

# **CORPORATE GOVERNANCE GUIDELINES OF APPLIED MATERIALS, INC.**

## **I. INTRODUCTION**

The following principles have been adopted by the board of directors (the “Board”) of Applied Materials, Inc. (“Applied” or the “Company”) as the Company’s corporate governance guidelines (“Guidelines”). These Guidelines, along with the Company’s Certificate of Incorporation and Bylaws and the charters of the Board committees, provide the framework for the governance of Applied. The Guidelines are intended to assist the Board in the exercise of its responsibilities. As the operation of the Board is a dynamic process, with the aid of the Corporate Governance and Nominating Committee, the Board will review these Guidelines periodically and may make changes from time to time.

## **II. ROLE OF THE BOARD AND MANAGEMENT**

The Board is elected by the stockholders to oversee management and to assure that the long-term interests of the stockholders are being served. The Board is responsible for the oversight of Applied’s business conducted by its employees, managers and officers under the direction of the Chief Executive Officer (“CEO”). Both the Board and management recognize that stockholders’ long-term interests are advanced by responsibly addressing the concerns of other stakeholders essential to the Company’s success, including employees, customers, suppliers, the communities in which Applied does business, the government and the public.

## **III. FUNCTIONS OF THE BOARD**

The Board reviews reports by management on the performance of the Company, its plans and prospects, as well as issues facing the Company, during its regularly scheduled meetings (typically four per year) and any special meetings. Directors are expected to prepare for, attend and participate in all scheduled Board and applicable committee meetings. In addition to its general oversight of management, the Board also performs a number of specific functions, including:

- reviewing, approving and overseeing fundamental financial and corporate strategies and major corporate actions;
- reviewing and approving long-term strategic and business plans, and overseeing the execution and evaluating the results of such plans;
- nominating directors, reviewing the structure and operation of the Board and overseeing effective corporate governance;
- overseeing the assessment of major risks facing the Company and reviewing options for their mitigation;

- ensuring processes are in place for maintaining the integrity of the Company, including the integrity and transparency of its financial statements, compliance with laws and ethics, the integrity of relationships with customers and suppliers and relationships with other stakeholders; and
- selecting the Company’s CEO, Chairman of the Board and Lead Independent Director, as applicable.

#### **IV. SIZE OF BOARD, DIRECTOR QUALIFICATIONS AND SELECTION PROCESS**

The Board is responsible for determining the number of directors on the Board based upon the nature and scope of the Company’s operations and the need for diversity of Board views. The Board has currently determined this range to be between 8 and 14 directors and will periodically review the appropriate size of the Board.

The Company’s stockholders elect directors each year at the annual stockholder meeting. Based on the Corporate Governance and Nominating Committee’s recommendation, the Board will select nominees and recommend them for election by stockholders and fill any vacancies that may arise between annual stockholder meetings. Directors added to the Board to fill vacancies are expected to be recommended for election at the next annual stockholder meeting. As part of its selection process, the Board may consider recommendations from other sources of director candidates with a mix of background and experience who will enhance the quality of the Board, serve stockholders’ long-term interests and contribute to the Company’s overall corporate goals. The Board may delegate the screening process to the Corporate Governance and Nominating Committee. Stockholders may also propose nominees for consideration by the Corporate Governance and Nominating Committee by submitting the name(s) and supporting information to: Corporate Secretary, Applied Materials, Inc., 3225 Oakmead Village Drive, M/S 1241, P.O. Box 58039, Santa Clara, CA 95054.

In evaluating the suitability of individual candidates for Board membership, the Board and the Corporate Governance and Nominating Committee will assess the independence, character and acumen of candidates and will endeavor to collectively establish a mix of background and experience in a number of areas of core competency of the Board, including: business judgment; management; accounting and finance; knowledge of the industries (including the technologies and markets) in which the Company operates; manufacturing and service; leadership; strategic vision; international markets; marketing; crisis / risk management; research and development; government; and other areas relevant to the Company’s business. Directors should possess the highest personal and professional ethics, integrity and values, and relevant business experience, and be committed to representing the long-term interests of the Company’s stockholders. They must also have an inquisitive and objective perspective, the ability to make independent analytical inquiries, practical wisdom, and sound and mature judgment. We endeavor to have a Board reflecting gender and cultural diversity, as well as varied experience at policy-making levels in areas that are relevant to the Company’s global activities.

