	\$ 285,930
David J. Tupman ⁽⁸⁾	\$ 151,000	\$ 209,930	\$ 360,930

- (1) Represents fees earned or paid in cash for services as a director during the fiscal year ended March 28, 2026, including quarterly retainer fees and Committee chair and membership retainer fees.
- (2) On July 29, 2025, upon their re-election as directors at the Company's 2025 annual meeting of stockholders, directors Davern, Hussain, Le, Lego, Mosley, and Tupman received a restricted stock unit ("RSU") award having a fair market value on the date of grant of approximately \$210,000, which will vest at the earlier of one year or the 2026 Annual Meeting. Amounts reported in this column represent the aggregate grant date fair value of the stock awards granted in fiscal year 2026, computed in accordance with FASB ASC Topic 718. See Note 12, Equity Compensation, in our Annual Report on Form 10-K for the fiscal year ended March 28, 2026 for additional detail regarding the assumptions underlying the value of these awards.
- (3) At the end of fiscal year 2026, Mr. Davern had no options outstanding and 1,998 RSUs outstanding.
- (4) At the end of fiscal year 2026, Mr. Hussain had 7,238 options outstanding and 1,998 RSUs outstanding.

- (5) At the end of fiscal year 2026, Ms. Le had 6,134 options outstanding and 1,998 RSUs outstanding.
- (6) At the end of fiscal year 2026, Ms. Lego had 7,657 options outstanding and 1,998 RSUs outstanding.
- (7) At the end of fiscal year 2026, Dr. Mosley had 4,163 options outstanding and 1,998 RSUs outstanding.
- (8) At the end of fiscal year 2026, Dr. Tupman had no options outstanding and 1,998 RSUs outstanding.

PROPOSALS TO BE VOTED ON

Proposal No. 1: Election of Directors

Based upon the recommendation of our Governance and Nominating Committee, the Board nominated each of the seven individuals listed below for election to the Board this year.

Information regarding each of our nominees is provided below. All directors are elected annually to serve until the next annual meeting and until their respective successors are elected, or until their earlier resignation or removal. There are no family relationships among the Company's executive officers, directors, or director nominees.

Vote Required

In the election of directors, the seven persons receiving the highest number of "FOR" votes will be elected.

Director Resignation Policy

Any nominee for director who receives a greater number of "WITHHOLD" votes than "FOR" votes in an uncontested election of directors shall tender to the Board their resignation as a director promptly following the certification of the election results. For purposes of this policy, (i) an "uncontested" election is one in which the Secretary determines that the number of nominees does not exceed the number of directors to be elected as of the date seven days prior to the scheduled mailing date of the proxy statement for such meeting, and (ii) abstentions and broker non-votes will not be considered as either "WITHHOLD" votes or "FOR" votes. The Governance and Nominating Committee will consider any resignation tendered under this policy and recommend to the Board whether to accept or reject it and the Board will act on such resignation, taking into account the Governance and Nominating Committee's recommendation, within 90 days following the certification of the election results. The Governance and Nominating Committee in making its recommendation, and the Board in making its decision, may consider any information it deems appropriate including without limitation any reasons given by stockholders for their "WITHHOLD" votes, the qualifications of the director, and the director's contributions to the Board and the Company. The Board will promptly disclose publicly its decision to accept or reject such resignation and, if rejected, the reasons for doing so.

Information about Nominees

Ages are as of our Annual Meeting date.



ALEXANDER M. DAVERN

Director since 2015

Mr. Davern, age 59, currently serves on the boards of (1) Computer Modelling Group Ltd., a global software and consulting company traded on the Toronto Stock Exchange that provides advanced reservoir modelling capabilities to the energy industry, since May 2024; (2) Spectris Limited, a private precision instrumentation company, since January 2026; and (3) Industrial Physics, Inc., a private test and measurement company. In the past five years, Mr. Davern served on the boards of (1) FARO Technologies, Inc., a measurement solutions company, from October 2021 until its acquisition by AMETEK, Inc. in July 2025; (2) National Instruments Corporation (“NI”), an Austin-based public company that supplies measurement and automation products used by engineers and scientists in a wide range of industries, from January 2017 to October 2023 when it was acquired by Emerson Electric Co.; and (3) ESI-Group, a French software simulation company listed on the Euronext Exchange, from 2021 to 2023, when it was acquired by Keysight Technologies, Inc. Mr. Davern worked at NI between February 1994 and May 2020, and during his career there he served in numerous leadership positions, including as Chief Financial Officer, Chief Operating Officer, and Chief Executive Officer. Prior to joining NI, Mr. Davern worked both in Europe and in the United States for the international accounting firm of Price Waterhouse, LLP (now PricewaterhouseCoopers LLP). Mr. Davern received his bachelor’s degree in Commerce and a diploma in professional accounting from University College in Dublin, Ireland.

The Governance and Nominating Committee believes that Mr. Davern is well qualified to be on the Board based on his extensive leadership experience in all aspects of managing a high technology company in Austin, Texas. In addition, Mr. Davern has extensive international finance experience within the technology industry. The Governance and Nominating Committee further believes that his experiences, along with his financial expertise, his familiarity with acquisitions and integrations, and his international tax experience make him well qualified to provide valuable insights to the Board and to serve a role in the oversight of our financial reporting and accounting practices as Chair of the Audit Committee.



JOHN M. FORSYTH

Director since 2021

Mr. Forsyth, age 52, became the Company’s President and Chief Executive Officer in January 2021. Previously, from January 2020, he held the role of President, and prior to that position, from June 2018, he was the Company’s Chief Strategy Officer. From August 2014, he served as Vice President of Product Marketing. Mr. Forsyth joined the Company in 2014 through the acquisition of Wolfson Microelectronics, where he served as Vice President of Audio Products. Mr. Forsyth currently serves, since November 2023, as a member of the board of directors of Lattice Semiconductor Corporation, a low power programmable leader in the communications, computing, industrial, automotive, and consumer markets, where he is a member of the Compensation Committee and Nominating and Governance Committee. Mr. Forsyth earned a M.A. (Social Science) degree from the University of Glasgow, Scotland, in 1995.

The Governance and Nominating Committee believes that Mr. Forsyth’s current role as President and CEO of the Company makes him well qualified to be on the Board based on his detailed and unique knowledge of the Company’s operations, opportunities, and challenges. In addition, the Governance and Nominating Committee believes that having Mr. Forsyth serve on the Board helps to bridge the gap between the Board and management, to facilitate the regular flow of information between management and the Board, and to ensure that the Board and management act with a common purpose to execute our strategic initiatives and business plans.



RAGHIB HUSSAIN

Director since 2021

Mr. Hussain, age 55, became the Chief Executive Officer of Altera in May 2025. Altera is a privately held semiconductor company that supplies programmable hardware, software, and development tools. Previously, Mr. Hussain was President of Products and Technologies at Marvell Technology, Inc., a fabless semiconductor supplier from April 2021 to May 2025. In this role, he oversaw Marvell’s businesses and technologies by defining overall strategy, aligning roadmaps, monitoring and prioritizing product development investments, leading innovation, and driving growth through organic and inorganic planning. Mr. Hussain also had oversight of the Office of the Chief Technology Officer, which drove Marvell’s long-term technology vision and strategy transformation efforts. Previously, from July 2018 to April 2021, Mr. Hussain held the title of Chief Strategy Officer and Executive Vice President of Marvell’s Networking and Processors Group. Prior to this role, from 2001–2018, he served as Co-Founder, Chief Technology Officer, and Chief Operating Officer of Cavium, Inc., a semiconductor company that offered a portfolio of infrastructure solutions for compute, security, storage, switching, connectivity, and baseband processing, and which was acquired by Marvell in July 2018. Mr. Hussain currently serves, since October 2025, on the board of directors of Eliyan Corporation, a private semiconductor company focused on high-speed chiplet interconnect and advanced packaging technologies. Mr. Hussain earned a B.S. degree in Computer Systems Engineering from NED University in Karachi, Pakistan and an M.S. degree in Computer Engineering from San Jose State University. He holds more than 40 patents in the fields of networking and security.

The Governance and Nominating Committee believes that Mr. Hussain is well qualified to be on the Board based on his extensive leadership skills, background in mergers and acquisitions, and engineering and technology experience in the semiconductor field, including his business experience with corporate culture, human capital management, and driving long-term technology and growth strategies in the communications, security, networking, and computing markets.



DUY-LOAN LE

Director since 2023

Ms. Le, age 64, retired in July 2017 from Texas Instruments Inc. (“TI”) after 35 years. From 2002 until 2017, she held the role of Senior Fellow and previously she held various leadership positions including Advanced Technology Ramp Manager for the Embedded Processing Division and worldwide project manager for the Memory Division. While at TI, Ms. Le led all aspects of execution for advanced technology nodes, design, assembly and test, productization, qualification, release to market, high volume ramp, and quality and reliability assurance. While at TI, she also gained experience opening international offices and developing engineering talent. Ms. Le is currently a member of the board of directors of: (1) Atomera, Inc., a semiconductor materials and technology licensing company, since 2019, where she serves as Chair of the Compensation Committee and as a member of the Nominating and Corporate Governance Committee; and (2) BrainChip Holdings Ltd., a provider of edge AI on-chip processing that is traded on the Australian Securities Exchange, since 2022, where she serves as a member of its Audit & Risk and Remuneration & Nominations Committees. Ms. Le holds a bachelor’s degree in Electrical Engineering from the University of Texas at Austin and a master’s degree in Business Administration from the Bauer College of Business at the University of Houston. She has been awarded 24 patents, has been inducted into the Women in Technology Hall of Fame, and became the first engineer to be inducted into the Asian Hall of Fame. Ms. Le has also received recognition as NACD Directorship 100 and Most Influential Corporate Board Directors.

In the past five years, Ms. Le also served on the board of (1) Wolfspeed, Inc., a supplier of silicon carbide and gallium nitride (GaN) technologies, from 2018 to September 2025, where she served as a member of its Compensation Committee and Governance and Nominations Committee; (2) National Instruments Corporation, an Austin-based company that supplies measurement and automation products, from 2002 to October 2023, where she served as Chair of its Compensation Committee and as a member of its Nomination & Governance Committee; and (3) Ballard Power Systems, a company that delivers fuel cell power, from 2017 to February 2023, where she served as a member of its People, Corporate Governance & Compensation Committee.

The Governance and Nominating Committee believes that Ms. Le is well qualified to serve as a director of the Company based on her extensive experience in semiconductors, specifically in chip design, silicon manufacturing technology development, and advanced technology manufacturing; her global business experience, including managing global R&D centers, joint ventures, foundries, and OSAT (Outsourced Semiconductor Assembly and Test) partnerships; and her Board governance experience and knowledge, including her service as a chair of compensation committees and as a member of audit & risk and nomination & governance committees.



CATHERINE P. LEGO

Director since 2020

Ms. Lego, age 69, is the founder of Lego Ventures LLC, a consulting services firm and source of start-up capital for early-stage technology companies, which she operated from 1992 until December 2018. She currently serves as a member of the board of directors of (1) Guidewire Software, Inc., an industry platform provider for property and casualty insurers, since September 2019, where she serves as Chair of the Audit Committee and is a member of the Nominating and Governance Committee; and (2) Infleqtion, Inc., a company developing quantum computing, sensing, and timing technologies, where she chairs the board and is a member of the Audit Committee.

In the past five years, Ms. Lego has served on the boards of (1) Lam Research Corporation, a wafer fabrication equipment company, from 2006 to November 2022, where at various times she served as Chair of the Compensation Committee, Chair of the Audit Committee, and a member of the Nominating and Governance Committee; and (2) IPG Photonics Corporation, a high-power fiber laser and amplifier company for diverse applications, from July 2016 to May 2021, where she served as a member of the Audit Committee and Chair of the Compensation Committee. Previously, Ms. Lego served on several other public company boards, along with other privately-held technology companies. Ms. Lego previously was a partner at two venture capital funds and practiced as a certified public accountant with Coopers & Lybrand LLP (now PricewaterhouseCoopers LLP). Ms. Lego received a B.A. degree in economics and biology from Williams College and a M.S. degree in accounting from the New York University Stern School of Business.

The Governance and Nominating Committee believes that Ms. Lego is well qualified to serve as a director of the Company based on her extensive board-level experience; her substantial risk

management, accounting, and finance expertise; her knowledge of the electronics and semiconductor industries; her experience with mergers, acquisitions, and corporate financing; and her Board governance experience and knowledge, including her service as a chair of an audit committee and member of audit, compensation, and nominating and governance committees.



WILLIAM D. MOSLEY

Director since 2024

Dr. Mosley, age 59, has served as the CEO of Seagate Technology Holdings plc (“Seagate”) since October 2017 and as a member of its board of directors since July 2017. He was previously Seagate’s President and Chief Operating Officer from June 2016 to September 2017. He joined Seagate in 1996 as a Senior Engineer, and during his tenure he has held a variety of posts of increasing responsibility including President, Operations and Technology, Executive Vice President Global Sales and Marketing, as well as many R&D leadership roles. Dr. Mosley earned a Ph.D. in Physics from the University of California, Davis focusing on solid state physics.

The Governance and Nominating Committee believes that Dr. Mosley is well qualified to be on the Board based on his broad-based, executive-level experience in managing a high technology company. In addition, Dr. Mosley’s extensive experience involving global operations, technology, research and development, and sales and marketing make him well qualified to provide valuable insights to the Board.



DAVID J. TUPMAN

Director since 2015

Dr. Tupman, age 63, is currently the owner of Details Lab Inc., an advisory firm focusing on scaling organizations for high-growth, technology development and new product introduction. From 2001 to 2011, Dr. Tupman rose from manager to Vice President of hardware engineering at Apple Inc., where he led the hardware engineering and technology teams for multiple mobile devices. Prior to Apple, Dr. Tupman worked at Psion Computers in London, England, from 1995 to 2001 as a hardware-engineering manager, developing a number of personal digital assistant products. From 1988 to 1995, Dr. Tupman was a Principal Design Engineer at Schlumberger in Farnborough, England, where he developed low power, high precision sensors for the gas, fuel and aerospace industries. Dr. Tupman holds a bachelor’s degree in Electronics Engineering and an honorary doctorate (D.Sc.) from the University of Salford, England. Dr. Tupman is named as an inventor on more than 30 U.S. patents. Dr. Tupman served as a director of Pixelworks, Inc., a company that develops video display processing technology, from April 2014 to May 2025.

The Governance and Nominating Committee believes that Dr. Tupman is well qualified to be on the Board based on his extensive engineering and technology background in the consumer electronics and industrial markets as well as his public company board and corporate governance experience.

The Board recommends a vote “FOR” the election to the Board of each of the foregoing nominees.

Proposal No. 2: Ratification of Appointment of Independent Registered Public Accounting Firm

The Audit Committee has appointed Ernst & Young LLP (“Ernst & Young”) as the Company’s independent registered public accounting firm to audit the Company’s consolidated financial statements for the fiscal year ending March 27, 2027. During the fiscal year that ended March 28, 2026, Ernst & Young served as the Company’s independent registered public accounting firm and also provided certain tax services.

The Audit Committee pre-approves and reviews all audit and non-audit services provided by Ernst & Young. In considering the services to be provided by Ernst & Young, the Audit

Committee considers whether the provision of non-audit services is compatible with maintaining the independence of Ernst & Young.

For additional information relating to the Audit Committee, see the section of this proxy statement entitled “*Report of the Audit Committee of the Board*,” as well as the Audit Committee Charter, which is available under the Corporate Governance section of our “Investors” page on our website at investor.cirrus.com.

A representative of Ernst & Young is expected to attend the Annual Meeting and be available to respond to questions and, if they desire, to make a statement.

The Board recommends a vote “FOR” Proposal No. 2.

Ratification of the appointment of Ernst & Young as the Company’s independent registered public accounting firm for the fiscal year ending March 27, 2027, requires the affirmative vote of a majority of the shares of common stock present or represented by proxy and entitled to vote at the meeting. If the appointment is not ratified, the Audit Committee retains the discretion to select other auditors for the following fiscal year or to determine that Ernst & Young will continue to serve as the independent auditor. Even if the appointment is ratified, the Audit Committee, in its discretion, may direct the appointment of a different independent registered public accounting firm as the Company’s independent auditors at any time during the year if the Audit Committee determines that such a change would be in Company’s and its stockholders' best interests.

Proposal No. 3: Advisory Vote to Approve Named Executive Officer Compensation

Section 14A of the Securities Exchange Act of 1934 and related rules of the SEC enable our stockholders to vote to approve, on an advisory, non-binding basis, the compensation of our CEO, our Chief Financial Officer (“CFO”), and our three other most highly compensated executive officers (collectively, our “Named Executive Officers” or “NEOs”) as disclosed in this proxy statement. This vote is advisory and, therefore, not binding on the Company, the Compensation Committee, or the Board. However, the Board and the Compensation Committee value the opinions of our stockholders and to the extent there is a significant vote against the compensation of the NEOs, we will consider our stockholders’ concerns, and the Compensation Committee will evaluate whether any actions are necessary to address those concerns. The Board has determined that it will include this vote in the Company’s proxy materials annually, pending consideration of future stockholder votes on the frequency of this advisory vote on executive compensation.

As described in detail in the section of this proxy statement entitled “*Compensation Discussion and Analysis*,” our executive compensation program is designed to attract, motivate, and retain executive officers, while aligning their interests with those of our stockholders. Under this program, our executive officers are rewarded for the achievement of strategic and operational objectives and the realization of increased stockholder value. Please read the Compensation Discussion and Analysis and the accompanying compensation tables of this proxy statement for

additional information about our executive compensation program, including information about the compensation of the NEOs for fiscal year 2026.

By way of this proposal, commonly known as a “Say-on-Pay” proposal, we are asking our stockholders to indicate their support for the compensation of the NEOs as described in this proxy statement. Please note that this vote is not intended to address any specific item of compensation, but rather the overall compensation of the NEOs and the philosophy, policies, and practices described in this proxy statement.

The stockholders are being asked to approve the following resolution at the Annual Meeting:

“RESOLVED, that the compensation paid to the company’s Named Executive Officers, as disclosed pursuant to Item 402 of Regulation S-K, including the Compensation Discussion and Analysis, compensation tables and narrative discussion, is hereby APPROVED.”

The Board recommends a vote “FOR” Proposal No. 3.

Proposal No. 4: Approval of an Amendment and Restatement of the Company’s 2018 Long Term Incentive Plan

At the Annual Meeting, stockholders are being asked to approve an amendment and restatement of the Cirrus Logic, Inc. 2018 Long Term Incentive Plan (the “LTIP”) to, among other things, increase the number of shares of our common stock reserved for issuance under the LTIP by an additional 3,500,000 shares and extend the term of the LTIP, as described below. The Board has determined that it is in the best interest of the Company and its stockholders to approve this proposal. Upon the recommendation of the Compensation Committee, the Board unanimously approved the amendment and restatement of the LTIP, subject to stockholder approval, and recommends that stockholders vote in favor of this proposal at the Annual Meeting.

As of May 7, 2026, 1,549,808 shares remained available for future awards under the LTIP, which is the only plan pursuant to which the Company is authorized to grant equity awards. As a result of the limited number of shares remaining available for issuance under the LTIP, and in order to have an appropriate number of shares available for future equity awards to recruit, hire, motivate, and retain talent, we are requesting an additional 3,500,000 shares for issuance under the LTIP.

In addition to increasing the number of shares available for issuance, the other amendments to the LTIP recommended by the Board include:

- extending the expiration date of the LTIP until July 31, 2036, which is the tenth anniversary of the date of the Annual Meeting,
- specifying that the total number of shares that may be issued upon exercise of incentive stock options since the original effectiveness of the LTIP is correspondingly increased by an additional 3,500,000 shares to a maximum of 17,585,205 shares,

- providing for additional exceptions to the one-year minimum vesting requirement for: (i) substitute awards granted in connection with awards that are assumed, converted or substituted pursuant to a merger, acquisition or similar transaction entered into by the Company or any of its subsidiaries, (ii) shares delivered in lieu of fully vested cash payment obligations, and (iii) awards to non-employee members of the Board that vest on earlier of the one-year anniversary of the date of grant and the next annual meeting of stockholders which is at least 50 weeks after the immediately preceding year’s annual meeting, and
- other non-material administrative and technical updates.

If stockholders approve this proposal, the LTIP, as amended and restated, will become effective as of the date of stockholder approval. If stockholders do not approve this proposal, the LTIP will continue to be administered in its current form and the share reserve will not be increased. Our executive officers and directors have an interest in this proposal by virtue of being eligible to receive equity awards under the LTIP.

Background

After being adopted by the Board, the LTIP was initially approved by stockholders in August 2018.

As of March 28, 2026, there were 2,167,897 shares underlying outstanding restricted stock units (“RSUs”), and 235,571 shares underlying outstanding Market Stock Units (“MSUs”) and Performance Stock Units (“PSUs”) (collectively, the “Performance Awards”), assuming the target vesting level, which together with RSUs constitute the “Full Value Awards”; 429,066 shares underlying outstanding stock options (the “Appreciation Awards”); and 1,580,417 shares available for future issuance under the LTIP.

Reasons to Vote for the Proposal

The LTIP is a broad-based plan under which the Company grants awards to its current and prospective employees, including officers, as well as directors and consultants. The Company continues to believe that its long-term interests are best advanced by aligning the interests of its employees and directors with the interests of its stockholders. Approval of the LTIP will permit the Company to continue to use stock-based compensation to align their interests and to retain and motivate employees and others providing services to the Company and its subsidiaries.

Competition for highly qualified personnel in our industry, particularly for employees with technical backgrounds, is intense. We expect competition for qualified personnel to increase because there are only a limited number of individuals in the job market with the skills that we require. One alternative to using equity awards would be to significantly increase cash compensation. We do not believe this would be practical or advisable. We believe that a combination of equity and cash compensation is better for attracting, retaining, and motivating our employees. Any significant increase in cash compensation in lieu of equity awards would reduce the cash otherwise available for operations and investment in our business. Furthermore,

we do not believe a more cash-oriented program would provide the same long-term retention value or align employees' interests with those of our stockholders as effectively as a program that includes equity.

The LTIP's design reflects our commitment to strong corporate governance and the desire to preserve stockholder value as demonstrated by the following LTIP features:

- *Independent Administrator.* The LTIP is generally administered by the Compensation Committee of the Board, comprised entirely of independent, non-employee directors.
- *Stockholder Approval is Required for Additional Shares.* There is no annual "evergreen" provision. Instead, the LTIP reserves a fixed maximum number of shares of common stock, and additional stockholder approval is required to increase that number.
- *Stockholder Approval is Required for Any Repricings.* The LTIP prohibits any repricing, exchange, or buyout of underwater awards without stockholder approval.
- *No Reloading:* The Company does not grant stock options with replenishment features.
- *No Discount Awards; Maximum Term Specified.* Options and SARs must have an exercise or grant price no less than the closing price of our common stock on the date the award is granted and a maximum term of ten years.
- *Minimum Vesting Requirements.* All awards granted under the LTIP are subject to a minimum one-year vesting requirement, subject to limited exceptions specified in the LTIP, including a carve-out for up to 5% of the share reserve and certain other customary exceptions (such as substitute awards granted in mergers and acquisitions, shares delivered in lieu of cash payment obligations and certain director awards).
- *No Dividends on Unvested Awards.* Unless and until an award has vested and the risk of forfeiture has lapsed, the payment of dividends or dividend equivalents on those awards is prohibited.
- *No Liberal Share Recycling.* Shares of common stock used to pay the exercise price or tax withholding requirements related to any award may not be re-granted, issued, or transferred under the LTIP.
- *No Liberal Change in Control Provisions.* The vesting or exercisability of outstanding awards is not accelerated automatically upon a change in control unless otherwise provided in the applicable award agreement or the Compensation Committee deems it appropriate.
- *No Liberal Change in Control Definition.* The LTIP defines a change in control, in part, as the actual consummation of a transaction rather than the announcement or stockholder approval of a transaction.
- *Limit on Non-Employee Director Awards.* The sum of any cash compensation and the grant date fair value of awards granted under the LTIP to any non-employee director during any calendar year may not exceed \$750,000, subject to limited exceptions.
- *Recoupment/Clawback.* Awards granted to executive officers under the LTIP are subject to recoupment in accordance with our clawback policy. See the section of this proxy statement entitled "*Clawback Policy.*"

Additionally, as further described in this proxy statement, our executives and directors are required to comply with robust stock ownership guidelines. See the section of this proxy statement entitled “*Stock Ownership Guidelines.*”

Determination of Request for Shares

In determining the number of additional shares to request for authorization, the Board considered a number of factors, including:

Historical Burn Rate. Burn rate provides a measure of the potential dilutive impact of our equity award program, which we calculate by dividing the number of shares subject to equity awards granted, or vested in the case of performance-based awards, during the year by the basic weighted average number of shares outstanding. As of the end of fiscal 2026, our three-year average burn rate was 1.73%, as shown in the table below:

	2024	2025	2026
Appreciation Awards Granted (Options)	132,000	4,163	0
RSU Awards Granted	1,099,000	710,536	709,756
Performance-Based Awards ⁽¹⁾	9,000	47,000	38,106
Total	1,240,000	761,699	747,862
Weighted-Average Total Shares Outstanding	54,290,175	53,135,237	51,136,934
Unadjusted Burn Rate	2.28%	1.43%	1.46%

Three-year Average Burn Rate of 1.73%

(1) Reflects performance-based awards that have vested during each fiscal year.

We believe our historical burn rate is reasonable relative to similarly situated companies, especially given our broad-based use of equity awards to compensate our employees. We will continue to monitor our equity use in future years to ensure our burn rate is within competitive market norms. However, our future burn rate will depend on a number of factors, including the number of participants in the LTIP, the price of our common stock, changes to our compensation strategy, changes in business practices or industry standards, changes in our capital structure, the compensation practices of our competitors or changes in compensation practices in the market generally, and the mix of the type of equity awards we grant.

Overhang Percentage. Overhang is a measure of potential dilution, which we calculate as (i) all shares of common stock that are available for issuance or underlying currently outstanding equity awards under the LTIP (the numerator) divided by (ii) the total number of shares of our common stock outstanding, plus the numerator. As of May 7, 2026, our overhang was 8%, which we believe is reasonable relative to similarly situated companies. If the 3,500,000 additional shares proposed to be authorized for issuance are included in the calculation, our overhang would be 14%. The following table details the number of shares outstanding used for the overhang calculation:

	As of May 7, 2026
Appreciation Awards Outstanding	419,124
Full Value Awards Outstanding ⁽¹⁾	2,598,637
Total Awards Outstanding	3,017,761
Total shares remaining available for future issuance	1,549,808
Additional shares requested under the LTIP	3,500,000
Shares of common stock outstanding	50,616,050

(1) In addition to RSUs, this balance reflects the maximum number of shares subject to Performance Awards, except for the PSU awards associated with the fiscal year 2026 performance period, which have been included at their actual performance.

As of our Record Date, June 1, 2026, 50,452,718 shares of the Company common stock were outstanding.

Summary of the LTIP

The following is a summary of the most significant features of the LTIP, with notations concerning the changes associated with the currently proposed amendment and restatement, and should be read in conjunction with, and is qualified in its entirety by reference to, the complete text of the proposed LTIP, as amended and restated, which is attached to this proxy statement as Exhibit 1. The description set forth within this summary addresses terms and conditions of the LTIP, as amended and restated, largely with respect to United States-based award recipients, and therefore an award granted to an employee that is subject to foreign laws or regulations may differ from the descriptions set forth herein or contained within the LTIP document, as amended and restated.

Administration. The LTIP is administered by a committee (the “Committee”) designated by the Board except to the extent the Board elects to administer the LTIP (in which case references to the “Committee” are references to the Board). The Committee has broad discretion to administer the LTIP, including the power to determine the eligible individuals to whom awards will be granted, the number and type of awards to be granted and establish the terms and conditions of awards. The Committee may also accelerate the vesting or exercise of any award and make all other determinations and take all other actions necessary or advisable for the administration of the LTIP. In addition, the Committee, in its sole discretion, has the power and authority to determine who is eligible to participate in the LTIP outside of the United States, modify the terms and conditions of awards, establish sub-plans with applicable foreign jurisdiction provisions, or take other actions deemed advisable to comply with foreign laws or securities exchange rules.

Unless otherwise determined by the Board, and to the extent awards are made by the Committee, the Committee will consist of two or more members of the Board, each of whom is a non-

employee director under the Exchange Act, and an “independent director” under the rules of NASDAQ (or other principal securities market on which shares of our common stock are traded).

The LTIP provides that the Committee may delegate any or all of its powers and duties under the LTIP to a person or body, including the power to perform administrative functions and to grant awards within limits specifically prescribed by the Committee; provided, however, that such delegation does not (i) violate state or corporate law, or (ii) result in the loss of an exemption under Rule 16b-3(d) (1) for awards granted to participants subject to Section 16 of the Exchange Act in respect of the Company. Upon any such delegation, all references in the LTIP to the “Committee” (other than in the section involving subdivision or consolidation, recapitalization, change in control, or reorganization) are deemed to include any such person or body to whom such powers have been delegated by the Committee. Any such delegation does not limit the right of such person or body to receive awards; provided, however, that such person or body may not grant awards to, or take any action with respect to any awards previously granted to, himself or herself, a member of the Board, or any participant subject to Section 16 of the Exchange Act.

Eligibility. Officers, employees, directors, and any other person who provides services to us or our affiliates are eligible to receive awards under the LTIP. As of March 28, 2026, we had 1,668 employees, 6 non-employee directors, and approximately 127 consultants eligible to participate in the LTIP.

Shares Subject to the LTIP. Under the LTIP, 14,085,205 shares were authorized for issuance prior to the amendment and restated. Through the amendment and restatement of the LTIP, we are asking stockholders to approve an additional 3,500,000 shares to be available for issuance, which would increase the aggregate number of shares authorized under the LTIP to 17,585,205. As of May 7, 2026, there were approximately 1,549,808 shares remaining available for issuance under the LTIP. The closing price of the Company’s common stock as reported on the NASDAQ on May 7, 2026 was \$171.68 per share.

Share Counting. Awards are counted against the LTIP reserve on the date of grant, according to the following:

- Full-Value Awards reduce the aggregate share limit by 1.5 shares of common stock for each share of common stock underlying an award.
- Appreciation Awards reduce the aggregate share limit by one share of common stock for each share of common stock underlying an award.
- Awards that may only be settled in cash do not reduce the aggregate share limit.

Shares of common stock subject to any award under the LTIP or the Company’s 2006 Stock Incentive Plan that expires, is cancelled, exchanged, settled in cash, or otherwise terminated without actual delivery of shares will again be available for awards pursuant to the LTIP. For the avoidance of doubt, the following shares underlying awards do not become available again for issuance under the LTIP:

- Shares tendered or withheld in payment of any exercise or purchase price of an award or taxes relating to an award,

- Shares that were subject to an option or a SAR but were not issued or delivered as a result of the net settlement or net exercise of such stock option or SAR, and
- Shares repurchased on the open market with the proceeds of an option's exercise price.

Director Limitations on Awards. In any one calendar year, the aggregate value of all compensation paid to or granted to any non-employee director may not exceed \$750,000. This limitation does not apply to compensation for services to the Company in an employee or consultant capacity.

Awards under the LTIP. Options, SARs, restricted stock, restricted stock units, stock awards, other stock-based awards, cash awards, substitute awards, and performance awards may be granted under the LTIP. Awards are subject to a vesting schedule of at least one year following the date of grant, provided that 5% of the aggregate number of shares of common stock reserved for issuance will not be subject to this minimum vesting requirement, and provided further that such minimum vesting requirement shall not apply to (i) substitute awards granted in connection with awards that are assumed, converted or substituted pursuant to a merger, acquisition or similar transaction, (ii) shares delivered in lieu of fully vested cash payment obligations, and (iii) awards to non-employee members of the Board that vest on earlier of the one-year anniversary of the date of grant and the next annual meeting of stockholders which is at least 50 weeks after the immediately preceding year's annual meeting.

Options. The Committee may grant incentive stock options and options that do not qualify as ISOs ("nonqualified stock options"). The exercise price of any option cannot be less than 100% of the fair market value of a share of our common stock on the date of grant and cannot be exercisable for longer than ten years following the date of grant. Additional limitations apply in the case of an incentive stock option granted to an individual who owns at least 10% of the total combined voting power of all classes of our capital stock. If the proposed amendment and restatement of the LTIP is approved, the maximum number of shares of common stock that can be issued upon the exercise of incentive stock options granted under the LTIP since its original adoption will be 17,585,205 shares.

Stock Appreciation Rights. A SAR is the right to receive, on the date of exercise, an amount equal to the excess of the fair market value of one share of our common stock on the date of exercise over the grant price of the SAR. The grant price of a SAR cannot be less than 100% of the fair market value of a share of our common stock on the date of grant and the term of a SAR may not exceed ten years. SARs may be granted in connection with, or independent of, a stock option. SARs may be paid in cash, common stock, or a combination of cash and common stock, as determined by the Committee.

Restricted Stock. Restricted stock is a grant of shares of common stock subject to the restrictions on transferability and risk of forfeiture imposed by the Committee. The LTIP provides that any cash dividends paid on a share of restricted stock will be automatically reinvested in additional shares of restricted stock and subject to vesting and forfeiture restrictions at least as restrictive as those on the original award. Any stock distributed will be subject to the same restrictions and risk of forfeiture as the underlying restricted stock award.

Restricted Stock Units. A restricted stock unit is a right to receive cash, common stock, or a combination of both at the end of a specified period, equal to the fair market value of one share of our common stock on the date of vesting.

Stock Awards. A stock award is a transfer of unrestricted shares of our common stock on terms and conditions determined by the Committee.

Other Stock-Based Awards. The Committee may grant other awards valued in whole or in part based on our common stock. Such awards may include, without limitation, awards that are convertible or exchangeable debt securities, other rights convertible or exchangeable into our common stock, purchase rights for common stock, awards with value and payment contingent upon our performance or any other factors designated by the Committee, and awards valued by reference to the book value of our common stock or the value of securities of, or the performance of, our affiliates.

Cash Awards. The LTIP permits the grant of awards denominated in and settled in cash as an element of or supplement to, or independent of, any award under the LTIP.

Performance Awards. A performance award is an award with respect to which a participant's right to receive cash, shares of common stock, or a combination of both, is contingent upon the attainment of one or more specified performance measures during a specified period. The Committee determines the applicable performance period, the performance goals, and such other conditions that may apply to each performance award. The Committee may use any business criteria and other measures of performance it deems appropriate in establishing the performance goals applicable to a performance award.

Dividend or Dividend Equivalent Rights. In the event that a dividend or dividend equivalent right is granted in connection with any award under the LTIP, (i) in no event shall the dividend or dividend equivalent right be distributed to the participant before the underlying common stock covered by the award to which the dividend or dividend equivalent right relates becomes vested or issued, (ii) any such dividend or dividend equivalent right shall be subject to the same restrictions and risk of forfeiture as the underlying common stock subject to the award, and (iii) the dividend or dividend equivalent right will be paid, if at all, at the time such restrictions or risk of forfeiture lapse.

Recapitalization and Other Corporate Transactions. In the event of any change in our capital structure or business or other corporate transaction or event that would be considered an "equity restructuring" within the meaning of ASC Topic 718, which would result in additional compensation expense to the Company under the provisions of ASC Topic 718, the Committee will (or to the extent not required by applicable law, may) make such equitable and appropriate adjustments to equitably reflect such event.

Change in Control. Except to the extent otherwise provided in any applicable award agreement, in the event of a change in control or other changes in the Company or our common stock, the

Committee may, in its discretion, (i) accelerate the exercisability of an award, (ii) require awards to be surrendered in exchange for a cash payment (including canceling stock options or SARs that have exercise or grant prices of less than the price paid in the change in control transaction for no consideration), (iii) cancel awards that remain subject to a restricted period, or (iv) make any other adjustments to awards that the Committee deems appropriate to reflect the applicable transaction or event.

No Repricing. Except in connection with the issuance of substitute awards under certain conditions or in connection with adjustments to awards as a result of a corporate transaction involving us, without the approval of stockholders, the terms of an outstanding option or SAR may not be amended to (i) reduce the exercise price or grant price, (ii) grant a new option, SAR or other award in substitution for, or upon the cancellation of, any previously granted option or SAR that has the effect of reducing the exercise price thereof, (iii) exchange any option or SAR for stock, cash, or other consideration when the exercise price per share of common stock under such option or SAR exceeds the fair market value of a share of common stock or (iv) take any other action that would be considered a “repricing” of an option or SAR under the Nasdaq listing standards.

Amendment and Termination. As amended and restated, the LTIP would automatically expire on the tenth anniversary of the Annual Meeting. The Committee may amend or terminate the LTIP at any time prior to its expiration, subject to stockholder approval if required by applicable law, rule, or regulation, including Nasdaq rules. The Committee may amend the terms of any outstanding award granted under the LTIP at any time so long as the amendment would not materially and adversely affect the rights of a participant under a previously granted award without the participant’s consent.

Clawback. Awards granted under the LTIP will be subject to any applicable provisions of clawback or recoupment policies adopted by the Company. See the section of this proxy statement entitled “Clawback Policy.”

Certain U.S. Federal Income Tax Consequences

The following discussion is intended to be a general summary only of the United States federal income tax consequences of awards issued under the LTIP. This description is based on the law as of the date of this proxy statement, which is subject to change (possibly retroactively). The tax treatment of awards under the LTIP may vary depending on a participant’s particular situation and may, therefore, be subject to special rules not discussed below. Potential foreign, state, or local income tax consequences to the Company or participants associated with the LTIP and awards granted thereunder, are not addressed herein.

The Company’s ability to realize the benefit of any tax deduction described below depends on its generation of taxable income as well as the requirement of reasonableness, the limitations of Section 162(m) of the Code and the satisfaction of its tax reporting obligations. Section 162(m) may limit the deductibility of compensation paid to our chief executive officer and to each of our other “covered employees.” Under Section 162(m), the annual compensation paid to any of these

specified executives will be deductible by us only to the extent that it does not exceed \$1,000,000. The Committee reserves the right to grant awards under the LTIP that result in compensation to our covered employees in excess of the \$1,000,000 Section 162(m) deduction limitation.

Appreciation Awards: Options and SARs.

Incentive Stock Options. An optionee recognizes no taxable income for regular income tax purposes as the result of the grant or exercise of an incentive stock option. Optionees who do not dispose of their shares for at least two years following the date the incentive stock option was granted or within one year following the exercise of the option normally will recognize a long-term capital gain or loss equal to the difference, if any, between the sale price and the purchase price of the shares. If an optionee satisfies both such holding periods upon a sale of the shares, the Company will not be entitled to any deduction for federal income tax purposes. If an optionee disposes of shares either within two years after the date of grant or within one year from the date of exercise (referred to as a “disqualifying disposition”), the difference between the fair market value of the shares on the exercise date and the option exercise price (not to exceed the gain realized on the sale if the disposition is a transaction with respect to which a loss, if sustained, would be recognized) will be taxed as ordinary income at the time of disposition. Any gain in excess of that amount will be treated as a capital gain. If a loss is recognized, it will be a capital loss. A capital gain or loss will be long-term if the optionee’s holding period is more than 12 months. Any ordinary income recognized by the optionee upon the disqualifying disposition of the shares generally should be deductible by the Company for federal income tax purposes, except to the extent such deduction is limited by applicable provisions of the Code or the regulations thereunder. The difference between the option exercise price and the fair market value of the shares on the exercise date of an incentive stock option is an adjustment in computing the optionee’s alternative minimum taxable income and may be subject to an alternative minimum tax, which is paid if such tax exceeds the regular tax for the year. Special rules may apply with respect to certain subsequent sales of the shares in a disqualifying disposition, certain basis adjustments for purposes of computing the alternative minimum taxable income on a subsequent sale of the shares and certain tax credits which may arise with respect to optionees subject to the alternative minimum tax.

Nonqualified Stock Options and SARs. Nonqualified stock options and stock appreciation rights have no special tax status. A holder of these awards generally does not recognize taxable income as the result of the grant of such award. Upon exercise of a nonqualified stock option or stock appreciation right, the holder normally recognizes ordinary income in an amount equal to the difference between the exercise price and the fair market value of the shares on the exercise date. If the holder is an employee, such ordinary income generally is subject to withholding of income and employment taxes. Upon the sale of stock acquired by the exercise of a nonqualified stock option or stock appreciation right, any gain or loss, based on the difference between the sale price and the fair market value on the exercise date, will be taxed as capital gain or loss. A capital gain or loss will be long-term if the holding period of the shares is more than 12 months. The Company generally is entitled to a deduction equal to the amount of ordinary income recognized by the optionee as a result of the exercise of a nonqualified stock option or stock

appreciation right, except to the extent such deduction is limited by applicable provisions of the Code or the regulations thereunder. No tax deduction is available to the Company with respect to the grant of a nonqualified stock option or stock appreciation right or the sale of the stock acquired pursuant to such grant.

Full Value Awards: Restricted Stock, Stock Awards, Restricted Stock Units, Other Stock-Based Awards, and Performance Awards.

Restricted Stock. A participant acquiring restricted stock generally will recognize ordinary income equal to the fair market value of the shares on the “determination date.” The determination date is the date on which the participant acquires the shares unless the shares are subject to a substantial risk of forfeiture and are not transferable, in which case the determination date is the earlier of (i) the date on which the shares become transferable or (ii) the date on which the shares are no longer subject to a substantial risk of forfeiture. If the determination date is after the date on which the participant acquires the shares, the participant may elect, pursuant to Section 83(b) of the Code, to have the date of acquisition be the determination date by filing an election with the Internal Revenue Service, or IRS, no later than 30 days after the date on which the shares are acquired. If the participant is an employee, such ordinary income generally is subject to withholding of income and employment taxes. Upon the sale of shares acquired pursuant to a restricted stock award, any gain or loss, based on the difference between the sale price and the fair market value on the determination date, will be taxed as capital gain or loss. The Company generally should be entitled to a deduction equal to the amount of ordinary income recognized by the participant on the determination date, except to the extent such deduction is limited by applicable provisions of the Code.

Restricted Stock Units, Other Stock-Based Awards, and Performance Awards. A participant generally will recognize no income upon the receipt of a restricted stock unit, performance share or performance unit award. Upon the settlement of such an award, participants normally will recognize ordinary income in the year of receipt in an amount equal to the cash received and the fair market value of any substantially vested shares received. If the participant is an employee, such ordinary income generally is subject to withholding of income and employment taxes. If the participant receives shares of restricted stock, the participant generally will be taxed in the same manner as described under “Restricted Stock.” Upon the sale of any shares received, any gain or loss, based on the difference between the sale price and the fair market value on the determination date (as defined under “Restricted Stock”), will be taxed as capital gain or loss. The Company generally is entitled to a deduction equal to the amount of ordinary income recognized by the participant on the determination date, except to the extent such deduction is limited by applicable provisions of the Code.

New Plan Benefits

No awards made under the LTIP prior to the date of the Annual Meeting were granted subject to stockholder approval of the amended and restated LTIP. Any future awards to be made under the amended and restated LTIP are subject to the discretion of the Committee and therefore are not determinable at this time. Additionally, the number of shares that would be earned with respect

to any grant may vary based on the achievement of any applicable performance goals, which is not determinable at this time.

Awards Granted Under the LTIP

The Company made its annual equity awards under the LTIP for fiscal year 2026 to the NEOs, non-employee directors, and to its other eligible employees in February 2026. The grants to the NEOs are reflected in the “*Fiscal Year 2026 Grants of Plan-Based Awards Table*” that can be found in the Executive Compensation Tables section of this proxy statement. The fiscal year 2026 grants to non-employee directors are reflected in the “*Director Compensation Table for Fiscal Year 2026*” in the Corporate Governance section of this proxy statement. The following table sets forth, for each of the individuals and various groups indicated, the total number of shares of our common stock subject to awards that have been granted under the LTIP since its inception (August 3, 2018) through March 28, 2026, with Performance Awards shown at the target number of shares. No options or other awards were granted to associates of any of our directors, executive officers or director nominees. Additionally, no other person received 5% of the options or other awards under the LTIP.

<i>Name and Position (or Group)</i>	<i>Number of Units/Shares</i>
All Named Executive Officers:	
John M. Forsyth President and Chief Executive Officer	477,407
Jeff Woolard Chief Financial Officer	67,529
Gregory S. Thomas Executive Vice President, General Counsel	113,345
Justin Dougherty Executive Vice President, Global Operations	111,647
Carl J. Alberty Executive Vice President, Mixed-Signal Products	116,341
All Current Executive Officers as a Group	1,177,107
All Current Directors who are not Executive Officers, as a Group	100,806
Each Nominee for Election as Director who are not Executive Officers:	
Alexander M. Davern	21,754
Raghib Hussain	17,817
Duy-Loan Le	12,331
Catherine P. Lego	19,365
William D. Mosley	7,785
David J. Tupman	21,754
All Employees as a Group, Excluding Current Executive Officers	8,371,748

Registration with the SEC

Subject to stockholder approval to amend and restate the LTIP, we intend to file with the U.S. Securities and Exchange Commission a registration statement on Form S-8 covering the 3,500,000 additional shares reserved for issuance.

The Board recommends a vote “FOR” Proposal No. 4. This Proposal requires the affirmative vote of the holders of a majority of the total number of shares of common stock present in person or by proxy and entitled to vote on the matter. The Board believes that the approval of the amendment and restatement of the LTIP is essential to the Company’s continued success and is in the best interests of the Company and its stockholders.

All duly submitted proxies that are signed, but which do not provide instructions for how to vote, will be voted **FOR** the approval of the amended and restated LTIP by the persons named as proxy holders.

OTHER MATTERS

The Company knows of no other matters that will be presented for consideration at the Annual Meeting. If any other matters properly come before the Annual Meeting, it is the intention of the persons named in the proxy to vote the shares they represent as the Board may recommend. Discretionary authority with respect to such other matters is granted by the execution of the proxy.

**SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS
AND MANAGEMENT**

The following table contains information regarding the beneficial ownership of common stock as of May 12, 2026, by:

- The stockholders we know to beneficially own more than 5% of outstanding common stock;
- Each director and nominee;
- Each executive officer named in the Summary Compensation Table included in this proxy statement; and
- All of our directors and executive officers as a group.

Common stock is the only class of voting securities issued by the Company. Unless otherwise indicated in the footnotes, the beneficial owner has sole voting and investment power with respect to the securities beneficially owned, subject only to community property laws, if applicable. In addition, unless otherwise indicated in the footnotes, the beneficial owner's address is 800 W. 6th Street, Austin, Texas 78701.

Beneficial Owner	Shares Beneficially Owned	
	Number	Percent ⁽¹⁾
<i>5% or Greater Stockholders:</i>		
Blackrock, Inc. ⁽²⁾	4,856,306	9.59 %
Vanguard Portfolio Management ⁽³⁾	3,789,993	7.49 %
Vanguard Capital Management ⁽⁴⁾	2,687,922	5.31 %
<i>Directors and Named Executive Officers:</i>		
John M. Forsyth, President and Chief Executive Officer and Director ⁽⁵⁾	236,702	*
Carl J. Alberty, Executive Vice President, Mixed Signal Products ⁽⁶⁾	75,062	*
Gregory S. Thomas, Executive Vice President, General Counsel ⁽⁷⁾	61,335	*
David J. Tupman, Director ⁽⁸⁾	25,918	*
Justin Dougherty, Executive Vice President, Global Operations ⁽⁹⁾	24,704	*
Alexander M. Davern, Director ⁽¹⁰⁾	21,531	*
Catherine P. Lego, Director ⁽¹¹⁾	17,367	*
Raghib Hussain, Director ⁽¹²⁾	15,819	*
Duy-Loan Le, Director ⁽¹³⁾	8,671	*
Jeff Woolard, Chief Financial Officer ⁽¹⁴⁾	7,978	*
William D. Mosley, Director ⁽¹⁵⁾	3,618	*
<i>All current directors and executive officers as a group (14 persons) ⁽¹⁶⁾</i>	610,213	1.20 %

* Less than 1% of the outstanding common stock

- (1) Percentage ownership is based on 50,616,829 shares of common stock issued and outstanding on May 12, 2026. Shares of common stock issuable under stock options that are currently exercisable or will become exercisable within 60 days after May 12, 2026, and shares of common stock subject to Restricted Stock Units (“RSUs”), Market Stock Units (“MSUs”), and Performance Stock Units (“PSUs”) that will vest and be issued within 60 days after May 12, 2026, are deemed to be outstanding and beneficially owned by the person holding such options, RSUs, MSUs, or PSUs for the purpose of computing the number of shares beneficially owned and the percentage ownership of such person, but are not deemed outstanding for the purpose of computing the percentage of any other person. This table does not include options, RSUs, MSUs, or PSUs that vest more than 60 days after May 12, 2026.
- (2) Based on a Schedule 13G filed with the SEC on April 17, 2025, BlackRock, Inc., 50 Hudson Yards; New York, NY 10001, is the beneficial owner of 4,856,306 shares, with sole voting power as to 4,729,009 shares, and sole dispositive power as to 4,856,306 shares.
- (3) Based on a Schedule 13G filed with the SEC on April 29, 2026, Vanguard Portfolio Management, 100 Vanguard Blvd.; Malvern, PA 19355, is the beneficial owner of 3,789,993 shares, with sole voting power as to 9,667 shares, and sole dispositive power as to 3,789,993 shares.
- (4) Based on a Schedule 13G filed with the SEC on April 29, 2026, Vanguard Capital Management, 100 Vanguard Blvd.; Malvern, PA 19355, is the beneficial owner of 2,687,922 shares, with sole voting power as to 390,218 shares, and sole dispositive power as to 2,687,922 shares.
- (5) Includes 160,515 shares issuable upon exercise of options held by Mr. Forsyth, 6,171 shares issuable pursuant to PSU awards, and 70,016 shares held directly.
- (6) Includes 34,204 shares issuable upon exercise of options held by Mr. Alberty, 1,080 shares issuable pursuant to PSU awards, and 39,778 shares held directly.
- (7) Includes 29,862 shares issuable upon exercise of options held by Mr. Thomas, 1,080 shares issuable pursuant to PSU awards, and 30,393 shares held directly.
- (8) Includes 25,918 shares held directly by Dr. Tupman.
- (9) Includes 17,748 shares issuable upon exercise of options held by Mr. Dougherty, 1,080 shares issuable pursuant to PSU awards, and 5,876 shares held directly.
- (10) Includes 21,531 shares held directly by Mr. Davern.
- (11) Includes 7,657 shares issuable upon exercise of options held by Ms. Lego and 9,710 shares held directly.
- (12) Includes 7,238 shares issuable upon exercise of options held by Mr. Hussain and 8,581 shares held directly.

- (13) Includes 4,472 shares issuable upon exercise of options held by Ms. Le and 4,199 shares held directly.
- (14) Includes 7,978 shares held directly by Mr. Woolard.
- (15) Includes 1,994 shares issuable upon exercise of options held by Mr. Mosley and 1,624 shares held directly.
- (16) Includes options held by all executive officers and directors to purchase an aggregate of 339,391 shares of common stock that are exercisable within 60 days of May 12, 2026.

EXECUTIVE OFFICERS

Set forth below is information regarding the Company's executive officers as of the Record Date (ages as of Annual Meeting date).

Carl J. Alberty – Executive Vice President, Mixed-Signal Products

Mr. Alberty, age 49, was appointed Executive Vice President, Mixed-Signal Products in December 2024. Prior to that position, since March 2019, he was Vice President of Mixed-Signal Products. Mr. Alberty joined the Company in 1999 in an engineering role supporting audio products and has worked in various audio product marketing leadership roles, leading up to his most recent positions.

Jeffrey W. Baumgartner – Executive Vice President, Research and Development

Mr. Baumgartner, age 52, was appointed Executive Vice President, Research and Development in December 2024. Prior to that position, since October 2018, he was Vice President of Research and Development. Mr. Baumgartner joined the Company in 1998 as a design engineer, and in 2006, he began his career in engineering management.

Andrew Brannan – Executive Vice President, Worldwide Sales

Mr. Brannan, age 59, was appointed Executive Vice President, Worldwide Sales in December 2024. Prior to that position, from August 2014, he was Vice President of Worldwide Sales. Mr. Brannan joined Cirrus Logic in 2014 through the acquisition of Wolfson Microelectronics plc (“Wolfson”), where he served as Chief Commercial Officer.

Justin Dougherty – Executive Vice President, Global Operations

Mr. Dougherty, age 50, was appointed Executive Vice President, Global Operations in December 2024. Prior to that position, since November 2022, he was Senior Vice President, Global Operations. Prior to that position, since June 2019, he was Vice President, Engineering Operations. Mr. Dougherty joined the Company in 2013 in the role of Senior Manager of Product and Test Engineering.

John M. Forsyth – President and Chief Executive Officer, and Director Nominee

Mr. Forsyth, age 52, was appointed President and Chief Executive Officer in January 2021. Previously, from January 2020, he held the role of President, and prior to that position, from June 2018, he was the Company's Chief Strategy Officer. Previously, from August 2014, he served as Vice President of Product Marketing. Mr. Forsyth joined the Company in 2014 through the acquisition of Wolfson, where he served as Vice President of Audio Products.

Denise Grodé – Executive Vice President, Chief Human Resources Officer

Ms. Grodé, age 52, was appointed Executive Vice President, Chief Human Resources Officer in December 2024. Prior to that position, since March 2022 when she joined the Company, she was Chief Human Resources Officer. Prior to joining the Company, from 2017, Ms. Grodé worked at Centene Corporation in roles including Regional Vice President, Global Talent Management, Employee Experience and Centene University.

Gregory Scott Thomas – Executive Vice President, General Counsel

Mr. Thomas, age 61, was appointed Executive Vice President, General Counsel in December 2024. Prior to that position, since December 2023, he was Senior Vice President, General Counsel. Previously, from November 2017, he was Senior Vice President, General Counsel, Corporate Secretary, and prior to that position, from December 2003, he was Vice President, General Counsel, Corporate Secretary. He joined the Company in December 2000 as Vice President and Associate General Counsel, Intellectual Property.

Jeff Woolard – Chief Financial Officer

Mr. Woolard, age 57, was appointed Chief Financial Officer in February 2025, when he joined the Company. Prior to that position, since September 2023, he served as CFO of Velocity Global, L.L.C., a private company that provides a global workforce platform and related services. Previously, from December 2021, Mr. Woolard served as CFO for Solidigm, a private company that provides flash memory solutions. Prior to that, from May 2020, Mr. Woolard worked at Intel Corporation, a public semiconductor company, as CFO Manufacturing and Technology and from March 2012 as CFO Intel Capital, Emerging Growth Incubation. From 2019-2022, Mr. Woolard served as a board member for McAfee Corp., a computer security software company.

COMPENSATION DISCUSSION AND ANALYSIS

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I. Purpose

The purpose of this Compensation Discussion and Analysis is to explain the Compensation and Human Resources Committee's (the "Compensation Committee") philosophy for determining the compensation program for our Chief Executive Officer ("CEO"), our Chief Financial Officer ("CFO"), and the three other most highly compensated executive officers (collectively, the "Named Executive Officers" or "NEOs") for fiscal year 2026 and to discuss why and how the fiscal year 2026 compensation decisions for these executive officers were reached. As used in this Compensation Discussion and Analysis, all references to the 2026 fiscal year are applicable

to the time period that began on March 30, 2025 and ended on March 28, 2026. This Compensation Discussion and Analysis contains descriptions of various employee compensation and benefit plans and agreements that are qualified in their entirety by reference to the full text of the plans and agreements that are filed as exhibits to the Company's Annual Report on Form 10-K for fiscal year 2026.

The NEOs for fiscal year 2026 were as follows:

- John M. Forsyth, President and Chief Executive Officer;
- Jeff Woolard, Chief Financial Officer;
- Gregory S. Thomas, Executive Vice President, General Counsel;
- Justin Dougherty, Executive Vice President, Global Operations; and
- Carl J. Alberty, Executive Vice President, Mixed-Signal Products.

The Compensation Committee reviews and approves base salaries and other matters relating to executive compensation and administers the Company's equity incentive plans, including reviewing and granting equity incentive awards to our executive officers and other employees and reviewing and approving policies and procedures for granting awards under these plans.

II. Executive Summary

Listed below are select business highlights for, and significant actions taken by the Compensation Committee in, fiscal year 2026. Additional details are described in the discussion and analysis that follows.

Business Highlights

- **Financials.** We reported revenue of \$2.0 billion for fiscal year 2026, an increase of 5% year-over-year. Our GAAP operating profit was 23.0% (a year-over-year increase of about 6.5%), and we delivered GAAP earnings per share of \$7.85. Our cash and investment balance at the end of fiscal year 2026 was \$1.2 billion, up from \$834.8 million the prior fiscal year, as we generated strong cash flow from operations, while also returning \$280.0 million of cash to stockholders in the form of stock buybacks. In fiscal year 2026, we repurchased 2.5 million shares at an average price of \$113.91 per share.
- **Company Strategy.** In the past fiscal year, we remained committed to a three-pronged strategy: first, maintaining leadership in our core smartphone audio business; second, expanding in areas of high-performance mixed-signal ("HPMS") functionality in smartphones; and third, leveraging both our audio and HPMS capabilities to drive penetration of new markets.

Executive Compensation Highlights

- **Base Salaries.** Fiscal year 2026 base salaries for our NEOs were set as part of the fiscal year 2025 review of executive compensation discussed in our proxy statement of last year. Effective fiscal year 2027, as a result of a compensation analysis performed in the fourth quarter of fiscal year 2026, the Compensation Committee raised annual base salaries of our NEOs by approximately 3%-5% based on factors discussed herein, including typical annual market adjustments.
- **Equity Grants.** Based on its fourth-quarter compensation analysis, the Compensation Committee approved grants of restricted stock units (“RSUs”) and performance-based restricted stock units referred to as Market Stock Units (“MSUs”). Neither options nor performance-based restricted stock units referred to as Performance Stock Units (“PSUs”) were granted in fiscal year 2026.
- **MSU and PSU Performance.** Based on the Company’s three-year stock price performance for the performance period ending in fiscal year 2026, MSUs granted in fiscal year 2023 had a payout percentage of 113%. For fiscal year 2026 performance, PSUs (granted in fiscal year 2025) had a payout percentage of 72.5%, based on the Company’s performance against its strategic revenue objective.
- **Cash Bonuses.** In fiscal year 2026, our financial performance resulted in semiannual Incentive Plan Pay-Out Percentages (as defined below in the section of this Compensation Discussion and Analysis entitled “*Executive Compensation Review for Fiscal Year 2026 – Cash Bonuses*”) of 112% and 123% of target.

We are committed to paying our NEOs based on Company and individual performance. A significant portion of each NEO’s target total direct compensation is based on the achievement of short-term and long-term corporate goals and objectives.

The Compensation Committee believes that the compensation paid to our NEOs as described in this proxy statement reflects, and is fully supported by, the Company’s performance over the relevant time periods. Our one-year revenue growth was around the 35th percentile of our compensation peer group (identified below in the section entitled, “*The Information We Use for Comparisons*”). Operating income and net income for the four quarters preceding our compensation data-gathering efforts were at approximately the 77th and 85th percentiles, respectively, and our one-year total shareholder return was around the 59th percentile.

III. Advisory Vote on Named Executive Officer Compensation and Last Year’s Result

We conduct our stockholder advisory vote on named executive officer compensation on an annual basis. While this vote is not binding on the Company, the Board, or the Compensation Committee, it gives our stockholders an annual opportunity to vote on the compensation of our NEOs as a means to express their views regarding our executive compensation philosophy, our compensation policies and practices, and our decisions regarding executive compensation, all as disclosed in our proxy statement. The Board and the Compensation Committee value the opinions of our stockholders and, to the extent that there is any significant vote against the compensation of our NEOs as disclosed in this proxy statement, we will consider our

stockholders' concerns, and the Compensation Committee will evaluate whether any actions are necessary to address those concerns.

At our 2025 annual meeting of stockholders, 94% of the votes cast on our advisory proposal on named executive officer compensation were in favor of our NEOs' compensation as disclosed in our proxy statement, and as a result, our NEOs' compensation was approved. The Compensation Committee reviewed the final vote results and determined that, given the significant level of support, no specific changes to our executive compensation philosophy or general policies and practices were necessary.

For more information on our fiscal year 2026 stockholder advisory vote, see "*Proposal No. 3 – Advisory Vote to Approve Named Executive Officer Compensation*" within this proxy statement.

IV. Our General Philosophy and Overall Compensation Framework

We provide our NEOs with compensation opportunities that are based on their individual performance, the financial performance of the Company, their contribution to the financial performance of the Company, and the Company's total shareholder return relative to certain other semiconductor companies through a mix of the following compensation elements, which may include:

- base salary;
- semiannual cash bonus awards; and
- equity compensation.

These opportunities are designed to attract and retain highly skilled individuals and to align their incentives with the long-term interests of our stockholders.

We are engaged in a very competitive industry, and the Company's success depends on our ability to attract and retain qualified executives through the competitive compensation packages we offer. We believe that the amounts payable under the compensation program for our NEOs should reflect the Company's performance and the value created for our stockholders. In addition, we believe the compensation program should balance the short-term and long-term strategic goals and objectives of the Company, as informed by the Board's involvement in the setting of business strategy, and reward individual contributions to the Company's success.

The following summarizes some key governance characteristics related to the executive compensation program in which our NEOs participate:

What We Do / Have	What We Don't Do / Don't Have
Maintain an independent Compensation Committee	No guaranteed bonuses
Utilize an independent compensation consultant hired by and reporting to the Compensation Committee to annually review compensation and performance alignment	No significant perquisites to our executive officers. Other than an annual physical examination reimbursement, our executive officers participate in broad-based company-sponsored health and welfare benefits programs on the same basis as our other full-time employees
Substantial percentage of target annual total direct compensation, including compensation associated with performance-based equity awards, is at risk and tied to financial performance or performance of our stock price	No hedging, pledging, short sales, or transactions in derivatives of Company stock
Conduct an annual compensation risk assessment	No incentive compensation plans or arrangements that encourage excessive risk taking
Review the risks associated with our executive officer positions to ensure adequate succession plans are in place	No granting of discounted stock options
Annual equity awards granted to our NEOs are earned and/or vest over multi-year periods, consistent with current market practice and our retention objectives	No separate, executive retirement plans
The mix of base salary, target annual cash bonus opportunity and annual equity awards appropriately balances the shorter-term and longer-term aspects of each NEO's responsibilities and performance, without undue emphasis on any single element of compensation	No automatic acceleration of equity awards upon retirement
Conduct an annual "say-on-pay" stockholder advisory vote	No repricing or exchange of underwater stock options without stockholder approval
Annually structure our compensation peer group with Compensation Committee review and approval	No excise tax reimbursements or "gross ups" in connection with change in control payments
Maintain stock ownership guidelines for non-employee directors and executive officers	No "single-trigger" equity award vesting upon a change in control
Maintain a clawback policy to recoup certain awards and incentives compliant with Exchange Act Rule 10D-1 and applicable Nasdaq listing requirements	
Require "double-trigger" equity award vesting in the event of a change in control	

A. How We Set Target Total Direct Compensation

The Compensation Committee annually reviews and establishes each NEO's target total direct compensation package. The Compensation Committee considers a broad range of facts and circumstances in setting executive compensation, including Company performance, individual performance and responsibilities, relative stockholder return, external pay practices of peer

companies, the strategic importance of the NEO's position, the history of pay adjustments, internal pay equity, and the NEO's time in the position. The weight given to each of these factors by the Compensation Committee is not preestablished and may differ from year to year, and among the individual NEOs.

The Company's executive compensation program is heavily weighted toward performance-based compensation elements that are considered to be "variable" or "at risk," because those elements are subject to risk or achievement of short-term and long-term corporate goals and objectives. In setting target total direct compensation for our NEOs, the Compensation Committee seeks to strike a balance between providing compensation that is competitive with the compensation paid to executives of peer companies, while ensuring that a significant percentage of compensation is dependent on the Company's performance, individual performance, and stock price appreciation. See the section of this Compensation Discussion and Analysis entitled "*The Elements Making Up Compensation and Our Target Compensation Levels*" for additional information regarding the target total direct compensation packages for our NEOs.

B. Our Use of a Compensation Consultant

To support the Compensation Committee in fulfilling its duties and staying current with executive compensation developments, the Compensation Committee retained an external compensation consultant to assist with its design and evaluation of compensation for our CEO, other executive officers, and non-employee directors for fiscal year 2026 pursuant to its charter. During fiscal year 2026, the Compensation Committee retained Compensia, Inc. ("Compensia"), a national compensation consulting firm, to provide executive and director compensation consulting services.

At the direction of the Compensation Committee, in fiscal year 2026 Compensia conducted a comprehensive evaluation of the compensation of our NEOs and other executives. In November 2025, Compensia reviewed and recommended changes to our compensation peer group, which is used to analyze the competitive market for executive and director compensation.

As required by the Nasdaq listing standards, the Compensation Committee performed an independence assessment of Compensia for fiscal year 2026. The Compensation Committee determined that Compensia should be considered independent based on the following factors:

- Compensia provided no services to the Company other than its work for the Compensation Committee;
- The fees paid to Compensia by the Company for fiscal year 2026 were less than 1% of Compensia's revenues for that year;
- Compensia maintains and has provided to the Company a Conflict of Interest Policy;
- The advisers from Compensia who provided services to the Company have no business or personal relationship with any members of the Compensation Committee or the Company's executive officers; and

- Compensia has confirmed that none of the advisers from Compensia who provided services to the Company own any shares of our common stock.

Accordingly, the Compensation Committee determined that the services provided by Compensia to the Compensation Committee for fiscal year 2026 did not give rise to any conflicts of interest.