A majority of the directors will be “independent directors” pursuant to the rules of the Securities and Exchange Commission (“SEC”) and the listing standards of The Nasdaq

Stock Market (“Nasdaq”). Although the majority of directors must be independent, it is recognized that directors who do not meet the independence standards also make valuable contributions to the Board and to the Company by reason of their experience, knowledge and familiarity with the Company.

Directors must be willing to devote sufficient time to carry out their duties and responsibilities effectively, and should be committed to serve on the Board for an extended period of time. Each Board member is expected to ensure that other existing and planned future commitments do not materially interfere with his/her service as a director. Directors are encouraged to limit the number of other boards (excluding non-profit) on which they serve to ensure that they can meet their commitments to the Company and do not create potential conflicts of interest. The Board has adopted a policy limiting the number of other public company boards on which each director may serve to four (4). Directors may not serve on the board of directors of any other public or private company without obtaining prior approval from the Corporate Governance and Nominating Committee.

The Corporate Governance and Nominating Committee, from time to time, may review the appropriate skills and characteristics required of Board members, taking into account the current composition of the Board and the needs of the Company. This assessment should include the areas of core competency established by the Board and should strive for a mix of skills and diverse perspectives (functional, gender, cultural and geographic) that is effective for the Board at that point in time.

The Board anticipates that the Company’s CEO will be nominated annually to serve on the Board and may also serve as Chairman of the Board. The Board may also appoint or nominate certain other members of the Company’s management whose experience and role at the Company are expected to help the Board fulfill its responsibilities.

New Board members will attend a director orientation program provided by the Company that will include written materials, meetings with key management and visits to Company facilities. Each director is also expected to participate in continuing educational programs in order to maintain the necessary level of expertise to perform his or her responsibilities. The Company’s chief legal officer and chief financial officer are responsible for providing the orientation for new directors and for periodically providing materials or briefing sessions for all directors on subjects that will assist them in discharging their duties.

The Board does not believe that directors who retire or change their principal occupation or business association should necessarily leave the Board. However, the Board has adopted a policy that upon a change in a director’s full-time employment, such director must submit to the Board a letter offering to resign from the Board. The Corporate Governance and Nominating Committee will review the appropriateness of continued Board membership and recommend to the Board the action to be taken with respect to such offered resignation.

The Board does not believe that arbitrary term limits on directors’ service are beneficial, nor does it believe that directors should expect to be re-nominated as a matter of course. The Board self-evaluation process is an important determinant of Board tenure. Directors

will not typically be nominated for election to the Board after they reach the age of 70, which the Board considers to be a generally appropriate retirement age, although the Board may decide to waive this policy in individual cases.

### **Resignation Policy For Directors**

Any incumbent director who receives a greater number of votes cast “against” his or her election as a director than votes “for” such election shall promptly tender his or her offer of resignation following certification of the stockholder vote. The Corporate Governance and Nominating Committee shall consider the resignation offer and recommend to the Board the action to be taken with respect to such offer, which may include (without limitation): (i) accepting the offered resignation; (ii) retaining the director but addressing what the Corporate Governance and Nominating Committee believes to be the underlying cause(s) of the outcome of the voting with respect to that director; (iii) deciding that the Board does not plan to re-nominate the director in the future for election; or (iv) rejecting the offered resignation. In reaching its decision, the Corporate Governance and Nominating Committee shall consider all factors its members deem relevant, including (without limitation): (a) any publicly-stated reasons why stockholders voted against such director’s election; (b) any alternatives for addressing the underlying cause(s) of the outcome of the voting with respect to that director; (c) the director's tenure; (d) the director's qualifications; (e) the director's past and expected future contributions to the Company; and (f) the overall composition of the Board, including whether accepting the offered resignation would cause the Company to fail to meet any applicable SEC or securities exchange listing or governance requirements.