C. The Information We Use for Comparisons

1. Our Compensation Peer Group

The Compensation Committee develops an understanding of the competitive market with respect to executive compensation levels and related policies and practices against those of a compensation peer group. Our compensation peer group generally consists of public companies listed on U.S. stock exchanges in the semiconductor industry that are most comparable in size (approximately \$637 million – \$5.8 billion in revenue and approximately \$1.3 billion – \$26.1 billion in market capitalization), as compared to our approximate \$1.9 billion in revenue and \$6.5 billion in market capitalization as of November 2025, and also share other common characteristics with the Company, including similarity of business model and product lines. In determining the composition of our compensation peer group annually, the Compensation Committee considers the ability to achieve year-over-year consistency and position-specific executive-compensation comparisons. The Compensation Committee also considers whether a proposed peer was historically in the Company’s compensation peer group to maintain additional consistency. Another factor the Compensation Committee considers is the likelihood that the Company might compete for executive talent with the companies selected for the compensation peer group. For example, due in part to the Company’s specialized field, the targeted talent pool of skilled leadership is narrow, and as such, the Compensation Committee expects to continue to revisit and revise the compensation peer group on an annual basis to ensure the Company remains competitive in its continuing recruitment and retention efforts.

In November 2025, based on these criteria and under the direction of the Compensation Committee, Compensia reviewed the then-existing compensation peer group and made recommendations regarding potential additions and removals. Specifically, Compensia recommended that Wolfspeed, Inc. be removed in view of changes in its alignment with the Compensation Committee’s peer group selection criteria and that Microchip Technology Inc. be added. After review, the Compensation Committee approved those recommendations, and the following group of 18 companies was approved as the compensation peer group:

Compensation peer group as of November 2025	
Allegro Microsystems, Inc.	Microchip Technology Inc.
Diodes Incorporated	Monolithic Power Systems, Inc.
Entegris, Inc.	Penguin Solutions, Inc.
First Solar, Inc.	Power Integrations, Inc.
FormFactor, Inc.	Qorvo, Inc.
Knowles Corporation	Semtech Corp.
Lattice Semiconductor Corporation	Silicon Laboratories, Inc.
MACOM Technology Solutions Holdings, Inc.	Skyworks Solutions, Inc.
MaxLinear, Inc.	Synaptics Incorporated

2. Benchmark Data from Our Compensation Peer Group

Our Compensation Committee reviews executive compensation on an annual basis. To aid that review, Compensia presents an analysis of the Company’s executive compensation program, which is based on (a) publicly available proxy data gathered from our compensation peer group (the “Proxy Compensation Data”), the selection of which is discussed above, and (b) market data obtained from the Radford Global Technology Survey, including data specific to the companies in our peer group who participated in such survey as well as broader technology industry survey data (the “Survey Compensation Data”).

In January 2026, Compensia performed its annual executive compensation review and developed comparison compensation data for our executives (“Compensation Market Data”). With respect to the CEO and CFO roles, the Compensation Market Data consisted solely of data derived from the Proxy Compensation Data because data associated with those roles is publicly available from each compensation peer group company. For Mr. Alberty, the Compensation Market Data consisted solely of Survey Compensation Data derived from a broader set of technology companies due to the lack of comparable proxy or peer group survey data for his position. For Mr. Thomas and Mr. Dougherty, a blend of Survey Compensation Data (derived from participating compensation peer group companies) and Proxy Compensation Data was used, reflecting that while some matching data was available from the proxy statements of the compensation peer group, the additional consideration of Survey Compensation Data from those peer group companies would result in a more reliable dataset. We note that the extent to which Survey Compensation Data is used, and the degree of variability within such data, can correspondingly impact the variability and reliability of comparison percentile ranges presented herein.

D. The Role of Our Executive Officers in Establishing Compensation

Our Human Resources and Legal departments support the Compensation Committee’s work related to our compensation program. This support consists of assistance with providing data, proposals of potential ranges of various components of compensation for our NEOs, and information regarding the Company’s Amended and Restated 2018 Long Term Incentive Plan. Regular meetings of the Compensation Committee are generally attended by our CEO, CFO,

Chief Human Resources Officer, and our General Counsel. Because the Company's executive officers report to our CEO, the Compensation Committee requests input and recommendations from him regarding executive compensation (other than his own compensation). The Compensation Committee considers and sets the compensation of our CEO when no members of management are present. In addition, members of management are not present while their specific compensation is being discussed and determined.

E. The Elements Making Up Compensation and Our Target Compensation Levels

Each NEO's compensation package comprises a mix of the following elements: (i) base salary to attract and retain executives by offering fixed compensation that reflects individual performance and is competitive with market opportunities, (ii) variable semiannual cash bonus awards tied to the Company's achievement of specific pre-established performance objectives, (iii) variable long-term incentives in the form of equity awards (RSUs) designed to strengthen the mutuality of interests between the NEOs and our stockholders, (iv) additional variable long-term equity incentives explicitly tied to certain Company performance-based criteria, (v) fixed benefits that promote health and wellness and that are generally available to the Company's employees and their families, including a 401(k) (or other retirement plan) and medical, vision, and dental plans, and (vi) post-employment compensation arrangements (see the sections of this proxy statement entitled "*Post-Employment Compensation*" and "*Potential Payments upon Termination or Change of Control*").

In general, the Compensation Committee has attempted to establish a strong relationship between total cash compensation, the Company's performance, and individual executive performance by typically setting base salaries with reference to the 50th percentile level of the applicable Compensation Market Data and by providing additional incentive opportunities that typically place the target total cash compensation opportunity (base salary plus target annual cash incentive compensation) also within the 50th percentile range, with the potential for adjustment above or below such ranges depending on levels of performance and the other factors described herein.

The Compensation Committee also provides equity awards so that an executive officer's target total direct compensation opportunity is set with reference to the 50th percentile level of the applicable Compensation Market Data.

Market-related percentiles are intended only as guidelines for evaluating and establishing each executive officer's target total direct compensation opportunity and are not applied on a rigid or formulaic basis. Sometimes, depending on the totality of the circumstances for particular executive officers, and as determined by the Compensation Committee, compensation levels may fall above or below the referenced percentile ranges. Other factors such as internal pay equity and an executive officer's additional responsibilities, prior work experience, and the number of years of experience with the Company may lead to certain executive officers having target total direct compensation opportunities above the 50th percentile of the applicable Compensation Market Data.

V. Executive Compensation Review for Fiscal Year 2026

Our annual executive compensation review and associated equity award grants occur in the fourth quarter of our fiscal year, which we believe allows the Compensation Committee to determine its compensation decisions in view of our anticipated full fiscal year performance and to better align with the market conditions underlying our peers' disclosures. See the section of this proxy statement entitled "*Responsible Equity Grant Practices*."

In January 2026, the Compensation Committee performed its annual review of our executive officers' compensation at a regularly scheduled meeting. As part of its annual review, the Compensation Committee reviewed the Company's performance as compared to the compensation peer group and considered any changes to an NEO's base salary or target amounts for their semiannual cash bonus awards. The Compensation Committee further considered any annual equity awards for our executive officers, and in February 2026, the Compensation Committee approved equity awards for our NEOs, which were granted that same month, after markets closed on the second business day following the Company's announcement of its third-quarter earnings. In March 2026, the Compensation Committee approved cash-based compensation adjustments for our NEOs for fiscal year 2027.

Ultimately, any decision to adjust compensation was made in the discretion of the Compensation Committee in view of the numerous factors and circumstances discussed in this proxy statement.

A. Base Salaries

In setting base salaries, the Compensation Committee reviews the Compensation Market Data, the recommendations of our CEO for base salaries other than his own, and each NEO's individual performance for the year, as well as the other factors discussed above in the section entitled "*How We Set Target Total Direct Compensation*."

Our NEOs' base salaries for fiscal year 2026 are set forth in the table below. These base salaries were set as part of the fiscal year 2025 review of executive compensation as discussed in our proxy statement of last year.

The figures in the column "Percentile Range" are relative to the applicable Compensation Market Data developed by Compensia for its fiscal year 2025 review (its January 2025 analysis).

Named Executive Officer	FY26 Base Salary	Percentile Range
John M. Forsyth, President and Chief Executive Officer	\$ 715,850	below the 25th percentile
Jeff Woolard, Chief Financial Officer	\$ 475,000	about the 50th percentile
Gregory S. Thomas, Executive Vice President, General Counsel	\$ 485,130	between the 50th and 75th percentiles
Justin Dougherty, Executive Vice President, Global Operations	\$ 470,710	about the 75th percentile
Carl J. Alberty, Executive Vice President, Mixed-Signal Products	\$ 470,710	between the 50th and 75th percentiles

In March 2026, the Compensation Committee took the following actions with respect to the base salaries noted above, effective as of fiscal year 2027. The figures in the column, “Percentile Range,” shown in the table below, are relative to the applicable Compensation Market Data developed by Compensia for its fiscal year 2026 review (its January 2026 analysis).

Named Executive Officer	Action Taken	FY27 Base Salary	Percentile Range
John M. Forsyth, President and Chief Executive Officer	4.0% increase	\$ 744,484	about the 25th percentile
Jeff Woolard, Chief Financial Officer	5.3% increase	\$ 500,000	about the 50th percentile
Gregory S. Thomas, Executive Vice President, General Counsel	3.1% increase	\$ 500,000	between the 50th and 75th percentiles
Justin Dougherty, Executive Vice President, Global Operations	4.0% increase	\$ 489,538	between the 50th and 75th percentiles
Carl J. Alberty, Executive Vice President, Mixed-Signal Products	3.9% increase	\$ 489,000	about the 75th percentile

These actions were taken in view of the Company’s performance over the prior 12 months, each individual executive officer’s performance, past salary adjustments, typical annual market adjustments, and the objective of setting the target total cash compensation opportunity (including base salary and target annual cash bonus payments discussed below) with reference to the 50th percentile of the applicable Compensation Market Data. Base salary adjustments for fiscal year 2027 were determined in the context of the Company’s overall merit increase practices, while also reflecting individual role, performance, and market considerations.

B. Cash Bonuses

In fiscal year 2026, our NEOs participated in our 2007 Management and Key Individual Contributor Incentive Plan (the “Incentive Plan”), which bases payments on our fiscal year financial performance and provides for semiannual cash bonuses. The Compensation Committee believes that a semiannual cash bonus program, by providing more frequent payouts tied to the

Company's performance, offers timely recognition and reinforces consistent progress toward financial and strategic objectives for building stockholder value.

The Incentive Plan is designed to provide employees who are in management or leadership positions in the Company, or who are key individual contributors whose efforts potentially have a material impact on the Company's performance, with incentives to enhance the Company's performance through the achievement of pre-established financial goals.

Each semiannual cash bonus is calculated as the product of three components: (1) an individual's annual base salary (as measured at the end of the applicable semiannual performance period), (2) an individual's semiannual target cash bonus opportunity (expressed as a percentage of base salary), and (3) an "Incentive Plan Pay-Out Percentage," which is a multiplier reflecting whether, and the extent to which, the Company has met or exceeded performance levels concerning Operating Profit Margin (as defined below) and revenue growth for the applicable semiannual performance period:

$$\text{Semiannual Cash Bonus} = \text{Annual Base Salary} \times \text{Semiannual Target Cash Bonus Opportunity} \times \text{Incentive Plan Pay-Out Percentage}$$

Prior to the commencement of each semiannual performance period of fiscal year 2026, the Compensation Committee selected the formula and performance levels under which the Incentive Plan Pay-Out Percentage was determined.

1. Incentive Plan Pay-Out Percentage

The "Operating Profit Margin" used in the Incentive Plan Pay-Out Percentage for fiscal year 2026 is defined in the Incentive Plan as the Company's consolidated GAAP operating income excluding (a) stock compensation expense and (b) any non-recurring items such as gains on sales of assets not otherwise included in revenue, losses on sales of assets, restructuring charges, merger-related costs including amortization or impairments of acquisition-related intangible assets, asset write-offs, write-downs, and impairment charges, and such other items as the Compensation Committee may determine in its sole discretion.

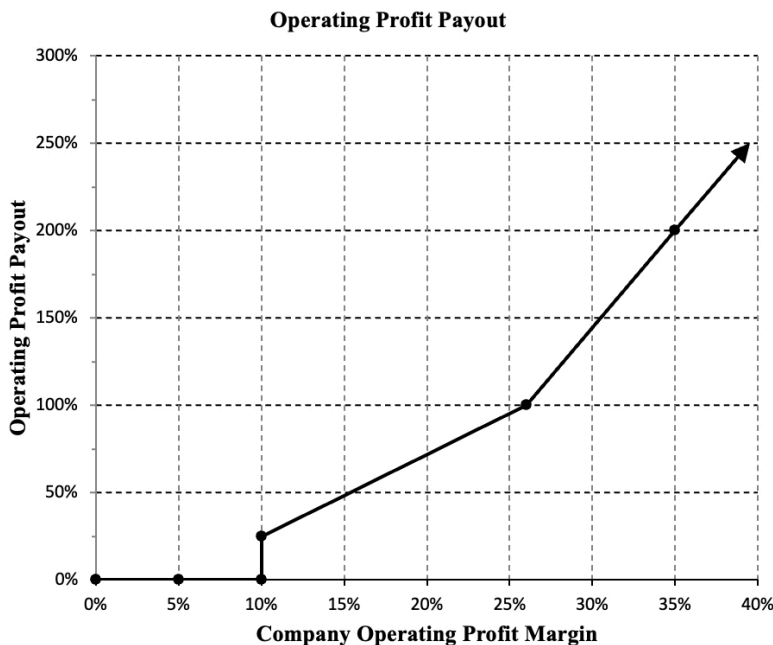
Operating Profit Margin is intended to be equivalent to the Company's non-GAAP operating profit, and the Company believes that basing profit-related bonus calculations on the Company's publicly reported non-GAAP operating profit simplifies internal and external messaging and allows our executive officers to more easily gauge progress against Incentive Plan thresholds and targets throughout the year.

For a given semiannual performance period, the Incentive Plan Pay-Out Percentage may range anywhere between 0–250% depending on the Company's specific Operating Profit Margin and revenue growth.

The Incentive Plan Pay-Out Percentage for each semiannual performance period is calculated as the product of an operating profit payout and a revenue growth multiplier.

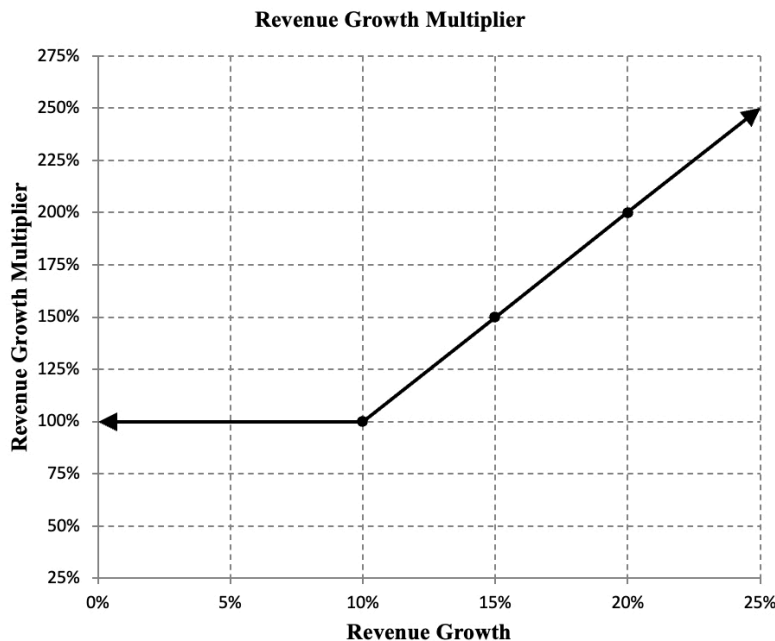
$$\text{Incentive Plan Pay-Out Percentage} = \text{Operating Profit Payout} \times \text{Revenue Growth Multiplier}$$

For both semiannual periods of fiscal year 2026, the Compensation Committee determined that the operating profit payout would be determined according to the same methodology as the prior fiscal year because such methodology would provide appropriate performance incentives:



As shown, the operating profit payout is 0% if the Operating Profit Margin is less than 10%. The operating profit payout is 25% when the Operating Profit Margin is 10%. The operating profit payout increases linearly from 25–100% as the Operating Profit Margin increases from 10–26%. Finally, the operating profit payout increases linearly from 100–200% as the Operating Profit Margin increases from 26–35% and follows the same slope for Operating Profit Margin values greater than 35%.

For both semiannual periods of fiscal year 2026, the Compensation Committee determined that the revenue growth multiplier would be determined according to the same methodology as the prior fiscal year because such methodology would provide appropriate performance incentives:



As shown, the revenue growth multiplier is 100% for revenue growth of 10% or lower. The revenue growth multiplier then increases linearly from 100–200% as revenue growth increases from 10–20% and follows the same slope for revenue growth values greater than 20%.

With reference to the two curves above, the Compensation Committee set a *threshold* level corresponding to an Operating Profit Margin of 10%. If that performance level was not met, the operating profit payout would be 0% and hence, regardless of the revenue growth multiplier, the corresponding Incentive Plan Pay-Out Percentage would also be 0%, and no semiannual cash bonuses would be paid. The Compensation Committee set a *target* level corresponding to an Operating Profit Margin of 26%. At that level, if revenue growth was 10% or less, the operating profit payout and revenue growth multipliers would each be 100%, and the corresponding Incentive Plan Pay-Out Percentage would also be 100%.

Some combinations of Operating Profit Margin and revenue growth would result in Incentive Plan Pay-Out Percentages higher than 100%, which would yield cash bonus payments above target levels. The Incentive Plan, however, provides that semiannual cash bonuses may not exceed 250% of a participant's target cash bonus opportunity for any applicable semiannual performance period (i.e., the Incentive Plan Pay-Out Percentage cannot exceed 250%). Further, the semiannual cash bonuses were subject to a cap of 12% of the Company's non-GAAP operating profit on total payments under the Company's variable compensation plans. The Compensation Committee instituted a payment cap because it determined that the proposed targets and thresholds under the Incentive Plan created a risk that a large percentage of the Company's operating profit for a semiannual performance period could be paid out as bonuses. The Compensation Committee set the cap at 12% based on its desire to provide a reasonable

payout for achieving the Company's performance target levels while maintaining a reasonable cap on payments under all of the Company's variable compensation plans.

The performance measures reflected in the Incentive Plan are designed to balance short-term and long-term financial and strategic objectives for building stockholder value and are further based on a review of the operating results of peer companies and competitors, including the performance of the compensation peer group. As designed, the Operating Profit Margin and revenue growth target levels were intended by the Compensation Committee to be based on the Company's long-term strategic plan, not the Company's annual operating plan. The Compensation Committee periodically sets and reviews these target levels with the belief that achieving both would correspond to performance levels necessary to outperform the majority of peer companies and competitors. Additionally, as designed, achieving both target levels during a measurement period leads to participants earning their target cash bonus opportunities. In contrast to how it has set the target levels for the Incentive Plan, the Compensation Committee typically has set the threshold levels for payments based in part on a review of the Company's annual operating plan along with current economic and market conditions.

2. Semiannual Target Cash Bonus Opportunity

For fiscal year 2026, the Compensation Committee maintained the semiannual target cash bonus opportunity for our CEO at 62.5% of his annual base salary. The semiannual target cash bonus opportunity for each of our other NEOs was 37.5% of their annual base salary, which was the same level for non-CEO NEOs as last year. The Compensation Committee determined that such levels continued to be appropriate for fiscal year 2026 because they continued to be competitive with market levels.

As part of its fiscal year 2026 compensation review, the Compensation Committee approved an adjustment to the semiannual target cash bonus opportunity for the Chief Financial Officer, from 37.5% to 42.5% of base salary, to be effective for fiscal year 2027. This adjustment reflects the Compensation Committee's consideration of the Chief Financial Officer's performance, role and responsibilities, and competitive market positioning. The semiannual target cash bonus opportunities for all other NEOs remained unchanged for fiscal year 2027.

3. Target Total Cash Compensation

Target cash bonuses for each semiannual performance period were calculated using the formula discussed above and by assuming an Incentive Plan Pay-Out Percentage of 100%:

$$\text{Target Semiannual Cash Bonus} = \text{Annual Base Salary (as of the end of the semiannual period)} \times \text{Semiannual Target Cash Bonus Opportunity} \times 100\%$$

Target total cash compensation is annual base salary plus both semiannual target cash bonus opportunities:

$$\text{Target Total Cash Compensation} = \text{Annual Base Salary (as of the end of the fiscal year)} + \text{Target First Half Cash Bonus} + \text{Target Second Half Cash Bonus}$$

For fiscal year 2026, the target total cash compensation for our NEOs was as follows, where the noted percentile ranges are relative to the applicable Compensation Market Data developed by Compensia for its fiscal year 2025 review (its January 2025 analysis).

Named Executive Officer	Base Salary (FY26)	Target First Half FY26 Cash Bonus	Target Second Half FY26 Cash Bonus	FY26 Target Total Cash Compensation	Percentile Range
John M. Forsyth, President and Chief Executive Officer	\$ 715,850	\$ 447,406	\$ 447,406	\$ 1,610,662	between the 25th and 50th percentiles
Jeff Woolard, Chief Financial Officer	\$ 475,000	\$ 178,125	\$ 178,125	\$ 831,250	between the 25th and 50th percentiles
Gregory S. Thomas, Executive Vice President, General Counsel	\$ 485,130	\$ 181,924	\$ 181,924	\$ 848,978	about the 75th percentile
Justin Dougherty, Executive Vice President, Global Operations	\$ 470,710	\$ 176,516	\$ 176,516	\$ 823,742	between the 50th and 75th percentiles
Carl J. Alberty, Executive Vice President, Mixed-Signal Products	\$ 470,710	\$ 176,516	\$ 176,516	\$ 823,742	between the 50th and 75th percentiles

Following the Compensation Committee’s fiscal year 2026 annual review of executive compensation, target total cash compensation for our NEOs is as follows, effective fiscal year 2027. The figures in the column, “Percentile Range,” shown in the table below, are relative to the applicable Compensation Market Data developed by Compensia for its fiscal year 2026 review (its January 2026 analysis).

Named Executive Officer	Base Salary (FY27)	Target First Half FY27 Cash Bonus	Target Second Half FY27 Cash Bonus	FY27 Target Total Cash Compensation	Percentile Range
John M. Forsyth, President and Chief Executive Officer	\$ 744,484	\$ 465,303	\$ 465,303	\$ 1,675,089	between the 25th and 50th percentiles
Jeff Woolard, Chief Financial Officer	\$ 500,000	\$ 212,500	\$ 212,500	\$ 925,000	about the 50th percentile
Gregory S. Thomas, Executive Vice President, General Counsel	\$ 500,000	\$ 187,500	\$ 187,500	\$ 875,000	about the 75th percentile
Justin Dougherty, Executive Vice President, Global Operations	\$ 489,538	\$ 183,577	\$ 183,577	\$ 856,692	about the 50th percentile
Carl J. Alberty, Executive Vice President, Mixed-Signal Products	\$ 489,000	\$ 183,375	\$ 183,375	\$ 855,750	above the 75th percentile

4. Actual Cash Bonuses

The actual cash bonuses paid for each semiannual performance period for fiscal year 2026 were based on the Incentive Plan Pay-Out Percentages for each semiannual performance period, calculated as:

$$\text{Actual Semiannual Cash Bonus} = \text{Annual Base Salary (as of the end of the semiannual period)} \times \text{Semiannual Target Cash Bonus Opportunity} \times \text{Incentive Plan Pay-Out Percentage}$$

The table below summarizes the Company’s performance for each semiannual period of fiscal year 2026:

Performance Period	Incentive Plan Pay-Out Percentage	Operating Profit Margin (Non-GAAP)	GAAP Operating Profit Margin	Revenue Growth
First Half Fiscal Year 2026	112 %	27 %	22 %	6 %
Second Half Fiscal Year 2026	123 %	28 %	24 %	5 %

For more details concerning each of these semiannual performance periods, see the section of this proxy statement entitled “*Annex*,” which includes a reconciliation of the Company’s GAAP operating profit margin to the Operating Profit Margin used in the Incentive Plan calculations.

For fiscal year 2026, the total cash compensation for our NEOs was as follows:

Named Executive Officer	Base Salary (FY26)	Actual First Half FY26 Cash Bonus	Actual Second Half FY26 Cash Bonus	FY26 Total Cash Compensation
John M. Forsyth, President and Chief Executive Officer	\$ 715,850	\$ 499,356	\$ 540,854	\$ 1,756,060
Jeff Woolard, Chief Financial Officer	\$ 475,000	\$ 198,808	\$ 215,329	\$ 889,137
Gregory S. Thomas, Executive Vice President, General Counsel	\$ 485,130	\$ 203,048	\$ 219,921	\$ 908,099
Justin Dougherty, Executive Vice President, Global Operations	\$ 470,710	\$ 197,012	\$ 213,384	\$ 881,106
Carl J. Alberty, Executive Vice President, Mixed-Signal Products	\$ 470,710	\$ 197,012	\$ 213,384	\$ 881,106

C. Equity Awards

We provide long-term incentive compensation opportunities in the form of equity awards to motivate and reward our executive officers for their contributions to achieving our business objectives by tying incentives to the performance of our common stock over the long term. Historically, our equity awards have included RSUs, MSUs, PSUs, and/or stock options. The Compensation Committee reviews and determines relative value weights that can be assigned to each component to achieve a suitable, overall compensation package for our NEOs.

The use of equity awards further reinforces the link between the interests of our NEOs and our stockholders. Generally, equity awards are granted annually by the Compensation Committee to each of our executive officers under our Amended and Restated 2018 Long Term Incentive Plan.

1. Stock Options and RSUs

The Compensation Committee did not grant stock options to executives in fiscal year 2026. However, stock options remain a component of the overall compensation of our NEOs who continue to hold previously granted stock options that are unvested and/or unexercised. These awards continue to serve their intended purpose of aligning the interests of our NEOs and stockholders and provide each individual with a significant incentive to manage the Company from the perspective of an owner with an equity stake in the business. Each option award enables the recipient to purchase a specified number of shares of our common stock at a specified price

per share (the market price of our common stock on the grant date) over a specified period of time (up to 10 years). Accordingly, the options provide a potential return only if the executive officer remains employed by the Company during the vesting period, and only if the market price of our common stock appreciates over the option term.

Each option previously granted in fiscal year 2023 and 2024 typically becomes exercisable in a series of installments over a specified period—over four years, with one-year “cliff” vesting for 25% of the shares of our common stock underlying the options on each of the following four anniversaries of the grant date—contingent upon the recipient’s continued employment with the Company on each vesting date. Options granted in fiscal year 2022 and earlier would typically become exercisable over four years, with one-year cliff vesting for 25% of the shares of our common stock underlying the options on the first anniversary of the grant date and 1/36 of the remaining option shares vesting on a monthly basis over the following three years—also contingent upon the recipient’s continued employment with the Company on each vesting date.

The Compensation Committee believes that the use of time-vested RSUs with a three-year “cliff” vesting requirement helps further our retention objectives by encouraging our executive officers to remain with the Company and fully execute our long-term strategies, which generally take a number of years to be fully implemented and reflected in our financial performance. Because RSUs are typically granted for a lower number of underlying shares than an equivalent stock option grant, the dilutive impact of our long-term incentive awards as a whole is reduced by using RSUs.

2. Performance-Based Equity Awards

The Compensation Committee believes that the use of performance-based equity further promotes the achievement of our long-term strategic and operational objectives by strengthening the link of our NEOs’ compensation to stockholder value creation. The Compensation Committee regularly reviews its performance-based equity program to ensure its continued effectiveness in driving performance that supports such objectives.

a. Market Stock Units

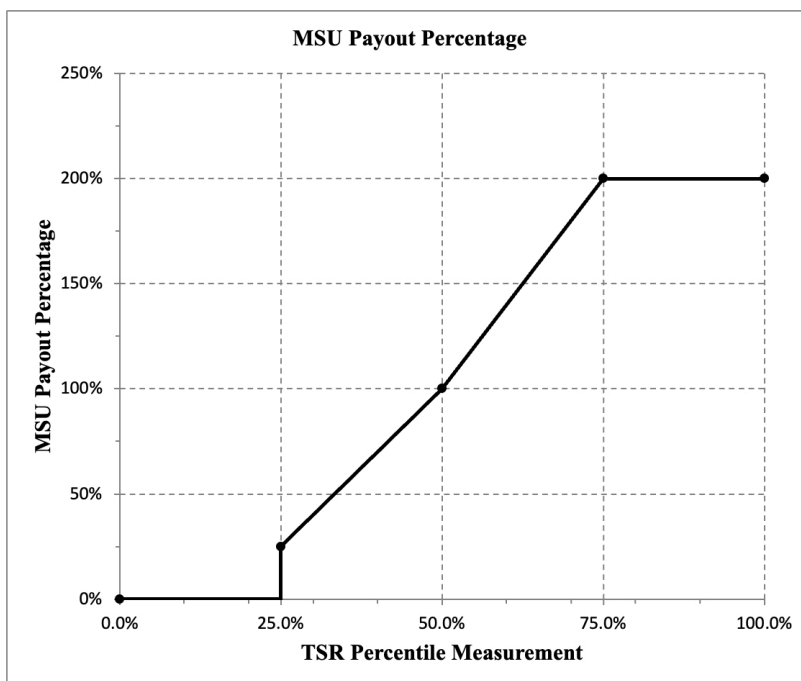
MSU awards granted to our NEOs for fiscal year 2026 consisted of performance-based restricted stock units subject to a three-year performance period, with “cliff” vesting at the conclusion of that period. The actual number of shares earned, relative to a target number of shares, is based on the Company’s total shareholder return (“TSR”) measured relative to the TSR of the component companies of the Russell 3000 Index (the “Index”). Thus, the measurement entails determining our ranking among the companies that make up the components of the Index. The TSR determines a payout percentage ranging between 0–200%, which is then multiplied by the target number of MSUs.

To determine the payout percentage, the Company’s TSR for the performance period is compared against that of the companies in the Index to yield a Percentile Measurement (for example, if the Company would rank in the 75th percentile of the performance of companies in

the Index during the performance period, our Percentile Measurement would be 75%). The payout percentage is a function of the Percentile Measurement as follows:

- If our Percentile Measurement is less than 25%, the payout percentage is zero;
- Threshold performance: if our Percentile Measurement is 25%, the payout percentage is 25%;
- Target performance: if our Percentile Measurement is 50%, the payout percentage is 100%;
- Maximum performance: if our Percentile Measurement is 75% or higher, the payout percentage is 200%;
- A straight line connects the threshold, target, and maximum performance points; and
- If the Company's TSR is negative during the performance period, the maximum payout percentage is 100%.

The MSU payout percentage is therefore determined according to the following curve:



MSUs granted prior to February 2024 were governed by the same methodology noted above, except the number of shares earned, relative to the target number of shares, was based on the Company's TSR measured relative to the TSR of the component companies of the Philadelphia Semiconductor Index, rather than the Russell 3000 Index. The Compensation Committee approved the change in comparison indices for the reasons described in the Compensation Discussion and Analysis section of the Company's 2024 proxy statement.

b. Performance Stock Units

PSUs represent a component of our performance-based equity program introduced by the Compensation Committee in fiscal year 2025. The PSU awards granted in fiscal year 2025 remain outstanding and continue to be subject to a three-fiscal-year performance period, with annual vesting based on performance achieved in each fiscal year. The number of shares earned is based on the Company's strategic revenue during fiscal year 2026 and the year-over-year growth of such strategic revenue over fiscal years 2027 and 2028 relative to goals established by the Compensation Committee in fiscal year 2025.

The strategic revenue is intended to represent investments made in growth beyond the Company's current core business, with a particular emphasis on key target markets such as integrated circuit components for PC devices, automotive, and/or industrial applications. The target goal for strategic revenue for fiscal year 2026 was based on the Company's fiscal year 2026 annual operating plan forecast, and the year-over-year strategic revenue growth goals for fiscal years 2027 and 2028 are derived from the Company's strategic plan.

Strategic revenue performance is evaluated annually at the end of each of fiscal years 2026, 2027, and 2028. At the time of grant, a target number of PSUs was set, representing the total potential award if target performance was met across all three fiscal years. One-third of this target share number serves as a baseline allocation for calculating that year's performance-based payout. The payout amount for each fiscal year depends on the level of performance achieved, assessed at three levels:

- threshold performance results in a payout equal to 50% of the annual baseline allocation;
- target performance results in a payout equal to 100% of the annual baseline allocation; and
- maximum performance results in a payout equal to 200% of the annual baseline allocation.

For performance levels that fall between these points, payouts are calculated using straight-line interpolation. For a given year, payout is zero shares if threshold performance is not met, and payout cannot exceed 200% of the annual baseline allocation. The PSUs vest (at a level in accordance with these performance criteria) in three tranches, with each vesting event occurring as soon as reasonably practicable following the public reporting of the financial results of each fiscal year of the three-fiscal-year performance period.

With the support of management, the Compensation Committee assessed the level of challenge associated with achieving the strategic revenue goals tied to these new PSUs. The target level was intended to reflect the achievement of key operational objectives through solid execution, while attainment of the maximum level was designed to reward outstanding performance.

The Compensation Committee did not grant new PSUs in fiscal year 2026. In making this determination, the Compensation Committee considered that the PSU awards granted in fiscal year 2025 remain in effect and continue to cover a multi-year performance period, and that

introducing an additional set of overlapping performance metrics and performance periods could reduce clarity and diminish the intended alignment between performance and compensation.

c. Performance Outcomes

(i) MSUs. During fiscal year 2023, MSUs were granted to our NEOs (other than Mr. Woolard, who had not yet joined the Company), among other executives, in connection with the Compensation Committee’s annual review of their compensation. Over the following three-year performance period, the Percentile Measurement for these awards was 53%, which resulted in a payout percentage of 113%. The payout percentages for annual MSUs granted to our NEOs in fiscal years 2024, 2025, and 2026 have yet to be determined. This design reflects the Compensation Committee’s intention of linking MSU payout with a relative level of achievement, based on shareholder return, and particularly our TSR performance during the prior three years as compared to the component companies of the Philadelphia Semiconductor Index (which was the comparison index for the MSU awards vesting in fiscal year 2026) or as compared to the Russell 3000 Index (which is the comparison index for MSUs vesting after fiscal year 2026).

(ii) PSUs. PSUs granted to our NEOs in fiscal year 2025 are subject to a three-fiscal-year performance period covering fiscal years 2026 through 2028, with annual vesting based on performance achieved in each fiscal year. For fiscal year 2026, the first year of the performance period, payout was determined based on the Company’s achievement of its strategic revenue objective for this fiscal year. The threshold, target, and maximum performance levels, as well as actual performance and the resulting payout for the fiscal year 2026 tranche, are set forth in the table below. In accordance with the pre-established payout formula described in the subsection immediately above, which provides for straight-line interpolation between performance levels, the Company’s performance for fiscal year 2026 resulted in a payout of 72.5% of the target number of shares for this tranche. The fiscal year 2026 tranche vested during fiscal year 2027 following the Company’s public reporting of its fiscal year 2026 financial results.

Performance Level	Strategic Revenue (\$M)	% of Target	Payout (% of target shares)
Threshold	\$ 168.0	80 %	50 %
Target	\$ 210.0	100 %	100 %
Maximum	\$ 252.0	120 %	200 %
Actual for fiscal year 2026	\$ 186.5	89 %	72.5 %

The Compensation Committee believes this outcome appropriately reflects the Company’s performance relative to the established goals and is consistent with the design of the PSU program, which is intended to align realized compensation with the Company’s execution against its strategic revenue objectives over the three-fiscal-year performance period. The payout percentages for the fiscal year 2027 and 2028 tranches have not yet been determined.

3. Equity Awards and Comparisons to Compensation Market Data

As discussed above, the Compensation Committee's long-term incentive compensation philosophy is typically to grant equity awards to our NEOs that position their target total direct compensation approximately at the 50th percentile of the applicable Compensation Market Data, subject to other factors considered by the Compensation Committee. For example, the Compensation Committee also takes into account past increases or decreases in overall compensation and the number, and current unrealized value, of outstanding equity awards, including unvested or unearned, held by each NEO to maintain an appropriate level of equity-based incentive for that individual. The Compensation Committee further considers the Company's overall performance, current equity burn rate, and dilution in setting the amount of equity available for grant to our NEOs. The size of the equity award granted to each NEO is set by the Compensation Committee at a level that is intended to create a meaningful opportunity tied to overall Company performance and stock price appreciation based upon the individual's position with the Company, current performance, anticipated future contributions based on that performance, and ability to affect corporate or business unit results. The Compensation Committee looks collectively at all of these factors when making its decisions.

In February 2026, based on Compensia's analysis of competitive market practices and the other relevant factors summarized above, the Compensation Committee approved monetary award values for RSUs and MSUs, split as follows:

- for our CEO, Mr. Forsyth, 60% MSUs and 40% RSUs, and
- for each other NEO, 55% MSUs and 45% RSUs.

The higher proportion of MSUs in Mr. Forsyth's award reflects the Compensation Committee's emphasis on performance-based compensation and alignment with stockholder outcomes for the Company's CEO.

The Compensation Committee's approved monetary values were converted to a corresponding number of shares and target shares, rounding up to the nearest whole share, using the Company's closing stock price on the day of grant (for the RSUs) or a Monte Carlo calculation (for the MSUs).

For fiscal year 2026, the target total direct compensation (the base salary plus target annual cash bonus plus the grant date fair value of equity awards) for our NEOs was as follows, where the noted percentile ranges are relative to the applicable Compensation Market Data developed by Compensia for its fiscal year 2026 review (its January 2026 analysis).

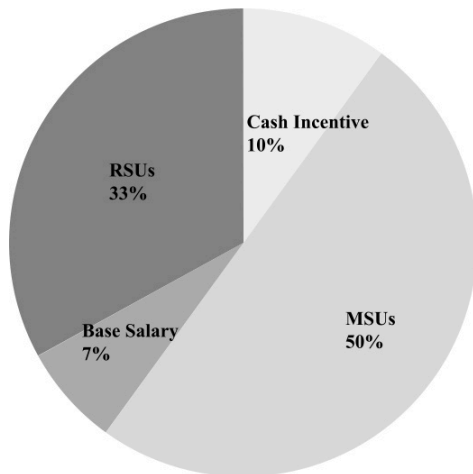
Named Executive Officer	Base Salary	Target Annual FY26 Cash Bonus	FY26 RSUs	FY26 MSUs	FY26 Target Total Direct Compensation	Percentile Range
John M. Forsyth, President and Chief Executive Officer	\$ 715,850	\$ 894,812	\$ 3,600,010	\$ 5,400,174	\$ 10,610,847	between the 50th and 75th percentiles
Jeff Woolard, Chief Financial Officer	\$ 475,000	\$ 356,250	\$ 1,575,004	\$ 1,925,097	\$ 4,331,351	above the 75th percentile
Gregory S. Thomas, Executive Vice President, General Counsel	\$ 485,130	\$ 363,848	\$ 720,114	\$ 880,087	\$ 2,449,179	between the 25th and 50th percentiles
Justin Dougherty, Executive Vice President, Global Operations	\$ 470,710	\$ 353,032	\$ 720,114	\$ 880,087	\$ 2,423,943	between the 50th and 75th percentiles
Carl J. Alberty, Executive Vice President, Mixed-Signal Products	\$ 470,710	\$ 353,032	\$ 720,114	\$ 880,087	\$ 2,423,943	above the 75th percentile

The Compensation Committee determined that the size of its equity awards for fiscal year 2026 was warranted and appropriate in view of the totality of circumstances, including the Company’s performance over the 12 months prior to Compensia’s compensation analysis, internal pay equity, and the numerous other factors described in this proxy statement as being considered by the Compensation Committee.

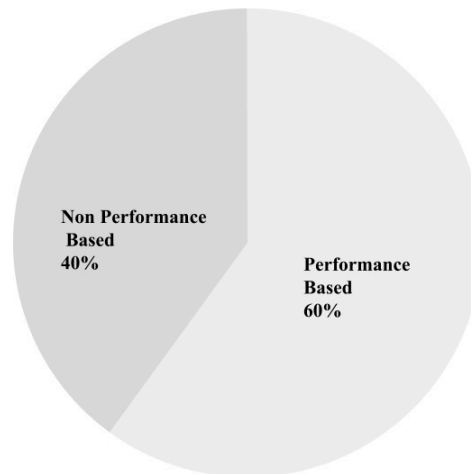
For example, the Compensation Committee’s actions for fiscal year 2026 resulted in our CEO’s target total direct compensation being positioned between the 50th and 60th percentiles of pertinent Compensation Market Data (within the 50th to 75th percentile range shown in the table above). The Compensation Committee believes that this positioning is appropriate and justified based on the Company’s overall performance and the CEO’s individual performance, including the Company’s financial and operating results and total shareholder return over the prior 12 months, as well as the other factors discussed herein such as retention objectives.

The following charts utilize the figures presented in the “*Fiscal Year 2026 Summary Compensation Table*” below to illustrate the primary components of our NEOs’ fiscal year 2026 compensation (excluding values listed in the “All Other Compensation” column), along with the performance-based percentage of that compensation.

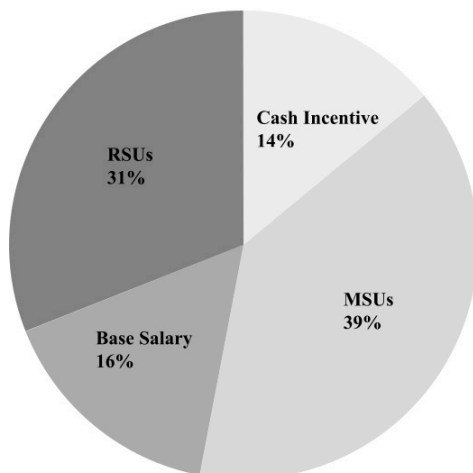
**CEO Compensation,
FY2026**



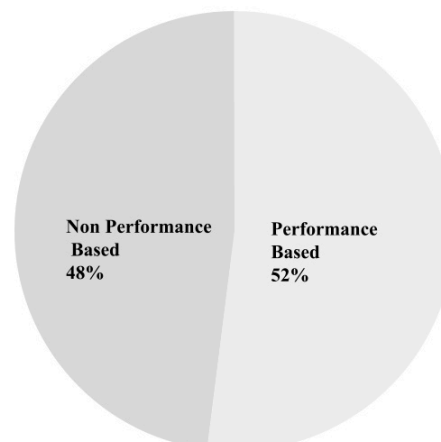
**CEO Percentage of Performance-
Based Compensation, FY2026**



**Named Executive Officer (other
than CEO) Compensation,
FY2026**



**Named Executive Officer (other
than CEO) Percentage of
Performance-Based
Compensation, FY2026**



In the charts immediately above, cash incentive awards and MSUs are considered performance-based compensation.

4. Responsible Equity Grant Practices

New-employee equity awards and other off-cycle equity awards (such as awards granted in connection with hiring or retention) are granted on the first Wednesday of each calendar month (the “Monthly Grant Date”). The purpose of this process is to minimize the administrative burdens that would be created with multiple monthly grant dates and to ensure that all required approvals are obtained on or before the Monthly Grant Date. If the Monthly Grant Date occurs on a Company holiday, or on other days that the Company or Nasdaq is closed for business, the Monthly Grant Date will be the next regularly scheduled business day.

The grant date for our executive officers’ annual equity awards occurs after markets close on the second business day following the Company’s announcement of its third-quarter earnings. There is no program, plan, or practice of timing equity-based incentive compensation awards in coordination with the release of material non-public information, other than to set these annual equity award grant dates to follow the public announcement of periodic financial results.

In addition to addressing potential risks associated with the release of material non-public information, the annual executive officer grant’s timing within the Company’s fourth quarter provides the Compensation Committee with an opportunity to consider more complete data on the Company’s fiscal-year performance and peers as it makes its compensation decisions.

5. Stock Ownership Guidelines

Stock ownership guidelines apply to our CEO, non-employee directors, and executive officers to more closely link their interests with those of our other stockholders. Each individual subject to the guidelines is expected to accumulate and maintain an ownership position in shares of our common stock that is the lesser of the following:

- CEO: Either three times annual salary or 60,000 shares
- Other Executive Officers: Either one time annual salary or 10,000 shares
- Non-employee Directors: Either three times annual cash retainer or 4,500 shares

Individuals are expected to meet these requirements within five years from their appointment as an executive officer or initial election to the Board (the “Phase-in Period”). All of our executive officers and non-employee directors subject to the stock ownership guidelines and whose Phase-in Period has been completed met these ownership-position requirements as of March 28, 2026. Additional details concerning our stock ownership guidelines are provided in our Corporate Governance Guidelines, which are available under the Corporate Governance section of our “Investors” page on our website at investor.cirrus.com.

D. Health and Welfare Benefits and Perquisites

Our NEOs are eligible to participate in our retirement, welfare, and health benefit programs to substantially the same extent as all other salaried employees based in the United States or United Kingdom, as applicable. For example, as applicable to the United States or United Kingdom, we provide medical, dental, and vision insurance, a retirement/401(k) plan, life and disability insurance, flexible spending accounts, health savings account contributions, and other plans and

programs. Although perquisites are not a material part of our compensation programs for our NEOs, we do reimburse up to \$500 for an annual physical examination for each of our executive officers to the extent the physical examination is not covered under our standard health care plans. During fiscal year 2026, none of our NEOs received perquisites or other personal benefits that required disclosure under SEC rules.

From time to time, we may pay sign-on cash bonuses to aid in recruiting or relocating certain key employees. In addition, from time to time, our executives may request chartered aircraft services to facilitate travel that is directly and integrally related to the performance of their job duties and where the use of a chartered plane will increase efficiency. If a spouse or immediate family member accompanies an executive on such a flight, we would require the executive to pay the greater of the incremental cost, if any, to accommodate such guest, or the imputed income amount determined using the IRS Standard Industry Fare Level (“SIFL”) rate. Accordingly, there would be no aggregate incremental cost to the Company for accompaniment on chartered business flights, and no amounts for such guests’ travel would be included in our Summary Compensation Table. In the three fiscal years covered by the Fiscal Year 2026 Summary Compensation Table herein there have been no such incremental costs or imputed income amounts.

VI. Post-Employment Compensation

Except for Mr. Woolard’s employment offer letter, which was described in our 2025 proxy statement, we have not entered into individual severance or change of control agreements with any of our NEOs; however, the Company maintains an Executive Severance and Change of Control Plan, which originally became effective in 2007 and which the Board amended and restated as of May 15, 2026 (the “Severance Plan”). The Severance Plan provides for certain payments and benefits to eligible executive officers (“Eligible Executives”), including each of our NEOs, whose employment is involuntarily terminated by the Company (other than for “cause,” as defined in the Severance Plan), including an involuntary termination that does not occur in connection with a change of control.

The Severance Plan provides for enhanced levels of severance benefits for Eligible Executives whose employment terminates without cause or for “good reason” (as defined in the Severance Plan) at any time during the 12-month period beginning on the effective date of a change of control of the Company. Details and specific terms of the Severance Plan, which reflect the amendments last adopted, are set forth in the section of this proxy statement entitled “*Potential Payments upon Termination or Change of Control.*”

We maintain the Severance Plan because we believe it is consistent with the practices of peer companies and helps ensure that we are able to attract and retain top talent. Further, we believe that our plan provides a level of stability to Eligible Executives during volatile business conditions that have historically existed in our industry so that they remain focused on their responsibilities and the long-term interests of the Company during such times. We periodically review the Severance Plan to assess its continued effectiveness and alignment with our objectives.

The Severance Plan also provides for “double-trigger” rather than “single-trigger” payments and benefits in the event of a change of control of the Company. In other words, payments to Eligible Executives are contingent upon an involuntary termination of employment following a change of control, and not triggered solely by a change of control without a qualifying termination of employment. This plan design is intended to provide a level of security to Eligible Executives negotiating a transaction to avoid any misalignment with the interests of our stockholders without resulting in a windfall to Eligible Executives who remain employed following such a transaction.

VII. Clawback Policy

Effective October 2, 2023, the Compensation Committee adopted a clawback policy entitled “Recovery of Erroneously Awarded Incentive Compensation Policy” (the “Clawback Policy”), which replaced the Company’s prior clawback policy, to comply with applicable Nasdaq listing standards. The Clawback Policy provides for the recovery of incentive compensation that exceeds the amount that otherwise would have been received based on the restated results, in the event the Company is required to prepare an accounting restatement. The Clawback Policy applies to incentive compensation received by current and former executive officers, and any other senior executives designated by the Compensation Committee, that is awarded, earned, or vested based in whole or in part on the achievement of financial measures, including stock price and total shareholder return, and is subject to a three-year lookback period. Recovery under the Clawback Policy is required without regard to whether the individual was at fault.

To date, there has been no recovery or repayment of compensation pursuant to the current or previous clawback policy.

Any recoupment under our Severance Plan would be in addition to any applicable recoupment under our Recovery of Erroneously Awarded Incentive Compensation Policy. See the section of this proxy statement entitled “*The Severance Plan.*”

A copy of the Company’s Recovery of Erroneously Awarded Incentive Compensation Policy is included as an exhibit to our Annual Report on Form 10-K for the fiscal year ended March 28, 2026.

VIII. Insider Trading Policies and Prohibition Against Short Selling, Hedging, and Pledging

The Company has adopted a written Insider Trading and Confidentiality Policy governing the purchase, sale, and other dispositions of our securities by directors, officers, employees, and consultants. This policy is reasonably designed to promote compliance with insider trading laws, rules and regulations, and listing standards applicable to the Company. A copy of the policy is filed with our Annual Report on Form 10-K for the year ended March 28, 2026.

The Company’s Insider Trading and Confidentiality Policy also prohibits directors, officers, employees (or their designees), and consultants from investing in derivative securities based on or related to our common stock, engaging in any short sale or hedging transactions involving our common stock, and pledging any shares of our common stock as collateral for any margin

account or any other similar account or debt instrument where a sale of our stock could occur. Prohibited hedging transactions generally involve the purchase of any financial instrument that will hedge or offset, or is designed to hedge or offset, any decrease in the market value of our common stock.

IX. Tax Considerations Related to Compensation

Section 162(m) of the Internal Revenue Code (“IRC”) as amended by the Tax Cuts and Jobs Act of 2017 (the “Tax Act”) generally disallows a publicly-held corporation a deduction for federal income tax purposes of remuneration in excess of \$1 million paid in any taxable year to any NEO who is a “covered employee” within the meaning of Section 162(m). Although the exception for “performance-based compensation” was repealed by the Tax Act, certain limited transition rules may apply to compensation arrangements in effect as of November 2, 2017, to the extent they have not been materially modified. For all other compensation, amounts in excess of \$1 million paid to any covered employee generally will not be deductible.

While the Compensation Committee may consider deductibility when designing our executive compensation program, it may award compensation that is not deductible if it determines that doing so is appropriate and in the best interests of the Company and its stockholders. The Compensation Committee cannot guarantee that past compensation, or compensation granted in the future, generally designed to be deductible will in fact be deductible.

Section 409A of the IRC requires that “nonqualified deferred compensation” be deferred and paid under plans or arrangements that satisfy the requirements of the statute with respect to the timing of deferral elections, timing of payments and certain other matters. Failure to satisfy these requirements can expose employees and other service providers to accelerated income tax liabilities, penalty taxes, and interest on their vested compensation under such plans. Accordingly, as a general matter, it is our intention to design and administer our compensation and benefits plans and arrangements for all of our employees and other service providers, including our NEOs, so that they are either exempt from, or satisfy the requirements of, Section 409A of the IRC.

Section 280G of the IRC disallows the deduction of any “excess parachute payment” paid in connection with certain events. A portion of amounts payable under the Severance Plan may constitute “excess parachute payments” to our NEOs. Accordingly, the Severance Plan provides for a modified Section 280G “cut back” pursuant to which payments and benefits under the Severance Plan will be reduced in the event such reduction would result in a greater after-tax benefit to the NEO. See the section of this proxy statement entitled “*Potential Payments Upon Termination or Change of Control.*”

X. Compensation Committee Interlocks and Insider Participation

The Compensation Committee currently consists of Duy-Loan Le (Chair), Alexander M. Davern, and Raghiv Hussain. During fiscal year 2026, none of our executive officers served on the board of directors or compensation committee of another company whose executive officer served on our Board or Compensation Committee. The members of the Compensation Committee are

considered independent under the Board and the Compensation Committee independence standards of the Nasdaq listing rules and SEC regulations.

COMPENSATION COMMITTEE REPORT

We, the Compensation Committee of the Board of Directors, have reviewed and discussed the Compensation Discussion and Analysis (“CD&A”) required by Item 402(b) of Regulation S-K with management of the Company. Based on such review and discussion, we have recommended to the Board of Directors that the CD&A be included as part of this proxy statement. Submitted by the Compensation Committee of the Board of Directors:

Duy-Loan Le, Chair
Alexander M. Davern
Raghib Hussain

CONSIDERATION OF RISK RELATED TO COMPENSATION PROGRAMS

The Compensation Committee structures our executive compensation program to provide incentives to appropriately reward our executive officers without undue risk taking. Our approach is similar for the compensation practices and policies applicable to all employees throughout the Company. Overall, we believe that our compensation programs do not create risks that are reasonably likely to have a material adverse effect on the Company. In general, we attempt to align our compensation programs with the long-term interests of the Company and its stockholders and mitigate the likelihood of inducing excessive risk-taking behavior. More specifically, we believe the following program features and policies help to mitigate the likelihood of inducing excessive risk-taking behavior:

- The Company pays a mix of fixed and variable compensation, with variable compensation tied both to short-term objectives and the long-term value of our stock price.
- Our annual cash incentive program is based on a mix of bottom-line objectives (e.g., operating profit goals) and top-line objectives (e.g., revenue growth) in order to avoid the risk of excessive focus on one goal or performance measure. The operating profit and revenue growth target levels are intended to be based on the Company's long-term strategic plan and reflect the Compensation Committee's belief that achieving both would correspond to performance levels necessary to outperform the majority of our peer companies and competitors.
- We review the short-term performance incentive targets used in our Incentive Plan every six months to ensure alignment with our business plans.
- To prevent the risk that our annual cash incentive program pays bonuses despite weak short-term performance, no payout may occur without a threshold level of operating profit performance being met.
- The aggregate payout under our annual cash incentive program for our executive officers and leadership team is capped at a percentage of overall non-GAAP operating profit to prevent the risk of excessive payout of the Company's operating profit.
- The individual payout under our annual cash incentive program for our executive officers and leadership team is further capped so that no participants may receive a payout of greater than 250% of their target bonus opportunity.
- Long-term incentives are granted to our executive officers in the form of equity awards that "cliff" vest after three years (RSUs and MSUs) or that vest annually based on performance over a three-fiscal-year performance period (PSUs). The vesting or performance period, as the case may be, is intended to align the interests of our executive officers with the long-term interests of our stockholders and to provide an incentive for our executive officers to remain with the Company.

- Long-term incentives are typically granted annually so our executive officers will have unvested awards that may decrease in value if our business is not managed with long-term goals in mind.
- We use a mix of RSUs, MSUs, and PSUs to create an overall long-term incentive package that aligns with stockholder interests, appropriately balances risk and performance, and provides competitive incentives for the purpose of executive retention.
- We use performance-based equity (MSUs) based on the Company's TSR as a means to align a portion of an executive officer's compensation with the interests of our stockholders. In addition, we cap the payout of these awards at a 100% payout if the Company's TSR is negative over the performance period (typically, three years).
- We use performance-based equity (PSUs) based on the Company's strategic revenue and its year-over-year growth as a means to align a portion of an executive officer's compensation with the Company's long-term operational performance. These metrics are designed to reflect progress against strategic goals and drive sustained value creation over the performance period.
- Our annual equity awards to our executive officers are granted during the fourth quarter of our fiscal year, which allows us to benchmark our compensation decisions in view of our anticipated full fiscal year performance and to better align with the market conditions underlying our compensation peers' disclosures. This alignment in timing reduces risks associated with compensation being analyzed in timeframes significantly different than those used in such disclosures.
- To address potential risks associated with the timing of our executive officer grants and the release of material non-public information by the Company, any annual equity award granted to executive officers will occur at the close of the market on the second business day following the release of the Company's third quarter earnings results.
- Our CEO, non-employee directors, and executive officers of the Company are obligated to meet certain stock ownership guidelines that require accumulation and maintenance of a prescribed value or number of shares of our common stock.
- The Compensation Committee retains an independent compensation consultant and uses competitive market data, when available, to inform our focus on pay for performance.
- Our executive officers are subject to clawback measures. Our "Recovery of Erroneously Awarded Incentive Compensation Policy" provides for the recovery of incentive compensation that exceeds the amount that otherwise would have been received based on restated results, in the event the Company is required to prepare an accounting restatement, without regard to whether the individual was at fault. Our executive officers are also subject to clawback provisions under our Severance Plan that provide for recoupment of payments and benefits in the event of certain post-termination conduct that constitutes "Cause."

EXECUTIVE COMPENSATION TABLES

Fiscal Year 2026 Summary Compensation Table

The following table provides certain summary information concerning the compensation awarded to, earned by, or paid to our NEOs for the fiscal years ended March 28, 2026; March 29, 2025; and March 30, 2024; as applicable. No disclosure is provided for persons for years prior to the executive officer becoming an NEO.

Name and Principal Position (a)	Year (b)	Salary (\$) (c)	Bonus ⁽¹⁾ (\$) (d)	Stock Awards ⁽²⁾ (\$) (e)	Option Awards ⁽²⁾ (\$) (f)	Non-Equity Incentive Plan Compensation ⁽³⁾ (\$) (g)	All Other Compensation (\$) (i)	Total (\$) (j)
John M. Forsyth, President and Chief Executive Officer	2026	\$ 715,850		\$ 9,000,184	\$ —	\$ 1,040,210	\$ 13,151 ⁽⁴⁾	\$ 10,769,395
	2025	695,000		8,000,222	—	1,144,174	12,991	9,852,387
	2024	675,619		4,666,854	2,333,360	799,969	10,867	8,486,669
Jeff Woolard, Chief Financial Officer (6)	2026	\$ 475,000		\$ 3,500,101	\$ —	\$ 414,137	\$ 21,514 ⁽⁵⁾	\$ 4,410,752
	2025	45,673	200,000	5,500,147	—	41,248	415	5,787,483
Gregory S. Thomas, Executive Vice President, General Counsel	2026	\$ 485,130		\$ 1,600,201	\$ —	\$ 422,969	\$ 18,105 ⁽⁷⁾	\$ 2,526,405
	2025	471,000		1,400,094	—	465,243	16,783	2,353,120
	2024	453,371		666,895	333,337	331,855	15,043	1,800,501
Justin Dougherty, Executive Vice President, Global Operations	2026	\$ 470,710		\$ 1,600,201	\$ —	\$ 410,397	\$ 14,704 ⁽⁸⁾	\$ 2,496,012
	2025	457,000		1,400,094	—	451,414	13,976	2,322,484
	2024	425,481		666,895	333,337	311,343	13,189	1,750,245
Carl J. Alberty, Executive Vice President, Mixed-Signal Products	2026	\$ 470,710		\$ 1,600,201	\$ —	\$ 410,397	\$ 12,495 ⁽⁹⁾	\$ 2,493,803
	2025	457,000	2,694	1,400,094	—	451,414	12,479	2,323,681

- (1) The amounts reported in the column entitled “Bonus” reflect (a) a one-time cash signing bonus made in fiscal year 2025 to Mr. Woolard in connection with his initial hiring and (b) a special, one-time recognition bonus to Mr. Alberty for his 25th work anniversary.
- (2) The amounts reported in the column entitled “Stock Awards” represent the value of the RSUs and MSUs granted to our NEOs in fiscal years 2024 and 2026, and RSUs, MSUs, and PSUs granted in fiscal year 2025. The amounts reported in the column entitled “Option Awards” represent the value of the stock options granted to our NEOs in fiscal year 2024. In each case, the value reported is the aggregate grant date fair value calculated pursuant to FASB ASC Topic 718, excluding any assumptions regarding potential forfeitures, and with respect to the MSUs this valuation entails a

Monte Carlo calculation. The assumptions underlying the calculations under FASB ASC Topic 718 are discussed under Note 12, Equity Compensation, in our Annual Report on Form 10-K for the fiscal year ended March 28, 2026. Assuming the highest level of performance is achieved under the MSUs granted in fiscal year 2026, the maximum aggregate value of such MSUs, based on the closing market price per share of the Company's stock on the last trading day of fiscal year 2026 (\$143.39) and a 200% payout, is: (a) in the case of Mr. Forsyth – \$7,286,793; (b) in the case of Mr. Woolard – \$2,597,653; (c) in the cases of Mr. Thomas, Mr. Albery, and Mr. Dougherty – \$1,187,556. For additional information with respect to awards made in fiscal year 2026, see the Fiscal Year 2026 Grants of Plan-Based Awards Table and Fiscal Year 2026 Outstanding Equity Awards at Fiscal Year-End Table herein.

- (3) The amounts reported in the column entitled “Non-Equity Incentive Plan Compensation,” represent the amounts earned with respect to performance for each fiscal year under the Incentive Plan, which is described in further detail in the “*Compensation Discussion and Analysis*” section of this proxy statement. Payments earned in the second semiannual period of a fiscal year are included in this table for that fiscal year even though they were paid in the following fiscal year.
- (4) This amount includes \$9,828 in matched contributions under our 401(k) plan, \$1,543 associated with the value of insurance premiums paid with respect to life insurance for the benefit of Mr. Forsyth, \$1,442 in employer contributions to a health savings account under our health benefits program, and \$337 in tax gross-ups paid to all employees of the Company with respect to the Company's long-term disability plan.
- (5) This amount includes \$16,865 in matched contributions under our 401(k) plan, \$2,869 associated with the value of insurance premiums paid with respect to life insurance for the benefit of Mr. Woolard, \$1,442 in employer contributions to a health savings account under our health benefits program, and \$337 in tax gross-ups paid to all employees of the Company with respect to the Company's long-term disability plan.
- (6) Mr. Woolard was appointed as Chief Financial Officer effective February 24, 2025.
- (7) This amount includes \$11,902 in matched contributions under our 401(k) plan, \$4,423 associated with the value of insurance premiums paid with respect to life insurance for the benefit of Mr. Thomas, \$1,442 in employer contributions to a health savings account under our health benefits program, and \$337 in tax gross-ups paid to all employees of the Company with respect to the Company's long-term disability plan.
- (8) This amount includes \$11,768 in matched contributions under our 401(k) plan, \$1,442 in employer contributions to a health savings account under our health benefits program, \$1,156 associated with the value of insurance premiums paid with respect to life insurance for the benefit of Mr. Dougherty, and \$337 in tax gross-ups paid to all employees of the Company with respect to the Company's long-term disability plan.
- (9) This amount includes \$9,581 in matched contributions under our 401(k) plan, \$1,442 in employer contributions to a health savings account under our health benefits program, \$1,134 associated with the value of insurance premiums paid with respect to life insurance for the benefit of Mr. Albery, and \$337 in tax gross-ups paid to all employees of the Company with respect to the Company's long-term disability plan.

Fiscal Year 2026 Grants of Plan-Based Awards Table

The following table provides certain information with respect to grants of plan-based awards for the fiscal year ended March 28, 2026, to our NEOs. All of the RSUs and MSUs that are reflected in the table were granted under our Amended and Restated 2018 Long Term Incentive Plan.

The amounts reported in the “Estimated Future Payouts Under Non-Equity Incentive Plan Awards” columns below reflect potential payouts under the Incentive Plan, which is described in further detail in the “*Compensation Discussion and Analysis*” section of this proxy statement.

The amounts reported in the “Estimated Future Payouts Under Equity Incentive Plan Awards” column below set forth potential payouts that are associated with MSUs. Each unit represents a contingent right to receive one share of our common stock for each unit that is earned and vests. For a description of the performance, vesting, and other conditions applicable to these awards, see the section of the Compensation Discussion and Analysis entitled “*Performance-Based Equity Awards.*” Holders of MSUs are not eligible to receive any dividends or dividend equivalents with respect to outstanding MSUs.

The RSUs will vest with respect to 100% of the units underlying the award on the third anniversary of the grant date. Each unit represents a contingent right to receive one share of our common stock for each unit that vests. Holders of RSUs are not eligible to receive any dividends or dividend equivalents with respect to outstanding RSUs.