The Board will act on the Corporate Governance and Nominating Committee's recommendation and publicly disclose its decision whether to accept the director’s resignation offer and its rationale within 90 days following certification of the stockholder vote.

Any director who tenders his or her offer of resignation pursuant to this provision shall not participate in the vote on the Corporate Governance and Nominating Committee recommendation or Board determination on whether to accept the resignation offer. If no existing member of the Corporate Governance and Nominating Committee is elected to a new term as a director at the same meeting, then those independent directors who were elected at such meeting shall appoint a special committee amongst themselves to consider the resignation offers and to recommend to the Board whether to accept them. If only three or fewer directors are elected to new terms at the same meeting, all directors may participate in the determination on whether to accept the resignation offers.

To the extent that one or more directors’ offered resignations are accepted by the Board, the Board in its discretion may determine either to fill such vacancy or vacancies or reduce the size of the Board.

## **V. BOARD COMMITTEES**

The Board has established the following committees to assist the Board in discharging its responsibilities: (i) Audit; (ii) Corporate Governance and Nominating; (iii) Human Resources and Compensation; (iv) Investment; and (v) Strategy. From time to time, the

Board may form a new committee or disband an existing committee, depending upon the circumstances.

The charters of the Audit, Corporate Governance and Nominating and Human Resources and Compensation Committees are published on the Applied website ([www.appliedmaterials.com](http://www.appliedmaterials.com)), and will be mailed to stockholders on written request. The Board is responsible for the appointment of the chair and members of each committee. The committee chairs report the highlights of their meetings to the Board following each meeting of the respective committees. The committees occasionally hold meetings in conjunction with meetings of the Board.

The number, content, frequency, length and agenda of committee meetings and other matters of committee governance will be determined by each committee in light of the authority delegated by the Board to the committee, as set forth in its committee charter. The chair of each committee is responsible for developing, with input from relevant Company managers, the committee's agenda and objectives, the committee's charter, if any, as approved by the Board, and legal, regulatory, accounting or governance principles applicable to that committee's function. Sufficient time to consider the agenda items will be provided. Materials related to agenda items will be sent to committee members sufficiently in advance of the meeting to allow the members to prepare for discussion of the items at the meeting.

### **Audit Committee**

The Audit Committee oversees the financial reports and other financial information provided by the Company to its stockholders and others; the Company's financial policies and procedures and disclosure controls and procedures; the Company's system of internal control over financial reporting; the Company's auditing, accounting and financial reporting processes; the qualifications and independence of the Company's independent registered public accounting firm; the performance of the Company's internal audit function; and risk assessment and risk management related to financial matters and the Company's enterprise risk management program. The committee also reviews and approves, where appropriate, related-party transactions and oversees the Company's tax, legal, regulatory and ethical compliance.

### **Corporate Governance and Nominating Committee**

The Corporate Governance and Nominating Committee assists the Board in developing, maintaining and overseeing the Company's corporate governance guidelines, oversees the composition, structure and evaluation of the Board and its committees, and assists the Board in identifying individuals qualified to be directors. The committee also oversees the management of risks associated with director independence and board composition and organization. The committee reviews these guidelines regularly and recommends changes as necessary or appropriate.

## **Human Resources and Compensation Committee**

The Human Resources and Compensation Committee oversees the Company's programs that foster employee and executive development and retention, determines executive compensation and oversees significant employee benefits programs, policies and plans relating to the Company's employees and executives. In addition, the Committee adopts, amends and oversees administration of all equity-related incentive plans and senior executive bonus plans and approves the compensation of members of the Board. The committee also oversees the management of risks associated with the Company's compensation policies and programs.

## **Investment Committee**

The Investment Committee assists the Board in fulfilling its responsibilities with respect to certain investment transactions by the Company's, including equity or other investments in, or acquisitions of, business enterprises or projects made for strategic purposes, joint ventures with third parties, and divestitures of equity or other investments, or of acquired business enterprises or projects.

## **Strategy Committee**

The Strategy Committee oversees the Company's strategic goals and related risks, objectives and plans concerning existing and potential markets, technologies, products, services and business opportunities.