Special accelerated vesting provisions applicable to the equity awards upon a NEO’s termination of employment or upon a change of control of the Company are described in the section of this proxy statement entitled “*Potential Payments Upon Termination or Change of Control.*”

Name (a)	Grant Date ⁽¹⁾ (b)	Approval Date ⁽¹⁾ (c)	Estimated Future Payouts Under Non-Equity Incentive Plan Awards ⁽²⁾			Estimated Future Payouts Under Equity Incentive Plan Awards ⁽³⁾			All Other Stock Awards: Number of Shares of Stock or Units (#) (i)	Grant Date Fair Value of Stock and Option Awards ⁽⁴⁾ (l)
			Threshold (\$) (e)	Target (\$) (d)	Maximum (\$) (e)	Threshold (#) (f)	Target (#) (g)	Maximum (#) (h)		
John M. Forsyth, President and Chief Executive Officer	2/5/2026	2/4/2026 (RSU)							25,696	\$ 3,600,010
	2/5/2026	2/4/2026 (MSU)	\$ 223,703	\$ 894,812	\$ 2,237,031	6,352	25,409	50,818		\$ 5,400,174
Jeff Woolard, Chief Financial Officer	2/5/2026	2/4/2026 (RSU)							11,242	\$ 1,575,004
	2/5/2026	2/4/2026 (MSU)	\$ 89,062	\$ 356,250	\$ 890,625	2,265	9,058	18,116		\$ 1,925,097
Gregory S. Thomas, Executive Vice President, General Counsel	2/5/2026	2/4/2026 (RSU)							5,140	\$ 720,114
	2/5/2026	2/4/2026 (MSU)	\$ 90,962	\$ 363,848	\$ 909,619	1,035	4,141	8,282		\$ 880,087
Justin Dougherty, Executive Vice President, Global Operations	2/5/2026	2/4/2026 (RSU)							5,140	\$ 720,114
	2/5/2026	2/4/2026 (MSU)	\$ 88,258	\$ 353,032	\$ 882,581	1,035	4,141	8,282		\$ 880,087
Carl J. Alberty, Executive Vice President, Mixed-Signal Products	2/5/2026	2/4/2026 (RSU)							5,140	\$ 720,114
	2/5/2026	2/4/2026 (MSU)	\$ 88,258	\$ 353,032	\$ 882,581	1,035	4,141	8,282		\$ 880,087

- (1) Annual equity awards to our NEOs (here, the February 5, 2026 awards) are granted at the close of the market on the second business day following the release of the Company's third quarter earnings results.
- (2) The amounts reported in these columns reflect potential payment amounts under the Incentive Plan. Actual amounts earned under this plan are reported in the "Non-Equity Incentive Plan Compensation" column of the Fiscal Year 2026 Summary Compensation Table above. Semiannual payments are made under the Incentive Plan only if certain financial performance objectives, such as operating profit margin thresholds, are achieved, as described in further detail in the "*Compensation Discussion and Analysis*" section of this proxy statement. The amounts reported in the "Threshold" column reflect the minimum amount payable assuming achievement of the applicable financial-result thresholds (25% of the target amount). The amounts reported in the "Target" column reflect the target amount payable to each NEO. The amounts reported in the "Maximum" column reflect that maximum amount payable to each NEO (250% of the target amount).
- (3) The amounts reported in these columns reflect the number of units underlying potential payment amounts for MSUs under the Company's performance-based equity award program. Each unit granted pursuant to these MSUs represents a contingent right to receive one share of our common stock for each unit that is earned and vests. For a description of the performance, vesting, and other conditions applicable to these awards, see the section of the Compensation Discussion and Analysis entitled "*Performance-Based Equity Awards*."
- (4) The amounts reported in this column represent the aggregate grant date fair value of the equity awards calculated pursuant to FASB ASC Topic 718, excluding any assumptions regarding potential forfeitures, and with respect to the MSUs this valuation entails a Monte Carlo calculation. The assumptions underlying the calculations under FASB ASC Topic 718 are discussed under Note 12, Equity Compensation, in our Annual Report on Form 10-K for the fiscal year ended March 28, 2026.

Narrative Disclosure to Summary Compensation Table and Grants of Plan-Based Awards Table

The Company's executive compensation policies and practices, pursuant to which the compensation set forth in the Fiscal Year 2026 Summary Compensation Table and the Fiscal Year 2026 Grants of Plan-Based Awards Table was paid or awarded, are described above in our Compensation Discussion and Analysis.

Fiscal Year 2026 Outstanding Equity Awards at Fiscal Year-End Table

The following table provides information concerning the outstanding equity award holdings of our NEOs, as of March 28, 2026.

Name	Option Awards					Stock Awards					
	Number of Securities Underlying Options Exercisable (#)	Number of Securities Underlying Unexercised Options (#)	Equity Incentive Plan Awards: Number of Securities Underlying Unexercised Options (#)	Option Exercise Price (\$)	Option Expiration Date ⁽²⁾	Stock Award Grant Date	Number of Shares or Units of Stock That Have Not Vested ⁽³⁾	Market Value of Shares or Units of Stock That Have Not Vested ⁽⁴⁾	Equity Incentive Plan Awards: Number of Unearned Shares, Units or Other Rights That Have Not Vested ⁽⁵⁾	Equity Incentive Plan Awards: Market or Payout Value of Unearned Shares, Units or Other Rights That Have Not Vested ⁽⁶⁾	
(a)	(b)	(c)	(d)	(e)	(f)		(g)	(h)	(i)	(j)	
John M. Forsyth, President and Chief Executive Officer	10,417	—		\$ 38.15	6/6/2028						
	6,511	—		\$ 41.49	11/7/2028						
	12,000	—		\$ 68.56	11/6/2029						
	25,687	—		\$ 78.00	3/3/2031						
	39,610	—		\$ 88.00	3/2/2032						
	36,939	12,312		\$ 102.37	2/6/2033						
	29,351	29,350		\$ 93.24	2/8/2034						
						2/8/2024 (RSU)	25,026	\$ 3,588,478			
						2/8/2024 (MSU)			32,986	\$ 4,729,863	
						2/6/2025 (RSU)	25,541	\$ 3,662,324			
						2/6/2025 (MSU)			30,458	\$ 4,367,373	
					2/6/2025 (PSU)			40,227	\$ 5,768,160		
					2/5/2026 (RSU)	25,696	\$ 3,684,549				
					2/5/2026 (MSU)			50,818	\$ 7,286,793		
Jeff Woolard, Chief Financial Officer						3/5/2025 (RSU)	26,093	\$ 3,741,475			
						3/5/2025 (MSU)			18,548	\$ 2,659,598	
						2/5/2026 (RSU)	11,242	\$ 1,611,990			
						2/5/2026 (MSU)			18,116	\$ 2,597,653	
Gregory S. Thomas, Executive Vice President, General Counsel	1,794	—		\$ 55.72	11/1/2027						
	2,411	—		\$ 41.49	11/7/2028						
	11,400	—		\$ 68.56	11/6/2029						
	7,706	—		\$ 78.00	3/3/2031						
	7,042	—		\$ 88.00	3/2/2032						
	5,257	1,752		\$ 102.37	2/6/2033						
	4,194	4,192		\$ 93.24	2/8/2034						
						2/8/2024 (RSU)	3,576	\$ 512,763			
						2/8/2024 (MSU)			4,714	\$ 675,940	
						2/6/2025 (RSU)	4,470	\$ 640,953			
						2/6/2025 (MSU)			5,330	\$ 764,269	
					2/6/2025 (PSU)			7,040	\$ 1,009,501		
					2/5/2026 (RSU)	5,140	\$ 737,025				
					2/5/2026 (MSU)			8,282	\$ 1,187,556		
Justin Dougherty, Executive Vice President, Global Operations	1,255	—		\$ 78.00	3/3/2031						
	7,042	—		\$ 88.00	3/2/2032						
	5,257	1,752		\$ 102.37	2/6/2033						
	4,194	4,192		\$ 93.24	2/8/2034						
						2/8/2024 (RSU)	3,576	\$ 512,763			
						2/8/2024 (MSU)			4,714	\$ 675,940	
						2/6/2025 (RSU)	4,470	\$ 640,953			
						2/6/2025 (MSU)			5,330	\$ 764,269	
						2/6/2025 (PSU)			7,040	\$ 1,009,501	
						2/5/2026 (RSU)	5,140	\$ 737,025			
					2/5/2026 (MSU)			8,282	\$ 1,187,556		

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Name	Option Awards					Stock Awards				
	Number of Securities Underlying Unexercised Options Exercisable	Number of Securities Underlying Unexercised Options Unexercisable ⁽¹⁾	Equity Incentive Plan Awards: Number of Securities Underlying Unexercised Unearned Options	Option Exercise Price	Option Expiration Date ⁽²⁾	Stock Award Grant Date	Number of Shares or Units of Stock That Have Not Vested ⁽³⁾	Market Value of Shares or Units of Stock That Have Not Vested ⁽⁴⁾	Equity Incentive Plan Awards: Number of Unearned Shares, Units or Other Rights That Have Not Vested ⁽⁵⁾	Equity Incentive Plan Awards: Market or Payout Value of Unearned Shares, Units or Other Rights That Have Not Vested ⁽⁶⁾
	(#)	(#)	(#)	(\$)			(#)	(\$)	(#)	(\$)
(a)	(b)	(c)	(d)	(e)	(f)		(g)	(h)	(i)	(j)
Carl J. Alberty, Executive Vice President, Mixed-Signal Products	2,681	—		\$ 42.64	4/3/2029					
	9,592	—		\$ 68.56	11/6/2029					
	5,438	—		\$ 78.00	3/3/2031					
	7,042	—		\$ 88.00	3/2/2032					
	5,257	1,752		\$ 102.37	2/6/2033					
	4,194	4,192		\$ 93.24	2/8/2034					
						2/8/2024 (RSU)	3,576	\$ 512,763		
						2/8/2024 (MSU)			4,714	\$ 675,940
						2/6/2025 (RSU)	4,470	\$ 640,953		
						2/6/2025 (MSU)			5,330	\$ 764,269
						2/6/2025 (PSU)			7,040	\$ 1,009,501
						2/5/2026 (RSU)	5,140	\$ 737,025		
						2/5/2026 (MSU)			8,282	\$ 1,187,556

- (1) Stock options with an expiration date listed in column (f) as February 6, 2033 (corresponding to a grant date of February 6, 2023) or February 8, 2034 (corresponding to a grant date of February 8, 2024) vest over four years with one-year “cliff” vesting for 25% of the options on each of the following four anniversaries of the grant date. All other outstanding stock options vest over four years, with one-year “cliff” vesting for 25% of the options on the first anniversary of the grant date, and 1/36 of the remaining options vesting on a monthly basis over the following three years.
- (2) Options have a maximum 10-year term. The expiration date shown in this column is the normal expiration date occurring on the tenth anniversary of the grant date. Options may terminate earlier in certain circumstances, such as in connection with a NEO’s termination of employment or in connection with certain corporate transactions, including a change in control of the Company.
- (3) This column reflects RSUs granted to our NEOs. The outstanding RSUs having a stock award grant date of March 5, 2025 for Mr. Woolard (corresponding to equity awards associated with his hiring) will vest as described in our proxy statement of last year, within the section of the Compensation Discussion and Analysis entitled “*Equity Awards and Comparisons to Compensation Market Data*.” All other outstanding RSUs will vest with respect to 100% of the units underlying the award on the third anniversary of the grant date. Each unit granted pursuant to these RSUs represents a contingent right to receive one share of our common stock for each unit that vests.
- (4) The market value of unvested RSUs reported in column (h) is calculated by multiplying the number of shares of common stock ultimately subject to each award reported in column (g) by the closing market price of our common stock on March 27, 2026, (the last trading day of fiscal year 2026), which was \$143.39 per share.
- (5) This column reflects MSUs and PSUs granted to our NEOs. The disclosed number of MSUs is based on the next higher performance level (threshold, target, or maximum) above the Company’s performance through the most recently completed fiscal year. Accordingly, each of the MSUs included in this table are listed at their maximum level because the Company’s relative TSR performance for those awards through the most recently completed fiscal year would result in a payout between the target and maximum level. The disclosed number of PSUs is based on (i) the actual number of shares earned for the fiscal year 2026 tranche, based on performance for that

fiscal year, and (ii) the fiscal year 2027 and fiscal year 2028 tranches, which are disclosed at their maximum level, as the applicable performance periods have not yet been completed. Each unit granted pursuant to these MSUs and PSUs represents a contingent right to receive one share of our common stock for each unit that is earned and vested. For a description of the performance, vesting, and other conditions applicable to these awards, see the section of the Compensation Discussion and Analysis entitled “*Performance-Based Equity Awards*.”

- (6) The market value of unvested MSUs and PSUs reported in column (j) is calculated by multiplying the number of shares ultimately subject to each award reported in column (i) by the closing market price of our common stock on March 27, 2026, (the last trading day of fiscal year 2026), which was \$143.39 per share.

Fiscal Year 2026 Option Exercises and Stock Vested Table

The following table provides information on the value realized by each NEO as a result of options that were exercised and stock awards that vested during fiscal year 2026.

Name (a)	Option Awards		Stock Awards	
	Number of Shares Acquired on Exercise (#) (b)	Value Realized ⁽¹⁾ on Exercise (\$) (c)	Number of Shares Acquired on Vesting (#) (d)	Value Realized ⁽²⁾ on Vesting (\$) (e)
	John M. Forsyth, President and Chief Executive Officer	—	\$ —	38,386
Jeff Woolard, Chief Financial Officer	—	\$ —	11,862	\$ 1,592,829
Gregory S. Thomas, Executive Vice President, General Counsel	15,062	\$ 1,242,258	5,462	\$ 779,864
Justin Dougherty, Executive Vice President, Global Operations	—	\$ —	5,462	\$ 779,864
Carl J. Alberty, Executive Vice President, Mixed-Signal Products	1,197	\$ 75,555	5,462	\$ 779,864

- (1) The value realized on the exercise of stock options was computed by determining the difference between the closing market price of our common stock underlying each option on the date of exercise and the exercise price of the options for each share exercised multiplied by the number of shares of our common stock acquired on exercise (column b).
- (2) The value realized on the vesting of stock awards was computed by multiplying the number of shares of our common stock acquired on vesting (column d) by the closing market price of our common stock on the date of vesting.

Pension Benefits and Nonqualified Deferred Compensation

The tables disclosing pension benefits or nonqualified deferred compensation are omitted because we do not sponsor or maintain either a defined benefit pension plan or a nonqualified deferred compensation plan for the benefit of our executive officers.

Potential Payments upon Termination or Change of Control

Except for the potential equity vesting acceleration benefits provided in Mr. Woolard's employment offer letter for his one-time make-whole RSUs, as described in our 2025 proxy statement, we do not maintain individual employment, severance, or change of control agreements with our executive officers, including our NEOs; however, we do maintain the Severance Plan, which provides for certain payments and benefits to Eligible Executives in the event that the employment of such an executive officer is involuntarily terminated other than for cause or in certain circumstances following a change of control of the Company. Our executive officers may also receive certain benefits under the Incentive Plan in the event of certain terminations of employment that occur prior to the payment of the award for the applicable fiscal year.

The Severance Plan

Each of our NEOs was considered an Eligible Executive under the Severance Plan during fiscal year 2026. We maintain the Severance Plan because it helps us attract and retain top talent. Further, we believe that the Severance Plan provides a level of stability for our executive officers during volatile business conditions that have historically existed so that they remain focused on their responsibilities and the long-term interests of the Company during such times.

The Severance Plan provides that, in the event of an Eligible Executive's involuntary termination of employment by the Company other than for "cause" (as such term is defined below for purposes of the Severance Plan) the Eligible Executive will be eligible to receive: (i) continuation of base salary for a period of up to six months (up to 12 months in the case of our CEO) following termination of employment, and (ii) payment in full of a reasonable estimate of COBRA premiums for six months (12 months in the case of our CEO) (collectively, the "Termination Payment").

The Severance Plan further provides that, if an Eligible Executive's employment is terminated either by the Company other than for "cause" or by the Eligible Executive for "good reason" within 12 months following a "change of control" (each term as defined below for purposes of the Severance Plan) of the Company, they will be eligible to receive a "Change of Control Termination Payment," which is comprised of: (i) a lump sum payment equal to 12 months' base salary (24 months in the case of our CEO), (ii) 100% of their annual target bonus amount as of the executive's termination date (200% in the case of our CEO) and, if not already provided for in an applicable bonus plan, a prorated target bonus amount corresponding to the amount of time elapsed under the current bonus period as of their termination date, (iii) acceleration in full of any unvested stock options or any other securities or similar incentive awards that have been granted or issued to them as of the employment termination date and a post-termination stock option exercise period of six months (provided such period does not exceed the option's original expiration date or the tenth anniversary of the option grant date), and (iv) payment in full of a reasonable estimate of COBRA premiums for 12 months (18 months in the case of our CEO). In

addition, the Eligible Executive will have until six months from the employment termination date to exercise any vested options, except that no option will be exercisable after the option's expiration date.

In the event of an Eligible Executive's death or termination of employment due to "disability" (as such term is defined below for purposes of the Severance Plan), the Eligible Executive or their estate, as applicable, will receive the Termination Payment described above. If the death or termination due to disability has occurred within 12 months following a change of control of the Company, they or their estate, as applicable, will receive the Change of Control Termination Payment described above.

As defined in the Severance Plan:

- "cause" means (i) gross negligence or willful misconduct in the performance of an executive officer's duties; (ii) a material and willful violation of any federal or state law that if made public would injure the business or reputation of the Company; (iii) a refusal or willful failure to comply with any specific lawful direction or order of the Company or a material violation of a policy or procedure of the Company including but not limited to the Company's Code of Conduct, Harassment Prevention Policy, and the Company's Insider Trading Policy as well as any obligation concerning proprietary rights and confidential information of the Company; (iv) a conviction (including a plea of *nolo contendere*) of a felony, or of a misdemeanor that would have a material adverse effect on the Company's goodwill if the executive officer were to continue to be retained as an employee of the Company; (v) commission of theft, embezzlement, fraud, financial impropriety, or any act of dishonesty relating to employment with the Company; (vi) failure to cooperate with the Company in any internal investigation or administrative, regulatory, or judicial proceeding; or (vii) a substantial and continuing willful refusal to perform duties ordinarily performed by an employee in the same position and having similar duties as the executive officer.
- "good reason" refers to the executive officer's resignation from the Company within thirty days following the Company's failure to cure the occurrence of any of the following events: (i) without the executive officer's express written consent, a material reduction of the executive officer's duties, authority, or responsibilities relative to the executive's duties, authority, or responsibilities as in effect immediately prior to such reduction, or the assignment to the executive officer of such reduced duties, authority, or responsibilities; provided, however, that: (a) the occurrence of a Change of Control (as defined below for purposes of the Severance Plan) shall not, in and of itself, constitute a material adverse change in the executive officer's duties, authority, or responsibilities; and (b) a change in the executive officer's position or title following a Change of Control shall not constitute Good Reason so long as the executive officer retains substantially the same duties, authority, or responsibilities of a division, subsidiary, or business unit that constitutes or includes a significant portion of the business of the Company following the Change of Control; (ii) a material reduction by the Company in the base salary or bonus opportunity of an executive officer as in effect immediately prior to such reduction; provided, however, that such reductions shall not constitute Good Reason if they are

pursuant to a company-wide reduction of base salaries and/or bonuses; or (iii) the relocation of an executive officer's principal work location to a facility or a location more than 50 miles from the executive officer's then present principal work location. "Good reason" shall not exist unless the executive officer provides written notice of the circumstances alleged to give rise to Good Reason within 30 days of their occurrence and the Company (or our successor) fails to cure such circumstances within 30 days.

- "disability" means a mental or physical disability, illness or injury, evidenced by medical reports from a duly qualified medical practitioner, which renders an executive officer unable to perform any one or more of the essential duties of their position after the provision of reasonable accommodation, if applicable, for a period of greater than 90 days within a one-year period.
- "change of control" means the occurrence of one or more of the following with respect to the Company: (i) the acquisition by any person (or related group of persons), whether by tender or exchange offer made directly to the Company's stockholders, open market purchases or any other transaction or series of transactions, of stock of the Company that, together with stock of the Company held by such person or group, constitutes more than 50% of the total fair market value or total voting power of the then outstanding stock of the Company entitled to vote generally in the election of the members of the Company's Board of Directors; (ii) a merger or consolidation in which the Company is not the surviving entity, except for a transaction in which both (A) securities representing more than 50% of the total combined voting power of the surviving entity are beneficially owned (within the meaning of Rule 13d-3 promulgated under the Securities Exchange Act of 1934), directly or indirectly, immediately after such merger or consolidation by persons who beneficially owned common stock of the Company immediately prior to such merger or consolidation, and (B) the members of the Board of Directors immediately prior to the transaction (the "Existing Board") constitute a majority of the Board of Directors immediately after such merger or consolidation; (iii) any reverse merger in which the Company is the surviving entity but in which either (A) persons who beneficially owned, directly or indirectly, common stock of the Company immediately prior to such reverse merger do not retain immediately after such reverse merger direct or indirect beneficial ownership of securities representing more than 50% of the total combined voting power of the Company's outstanding securities or (B) the members of the existing Board do not constitute a majority of the Board of Directors immediately after such reverse merger; or (iv) the sale, transfer or other disposition of all or substantially all of the assets of the Company (other than a sale, transfer or other disposition to one or more subsidiaries of the Company).

The Severance Plan may not be amended or terminated without the consent of any Eligible Executive during the one year prior to or following the occurrence of a change of control, if such amendment would be adverse to the interest of such Eligible Executive. If any payment or benefit under the Severance Plan would be a "parachute payment" (within the meaning of Section 280G of the IRC) and would therefore result in the imposition of an excise tax, an

Eligible Executive's payments and benefits will not exceed the amount that produces the greatest after-tax benefit to the Eligible Executive.

To receive payments and benefits under the Severance Plan, an Eligible Executive must execute a release of all claims against the Company. If the Eligible Executive is considered a "specified employee" under Section 409A of the IRC at the time of their termination of employment, any amounts payable under the Severance Plan will be delayed for a period of six months if it is determined that such a delay is necessary in order to prevent the payment from imposing excise taxes on the executive officer.

Our Severance Plan includes a clawback provision entitled "Recoupment in the Event of Subsequently Discovered Cause." Under this provision, if, after a termination of employment, the Company discovers that an Eligible Executive had engaged in acts or omissions during the course of the executive's employment under circumstances constituting "Cause," then the Company may cease the delivery of any further payments or benefits pursuant to the Severance Plan and any payments and/or the value of any benefits already provided to the Eligible Executive may be recouped for the benefit of the Company, plus interest at the then-prevailing prime rate. Our Severance Plan was amended and restated as of August 24, 2023, and such amendment acknowledged that any recoupment under our Severance Plan would be in addition to any applicable recoupment under our Recovery of Erroneously Awarded Incentive Compensation Policy. See the section of this proxy statement entitled "*Clawback Policy*."

Incentive Plan

In addition, executive officers participating in the Incentive Plan, as described further in the "*Compensation Discussion and Analysis*" section of this proxy statement, may also receive payments upon termination of employment. Pursuant to the Incentive Plan, a participant, including each of our NEOs, must be continuously employed through the last day of the applicable semiannual performance period and through the later date that cash bonuses under the Incentive Plan for such semiannual performance period are actually paid. However, participants whose employment terminates due to death or "disability" during a semiannual performance period will be eligible to receive a pro rata cash bonus payment based on the number of days the participant was employed during that semiannual performance period and the Company's actual performance during the semiannual performance period. The pro rata bonus amount will be paid to the terminated participant on or before the 15th day of the third month after the later of (i) the last day of the calendar year in which such participant died or incurred a "disability" or (ii) the last day of the Company's taxable year in which such participant died or incurred a "disability." Payment under the Incentive Plan would no longer be received if a participant's employment was terminated for some other reason during a semiannual performance period.

For purposes of the Incentive Plan, "disability" means total and permanent disability as defined in accordance with the Company's Long-Term Disability Plan.

The discussion and tables below present an estimate of the amount of compensation and/or other payments and benefits payable to our NEOs in the event of their termination of employment and/or in the event of a change of control of the Company. The amounts disclosed assume that such termination and/or the occurrence of such change of control was effective as of March 28, 2026,

the last day of fiscal year 2026, and that price per share of our common stock was the closing market price as of that date (which was \$143.39 per share). We also assume that each NEO was continuously employed by the Company and under the Severance Plan and the Incentive Plan throughout at least the second half of fiscal year 2026. The amounts below have been calculated using assumptions, such as these, that we believe to be reasonable, along with further assumptions that are described in more detail below. The actual amounts that would be paid under each scenario depend on various factors, which may or may not exist at the time a NEO’s employment is actually terminated and/or a change of control actually occurs. Therefore, such amounts and disclosures should be considered “forward-looking statements.”

Severance Benefits Involving Involuntary Termination of Employment Without Cause or Termination Resulting from Death/Disability

The estimated amount payable to each of our NEOs pursuant to the Severance Plan and the Incentive Plan in the event of an involuntary termination of employment by the Company other than for cause, or due to the NEO’s death or disability, in each case, assuming such termination occurred on March 28, 2026 (and was not following a change in control of the Company), and in view of the other assumptions above, is set forth in the table below.

Such terminations of employment will not result in the acceleration of vesting of outstanding equity awards; therefore, there is no value associated with stock options, RSUs, MSUs, or PSUs in the table below for our NEOs, except for Mr. Woolard’s one-time make-whole RSUs, which are eligible to vest if he is terminated without cause. For purposes of our calculations, we have assumed that all material compensation elements and expenses have been paid current, and there would be no need to include additional values for items such as accrued vacation or paid time off.

Name	Salary Continuation	Health Benefits ⁽²⁾	Cash Bonus Under Incentive Plan ⁽³⁾	Make-Whole RSUs	Total
John M. Forsyth, President and Chief Executive Officer	\$ 715,850	\$ 30,714	\$ 447,406		\$ 1,193,971
Jeff Woolard, Chief Financial Officer	\$ 237,500	\$ 15,357	\$ 178,125	\$ 2,721,112	\$ 3,152,094
Gregory S. Thomas, Executive Vice President, General Counsel	\$ 242,565	\$ 15,357	\$ 181,924		\$ 439,846
Justin Dougherty, Executive Vice President, Global Operations	\$ 235,355	\$ 15,357	\$ 176,516		\$ 427,228
Carl J. Alberty, Executive Vice President, Mixed-Signal Products	\$ 235,355	\$ 8,864	\$ 176,516		\$ 420,735

- (1) The salary continuation payment for our CEO represents the value of 12 months of base salary, based on our CEO’s base salary level in effect on March 28, 2026. For each of the other NEOs, the amount is based on six months of base salary, at the base salary level in effect on March 28, 2026.
- (2) Amounts attributable to healthcare benefits were computed based on an estimate of the COBRA payments payable by the Company at the rates in effect as of March 28, 2026 for the following time periods following termination of employment: 12 months for our CEO and six months for each of the other NEOs.

- (3) The NEOs would only receive the payments enumerated in this column in the event of a termination of employment due to death or disability. In the event employment is terminated for any other reason, the NEO would forfeit these amounts. On a termination due to death or disability, the NEO would be entitled to a pro rata payment of their bonus under the Incentive Plan. Because March 28, 2026 is the last day of the semiannual performance period, the NEO would be entitled to a full payment of the semiannual bonus. As such, we have calculated the cash bonus under the Incentive Plan as the target Incentive Plan Payout Percentage (100%) applied to each individual’s current target bonus under the Incentive Plan for the semiannual performance period ending on March 28, 2026.
- (4) The valuation of accelerated vesting of unvested equity awards has been computed based on the value of the make-whole RSUs subject to accelerated vesting based on the closing market price of our common stock on March 27, 2026 (the last trading day prior to March 28, 2026), which was \$143.39 per share.

Severance Benefits Involving a Change of Control

The estimated amount payable to each of our NEOs pursuant to the Severance Plan in the event of a termination of employment during the 12-month period following a change of control of the Company by the Company other than for cause, by the NEO for good reason, or due to the NEO’s death or disability, in each case, assuming such termination occurred on March 28, 2026, and in view of the other assumptions above, is set forth in the table below. In the event of qualifying termination of employment following a change of control as described above, the Severance Plan provides that outstanding equity awards will be accelerated (i.e., such awards are “double trigger”). The potential application of any cutback required under the Severance Plan due to the operation of Sections 280G and 4999 of the IRC has not been included in these calculations:

Name	Lump Sum Salary Payment ⁽¹⁾	Accelerated Vesting of Unvested Equity ⁽²⁾	Health Benefits ⁽³⁾	Cash Bonus Under Severance Plan ⁽⁴⁾	Total
John M. Forsyth, President and Chief Executive Officer	\$ 1,431,700	\$ 24,766,630	\$ 46,072	\$ 2,237,031	\$ 28,481,433
Jeff Woolard, Chief Financial Officer	\$ 475,000	\$ 7,982,091	\$ 30,714	\$ 534,375	\$ 9,022,180
Gregory S. Thomas, Executive Vice President, General Counsel	\$ 485,130	\$ 4,127,672	\$ 30,714	\$ 545,771	\$ 5,189,288
Justin Dougherty, Executive Vice President, Global Operations	\$ 470,710	\$ 4,127,672	\$ 30,714	\$ 529,549	\$ 5,158,645
Carl J. Alberty, Executive Vice President, Mixed-Signal Products	\$ 470,710	\$ 4,127,672	\$ 17,727	\$ 529,549	\$ 5,145,658

- (1) The lump sum salary payment for our CEO represents the value of 24 months of base salary, based on our CEO’s base salary level in effect on March 28, 2026. For each of the other NEOs, the amount is based on 12 months of base salary, at the base salary level in effect on March 28, 2026.

- (2) The valuation of accelerated vesting of unvested equity awards has been computed based on: (1) the estimated value that would have been realized based on the difference between the exercise price of the options that were subject to accelerated vesting and the closing market price of our common stock on March 27, 2026 (the last trading day prior to March 28, 2026), which was \$143.39 per share, and (2) the value of the RSUs and target-level MSUs and PSUs subject to accelerated vesting based on that same closing market price.
- (3) The valuation of healthcare benefits has been computed based on an estimate of the COBRA payments payable by the Company at the rates in effect as of March 28, 2026 for the following time periods following termination of employment: 18 months for our CEO and 12 months for each of the other NEOs.
- (4) The amounts in this column consist of two components: (a) 100% of the NEO's annual target bonus amount as of the termination date (in the case of the CEO, 200%) plus (b) a prorated target bonus amount corresponding to the current bonus period as of the termination date. Because the termination is deemed to occur on the last day of the fiscal year, this prorated target bonus component represents the NEOs' target bonus amount for the semiannual performance period ending on March 28, 2026.

EQUITY COMPENSATION PLAN INFORMATION

The following table provides information as of March 28, 2026 about shares of our common stock that may be issued upon the exercise of options, warrants, and rights under the Company's 2006 Stock Incentive Plan and the Amended and Restated 2018 Long Term Incentive Plan:

	(A) Number of securities to be issued upon exercise of outstanding options	(B) Weighted-average exercise price of outstanding options	(C) Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (A))
Equity Compensation Plans Approved by Security Holders ⁽¹⁾	2,832,534 ⁽²⁾	\$85.06 ⁽³⁾	1,580,417
Equity Compensation Plans Not Approved by Security Holders	—	—	—
TOTAL	2,832,534	\$85.06	1,580,417

- (1) Represents equity awards under the Amended and Restated 2018 Long Term Incentive Plan and 2006 Stock Incentive Plan; a 1.5 full value award multiplier is applied to all RSUs, MSUs and PSUs granted.
- (2) Includes 2,403,468 shares that are issuable upon the vesting of the outstanding RSUs, MSUs, and PSUs granted under the Amended and Restated 2018 Long Term Incentive Plan.
- (3) The weighted average exercise price does not take into account the shares issuable upon the vesting of the outstanding RSUs, MSUs, and PSUs.

PAY RATIO DISCLOSURE

In accordance with Item 402(u) of Regulation S-K, we are providing the following information about the relationship of the median of the annual total compensation of all employees of our Company (other than our CEO) and the annual total compensation of John Forsyth, our CEO. For fiscal year 2026:

- the median of the annual total compensation of all employees of our Company (other than our CEO) was \$175,458; and
- the annual total compensation of our CEO was \$10,769,395 (as reflected in the Fiscal Year 2026 Summary Compensation Table included in this proxy statement).
- Based on this information, the annual total compensation of our CEO was estimated to be 61.4 times that of the median of the annual total compensation of all employees of our Company (other than our CEO).

We believe this ratio is a reasonable estimate calculated in a manner consistent with Item 402(u) of Regulation S-K. Different companies may use different methodologies in arriving at a pay ratio, and as a result, these ratios are not necessarily designed to facilitate comparisons among different companies. Rather, they allow stockholders to better understand and assess each particular company's internal compensation practices.

Identifying the Median Employee

We identified our median employee by considering our employee population as of the last day of our fiscal year, March 28, 2026. We considered all employees at our consolidated subsidiaries and all worldwide employees other than our CEO, whether employed on a full-time, part-time, temporary, or seasonal basis. For purposes of selecting our median employee, we used a consistently applied compensation measure that included (1) base pay during fiscal year 2026 using salary or base pay rate as of March 28, 2026, (2) all cash bonuses earned during fiscal year 2026, and (3) the aggregate full grant date fair value of equity awards granted during fiscal year 2026, calculated in accordance with FASB ASC Topic 718. Compensation paid in foreign currencies was converted to U.S. dollars based on the average monthly exchange rate for March, 2026. For employees who were employed for less than the full fiscal year, we annualized their base pay. The value of the Company's retirement/401(k) plan and medical benefits provided was excluded, as all employees in a given jurisdiction are offered the same benefits, and we did not make any cost-of-living adjustments.

Calculating the Ratio

After identifying the median employee, we calculated the elements of such employee's annual total compensation for fiscal year 2026 pursuant to Item 402(c)(2)(x) of Regulation S-K: \$175,458. For the annual total compensation of our CEO, we used the amount reported in the "Total" column (column (j)) of our Fiscal Year 2026 Summary Compensation Table included in this proxy statement: \$10,769,395.

PAY VERSUS PERFORMANCE DISCLOSURE

Pay Versus Performance Table

Fiscal Year	SCT Total to PEO	Compensation Actually Paid to PEO	Average SCT Total for Non-PEO NEOs	Average Compensation Actually Paid to Non-PEO NEOs	Value of Initial Fixed \$100 Investment Based On:		Net Income (\$000s)	Company Selected Measure: Operating Profit Margin
					Company TSR	Peer Group TSR		
(a)	(b)	(c)	(d)	(e)	(f)	(g)	(h)	(i)
2026	\$ 10,769,395	\$ 22,799,519	\$ 2,981,743	\$ 5,110,080	\$ 173	\$ 254	\$ 414,408	27.5 %
2025	\$ 9,852,387	\$ 11,988,248	\$ 2,392,223	\$ 1,999,971	\$ 120	\$ 145	\$ 331,507	26.5 %
2024	\$ 8,486,669	\$ 2,874,121	\$ 1,916,212	\$ 747,734	\$ 111	\$ 164	\$ 274,572	25.0 %
2023	\$ 8,393,825	\$ 11,345,556	\$ 2,393,470	\$ 2,704,444	\$ 127	\$ 103	\$ 176,703	24.9 %
2022	\$ 6,624,468	\$ 6,333,653	\$ 1,737,270	\$ 1,433,114	\$ 106	\$ 115	\$ 326,355	26.5 %

- (1) The principal executive officer (PEO) reflected in columns (b) and (c) is John M. Forsyth, our current Chief Executive Officer who was our PEO during all the fiscal years in the table.
- (2) The non-principal executive officer named executive officers (“NEOs”) reflected in columns (d) and (e) consist of the following individuals:
FY2026: Jeff Woolard, Gregory S. Thomas, Justin Dougherty, and Carl J. Alberty
FY2025: Jeff Woolard, Ulf Habermann, Venk Nathamuni, Gregory S. Thomas, Carl J. Alberty, and Justin Dougherty
FY2024: Venk Nathamuni, Gregory S. Thomas, Jeffrey W. Baumgartner, and Justin Dougherty
FY2023: Venk Nathamuni, Thurman K. Case, Denise Grodé, Gregory S. Thomas, and Jeffrey W. Baumgartner
FY2022: Thurman K. Case, Gregory S. Thomas, Jeffrey W. Baumgartner, and Andy Brannan
- (3) The “Peer Group TSR” of column (g) and within this Pay Versus Performance Disclosure corresponds to the Philadelphia Semiconductor Index (“PHLX Semiconductor”), which we also utilize in the stock performance graph required by Item 201(e) of Regulation S-K included in our Annual Report for the fiscal year ended March 28, 2026. The comparison assumes \$100 was invested in the Company and in the PHLX Semiconductor, respectively, for the period beginning after markets closed on last trading day before the earliest fiscal year in the table through the end of the noted fiscal year in the table.
- (4) The Net Income of column (h) is GAAP net income as reported under the Company’s Consolidated Statements of Income on Form 10-K for the applicable fiscal year.
- (5) The Company Selected Measure of column (i) is our Operating Profit Margin, which corresponds to the metric defined in our 2007 Management and Key Individual Contributor Incentive Plan (“Incentive Plan”), which is used (along with revenue growth) in the calculation of cash bonuses. This Operating Profit Margin metric is discussed in the Compensation Discussion and Analysis subsection entitled “*Incentive Plan Pay-Out Percentage*” of the Company’s proxy statements for each applicable fiscal year. Effective fiscal year 2023, the definition of Operating Profit Margin was changed with the intention that Operating Profit Margin would be equivalent to our publicly-reported non-GAAP operating profit. The figures presented in column (i) for fiscal years 2022 through 2026 are calculated under this current definition of Operating Profit Margin, aligning with our non-GAAP operating profit figures for those fiscal years.
- (6) To calculate the Compensation Actually Paid (CAP) of columns (c) and (e), the following adjustments were made to the Summary Compensation Table (“SCT”) total compensation of columns (b) and (d) for each applicable fiscal year:

PEO SCT Total to CAP Reconciliation

Fiscal Year	Salary	Bonus	Non-Equity Incentive Plan Compensation	Stock and Option Award Compensation	Other Compensation	Summary Compensation Table Total	Deductions from Summary Compensation Table Total	Adjustments to Summary Compensation Table Total	Compensation Actually Paid
		(i)			(ii)		(iii)	(iv)	
2026	\$ 715,850	\$ —	\$ 1,040,210	\$ 9,000,184	\$ 13,151	\$ 10,769,395	\$ (9,000,184)	\$ 21,030,308	\$ 22,799,519
2025	\$ 695,000	\$ —	\$ 1,144,174	\$ 8,000,222	\$ 12,991	\$ 9,852,387	\$ (8,000,222)	\$ 10,136,083	\$ 11,988,248
2024	\$ 675,619	\$ —	\$ 799,969	\$ 7,000,214	\$ 10,867	\$ 8,486,669	\$ (7,000,214)	\$ 1,387,666	\$ 2,874,121
2023	\$ 700,000	\$ —	\$ 1,182,058	\$ 6,500,117	\$ 11,650	\$ 8,393,825	\$ (6,500,117)	\$ 9,451,848	\$ 11,345,556
2022	\$ 613,077	\$ —	\$ 1,497,350	\$ 4,500,031	\$ 14,010	\$ 6,624,468	\$ (4,500,031)	\$ 4,209,216	\$ 6,333,653

Average Non-PEO NEO SCT Total to Average CAP Reconciliation

Fiscal Year	Salary	Bonus	Non-Equity Incentive Plan Compensation	Stock and Option Award Compensation	Other Compensation	Summary Compensation Table Total	Deductions from Summary Compensation Table Total	Adjustments to Summary Compensation Table Total	Compensation Actually Paid
		(i)			(ii)		(iii)	(iv)	
2026	\$ 475,388	\$ —	\$ 414,475	\$ 2,075,176	\$ 16,705	\$ 2,981,743	\$ (2,075,176)	\$ 4,203,513	\$ 5,110,080
2025	\$ 326,044	\$ 33,782	\$ 305,850	\$ 1,716,746	\$ 9,801	\$ 2,392,223	\$ (1,716,746)	\$ 1,324,494	\$ 1,999,971
2024	\$ 445,017	\$ —	\$ 325,674	\$ 1,125,221	\$ 20,300	\$ 1,916,212	\$ (1,125,221)	\$ (43,257)	\$ 747,734
2023	\$ 400,929	\$ 42,000	\$ 422,520	\$ 1,465,118	\$ 62,902	\$ 2,393,470	\$ (1,465,118)	\$ 1,776,092	\$ 2,704,444
2022	\$ 408,257	\$ —	\$ 712,785	\$ 600,074	\$ 16,155	\$ 1,737,270	\$ (600,074)	\$ 295,918	\$ 1,433,114

- i. Reflects average of one-time cash signing bonuses reported in the SCT for our NEOs for each fiscal year shown.
- ii. Reflects average “all other compensation” reported in the SCT for each fiscal year shown.
- iii. Represents the average grant date fair value of equity-based awards granted each year as determined in accordance with FASB ASC Topic 718.
- iv. Reflects the value of equity awards calculated in accordance with the SEC methodology for determining average non-PEO NEO CAP (as set forth in Item 402(v) of Regulation S-K) for each fiscal year shown. The equity component of CAP for each covered fiscal year is further detailed in the supplemental tables immediately below, where column (a) represents the fair value of equity awards granted during the covered fiscal year that are outstanding and unvested as the end of the covered fiscal year, column (b) reflects the change in fair value of any outstanding and unvested equity awards granted in any prior fiscal year from the end of such prior fiscal year to the end of the covered fiscal year, and column (c) reflects the change in fair value of any equity awards granted in any prior fiscal year from the end of the prior fiscal year to the vesting date at the end of or during the covered fiscal year.

PEO Equity Component of CAP

FY2026	Fair Value of Current Year Equity Awards at 3/28/2026	Change in Fair Value of Prior Year Unvested Equity Awards at 3/28/2026	Change in Fair Value of Prior Year Equity Awards that Vested in FY2026	Equity Adjustment Included in Compensation Actually Paid
Equity Type	(a)	(b)	(c)	(d) = (a) + (b) + (c)
RSUs	\$ 3,684,549	\$ 2,218,880	\$ 915,853	\$ 6,819,282
MSUs	\$ 6,126,499	\$ 3,364,954	\$ 13,604	\$ 9,505,057
PSUs	\$ —	\$ 2,372,104	\$ —	\$ 2,372,104
Options	\$ —	\$ 1,335,019	\$ 998,846	\$ 2,333,865
Total	\$ 9,811,049	\$ 9,290,956	\$ 1,928,303	\$ 21,030,308

FY2025	Fair Value of Current Year Equity Awards at 3/29/2025	Change in Fair Value of Prior Year Unvested Equity Awards at 3/29/2025	Change in Fair Value of Prior Year Equity Awards that Vested in FY2025	Equity Adjustment Included in Compensation Actually Paid
Equity Type	(a)	(b)	(c)	(d) = (a) + (b) + (c)
RSUs	\$ 2,541,585	\$ 321,034	\$ 198,586	\$ 3,061,205
MSUs	\$ 2,321,813	\$ 1,284,103	\$ 206,955	\$ 3,812,871
PSUs	\$ 2,541,585	\$ —	\$ —	\$ 2,541,585
Options	\$ —	\$ 401,184	\$ 319,238	\$ 720,422
Total	\$ 7,404,983	\$ 2,006,321	\$ 724,779	\$ 10,136,083

FY2024	Fair Value of Current Year Equity Awards at 3/30/2024	Change in Fair Value of Prior Year Unvested Equity Awards at 3/30/2024	Change in Fair Value of Prior Year Equity Awards that Vested in FY2024	Equity Adjustment Included in Compensation Actually Paid
Equity Type	(a)	(b)	(c)	(d) = (a) + (b) + (c)
RSUs	\$ 2,316,407	\$ (497,902)	\$ (150,495)	\$ 1,668,010
MSUs	\$ 2,377,796	\$ (2,249,914)	\$ (941,081)	\$ (813,199)
Options	\$ 2,202,990	\$ (873,957)	\$ (796,178)	\$ 532,855
Total	\$ 6,897,193	\$ (3,621,773)	\$ (1,887,754)	\$ 1,387,666

FY2023	Fair Value of Current Year Equity Awards at 3/25/2023	Change in Fair Value of Prior Year Unvested Equity Awards at 3/25/2023	Change in Fair Value of Prior Year Equity Awards that Vested in FY2023	Equity Adjustment Included in Compensation Actually Paid
Equity Type	(a)	(b)	(c)	(d) = (a) + (b) + (c)
RSUs	\$ 2,234,918	\$ 523,074	\$ 198,312	\$ 2,956,304
MSUs	\$ 2,412,067	\$ 1,380,056	\$ (36,068)	\$ 3,756,055
Options	\$ 2,287,051	\$ 566,644	\$ (114,206)	\$ 2,739,489
Total	\$ 6,934,036	\$ 2,469,774	\$ 48,038	\$ 9,451,848

FY2022	Fair Value of Current Year Equity Awards at 3/26/2022	Change in Fair Value of Prior Year Unvested Equity Awards at 3/26/2022	Change in Fair Value of Prior Year Equity Awards that Vested in FY2022	Equity Adjustment Included in Compensation Actually Paid
Equity Type	(a)	(b)	(c)	(d) = (a) + (b) + (c)
RSUs	\$ 1,494,764	\$ 163,758	\$ (119,378)	\$ 1,539,144
MSUs	\$ 1,519,058	\$ (146,903)	\$ (244,199)	\$ 1,127,956
Options	\$ 1,482,061	\$ 104,691	\$ (44,636)	\$ 1,542,116
Total	\$ 4,495,883	\$ 121,546	\$ (408,213)	\$ 4,209,216

Average Non-PEO Equity Component of CAP

FY2026	Average Fair Value of Current Year Equity Awards at 3/28/2026	Average Change in Fair Value of Prior Year Unvested Equity Awards at 3/28/2026	Average Change in Fair Value of Prior Year Equity Awards that Vested in FY2026	Equity Adjustment Included in Compensation Actually Paid
Equity Type	(a)	(b)	(c)	(d) = (a) + (b) + (c)
RSUs	\$ 955,766	\$ 551,034	\$ 200,857	\$ 1,707,657
MSUs	\$ 1,294,850	\$ 638,029	\$ 1,452	\$ 1,934,330
PSUs	\$ —	\$ 311,325	\$ —	\$ 311,325
Options	\$ —	\$ 139,602	\$ 110,598	\$ 250,200
Total	\$ 2,250,616	\$ 1,639,990	\$ 312,907	\$ 4,203,513

FY2025	Average Fair Value of Current Year Equity Awards at 3/29/2025	Average Change in Fair Value of Prior Year Unvested Equity Awards at 3/29/2025	Average Change in Fair Value of Prior Year Equity Awards that Vested in FY2025	Equity Adjustment Included in Compensation Actually Paid
Equity Type	(a)	(b)	(c)	(d) = (a) + (b) + (c)
RSUs	\$ 923,370	\$ (149,727)	\$ 28,507	\$ 802,150
MSUs	\$ 435,034	\$ (65,792)	\$ 18,396	\$ 387,638
PSUs	\$ 246,237	\$ —	\$ —	\$ 246,237
Options	\$ —	\$ (143,023)	\$ 31,492	\$ (111,531)
Total	\$ 1,604,641	\$ (358,542)	\$ 78,395	\$ 1,324,494

FY2024	Average Fair Value of Current Year Equity Awards at 3/30/2024	Average Change in Fair Value of Prior Year Unvested Equity Awards at 3/30/2024	Average Change in Fair Value of Prior Year Equity Awards that Vested in FY2024	Equity Adjustment Included in Compensation Actually Paid
Equity Type	(a)	(b)	(c)	(d) = (a) + (b) + (c)
RSUs	\$ 372,346	\$ (92,575)	\$ (57,773)	\$ 221,998
MSUs	\$ 382,267	\$ (376,528)	\$ (236,875)	\$ (231,136)
Options	\$ 354,058	\$ (168,946)	\$ (219,231)	\$ (34,119)
Total	\$ 1,108,671	\$ (638,049)	\$ (513,879)	\$ (43,257)

FY2023	Average Fair Value of Current Year Equity Awards at 3/25/2023	Average Change in Fair Value of Prior Year Unvested Equity Awards at 3/25/2023	Average Change in Fair Value of Prior Year Equity Awards that Vested in FY2023	Equity Adjustment Included in Compensation Actually Paid
Equity Type	(a)	(b)	(c)	(d) = (a) + (b) + (c)
RSUs	\$ 656,263	\$ 51,670	\$ (106,862)	\$ 601,071
MSUs	\$ 459,696	\$ 134,568	\$ (60,710)	\$ 533,554
Options	\$ 687,446	\$ 60,702	\$ (106,681)	\$ 641,467
Total	\$ 1,803,405	\$ 246,940	\$ (274,253)	\$ 1,776,092

FY2022	Average Fair Value of Current Year Equity Awards at 3/26/2022	Average Change in Fair Value of Prior Year Unvested Equity Awards at 3/26/2022	Average Change in Fair Value of Prior Year Equity Awards that Vested in FY2022	Equity Adjustment Included in Compensation Actually Paid
Equity Type	(a)	(b)	(c)	(d) = (a) + (b) + (c)
RSUs	\$ 199,319	\$ 35,456	\$ (92,461)	\$ 142,314
MSUs	\$ 202,583	\$ (105,146)	\$ (148,911)	\$ (51,474)
Options	\$ 195,545	\$ 50,133	\$ (40,600)	\$ 205,078
Total	\$ 597,447	\$ (19,557)	\$ (281,972)	\$ 295,918

Fair Value Inputs Used to Calculate CAP

	2026	2025	2024	2023	2022
Expected stock price volatility	41.58 %	37.55 %	32.65 %	34.79 %	41.66 %
Risk-free interest rate	3.68% - 3.97%	3.80% - 4.46%	4.38% - 5.02%	2.95% - 4.33%	0.80% - 2.48%
Expected term (in years)	0.9 - 3.9	0.9 - 5.3	0.9 - 6.2	0.9 - 6.5	0.6 - 5.9
Dividend yield	0 %	0 %	0 %	0 %	0 %

Tabular List of Financial Performance Measures

We consider the following, listed in no particular order, to be the most important financial performance measures we use to link compensation actually paid to our NEOs, for fiscal year 2026, to Company performance.

- Operating Profit Margin
- Revenue Growth
- Relative TSR
- Strategic Revenue

Operating Profit Margin, which is a metric defined in our Incentive Plan and is intended to be equivalent to our non-GAAP operating profit margin, and revenue growth are both used in the calculation of cash bonuses under our Incentive Plan. As described in the Compensation Discussion and Analysis section of this proxy statement, these two metrics determine a cash bonus payout percentage. Relative TSR is a metric we use to determine the payout percentage for MSUs, ranging between 0–200% over a three-year performance period. As described in the Compensation Discussion and Analysis section of this proxy statement, for MSU grants starting in February 2024, the Company’s TSR is measured relative to the TSR of the component companies of the Russell 3000 Index. For MSU grants prior to February 2024, the Philadelphia Semiconductor Index was used as our relative TSR comparison index. Strategic revenue is a metric we use to determine the payout percentage for PSUs, ranging between 0-200%, and is designed to measure performance against the Company’s strategic revenue objectives over a three-fiscal-year performance period.

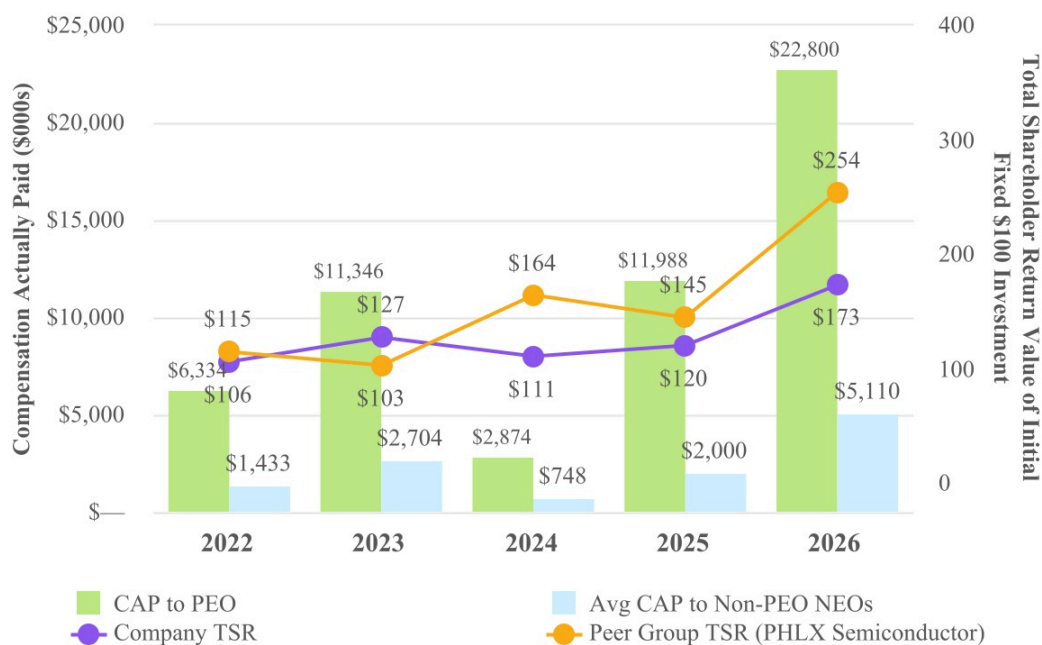
Relationship Between CAP and Financial Performance Measures

In the first chart below, PEO amounts generally trend with the Company’s TSR, reflecting general alignment between pay and performance over the covered period. However, fiscal year 2024 reflects a decrease in stock price that drove both a lower TSR and a more pronounced decline in the equity component of CAP, while fiscal years 2025 and 2026 reflect an increase in stock price that drove a higher TSR and an increase in the equity component of CAP. The “Peer Group TSR” shown in the chart corresponds to the Philadelphia Semiconductor Index. Over the five-year period shown, the Company’s TSR increased overall, although it declined in fiscal year 2024 before increasing in fiscal years 2025 and 2026. Peer Group TSR also increased overall, fluctuating from year to year, with a more pronounced increase from fiscal year 2025 to fiscal year 2026.

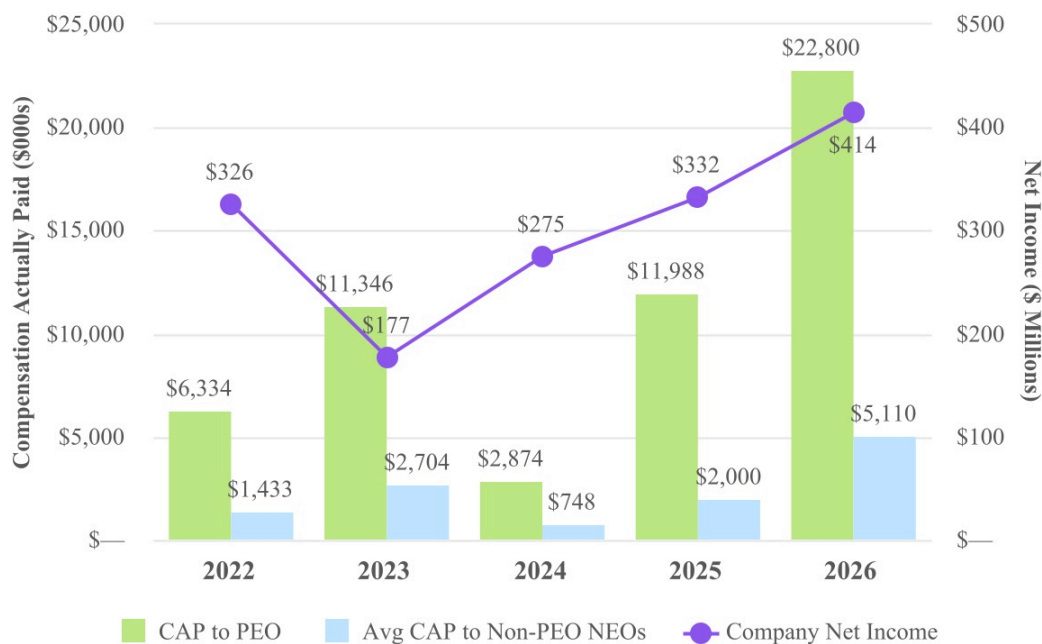
In the second chart below, an increase in GAAP net income is reflected over the last three fiscal years following a decline in fiscal year 2023. Also reflected, CAP amounts are relatively lower in fiscal year 2024, primarily due to a decrease in stock price, and GAAP net income is lower in fiscal year 2023 due, in part, to intangible impairment charges, lease impairments, and restructuring costs taken that year.

In the third chart, Operating Profit Margin has remained generally flat, while the illustrated CAP figures have varied as described above.

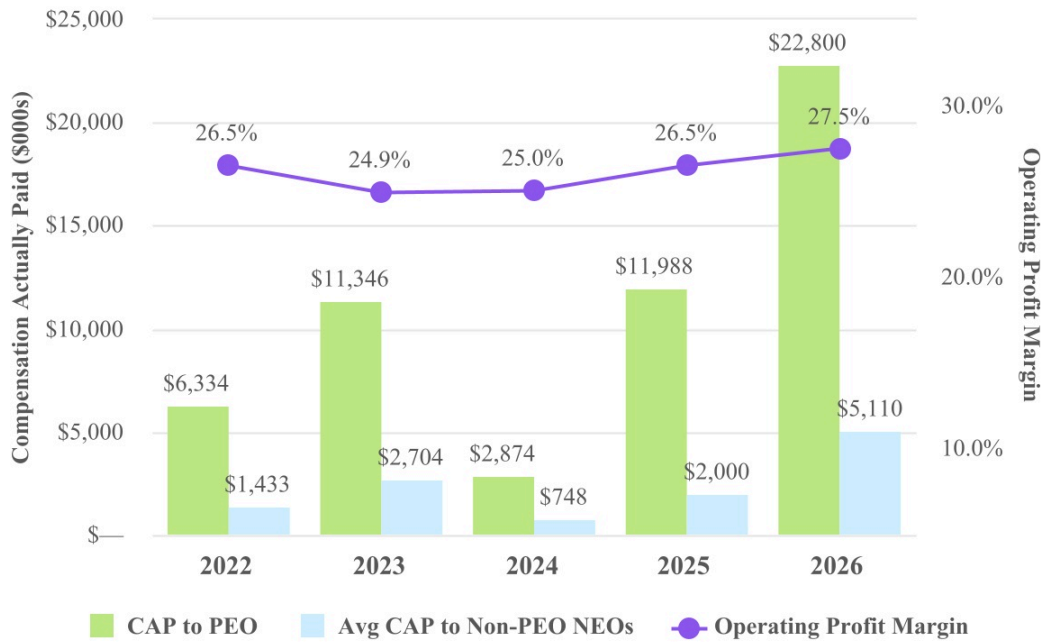
1. CAP versus Company TSR and Company TSR versus Peer Group TSR



2. CAP versus GAAP Net Income



3. CAP versus Company-Selected Measure (CSM) (Operating Profit Margin)



REPORT OF THE AUDIT COMMITTEE OF THE BOARD

The Audit Committee is comprised solely of independent directors, as defined by the applicable Nasdaq listing standards and rules of the SEC, and it operates under a written charter adopted by the Board, which is available under the Corporate Governance section of our “Investors” page on our website at investor.cirrus.com. The composition of the Audit Committee, the attributes of its members, and the responsibilities of the Audit Committee, as reflected in its charter, are intended to comply with applicable requirements for corporate audit committees. The Audit Committee continues to review and assess the adequacy of its charter on an annual basis, and will revise it to comply with new rules and regulations as they are adopted.

As described more fully in its charter, the primary focus of the Audit Committee is to assist the Board in its general oversight of the Company’s financial reporting, internal control, and audit functions. Management is responsible for the preparation, presentation, and integrity of the Company’s financial statements; accounting and financial reporting principles; internal controls; and procedures designed to assure compliance with accounting standards, applicable laws, and regulations. The Company’s independent registered public accounting firm, Ernst & Young, is responsible for performing an independent audit of the consolidated financial statements in accordance with the standards of the Public Company Accounting Oversight Board (“PCAOB”).

In accordance with the Sarbanes-Oxley Act and the Nasdaq listing standards, the Audit Committee has ultimate authority and responsibility to select, compensate, evaluate and, when appropriate, replace the Company’s independent registered public accounting firm.

The Audit Committee serves an oversight role for the Board in which it provides advice, counsel, and direction to management and the auditors on the basis of the information it receives, discussions with management and the auditors, and the experience of the Audit Committee’s members in business, financial, and accounting matters. The Audit Committee members are not professional auditors, and their functions are not intended to duplicate or to certify the activities of management and the independent auditors, nor can the Audit Committee certify that the independent auditors are “independent” under applicable rules.

In this context, the Audit Committee has met and held discussions with management and Ernst & Young. Management represented to the Audit Committee that the audited financial statements of the Company contained in the Company’s Annual Report to Stockholders for the fiscal year ended March 28, 2026, were prepared in accordance with U.S. generally accepted accounting principles, and the Audit Committee has reviewed and discussed the consolidated financial statements with management and the independent auditors. The Audit Committee discussed with Ernst & Young matters required to be discussed by the applicable requirements of the PCAOB and the SEC.

The Audit Committee has received and reviewed the written disclosures and the letter from Ernst & Young required by applicable PCAOB rules regarding the independent accountant’s communications with the Audit Committee concerning independence, and the Audit Committee discussed with Ernst & Young the firm’s independence. In addition, the Audit Committee has

considered whether the provision of non-audit services is compatible with maintaining Ernst & Young's independence.

Based upon the Audit Committee's discussions with management and the independent auditors, the Audit Committee's review of the representations of management, and the report of the independent auditors to the Audit Committee, the Audit Committee recommended that the Board include the audited consolidated financial statements in the Company's Annual Report on Form 10-K for the fiscal year ended March 28, 2026, as filed with the SEC.

Submitted by the Audit Committee of the Board:

Alexander M. Davern, Chair

Duy-Loan Le

Catherine P. Lego

AUDIT AND NON-AUDIT FEES AND SERVICES

Audit and Related Fees

The following table shows the fees accrued by the Company for the audit and other services provided by Ernst & Young for fiscal years 2026 and 2025. The Audit Committee pre-approved 100% of these services and related fee amounts.

	<u>2026</u>	<u>2025</u>
Audit Fees	\$1,733,000	\$1,620,000
Audit-Related Fees	\$0	\$5,000
Tax Fees	\$36,104	\$0
Total	\$1,769,104	\$1,625,000

Audit Fees. Audit services consisted of the audit of the Company's consolidated financial statements and of management's assessment of the operating effectiveness of internal control over financial reporting included in the Company's Annual Report on Form 10-K, the review of the Company's financial statements included in its quarterly reports on Form 10-Q, and statutory audits required internationally.

Audit-Related Fees. Audit-related services generally include fees for accounting consultations in connection with acquisitions, internal control reviews, due diligence, or services related to SEC registration statements, including Form S-8 filings.

Tax Fees. The fiscal year 2026 tax fees relate to tax advisory services. No tax fees were paid for fiscal year 2025.

Pre-Approval Policies and Procedures

The Audit Committee has adopted a written policy for the pre-approval of audit, audit-related, and non-audit services provided by the Company's independent registered public accounting firm.

For audit and audit-related services, the independent auditor will provide the Audit Committee with an engagement letter and estimated budget for formal acceptance and approval. A list of non-audit services and estimated budget for such services for the upcoming fiscal year are submitted to the Audit Committee by Company management for pre-approval. To ensure prompt handling of unexpected non-budgeted non-audit related services, the Audit Committee has delegated to its Chair the authority to amend or modify the list of approved permissible non-audit services and fees if the cost of the service is less than \$100,000. Any such unexpected services for which the cost is more than \$100,000 are approved by the Audit Committee. If the Chair takes any action, the Chair will report such action to the Audit Committee at the next Audit Committee meeting.

CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS

Indemnification and Insurance. Our Bylaws require us to indemnify our directors and executive officers to the fullest extent permitted by Delaware law. We have entered into indemnification

agreements with all of our directors and executive officers and have purchased directors' and officers' liability insurance.

Procedures for Review, Approval, and Ratification of Related Party Transactions. The Board recognizes that Related Party Transactions (as defined below) can present conflicts of interest and questions as to whether transactions are in the best interests of the Company. Accordingly, the Board has documented and implemented certain procedures for the review, approval, or ratification of Related Party Transactions greater than \$50,000. Related Party Transactions less than \$50,000 are reported to the Audit Committee at least annually.

Pursuant to these procedures, the Audit Committee must review, approve, or ratify any such transactions with Related Persons (as defined below). When it is impractical to wait for a scheduled Audit Committee meeting, a proposed Related Party Transaction may be submitted to the Audit Committee Chair for approval and then subsequently reported to the Audit Committee at the next Audit Committee meeting.

This procedure seeks to promote Company decisions that are based on the merits of the transaction and the interests of the Company and its stockholders. While it is the Company's preference to avoid Related Party Transactions, this procedure sets forth a methodology for considering a proposed Related Party Transaction in which the standard to be applied is whether such transaction is on terms no less favorable than terms generally available to an unaffiliated third-party under the same or similar circumstances and the extent of the Related Person's interest in the transaction.

For these purposes, a "Related Person" is any person who: (1) is, or at any time since the beginning of the Company's last fiscal year was, a director or executive officer of the Company; (2) is known to be the beneficial owner of more than 5% of any class of the Company's voting securities; (3) is an immediate family member of any of the foregoing persons; or (4) any firm, corporation, or other entity in which any of the foregoing persons is employed or is a director, general partner or principal or in a similar position, or in which such person has a 5% or greater beneficial ownership interest.

For these purposes, a "Related Party Transaction" is a transaction, arrangement or relationship (or any series of similar transactions, arrangements or relationships) in which the Company was, is, or will be a participant and in which a Related Person had, has, or will have a direct or indirect interest.

Transactions with Related Persons. For fiscal year 2026, we had no related party transactions that were required to be disclosed in accordance with SEC regulations.

HOUSEHOLDING

The SEC has adopted rules that permit companies and intermediaries (such as stockbrokers) to implement a delivery procedure called “householding.” Under this procedure, multiple stockholders who reside at the same address may receive a single copy of our annual report and proxy materials, including the Notice of Internet Availability of proxy materials, unless the affected stockholder has provided contrary instructions. This procedure reduces printing costs and postage fees.

This year, we expect that a number of stockbrokers with account holders who beneficially own common stock will be “householding” our annual report and proxy materials, including the Notice of Internet Availability of the proxy materials. A single Notice of Internet Availability of the proxy materials and, if applicable, a single set of annual report and other proxy materials will be delivered to multiple stockholders sharing an address unless contrary instructions have been received from the affected stockholders. Once you have received notice from your stockbroker that it will be “householding” communications to your address, “householding” will continue until you are notified otherwise or until you revoke your consent. Conversely, if multiple stockholders who reside at the same address receive multiple copies of our annual report and proxy materials, they may provide instructions if they prefer to receive only one copy of such materials. Stockholders may provide instructions or change their instructions at any time by contacting Broadridge, either by calling toll-free (866)-540-7095, or by writing to Broadridge, Householding Department, 51 Mercedes Way, Edgewood, New York 11717.