## **VI. INDEPENDENCE OF COMMITTEE MEMBERS**

In addition to the requirement that a majority of the Board satisfy the independence standards discussed in Section IV above, the Audit, Corporate Governance and Nominating and Human Resources and Compensation Committees shall consist solely of independent directors. Members of the Audit and Human Resources and Compensation Committees must also satisfy additional independence requirements under SEC and Nasdaq rules.

## **VII. SELECTION OF CHAIRMAN, CEO AND LEAD INDEPENDENT DIRECTOR**

The Board is responsible for selecting the Company's Chairman of the Board, CEO and Lead Independent Director, as applicable. The Board should make its selections in a manner that it believes is best for the Company under all of the circumstances present at the time of such selection. The roles of the Chairman and CEO may be separate or combined and the Chairman may be either an employee or non-employee director. This flexibility allows the Board to select the Company's CEO and Chairman in the manner that it determines to be in the best interests of the Company's stockholders. The Chairman of the Board shall preside at all meetings of the stockholders and of the Board as a whole, and shall perform such other duties, and exercise such powers, as from time to time shall be prescribed in the Company's Bylaws or by the Board.

If the individual elected as Chairman of the Board does not qualify as an independent director, the Board shall also designate an independent director as the Lead Independent Director. If designated, the Lead Independent Director shall: preside at all meetings of the Board at which the Chairman is not present, including executive sessions of the independent directors; have the authority to call meetings of the independent directors; serve as liaison between the Chairman and the independent directors; approve information sent to the Board; approve meeting agendas for the Board; approve meeting schedules to assure that there is sufficient time for discussion of all agenda items; have the authority to retain outside advisors and consultants who report directly to the Board on board-wide issues; serve as a liaison for consultation and direct communication with stockholders; and perform such other duties as deemed necessary by the Board from time to time.

## **VIII. EXECUTIVE SESSIONS OF INDEPENDENT DIRECTORS**

Independent directors meet without the presence of management or the non-independent directors at least twice a year during regularly scheduled Board meetings. These executive sessions are called and chaired by the independent Chairman of the Board or the Lead Independent Director, as applicable.

## **IX. SELF-EVALUATION**

The Board and each committee shall perform an annual self-evaluation. The goal of these evaluations is to improve the contributions of the committees and of individual directors to maximize the effectiveness of the Board.

## **X. BOARD MEETINGS AND AGENDA**

Board meetings are scheduled in advance typically every quarter for a full day. Special meetings may be called as necessary. The meetings are usually held at the Company's headquarters in Santa Clara, California, but occasionally may be held at another facility in the U.S. or abroad.

Information and data that is important to the Board's understanding of business to be discussed at a meeting should be distributed in writing or electronically to the Board before the Board meets. As a general rule, materials on specific subjects should be sent to Board members in advance so that Board meeting time may be focused on discussion and analysis rather than exchange of information. Sensitive subject matters may be discussed at the meeting without written materials being distributed in advance or at the meeting.

The Board is responsible for its agenda. The Chairman or Lead Independent Director, as applicable, with input from senior members of management, establishes the agenda for each Board meeting. Directors are urged to make suggestions for agenda items, or additional pre-meeting materials, to the Chairman or Lead Independent Director at any time. The Chairman or Lead Independent Director, as appropriate, determines the nature and extent of information that should be provided regularly to the directors before each scheduled Board meeting. It is the policy of the Board to review major business

operations of the Company on a periodic basis and to review long-term strategic plans and annual operating plans.

The Board encourages management to schedule managers to present material at Board meetings who: (a) can provide additional insight into the topics being discussed because of personal involvement in these areas; and/or (b) management believes have future potential in the Company and should be given exposure to the Board. The Board welcomes the regular attendance at each Board meeting of non-Board members who are in responsible management positions of the Company.

In addition to attending Board meetings, each Board member is strongly encouraged to attend the Company's Annual Meeting of Stockholders.

## **XI. ETHICS AND CONFLICTS OF INTEREST**

The Board is committed to upholding the highest legal and ethical conduct in fulfilling its responsibilities. The Board expects Applied's directors, officers and all other members of its workforce to act ethically at all times and to certify annually their commitment to the policies and requirements set forth in Applied's Standards of Business Conduct. The Board, with the assistance of the Audit Committee, oversees the Company's Ethics Program, which presently includes the Company's Standards of Business Conduct, an Ombudsman responsible for receiving and investigating complaints and a 24-hour global toll-free hotline.