If you contact Broadridge using the contact information above, we will promptly deliver to you a separate copy of our Annual Report, Notice of Internet Availability of the proxy materials, and the proxy materials for the 2026 Annual Meeting, and for future meetings, if you so request. Please also contact Broadridge if you wish to request delivery of a single copy of those materials if you currently receive multiple copies.

COMMUNICATING WITH US

Communicating with the Board

If you would like to contact the Board, including a Committee, you may write to the following address:

Board of Directors
c/o Corporate Secretary
Cirrus Logic, Inc.
800 W. 6th Street
Austin, Texas 78701

The Corporate Secretary or Chair of the Governance and Nominating Committee, as appropriate, reviews all correspondence addressed to the Board and regularly forwards to the Board all such correspondence that, in the opinion of the Corporate Secretary or Chair of the Governance and Nominating Committee, deals with the functions of the Board or the Committees. Directors may

at any time review a log of all correspondence received by the Company that is addressed to the Board or individual Board members. Concerns relating to accounting, internal controls, or auditing issues will be immediately brought to the attention of the Chair of the Audit Committee.

Other Communications

If you would like to receive information about the Company, you may use one of these convenient methods:

1. To have information such as our latest Annual Report on Form 10-K or Quarterly Report on Form 10-Q mailed to you, please call our Investor Relations Department at (512) 851-4125.
2. To view our home page on the internet, use our website address: www.cirrus.com. Our home page provides you access to product, marketing and financial data, job listings, and an online version of this proxy statement, our Annual Report on Form 10-K, and other filings with the SEC.

If you would like to write to us, please send your correspondence to the following address:

Cirrus Logic, Inc.
Attention: Investor Relations
800 W. 6th Street
Austin, TX 78701

If you would like to inquire about stock transfer requirements, lost certificates, and change of stockholder address, please contact our transfer agent, Computershare Investor Services, at (877) 373-6374 (toll free) or (781) 575-2879 or by visiting their website at www.investorcentre.com (click the “need help” and then “contact us” links).

If you would like to report any inappropriate, illegal, or criminal conduct by any employee, agent, or representative of the Company; any violation of the Company’s Code of Conduct; or any complaint or concern including those regarding accounting, internal accounting controls, or auditing matters, you may file an anonymous and confidential report by contacting EthicsPoint, an independent reporting system provider, by telephone at 1-866-384-4277 (1-866-ETHICSP), or through its website at cirruslogic.ethicspoint.com.

ANNUAL REPORT

On May 21, 2026, we filed with the SEC an Annual Report on Form 10-K for the fiscal year ended March 28, 2026. The Annual Report on Form 10-K has been provided concurrently with this proxy statement to all stockholders entitled to notice of, and to vote at, the Annual Meeting.

Stockholders may also obtain a copy of the Annual Report on Form 10-K and any of our other SEC reports, free of charge, (1) from the SEC's website at www.sec.gov, (2) from our website at investor.cirrus.com, or (3) by writing to Investor Relations, Cirrus Logic, Inc., 800 W. 6th Street, Austin, TX 78701. The Annual Report on Form 10-K is not incorporated into this proxy statement and is not considered proxy solicitation material.

BY ORDER OF THE BOARD OF DIRECTORS



John M. Forsyth
President and Chief Executive Officer
Austin, Texas
June 3, 2026

ANNEX
INCENTIVE PLAN RECONCILIATION
(in thousands)

	6 Months Ended	
	2H'26	1H'26
Net Revenue	\$ 1,029,147	\$ 968,232
Cost of Sales	\$ 483,379	\$ 459,828
Gross Profit	\$ 545,768	\$ 508,404
Total Operating Expenses	\$ 302,546	\$ 291,246
Total Operating Income	\$ 243,222	\$ 217,158
Operating Income Percentage	24 %	22 %
<i>Operating Income Reconciliation</i>		
GAAP Operating Income	\$ 243,222	\$ 217,158
Amortization of acquisition intangibles	\$ 3,295	\$ 3,295
Stock compensation expense	\$ 40,405	\$ 41,406
Non-GAAP Operating Income Used for Incentive Plan	\$ 286,922	\$ 261,859
Non-GAAP Operating Income Percentage Used for Incentive Plan	28 %	27 %

[Exhibit 1 - Cirrus Logic, Inc. Amended and Restated 2018 Long Term Incentive Plan](#)



VOTE BY INTERNET
Before The Meeting - Go to www.proxyvote.com or scan the QR Barcode above

Use the Internet to transmit your voting instructions and for electronic delivery of information up until 11:59 P.M. Eastern Time on July 30, 2026. Have your proxy card in hand when you access the website and follow the instructions to obtain your records and to create an electronic voting instruction form.

During The Meeting - Go to www.virtualshareholdermeeting.com/CRUS2026

You may attend the Meeting at noon Eastern Time on July 31, 2026 via the Internet and vote during the Meeting. Have the information that is printed in the box marked by the arrow on your proxy card and follow the instructions.

VOTE BY PHONE - 1-800-690-6903
 Use any touch-tone telephone to transmit your voting instructions up until 11:59 P.M. Eastern Time on July 30, 2026. Have your proxy card in hand when you call and then follow the instructions.

VOTE BY MAIL
 Mark, sign and date your proxy card and return it in the postage-paid envelope we have provided or return it to Vote Processing, c/o Broadridge, 51 Mercedes Way, Edgewood, NY 11717.

TO VOTE, MARK BLOCKS BELOW IN BLUE OR BLACK INK AS FOLLOWS:

V95782-TBD

KEEP THIS PORTION FOR YOUR RECORDS
 DETACH AND RETURN THIS PORTION ONLY

THIS PROXY CARD IS VALID ONLY WHEN SIGNED AND DATED.

CIRRUS LOGIC, INC.		For All	Withhold All	For All Except	To withhold authority to vote for any individual nominee(s), mark "For All Except" and write the number(s) of the nominee(s) on the line below.
The Board of Directors recommends you vote FOR the following:		<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	
1. Election of Directors.					_____
Nominees:					
01) Alexander M. Davern	05) Catherine P. Lego				
02) John M. Forsyth	06) William D. Mosley				
03) Raghb Hussain	07) David J. Tupman				
04) Duy-Loan Le					
The Board of Directors recommends you vote FOR proposals 2, 3 and 4.		For	Against	Abstain	
2. Ratification of the appointment of Ernst & Young LLP as the Company's independent registered public accounting firm for the fiscal year ending March 27, 2027.		<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	
3. Advisory vote to approve named executive officer compensation.		<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	
4. Approval of an amendment and restatement of the Company's 2018 Long Term Incentive Plan.		<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	
NOTE: Such other business as may properly come before the meeting or any adjournment thereof.					
Please sign exactly as your name(s) appear(s) hereon. When signing as attorney, executor, administrator, or other fiduciary, please give full title as such. Joint owners should each sign personally. All holders must sign. If a corporation or partnership, please sign in full corporate or partnership name by authorized officer.					
<input type="text"/>		<input type="text"/>		<input type="text"/>	
Signature (PLEASE SIGN WITHIN BOX)		Date		Signature (Joint Owners)	

Important Notice Regarding the Availability of Proxy Materials for the Annual Meeting:
The Combined Document is available at www.proxyvote.com

V95783-TBD

**CIRRUS LOGIC, INC.
PROXY FOR 2026 ANNUAL MEETING OF STOCKHOLDERS
JULY 31, 2026 AT 11:00 A.M. (CENTRAL DAYLIGHT TIME)**

The undersigned stockholder of CIRRUS LOGIC, INC., a Delaware corporation, hereby acknowledges receipt of the Notice of Annual Meeting of Stockholders and Proxy Statement, each dated June 3, 2026, and the Company's Annual Report on Form 10-K for the fiscal year ended March 28, 2026, and hereby appoints Michael Barrett and Gregory Scott Thomas, and each of them, proxies and attorneys-in-fact, with full power to each of substitution, on behalf and in the name of the undersigned, to represent the undersigned at the 2026 Annual Meeting of Stockholders of CIRRUS LOGIC, INC., to be held on July 31, 2026 at 11:00 a.m. Central Daylight Time at www.virtualshareholdermeeting.com/CRUS2026, and at any adjournments or postponements thereof, and to vote all shares of Common Stock that the undersigned would be entitled to vote, if then and there personally present, on the matters set forth on the reverse side.

This proxy, when properly executed, will be voted in the manner directed herein. If no such direction is made, this proxy will be voted in accordance with the Board of Directors' recommendations.

Continued and to be signed on reverse side

CIRRUS LOGIC, INC.

Amended and Restated 2018 Long Term Incentive Plan

1. **Purpose.** The purpose of the Cirrus Logic, Inc. Amended and Restated 2018 Long Term Incentive Plan (the “**Plan**”) is to amend and restate the Cirrus Logic, Inc. 2018 Long Term Incentive Plan originally adopted as of August 3, 2018 (the “**Original Plan**”), and as previously amended and restated, to provide a means through which (a) Cirrus Logic, Inc., a Delaware corporation (the “**Company**”), and its Affiliates may attract, retain and motivate qualified persons as employees, directors and consultants, thereby enhancing the profitable growth of the Company and its Affiliates and (b) persons upon whom the responsibilities of the successful administration and management of the Company and its Affiliates rest, and whose present and potential contributions to the Company and its Affiliates are of importance, can acquire and maintain stock ownership or awards the value of which is tied to the performance of the Company, thereby strengthening their concern for the Company and its Affiliates. Accordingly, the Plan provides for the grant of Options, SARs, Restricted Stock, Restricted Stock Units, Stock Awards, Other Stock-Based Awards, Cash Awards, Substitute Awards, Performance Awards, or any combination of the foregoing, as determined by the Committee in its sole discretion.

2. **Definitions.** For purposes of the Plan, the following terms shall be defined as set forth below:

(a) “**Affiliate**” means any corporation, partnership, limited liability company, limited liability partnership, association, trust or other organization that, directly or indirectly, controls, is controlled by, or is under common control with, the Company. For purposes of the preceding sentence, “control” (including, with correlative meanings, the terms “controlled by” and “under common control with”), as used with respect to any entity or organization, shall mean the possession, directly or indirectly, of the power (i) to vote more than 50% of the securities having ordinary voting power for the election of directors of the controlled entity or organization or (ii) to direct or cause the direction of the management and policies of the controlled entity or organization, whether through the ownership of voting securities, by contract, or otherwise.

(b) “**ASC Topic 718**” means the Financial Accounting Standards Board Accounting Standards Codification Topic 718, *Compensation – Stock Compensation*, as amended or any successor accounting standard.

(c) “**Award**” means any Option, SAR, Restricted Stock, Restricted Stock Unit, Stock Award, Other Stock-Based Award, Cash Award, Substitute Award or Performance Award, together with any other right or interest, granted under the Plan.

(d) “**Award Agreement**” means any written instrument (including any employment, severance or change in control agreement) that sets forth the terms, conditions, restrictions and/or limitations applicable to an Award, in addition to those set forth under the Plan.

(e) “**Board**” means the Board of Directors of the Company.

(f) “**Cash Award**” means an Award denominated in cash granted under Section 6(h).

(g) **“Change in Control”** means, except as otherwise provided in an Award Agreement, the occurrence of any of the following events after the Effective Date: (i) the Company will not be the surviving entity in any merger, share exchange, or consolidation (or survives only as a subsidiary of an entity), (ii) the Company sells, leases, or exchanges all or substantially all of its assets to any other person or entity, (iii) the Company is dissolved and liquidated, (iv) any person or entity, including a “group” as contemplated by Section 13(d)(3) of the Exchange Act, acquires or gains ownership or control (including, without limitation, power to vote) of more than 50% of the outstanding shares of the Company’s voting stock (based upon voting power), or (v) at such time as the Company becomes a reporting company under the Exchange Act, as a result of or in connection with a contested election of directors, the persons who were directors of the Company before such election will cease to constitute a majority of the Board; provided, however, that a Change in Control will not include (A) any reorganization, merger, consolidation, sale, lease, exchange, or similar transaction, which involves solely the Company and one or more entities wholly-owned, directly or indirectly, by the Company immediately prior to such event or (B) the consummation of any transaction or series of integrated transactions immediately following which the record holders of the voting stock of the Company immediately prior to such transaction or series of transactions continue to hold 50% or more of the voting stock (based upon voting power) of (1) any entity that owns, directly or indirectly, the stock of the Company, (2) any entity with which the Company has merged, or (3) any entity that owns an entity with which the Company has merged. Notwithstanding anything to the contrary within this definition, with respect to any Award that is subject to Section 409A of the Code, a “Change in Control” shall not occur unless that Change in Control also constitutes a “change in the ownership of a corporation,” a “change in the effective control of a corporation,” or a “change in the ownership of a substantial portion of a corporation’s assets,” in each case, within the meaning of 1.409A-3(i)(5) of the regulations promulgated under Section 409A of the Code.

(h) **“Change in Control Price”** means the amount determined in the following clause (i), (ii), (iii), (iv) or (v), whichever the Committee determines is applicable, as follows: (i) the price per share offered to holders of Stock in any merger or consolidation, (ii) the per share Fair Market Value of the Stock immediately before the Change in Control or other event without regard to assets sold in the Change in Control or other event and assuming the Company has received the consideration paid for the assets in the case of a sale of the assets, (iii) the amount distributed per share of Stock in a dissolution transaction, (iv) the price per share offered to holders of Stock in any tender offer or exchange offer whereby a Change in Control or other event takes place, or (v) if such Change in Control or other event occurs other than pursuant to a transaction described in clauses (i), (ii), (iii), or (iv) of this Section 2(h), the value per share of the Stock that may otherwise be obtained with respect to such Awards or to which such Awards track, as determined by the Committee as of the date determined by the Committee to be the date of cancellation and surrender of such Awards. In the event that the consideration offered to stockholders of the Company in any transaction described in this Section 2(h) or in Section 8(f) consists of anything other than cash, the Committee shall determine the fair cash equivalent of the portion of the consideration offered which is other than cash and such determination shall be binding on all affected Participants to the extent applicable to Awards held by such Participants.

(i) **“Code”** means the U.S. Internal Revenue Code of 1986, as amended from time to time, including the guidance and regulations promulgated thereunder and successor provisions, guidance and regulations thereto.

(j) **“Committee”** means a committee of two or more directors designated by the Board to administer the Plan; provided, however, that, unless otherwise determined by the Board, the Committee shall consist solely of two or more Qualified Members.

(k) “**Effective Date**” means July 31, 2026, which is the date the Plan is amended and restated as set forth herein.

(l) “**Eligible Person**” means any individual who, as of the date of grant of an Award, is an officer or employee of the Company or of any of its Affiliates, and any other person who provides services to the Company or any of its Affiliates, including directors and consultants of the Company; provided, however, that, any such individual must be an “employee” of the Company or any of its parents or subsidiaries within the meaning of General Instruction A.1(a) to Form S-8 if such individual is granted an Award that may be settled in Stock. An employee on leave of absence may be an Eligible Person.

(m) “**Exchange Act**” means the U.S. Securities Exchange Act of 1934, as amended from time to time, including the guidance, rules and regulations promulgated thereunder and successor provisions, guidance, rules and regulations thereto.

(n) “**Fair Market Value**” of a share of Stock means, as of any specified date, (i) if the Stock is listed on a national securities exchange, the closing sales price of the Stock, as reported on the stock exchange composite tape on that date (or if no sales occur on such date, on the last preceding date on which such sales of the Stock are so reported); (ii) if the Stock is not traded on a national securities exchange but is traded over the counter on such date, the closing sale price on the most recent date on which Stock was publicly traded on or preceding the specified date; or (iii) in the event Stock is not publicly traded at the time a determination of its value is required to be made under the Plan, the amount determined by the Committee in its discretion in such manner as it deems appropriate, taking into account all factors the Committee deems appropriate, including the Nonqualified Deferred Compensation Rules. Notwithstanding this definition of Fair Market Value, with respect to one or more Award types, or for any other purpose for which the Committee must determine the Fair Market Value under the Plan, the Committee may elect to choose a different measurement date or methodology for determining Fair Market Value so long as the determination is consistent with the Nonqualified Deferred Compensation Rules and all other applicable laws and regulations.

(o) “**Full-Value Award**” means an Award *other than* an Option, a SAR or other Award whose intrinsic value is solely dependent on appreciation in the price of the Stock after the date of grant.

(p) “**ISO**” means an Option intended to be and designated as an “incentive stock option” within the meaning of Section 422 of the Code.

(q) “**Nonqualified Deferred Compensation Rules**” means the limitations or requirements of Section 409A of the Code, as amended from time to time, including the guidance and regulations promulgated thereunder and successor provisions, guidance and regulations thereto.

(r) “**Nonstatutory Option**” means an Option that is not an ISO.

(s) “**Option**” means a right, granted to an Eligible Person under Section 6(b), to purchase Stock at a specified price during specified time periods, which may either be an ISO or a Nonstatutory Option.

(t) “**Other Stock-Based Award**” means an Award granted to an Eligible Person under Section 6(g).

(u) “**Participant**” means a person who has been granted an Award under the Plan that remains outstanding, including a person who is no longer an Eligible Person.

(v) “**Performance Award**” means an award granted to an Eligible Person under Section 6(j), the grant, vesting, exercisability and/or settlement of which (and/or the timing or amount thereof) is subject to the achievement of one or more performance goals specified by the Committee.

(w) “**Prior Plan**” means the Cirrus Logic, Inc. 2006 Stock Incentive Plan (Amended and Restated as of May 26, 2015).

(x) “**Qualified Member**” means a member of the Board who is (i) a “non-employee director” within the meaning of Rule 16b-3(b)(3), and (ii) “independent” under the listing standards or rules of the securities exchange upon which the Stock is traded, but only to the extent such independence is required in order to take the action at issue pursuant to such standards or rules.

(y) “**Restricted Stock**” means Stock granted to an Eligible Person under Section 6(d) that is subject to certain restrictions and to a risk of forfeiture.

(z) “**Restricted Stock Unit**” means a right, granted to an Eligible Person under Section 6(e), to receive Stock, cash or a combination thereof at the end of a specified period (which may or may not be coterminous with the vesting schedule of the Award).

(aa) “**Rule 16b-3**” means Rule 16b-3, promulgated by the SEC under Section 16 of the Exchange Act.

(ab) “**SAR**” means a stock appreciation right granted to an Eligible Person under Section 6(c).

(ac) “**SEC**” means the U.S. Securities and Exchange Commission.

(ad) “**Securities Act**” means the U.S. Securities Act of 1933, as amended from time to time, including the guidance, rules and regulations promulgated thereunder and successor provisions, guidance, rules and regulations thereto.

(ae) “**Stock**” means the Company’s Common Stock, par value \$0.001 per share, and such other securities as may be substituted (or re-substituted) for Stock pursuant to Section 8.

(af) “**Stock Award**” means unrestricted shares of Stock granted to an Eligible Person under Section 6(f).

(ag) “**Substitute Award**” means an Award granted under Section 6(i).

3. **Administration.**

(a) Authority of the Committee. The Plan shall be administered by the Committee except to the extent the Board elects to administer the Plan, in which case references herein to the “Committee” shall be deemed to include references to the “Board.” Subject to the express provisions of the Plan, Rule 16b-3 and other applicable laws, the Committee shall have the authority, in its sole and absolute discretion, to:

(i) designate Eligible Persons as Participants;

(ii) determine the type or types of Awards to be granted to an Eligible Person;

- (iii) determine the number of shares of Stock or amount of cash to be covered by Awards;
- (iv) determine the terms and conditions of any Award, including whether, to what extent and under what circumstances Awards may be vested, settled, exercised, cancelled or forfeited (including conditions based on continued employment or service requirements or the achievement of one or more performance goals);
- (v) modify, waive or adjust any term or condition of an Award that has been granted, which may include the acceleration of vesting, waiver of forfeiture restrictions, modification of the form of settlement of the Award (for example, from cash to Stock or vice versa), early termination of a performance period, or modification of any other condition or limitation regarding an Award;
- (vi) determine the treatment of an Award upon a termination of employment or other service relationship;
- (vii) impose a holding period with respect to an Award or the shares of Stock received in connection with an Award;
- (viii) interpret and administer the Plan and any Award Agreement;
- (ix) correct any defect, supply any omission or reconcile any inconsistency in the Plan, in any Award, or in any Award Agreement; and
- (x) make any other determination and take any other action that the Committee deems necessary or desirable for the administration of the Plan.

The express grant of any specific power to the Committee, and the taking of any action by the Committee, shall not be construed as limiting any power or authority of the Committee. Any action of the Committee shall be final, conclusive and binding on all persons, including the Company, its Affiliates, stockholders, Participants, beneficiaries, and permitted transferees under Section 7(a) or other persons claiming rights from or through a Participant.

(b) Exercise of Committee Authority. At any time that a member of the Committee is not a Qualified Member, any action of the Committee relating to an Award granted or to be granted to an Eligible Person who is then subject to Section 16 of the Exchange Act in respect of the Company where such action is not taken by the full Board may be taken either (A) by a subcommittee, designated by the Committee, composed solely of two or more Qualified Members, or (B) by the Committee but with each such member who is not a Qualified Member abstaining or recusing himself or herself from such action; provided, however, that upon such abstention or recusal, the Committee remains composed solely of two or more Qualified Members. Such action, authorized by such a subcommittee or by the Committee upon the abstention or recusal of such non-Qualified Member(s), shall be the action of the Committee for purposes of the Plan. For the avoidance of doubt, the full Board may take any action relating to an Award granted or to be granted to an Eligible Person who is then subject to Section 16 of the Exchange Act in respect of the Company.

(c) Delegation of Authority. The Committee may delegate any or all of its powers and duties under the Plan to a person or body, including the power to perform administrative functions and grant Awards within limits specifically prescribed by the Committee; provided, however, that such delegation does not (i) violate state or corporate law, or (ii) result in the loss of an exemption under Rule 16b-3(d)(1) for Awards granted to Participants subject to Section 16 of the Exchange Act in respect of the Company. Upon any such delegation,

all references in the Plan to the “Committee,” other than in Section 8, shall be deemed to include any such person or body to whom such powers have been delegated by the Committee. Any such delegation shall not limit the right of such person or body to receive Awards; provided, however, that such person or body may not grant Awards to, or take any action with respect to any Awards previously granted to, himself or herself, a member of the Board, or any Participant subject to Section 16 of the Exchange Act.

(d) Limitation of Liability. The Committee and each member thereof shall be entitled to, in good faith, rely or act upon any report or other information furnished to him or her by any officer or employee of the Company or any of its Affiliates, the Company’s legal counsel, independent auditors, consultants or any other agents assisting in the administration of the Plan. Members of the Committee and any officer or employee of the Company or any of its Affiliates acting at the direction or on behalf of the Committee shall not be personally liable for any action or determination taken or made in good faith with respect to the Plan, and shall, to the fullest extent permitted by law, be indemnified and held harmless by the Company with respect to any such action or determination.

(e) Participants in Non-U.S. Jurisdictions. Notwithstanding any provision of the Plan to the contrary, to comply with applicable laws in countries other than the United States in which the Company or any of its Affiliates operates or has employees, directors or other service providers from time to time, to ensure that the Company complies with any applicable requirements of foreign securities exchanges, to take advantage of specific tax treatment in any country, or to facilitate the administration of the Plan, the Committee, in its sole discretion, shall have the power and authority to: (i) determine which of the Company’s Affiliates shall be covered by the Plan; (ii) determine which Eligible Persons outside the United States are eligible to participate in the Plan; (iii) modify the terms and conditions of any Award granted to Eligible Persons outside the United States; (iv) establish sub-plans and modify exercise procedures and other terms and procedures, to the extent such actions may be necessary or advisable, provided, however, that no such sub-plans and/or modifications shall increase the share limitations contained in Section 4(a); and (v) take any action, before or after an Award is granted, that it deems necessary or advisable. For purposes of the Plan, all references to foreign laws, rules, regulations or taxes shall be references to the laws, rules, regulations and taxes of any applicable jurisdiction other than the United States or a political subdivision thereof.

4. **Stock Subject to Plan.**

(a) Number of Shares Available for Delivery. Subject to adjustment in a manner consistent with Section 8, the applicable number of shares of Stock that are, or have been, reserved for issuance pursuant to this Plan and are, or have been, available for delivery with respect to Awards are as follows: (i) 3,500,000 newly reserved shares as of the Effective Date, (ii) 2,670,000 reserved shares in connection with the third amendment to the Original Plan (effective July 26, 2024); (iii) 2,090,000 reserved shares in connection with the second amendment to the Original Plan (effective July 29, 2022); (iv) 3,200,000 additional reserved shares pursuant to the first amendment to the Original Plan (effective July 31, 2020); (v) 2,300,000 shares that were originally reserved in connection with the adoption of the Original Plan (as of August 3, 2018); and (vi) 3,825,205 shares that remained available under the Prior Plan immediately prior to the effective date of the Original Plan and which were carried over to become available for issuance pursuant to the Original Plan. Additionally, with respect to any award that was still outstanding pursuant under the Prior Plan as of the effective date of the Original Plan (a “Prior Plan Award”), in accordance with Section 5 of the Prior Plan, if, on or after the effective date of the Original Plan, such Prior Plan Award was or is surrendered, exchanged, forfeited, settled in cash or otherwise lapses, expires, terminates, or is canceled without the actual delivery of Stock, then the Stock covered by such Prior Plan Award shall become Stock that may be issued with respect to Awards granted under this Plan, to the extent of

such surrender, exchange, forfeiture, expiration, lapse, termination, cancellation, or payment in cash. All Stock described in subparts (i)-(vi) of this Section 4(a) that becomes issuable pursuant to this Plan shall be available for the issuance of shares upon the exercise of ISOs, up to a maximum of 17,585,205 shares.

(b) Application of Limitation to Grants of Awards. Subject to Section 4(c), no Award may be granted if the number of shares of Stock that may be delivered in connection with such Award exceeds the number of shares of Stock remaining available under the Plan minus the number of shares of Stock issuable in settlement of or relating to then-outstanding Awards. The Committee may adopt reasonable counting procedures to ensure appropriate counting, avoid double counting (as, for example, in the case of tandem or Substitute Awards) and make adjustments if the number of shares of Stock actually delivered differs from the number of shares previously counted in connection with an Award; provided, however, that to the extent that a share of Stock is subject to an outstanding Full-Value Award, such share shall reduce the aggregate share limit set forth in Section 4(a) by 1.5 shares of Stock, and to the extent that a share of Stock is subject to an outstanding Award other than a Full-Value Award, such share shall reduce the aggregate share limit set forth in Section 4(a) by one share of Stock.

(c) Availability of Shares Not Delivered under Awards. Shares of Stock subject to an Award under this Plan that expires or is cancelled, forfeited, exchanged, settled in cash or otherwise terminated without the actual delivery of shares (Awards of Restricted Stock shall not be considered “delivered shares” for this purpose), will again be available for Awards. Notwithstanding the foregoing, (i) the number of shares tendered or withheld in payment of any exercise or purchase price of an Award or taxes relating to an Award, (ii) shares that were subject to an Option or an SAR but were not issued or delivered as a result of the net settlement or net exercise of such Option or SAR and (iii) shares repurchased on the open market with the proceeds of an Option’s exercise price, will not, in each case, be available for Awards. If an Award may be settled only in cash, such Award need not be counted against any share limit under this Section 4.

(d) Shares Available Following Certain Transactions. Substitute Awards granted in accordance with applicable stock exchange requirements and in substitution or exchange for awards previously granted by a company acquired by the Company or any subsidiary or with which the Company or any subsidiary combines shall not reduce the shares authorized for issuance under the Plan, nor shall shares subject to such Substitute Awards be added to the shares available for issuance under the Plan as provided above (whether or not such Substitute Awards are later cancelled, forfeited or otherwise terminated). Additionally, in the event that a company acquired by the Company or any subsidiary or with which the Company or any subsidiary combines has shares available under a pre-existing plan approved by stockholders and not adopted in contemplation of such acquisition or combination, the shares available for grant pursuant to the terms of such pre-existing plan (as adjusted, to the extent appropriate, using the exchange ratio or other adjustment or valuation ratio or formula used in such acquisition or combination to determine the consideration payable to the holders of common stock of the entities party to such acquisition or combination) may, if and to the extent determined by the Board and subject to compliance with applicable stock exchange requirements, be used for Awards under the Plan and shall not reduce the shares authorized for issuance under the Plan (and shares subject to such Awards shall not be added to the shares available for issuance under the Plan as provided above); provided that Awards using such available shares shall not be made after the date awards or grants could have been made under the terms of the pre-existing plan, absent the acquisition or combination, and shall only be made to individuals who were not, prior to such acquisition or combination, employed by (and who were not non-employee directors or consultants of) the Company or any of its subsidiaries immediately prior to such acquisition or combination.

(e) Stock Offered. The shares of Stock to be delivered under the Plan shall be made available from (i) authorized but unissued shares of Stock, (ii) Stock held in the treasury of the Company, or (iii) previously issued shares of Stock reacquired by the Company, including shares purchased on the open market.

5. Eligibility and Certain Director Compensation Limitations.

(a) Eligibility. Awards may be granted under the Plan only to Eligible Persons.

(b) Director Limitations on Awards. In any one calendar year, the aggregate value of all compensation paid to or granted to any non-employee member of the Board, including Awards granted pursuant to this Plan and all cash compensation, shall not exceed \$750,000; provided, however, that the limit set forth in this Section 5(b) shall be without regard to compensation (whether in the form of Awards or cash compensation) provided to any non-employee member of the Board during any period in which such individual was an employee of the Company or of any of its Affiliates or was otherwise providing services to the Company or to any of its Affiliates other than in the capacity as a director of the Company. To calculate the \$750,000 annual maximum, Awards granted pursuant to this Plan shall be valued on the grant date pursuant to ASC Topic 718, and all other cash compensation may include, but is not limited to, quarterly retainer fees, committee fees, meeting fees, or lead independent director fees.

6. Specific Terms of Awards.

(a) General. Awards may be granted on the terms and conditions set forth in this Section 6. Awards granted under the Plan may, in the discretion of the Committee, be granted either alone, in addition to, or in tandem with any other Award. In addition, the Committee may impose on any Award or the exercise thereof, at the date of grant or thereafter (subject to Section 10), such additional terms and conditions, not inconsistent with the provisions of the Plan, as the Committee shall determine.

(b) Options. The Committee is authorized to grant Options, which may be designated as either ISOs or Nonstatutory Options, to Eligible Persons on the following terms and conditions:

(i) Exercise Price. Each Award Agreement evidencing an Option shall state the exercise price per share of Stock (the “**Exercise Price**”) established by the Committee; provided, however, that except as provided in Section 6(i) or in Section 8, the Exercise Price of an Option shall not be less than the greater of (A) the par value per share of the Stock or (B) 100% of the Fair Market Value per share of the Stock as of the date of grant of the Option (or in the case of an ISO granted to an individual who owns stock possessing more than 10% of the total combined voting power of all classes of stock of the Company or its parent or any of its subsidiaries, 110% of the Fair Market Value per share of the Stock on the date of grant).

(ii) Time and Method of Exercise; Other Terms. The Committee shall determine the methods by which the Exercise Price may be paid or deemed to be paid, the form of such payment, including cash or cash equivalents, Stock (including previously owned shares or through a cashless exercise, i.e., “net settlement”, a broker-assisted exercise, or other reduction of the amount of shares otherwise issuable pursuant to the Option), other Awards or awards granted under other plans of the Company or any Affiliate, other property, or any other legal consideration the Committee deems appropriate, the methods by or forms in which Stock will be delivered or deemed to be delivered to Participants, including the delivery of Restricted Stock subject to Section 6(d), and any other terms and conditions of any Option. In the case of

an exercise whereby the Exercise Price is paid with Stock, such Stock shall be valued based on the Stock's Fair Market Value as of the date of exercise. No Option may be exercisable for a period of more than ten years following the date of grant of the Option (or in the case of an ISO granted to an individual who owns stock possessing more than 10% of the total combined voting power of all classes of stock of the Company or its parent or any of its subsidiaries, for a period of more than five years following the date of grant of the ISO).

(iii) ISOs. The terms of any ISO granted under the Plan shall comply in all respects with the provisions of Section 422 of the Code. ISOs may only be granted to Eligible Persons who are employees of the Company or employees of a parent or any subsidiary corporation of the Company. Except as otherwise provided in Section 8, no term of the Plan relating to ISOs (including any SAR in tandem therewith) shall be interpreted, amended or altered, nor shall any discretion or authority granted under the Plan be exercised, so as to disqualify either the Plan or any ISO under Section 422 of the Code, unless the Participant has first requested the change that will result in such disqualification. ISOs shall not be granted more than ten years after the earlier of the adoption of the Plan or the approval of the Plan by the Company's stockholders. Notwithstanding the foregoing, to the extent that the aggregate Fair Market Value of shares of Stock subject to an ISO and the aggregate Fair Market Value of shares of stock of any parent or subsidiary corporation (within the meaning of Sections 424(e) and (f) of the Code) subject to any other incentive stock options of the Company or a parent or subsidiary corporation (within the meaning of Sections 424(e) and (f) of the Code) that are exercisable for the first time by a Participant during any calendar year exceeds \$100,000, or such other amount as may be prescribed under Section 422 of the Code, such excess shall be treated as Nonstatutory Options in accordance with the Code. As used in the previous sentence, Fair Market Value shall be determined as of the date the ISO is granted. If a Participant shall make any disposition of shares of Stock issued pursuant to an ISO under the circumstances described in Section 421(b) of the Code (relating to disqualifying dispositions), the Participant shall notify the Company of such disposition within the time provided to do so in the applicable award agreement.