If a director becomes involved in activities or interests that conflict or appear to conflict with the interests of the Company and these activities result in an actual or potential conflict of interest, the director is required to disclose such conflict promptly to the Corporate Governance and Nominating Committee. The Board will determine an appropriate resolution on a case-by-case basis, taking into consideration the recommendation of the Corporate Governance and Nominating Committee. All directors will recuse themselves from any discussion or decision affecting their personal, business or professional interests. The Board will resolve any conflict of interest question involving the CEO or other executive officers (as determined under Rule 16a-1(f) of the Securities Exchange Act of 1934) of the Company, taking into consideration the recommendation of the Audit Committee.

The Company will not make any personal loans or extensions of credit to directors or executive officers. No director (other than employee directors) or family member may provide personal services for compensation to the Company.

## **XII. REPORTING CONCERNS TO INDEPENDENT DIRECTORS OR THE AUDIT COMMITTEE**

Anyone who has a concern about Applied's conduct or about its accounting, internal accounting controls or auditing matters may communicate that concern directly to any independent director, the Audit Committee or Ombudsman. Such communications may be confidential or anonymous, and may be e-mailed or submitted in writing to designated addresses, or reported by phone to a confidential, global, toll-free phone number. All

such concerns will be forwarded to the appropriate directors for their review, and will be simultaneously reviewed and addressed by Applied's Ombudsman in the same way that other concerns are addressed by the Company. The status of all outstanding concerns addressed to the independent directors or the Audit Committee will be reported to the directors on a quarterly basis, or more frequently if circumstances warrant. The independent directors or the Audit Committee may direct special resources, including the retention of outside advisors or counsel, for any concern as appropriate. The Company's Standards of Business Conduct prohibit any employee from retaliating or taking any adverse action against any member of the Company's workforce for raising or helping to resolve an integrity concern.

### **XIII. COMPENSATION OF INDEPENDENT DIRECTORS**

The Human Resources and Compensation Committee is responsible for reviewing and approving compensation and benefits, including stock options and restricted stock units, for independent directors. In discharging this duty, it is guided by three goals: compensation should fairly pay directors for work required on behalf of a company of Applied's size and scope; compensation should align directors' interests with the long-term interests of stockholders; and the structure of the compensation should be transparent and easily understandable. The Human Resources and Compensation Committee will review independent director compensation and benefits from time to time.

### **XIV. ANNUAL COMPENSATION REVIEW OF SENIOR EXECUTIVES**

The Human Resources and Compensation Committee annually determines the CEO's salary, bonus and other incentive and equity compensation and, in connection with such determination, reviews and approves the goals and objectives assigned to the CEO and evaluates the CEO's performance in light of these goals. The committee also annually reviews and approves the principal elements of total compensation for the Company's officers and such other key employees as the committee determines to be appropriate.

### **XV. STOCK OWNERSHIP GUIDELINES**

Non-employee directors should maintain an investment level in the Company's stock with a value of at least \$325,000. The CEO and Chairman (if the Chairman is also an employee of the Company) should maintain an investment level in the Company's stock equal to at least five times his or her annual salary. Named executive officers other than the CEO should maintain an investment level equal to at least three times his or her annual salary. In each case, such investment levels should be achieved no later than five years following a director's or officer's election or appointment.

### **XVI. ACCESS TO EMPLOYEES**

The Board has complete access to any Applied employee for the purpose of fulfilling its responsibilities and duties. Independent directors are encouraged to contact employees of the Company with or without senior executives present.

## **XVII. ACCESS TO INDEPENDENT ADVISORS**

The Board (as an entity) and each of its committees have the right at any time to retain and consult with independent financial, legal or other advisors, with funding provided by the Company.

## **XVIII. MISCELLANEOUS**

These Guidelines are in addition to and are not intended to change or interpret any federal or state law, including the General Corporation Law of Delaware.