(c) SARs. The Committee is authorized to grant SARs to Eligible Persons on the following terms and conditions:

(i) Right to Payment. An SAR is a right to receive, upon exercise thereof, the excess of (A) the Fair Market Value of one share of Stock on the date of exercise over (B) the grant price of the SAR as determined by the Committee.

(ii) Grant Price. Each Award Agreement evidencing an SAR shall state the grant price per share of Stock established by the Committee; provided, however, that except as provided in Section 6(i) or in Section 8, the grant price per share of Stock subject to an SAR shall not be less than the greater of (A) the par value per share of the Stock or (B) 100% of the Fair Market Value per share of the Stock as of the date of grant of the SAR.

(iii) Method of Exercise and Settlement; Other Terms. The Committee shall determine the form of consideration payable upon settlement, the method by or forms in which Stock (if any) will be delivered or deemed to be delivered to Participants, and any other terms and conditions of any SAR. SARs may be either free-standing or granted in tandem with other Awards. No SAR may be exercisable for a period of more than ten years following the date of grant of the SAR.

(iv) Rights Related to Options. An SAR granted in connection with an Option shall entitle a Participant, upon exercise, to surrender that Option or any portion thereof, to the extent unexercised, and to receive payment of an amount determined by multiplying (A) the difference obtained by subtracting the Exercise Price with respect to a share of Stock specified in the related Option from the Fair Market Value of a share of Stock on the date of

exercise of the SAR, by (B) the number of shares as to which that SAR has been exercised. The Option shall then cease to be exercisable to the extent surrendered. SARs granted in connection with an Option shall be subject to the terms and conditions of the Award Agreement governing the Option, which shall provide that the SAR is exercisable only at such time or times and only to the extent that the related Option is exercisable and shall not be transferable except to the extent that the related Option is transferrable.

(d) Restricted Stock. The Committee is authorized to grant Restricted Stock to Eligible Persons on the following terms and conditions:

(i) Restrictions. Restricted Stock shall be subject to such restrictions on transferability, risk of forfeiture and other restrictions, if any, as the Committee may impose. Except as provided in Section 7(a)(iii) and Section 7(a)(iv), during the restricted period applicable to the Restricted Stock, the Restricted Stock may not be sold, transferred, pledged, hedged, hypothecated, margined or otherwise encumbered by the Participant.

(ii) Dividends and Splits. As a condition to the grant of an Award of Restricted Stock, the Committee shall provide that any cash dividends paid on a share of Restricted Stock be automatically reinvested in additional shares of Restricted Stock (such new Award of Restricted Stock of which would be required to be subject to vesting and forfeiture restrictions that are at least as restrictive as the remaining restrictions on the original Award of Restricted Stock to which the cash dividend related) or deferred without interest to the date of vesting of the associated Award of Restricted Stock. Stock distributed in connection with a Stock split or Stock dividend, and other property (other than cash) distributed as a dividend, shall be subject to restrictions and a risk of forfeiture to the same extent as the Restricted Stock with respect to which such Stock or other property has been distributed.

(e) Restricted Stock Units. The Committee is authorized to grant Restricted Stock Units to Eligible Persons on the following terms and conditions:

(i) Award and Restrictions. Restricted Stock Units shall be subject to such restrictions (which may include a risk of forfeiture) as the Committee may impose.

(ii) Settlement. Settlement of vested Restricted Stock Units shall occur upon vesting or upon expiration of the deferral period specified for such Restricted Stock Units by the Committee (or, if permitted by the Committee, as elected by the Participant). Restricted Stock Units shall be settled by delivery of (A) a number of shares of Stock equal to the number of Restricted Stock Units for which settlement is due, or (B) cash in an amount equal to the Fair Market Value of the specified number of shares of Stock equal to the number of Restricted Stock Units for which settlement is due, or a combination thereof, as determined by the Committee at the date of grant or thereafter.

(f) Stock Awards. The Committee is authorized to grant Stock Awards to Eligible Persons as a bonus, as additional compensation, or in lieu of cash compensation any such Eligible Person is otherwise entitled to receive, in such amounts and subject to such other terms as the Committee in its discretion determines to be appropriate.

(g) Other Stock-Based Awards. The Committee is authorized, subject to limitations under applicable law, to grant to Eligible Persons such other Awards that may be denominated or payable in, valued in whole or in part by reference to, or otherwise based on, or related to, Stock, as deemed by the Committee to be consistent with the purposes of the Plan, including convertible or exchangeable debt securities, other rights convertible or exchangeable into Stock, purchase rights for Stock, Awards with value and payment contingent upon performance of the Company or any other factors designated by the Committee, and Awards

valued by reference to the book value of Stock or the value of securities of, or the performance of, specified Affiliates of the Company. The Committee shall determine the terms and conditions of such Other Stock-Based Awards. Stock delivered pursuant to an Other-Stock Based Award in the nature of a purchase right granted under this Section 6(g) shall be purchased for such consideration, paid for at such times, by such methods, and in such forms, including cash, Stock, other Awards, or other property, as the Committee shall determine.

(h) Cash Awards. The Committee is authorized to grant Cash Awards, on a free-standing basis or as an element of, a supplement to, or in lieu of any other Award under the Plan to Eligible Persons in such amounts and subject to such other terms as the Committee in its discretion determines to be appropriate.

(i) Substitute Awards; No Repricing. Awards may be granted in substitution or exchange for any other Award granted under the Plan or under another plan of the Company or an Affiliate or any other right of an Eligible Person to receive payment from the Company or an Affiliate. Awards may also be granted under the Plan in substitution for awards held by individuals who become Eligible Persons as a result of a merger, consolidation or acquisition of another entity or the assets of another entity by or with the Company or an Affiliate. Such Substitute Awards referred to in the immediately preceding sentence that are Options or SARs may have an exercise price that is less than the Fair Market Value of a share of Stock on the date of the substitution if such substitution complies with the Nonqualified Deferred Compensation Rules and other applicable laws and exchange rules. Except as provided in this Section 6(i) or in Section 8, without the approval of the stockholders of the Company, the terms of outstanding Awards may not be amended to (i) reduce the Exercise Price or grant price of an outstanding Option or SAR, (ii) grant a new Option, SAR or other Award in substitution for, or upon the cancellation of, any previously granted Option or SAR that has the effect of reducing the Exercise Price or grant price thereof, (iii) exchange any Option or SAR for Stock, cash or other consideration when the Exercise Price or grant price per share of Stock under such Option or SAR exceeds the Fair Market Value of a share of Stock or (iv) take any other action that would be considered a “repricing” of an Option or SAR under the applicable listing standards of the national securities exchange on which the Stock is listed (if any).

(j) Performance Awards. The Committee is authorized to designate any of the Awards granted under the foregoing provisions of this Section 6 as Performance Awards. The Committee may use such business criteria and other measures of performance as it may deem appropriate in establishing any performance goals applicable to a Performance Award, and may exercise its discretion to reduce or increase the amounts payable under any Performance Award. Performance goals may differ among Performance Awards granted to any one Participant or to different Participants. The performance period applicable to any Performance Award shall be set by the Committee in its discretion but shall not exceed ten years.

7. **Certain Provisions Applicable to Awards.**

(a) Limit on Transfer of Awards.

(i) Except as provided in Sections 7(a)(iii) and (iv), each Option and SAR shall be exercisable only by the Participant during the Participant’s lifetime, or by the person to whom the Participant’s rights shall pass by will or the laws of descent and distribution. Notwithstanding anything to the contrary in this Section 7(a), an ISO shall not be transferable other than by will or the laws of descent and distribution.

(ii) Except as provided in Sections 7(a)(i), (iii) and (iv), no Award, other than a Stock Award, and no right under any such Award, may be assigned, alienated, pledged, attached, sold or otherwise transferred or encumbered by a Participant and any such

purported assignment, alienation, pledge, attachment, sale, transfer or encumbrance shall be void and unenforceable against the Company or any Affiliate.

(iii) To the extent specifically provided by the Committee, an Award may be transferred by a Participant without consideration to immediate family members or related family trusts, limited partnerships or similar entities or on such terms and conditions as the Committee may from time to time establish.

(iv) An Award may be transferred pursuant to a domestic relations order entered or approved by a court of competent jurisdiction upon delivery to the Company of a written request for such transfer and a certified copy of such order.

(b) Form and Timing of Payment under Awards; Deferrals. Subject to the terms of the Plan and any applicable Award Agreement, payments to be made by the Company or any of its Affiliates upon the exercise or settlement of an Award may be made in such forms as the Committee shall determine in its discretion, including cash, Stock, other Awards or other property, and may be made in a single payment or transfer, in installments, or on a deferred basis (which may be required by the Committee or permitted at the election of the Participant on terms and conditions established by the Committee); provided, however, that any such deferred or installment payments will be set forth in the Award Agreement. Payments may include, without limitation, provisions for the payment or crediting of reasonable interest on installment or deferred payments or the grant or crediting of other amounts in respect of installment or deferred payments denominated in Stock.

(c) Evidencing Stock. The Stock or other securities of the Company delivered pursuant to an Award may be evidenced in any manner deemed appropriate by the Committee in its sole discretion, including in the form of a certificate issued in the name of the Participant or by book entry, electronic or otherwise, and shall be subject to such stop transfer orders and other restrictions as the Committee may deem advisable under the Plan or the rules, regulations, and other requirements of the SEC, any stock exchange upon which such Stock or other securities are then listed, and any applicable federal, state or other laws, and the Committee may cause a legend or legends to be inscribed on any such certificates to make appropriate reference to such restrictions. Further, if certificates representing Restricted Stock are registered in the name of the Participant, the Company may retain physical possession of the certificates and may require that the Participant deliver a stock power to the Company, endorsed in blank, related to the Restricted Stock.

(d) Minimum Vesting Requirements. Notwithstanding any provision of the Plan to the contrary, on and after the Effective Date, all Awards granted by the Committee shall be subject to a vesting period of not less than 12 months from the date of grant, subject, in each case, to the Committee's authority under the Plan to vest Awards earlier, as the Committee deems appropriate, upon the occurrence of a Change in Control, in the event of a Participant's termination of employment or service or otherwise as permitted by the Plan. The foregoing minimum vesting requirements will not, however, apply in connection with any of the following: (i) up to 5% of the aggregate number of shares of Stock that are reserved for issuance pursuant to this Plan (which shall include all shares of Stock that are carried over from any previous equity plan pursuant to Section 4(a) of the Plan), (ii) Substitute Awards granted in connection with awards that are assumed, converted or substituted pursuant to a merger, acquisition or similar transaction entered into by the Company or any of its subsidiaries, (iii) shares of Stock delivered in lieu of fully vested cash payment obligations, and (iv) Awards to non-employee members of the Board that vest on earlier of the one-year anniversary of the date of grant and the next annual meeting of stockholders which is at least 50 weeks after the immediately preceding year's annual meeting.

(e) Consideration for Grants. Awards may be granted for such consideration, including services, as the Committee shall determine, but shall not be granted for less than the minimum lawful consideration.

(f) Dividends or Dividend Equivalents. In the event that a dividend or a dividend equivalent right is granted in connection with the grant of any Award pursuant to this Plan, (i) in no event shall the dividend or dividend equivalent right be distributed to the Participant before the underlying Stock covered by the Award to which the dividend or dividend equivalent right relates becomes vested or issued, (ii) any such dividend or dividend equivalent right shall be subject to the same restrictions and risk of forfeiture as the underlying Stock subject to the Award, and (iii) the dividend or dividend equivalent right shall be paid, if at all, at the time such restrictions or risk of forfeiture lapse.

(g) Additional Agreements. Each Eligible Person to whom an Award is granted under the Plan may be required to agree in writing, as a condition to the grant of such Award or otherwise, to subject an Award that is exercised or settled following such Eligible Person's termination of employment or service to a general release of claims and/or a noncompetition or other restricted covenant agreement in favor of the Company and its Affiliates, with the terms and conditions of such agreement(s) to be determined in good faith by the Committee.

8. **Subdivision or Consolidation; Recapitalization; Change in Control; Reorganization.**

(a) Existence of Plans and Awards. The existence of the Plan and the Awards granted hereunder shall not affect in any way the right or power of the Company, the Board or the stockholders of the Company to make or authorize any adjustment, recapitalization, reorganization or other change in the Company's capital structure or its business, any merger or consolidation of the Company, any issue of debt or equity securities ahead of or affecting Stock or the rights thereof, the dissolution or liquidation of the Company or any sale, lease, exchange or other disposition of all or any part of its assets or business or any other corporate act or proceeding.

(b) Additional Issuances. Except as expressly provided herein, the issuance by the Company of shares of stock of any class, including upon conversion of shares or obligations of the Company convertible into such shares or other securities, and in any case whether or not for fair value, shall not affect, and no adjustment by reason thereof shall be made with respect to, the number of shares of Stock subject to Awards theretofore granted or the purchase price per share of Stock, if applicable.

(c) Stock Repurchases. Notwithstanding anything in the Plan to the contrary, in the event that the Company executes a repurchase of shares of Stock, the Committee shall have discretion to make adjustments to Awards and the applicable limitations with respect to Awards provided in Section 4 and Section 5 (other than cash limits), in each case in such a manner as the Committee may determine that is permitted pursuant to the applicable tax and other laws, rules and regulations.

(d) Subdivision or Consolidation of Shares. The terms of an Award and the share limitations under the Plan shall be subject to adjustment by the Committee from time to time, in accordance with the following provisions:

(i) If at any time, or from time to time, the Company shall subdivide as a whole (by reclassification, by a Stock split, by the issuance of a distribution on Stock payable in Stock, or otherwise) the number of shares of Stock then outstanding into a greater

number of shares of Stock, then, as appropriate (A) the maximum number of shares of Stock available for delivery with respect to Awards and applicable limitations with respect to Awards provided in Section 4 and Section 5 (other than cash limits) shall be increased proportionately, and the kind of shares or other securities available for the Plan shall be appropriately adjusted, (B) the number of shares of Stock (or other kind of shares or securities) that may be acquired under any then outstanding Award shall be increased proportionately, and (C) the price (including the Exercise Price or grant price) for each share of Stock (or other kind of shares or securities) subject to then outstanding Awards shall be reduced proportionately, without changing the aggregate purchase price or value as to which outstanding Awards remain exercisable or subject to restrictions.

(ii) If at any time, or from time to time, the Company shall consolidate as a whole (by reclassification, by reverse Stock split, or otherwise) the number of shares of Stock then outstanding into a lesser number of shares of Stock, then, as appropriate (A) the maximum number of shares of Stock available for delivery with respect to Awards and applicable limitations with respect to Awards provided in Section 4 and Section 5 (other than cash limits) shall be decreased proportionately, and the kind of shares or other securities available for the Plan shall be appropriately adjusted, (B) the number of shares of Stock (or other kind of shares or securities) that may be acquired under any then outstanding Award shall be decreased proportionately, and (C) the price (including the Exercise Price or grant price) for each share of Stock (or other kind of shares or securities) subject to then outstanding Awards shall be increased proportionately, without changing the aggregate purchase price or value as to which outstanding Awards remain exercisable or subject to restrictions.

(e) Recapitalization. In the event of any change in the capital structure or business of the Company or other corporate transaction or event that would be considered an “equity restructuring” within the meaning of ASC Topic 718 and, in each case, that would result in an additional compensation expense to the Company pursuant to the provisions of ASC Topic 718, if adjustments to Awards with respect to such event were discretionary or otherwise not required (each such an event, an “*Adjustment Event*”), then the Committee shall equitably adjust (i) the aggregate number or kind of shares that thereafter may be delivered under the Plan, (ii) the number or kind of shares or other property (including cash) subject to an Award, (iii) the terms and conditions of Awards, including the purchase price or Exercise Price of Awards and performance goals, as applicable, and (iv) the applicable limitations with respect to Awards provided in Section 4 and Section 5 (other than cash limits) to equitably reflect such Adjustment Event (“*Equitable Adjustments*”). In the event of any change in the capital structure or business of the Company or other corporate transaction or event that would not be considered an Adjustment Event, and is not otherwise addressed in this Section 8, the Committee shall have complete discretion to make Equitable Adjustments (if any) in such manner as it deems appropriate with respect to such other event.

(f) Change in Control and Other Events. Except to the extent otherwise provided in any applicable Award Agreement, in the event of a Change in Control or other changes in the Company or the outstanding Stock by reason of a recapitalization, reorganization, merger, consolidation, combination, exchange or other relevant change occurring after the date of the grant of any Award, the Committee, acting in its sole discretion without the consent or approval of any holder, may exercise any power enumerated in Section 3 (including the power to accelerate vesting, waive any forfeiture conditions or otherwise modify or adjust any other condition or limitation regarding an Award) and may also effect one or more of the following alternatives, which may vary among individual holders and which may vary among Awards held by any individual holder:

(i) accelerate the time of exercisability of an Award so that such Award may be exercised in full or in part for a limited period of time on or before a date

specified by the Committee, after which specified date all unexercised Awards and all rights of holders thereunder shall terminate;

(ii) redeem in whole or in part outstanding Awards by requiring the mandatory surrender to the Company by selected holders of some or all of the outstanding Awards held by such holders (irrespective of whether such Awards are then vested or exercisable) as of a date, specified by the Committee, in which event the Committee shall thereupon cancel such Awards and pay to each holder an amount of cash or other consideration per Award (other than a Cash Award, which the Committee may separately require to be surrendered in exchange for cash or other consideration determined by the Committee in its discretion) equal to the Change in Control Price, less the Exercise Price with respect to an Option and less the grant price with respect to a SAR, as applicable to such Awards; provided, however, that to the extent the Exercise Price of an Option or the grant price of an SAR exceeds the Change in Control Price, such Award may be cancelled for no consideration;

(iii) cancel Awards that remain subject to a restricted period as of the date of a Change in Control or other such event without payment of any consideration to the Participant for such Awards; or

(iv) make such adjustments to Awards then outstanding as the Committee deems appropriate to reflect such Change in Control or other such event (including the substitution, assumption, or continuation of Awards by the successor company or a parent or subsidiary thereof);

(g) provided, however, that so long as the event is not an Adjustment Event, the Committee may determine in its sole discretion that no adjustment is necessary to Awards then outstanding. If an Adjustment Event occurs, this Section 8(f) shall only apply to the extent it is not in conflict with Section 8(e).

9. **General Provisions.**

(a) Tax Matters. Notwithstanding any provision of this Plan, each Participant is solely responsible and liable for the satisfaction of all taxes and penalties of any kind and with respect to any tax jurisdiction that may be imposed on or for the account of such Participant in connection with the Plan.

(b) Withholding of Tax-Related Items. The Company and any of its Affiliates are authorized to withhold from any Award granted, or any payment relating to an Award, including from a distribution of Stock, income tax, social insurance, payroll tax, payment on account or other tax-related withholding items due or potentially payable in connection with any transaction involving an Award, and to take such other action as the Committee may deem advisable to enable the Company, its Affiliates and Participants to satisfy the payment of withholding taxes and other tax-related obligations relating to any Award in such amounts as may be determined by the Committee. The Committee shall determine, in its sole discretion, the form of payment acceptable for such tax-related withholding obligations, including the delivery of cash or cash equivalents, Stock (including previously owned shares, net settlement, a broker-assisted sale, or other cashless withholding or reduction of the amount of shares otherwise issuable or delivered pursuant to the Award), other property, or any other legal consideration the Committee deems appropriate. Any determination made by the Committee to allow a Participant who is subject to Rule 16b-3 to pay taxes with shares of Stock through net settlement or previously owned shares shall be approved by either a committee made up solely of two or more Qualified Members or the full Board. If such tax-related withholding amounts are satisfied through net settlement or previously owned shares, the maximum number of shares of Stock that

may be so withheld or surrendered shall be the number of shares of Stock that have an aggregate Fair Market Value on the date of withholding or surrender equal to the aggregate amount of such tax liabilities determined based on an amount that is up to the greatest withholding rates for federal, state, foreign and/or local tax purposes, including payroll taxes, that may be utilized without creating adverse accounting treatment for the Company with respect to such Award, as determined by the Committee.

(c) Limitation on Rights Conferred under Plan. Neither the Plan nor any action taken hereunder shall be construed as (i) giving any Eligible Person or Participant the right to continue as an Eligible Person or Participant or in the employ or service of the Company or any of its Affiliates, (ii) interfering in any way with the right of the Company or any of its Affiliates to terminate any Eligible Person's or Participant's employment or service relationship at any time, (iii) giving an Eligible Person or Participant any claim to be granted any Award under the Plan or to be treated uniformly with other Participants and/or employees and/or other service providers, or (iv) conferring on a Participant any of the rights of a stockholder of the Company unless and until the Participant is duly issued or transferred shares of Stock in accordance with the terms of an Award.

(d) Governing Law; Submission to Jurisdiction. All questions arising with respect to the provisions of the Plan and Awards shall be determined by application of the laws of the State of Delaware, without giving effect to any conflict of law provisions thereof, except to the extent Delaware law is preempted by federal law. The obligation of the Company to sell and deliver Stock hereunder is subject to applicable federal and state laws and to the approval of any governmental authority required in connection with the authorization, issuance, sale, or delivery of such Stock. With respect to any claim or dispute related to or arising under the Plan, the Company and each Participant who accepts an Award hereby consent to the exclusive jurisdiction, forum and venue of the state and federal courts located in Delaware.

(e) Severability and Reformation. If any provision of the Plan or any Award is or becomes or is deemed to be invalid, illegal, or unenforceable in any jurisdiction or as to any person or Award, or would disqualify the Plan or any Award under any law deemed applicable by the Committee, such provision shall be construed or deemed amended to conform to the applicable law or, if it cannot be construed or deemed amended without, in the determination of the Committee, materially altering the intent of the Plan or the Award, such provision shall be stricken as to such jurisdiction, person or Award and the remainder of the Plan and any such Award shall remain in full force and effect. If any of the terms or provisions of the Plan or any Award Agreement conflict with the requirements of Rule 16b-3 (as those terms or provisions are applied to Eligible Persons who are subject to Section 16 of the Exchange Act) or Section 422 of the Code (with respect to ISOs), then those conflicting terms or provisions shall be deemed inoperative to the extent they so conflict with the requirements of Rule 16b-3 (unless the Board or the Committee, as appropriate, has expressly determined that the Plan or such Award should not comply with Rule 16b-3) or Section 422 of the Code, in each case, only to the extent Rule 16b-3 and such sections of the Code are applicable. With respect to ISOs, if the Plan does not contain any provision required to be included herein under Section 422 of the Code, that provision shall be deemed to be incorporated herein with the same force and effect as if that provision had been set out at length herein; provided, further, that, to the extent any Option that is intended to qualify as an ISO cannot so qualify, that Option (to that extent) shall be deemed a Nonstatutory Option for all purposes of the Plan.

(f) Unfunded Status of Awards; No Trust or Fund Created. The Plan is intended to constitute an "unfunded" plan for certain incentive awards. Neither the Plan nor any Award shall create or be construed to create a trust or separate fund of any kind or a fiduciary relationship between the Company or any Affiliate and a Participant or any other person. To the extent that any person acquires a right to receive payments from the Company or any Affiliate

pursuant to an Award, such right shall be no greater than the right of any general unsecured creditor of the Company or such Affiliate.

(g) Nonexclusivity of the Plan. Neither the adoption of the Plan by the Board nor its submission to the stockholders of the Company for approval shall be construed as creating any limitations on the power of the Board or a committee thereof to adopt such other incentive arrangements as it may deem desirable. Nothing contained in the Plan shall be construed to prevent the Company or any of its Affiliates from taking any corporate action which is deemed by the Company or such Affiliate to be appropriate or in its best interest, whether or not such action would have an adverse effect on the Plan or any Award made under the Plan. No employee, beneficiary or other person shall have any claim against the Company or any of its Affiliates as a result of any such action.

(h) Fractional Shares. No fractional shares of Stock shall be issued or delivered pursuant to the Plan or any Award, and the Committee shall determine in its sole discretion whether cash, other securities, or other property shall be paid or transferred in lieu of any fractional shares of Stock or whether such fractional shares of Stock or any rights thereto shall be cancelled, terminated, or otherwise eliminated with or without consideration.

(i) Interpretation. Headings are given to the Sections and subsections of the Plan solely as a convenience to facilitate reference. Such headings shall not be deemed in any way material or relevant to the construction or interpretation of the Plan or any provision thereof. Words in the masculine gender shall include the feminine gender, and, where appropriate, the plural shall include the singular and the singular shall include the plural. In the event of any conflict between the terms and conditions of an Award Agreement and the Plan, the provisions of the Plan shall control. The use herein of the word “including” following any general statement, term or matter shall not be construed to limit such statement, term or matter to the specific items or matters set forth immediately following such word or to similar items or matters, whether or not non-limiting language (such as “without limitation”, “but not limited to”, or words of similar import) is used with reference thereto, but rather shall be deemed to refer to all other items or matters that could reasonably fall within the broadest possible scope of such general statement, term or matter. References herein to any agreement, instrument or other document means such agreement, instrument or other document as amended, supplemented and modified from time to time to the extent permitted by the provisions thereof and not prohibited by the Plan.

(j) Facility of Payment. Any amounts payable hereunder to any individual under legal disability or who, in the judgment of the Committee, is unable to manage properly his financial affairs, may be paid to the legal representative of such individual, or may be applied for the benefit of such individual in any manner that the Committee may select, and the Company shall be relieved of any further liability for payment of such amounts.

(k) Conditions to Delivery of Stock. Nothing herein or in any Award Agreement shall require the Company to issue any shares with respect to any Award if that issuance would, in the opinion of counsel for the Company, constitute a violation of the Securities Act, any other applicable statute or regulation (including any foreign law or regulation), or the rules of any applicable securities exchange or securities association or other governmental authority, as then in effect. In addition, each Participant who receives an Award under the Plan shall not sell or otherwise dispose of Stock that is acquired upon grant, exercise or vesting of an Award in any manner that would constitute a violation of any applicable federal, state or foreign securities laws, the Plan or the rules, regulations or other requirements of the SEC or any stock exchange upon which the Stock is then listed. At the time of any exercise of an Option or SAR, or at the time of any grant of any other Award, the Company may, as a condition precedent to the exercise of such Option or SAR or settlement of any other Award,

require from the Participant (or in the event of his or her death, his or her legal representatives, heirs, legatees, or distributees) such written representations, if any, concerning the holder's intentions with regard to the retention or disposition of the shares of Stock being acquired pursuant to the Award and such written covenants and agreements, if any, as to the manner of disposal of such shares as, in the opinion of counsel to the Company, may be necessary to ensure that any disposition by that holder (or in the event of the holder's death, his or her legal representatives, heirs, legatees, or distributees) will not involve a violation of the Securities Act, any other applicable state or federal statute or regulation, or any rule of any applicable securities exchange or securities association or governmental authority, as then in effect. Stock or other securities shall not be delivered pursuant to any Award until payment in full of any amount required to be paid pursuant to the Plan or the applicable Award Agreement (including any Exercise Price, grant price, or tax withholding) is received by the Company.

(l) Section 409A of the Code. It is the general intention, but not the obligation, of the Committee to design Awards to comply with or to be exempt from the Nonqualified Deferred Compensation Rules, and Awards will be operated and construed accordingly. Neither this Section 9(l) nor any other provision of the Plan is or contains a representation to any Participant regarding the tax consequences of the grant, vesting, exercise, settlement, or sale of any Award (or the Stock underlying such Award) granted hereunder, and should not be interpreted as such. In no event shall the Company be liable for all or any portion of any taxes, penalties, interest or other expenses that may be incurred by the Participant on account of non-compliance with the Nonqualified Deferred Compensation Rules. Notwithstanding any provision in the Plan or an Award Agreement to the contrary, in the event that a "specified employee" (as defined under the Nonqualified Deferred Compensation Rules) becomes entitled to a payment under an Award that would be subject to additional taxes and interest under the Nonqualified Deferred Compensation Rules if the Participant's receipt of such payment or benefits is not delayed until the earlier of (i) the date of the Participant's death, or (ii) the date that is six months and one day after the Participant's "separation from service," as defined under the Nonqualified Deferred Compensation Rules (such date, the "**Section 409A Payment Date**"), then such payment or benefit shall not be provided to the Participant until the Section 409A Payment Date. Any amounts subject to the preceding sentence that would otherwise be payable prior to the Section 409A Payment Date will be aggregated and paid in a lump sum without interest on the Section 409A Payment Date. The applicable provisions of the Nonqualified Deferred Compensation Rules are hereby incorporated by reference and shall control over any Plan or Award Agreement provision in conflict therewith.

(m) Status under ERISA. The Plan shall not constitute an "employee benefit plan" for purposes of Section 3(3) of the Employee Retirement Income Security Act of 1974, as amended.

(n) Clawback. The Plan and all Awards granted hereunder are subject to any written clawback policies that the Company, with the approval of the Board or an authorized committee thereof, may adopt either prior to or following the Effective Date, including any policy adopted to conform to the Dodd-Frank Wall Street Reform and Consumer Protection Act of 2010 and rules promulgated thereunder by the SEC ("**Dodd-Frank**") or that the Company determines should apply to Awards. Any Company policy may subject a Participant's Awards and amounts paid or realized with respect to Awards to reduction, cancellation, forfeiture or recoupment if certain specified events or wrongful conduct occur, including an accounting restatement due to the Company's material noncompliance with financial reporting regulations or other events or wrongful conduct specified in any such clawback policy; provided, however, that in the event that the Company's clawback policy does not comply with the minimum requirements of Dodd-Frank, this Plan and all Awards granted hereunder shall also be subject to any additional requirements of Dodd-Frank. No recovery of compensation pursuant to the foregoing provisions will constitute an event giving rise to a Participant's right to voluntarily

terminate employment upon a “resignation for good reason” or for a “constructive termination” or any similar term under any plan or agreement with the Company.

(o) Plan Effective Date and Term. The Plan was adopted by the Board to be effective on the Effective Date. No Awards may be granted under the Plan on and after the tenth anniversary of the Effective Date, which is July 31, 2036. However, any Award granted prior to such termination (or any earlier termination pursuant to Section 10), and the authority of the Board or Committee to amend, alter, adjust, suspend, discontinue, or terminate any such Award or to waive any conditions or rights under such Award in accordance with the terms of the Plan, shall extend beyond such termination until the final disposition of such Award.

(p) Sub-Plans. The Committee may from time to time establish one or more sub-plans under the Plan for purposes of satisfying applicable blue sky, securities or tax laws of various jurisdictions or taking advantage of specific tax treatment in any jurisdiction. The Committee will establish such sub-plans by adopting supplements or appendices to the Plan setting forth (i) such limitations on the Committee’s discretion under the Plan as it deems necessary or desirable and (ii) such additional terms and conditions not otherwise inconsistent with the Plan as it deems necessary or desirable. All such supplements or appendices so established will be deemed to be part of the Plan, but each supplement or appendix will apply only to Participants within the affected jurisdiction (as determined by the Committee).

(q) Change in Time Commitment. In the event a Participant's regular level of time commitment in the performance of his or her services for the Company and any Affiliates is reduced (for example, and without limitation, if the Participant is an employee of the Company that has a change in status from a full-time employee to a part-time employee or takes an extended leave of absence) after the date of grant of any Award to the Participant, the Committee may determine, to the extent permitted by applicable law, to (i) make a corresponding reduction in the number of shares, amount of cash, or other property subject to any portion of such Award that is scheduled to vest or become payable after the date of such change in time commitment, and (ii) in lieu of or in combination with such a reduction, extend the vesting or payment schedule applicable to such Award. In the event of any such reduction, the Participant will have no right with respect to any portion of the Award that is so reduced or extended.

10. **Amendments to the Plan and Awards.** The Committee may amend, alter, suspend, discontinue or terminate any Award or Award Agreement, the Plan or the Committee’s authority to grant Awards without the consent of stockholders or Participants, except that any amendment or alteration to the Plan, including any increase in any share limitation, shall be subject to the approval of the Company’s stockholders not later than the annual meeting next following such Committee action if such stockholder approval is required by any federal or state law or regulation or the rules of any stock exchange or automated quotation system on which the Stock may then be listed or quoted, and the Committee may otherwise, in its discretion, determine to submit other changes to the Plan to stockholders for approval; provided, that, without the consent of an affected Participant, no such Committee action may materially and adversely affect the rights of such Participant under any previously granted and outstanding Award. For purposes of clarity, any adjustments made to Awards pursuant to Section 8 will be deemed not to materially and adversely affect the rights of any Participant under any previously granted and outstanding Award and therefore may be made without the consent of affected Participants.