

# MACOM TECHNOLOGY SOLUTIONS HOLDINGS, INC.

## Compensation Committee Charter

(October 23, 2024)

### *Purpose and Authority*

The purpose of the Compensation Committee (the “**Committee**”) of the Board of Directors (the “**Board**”) of MACOM Technology Solutions Holdings, Inc. (the “**Company**”) is to (a) oversee the Company’s compensation plans, policies and programs for its executive officers and non-employee directors of the Board; (b) oversee the Company’s employee benefit plans, including its cash incentive compensation and equity compensation plans; and (c) review and discuss with the Company’s management the compensation discussion and analysis (the “**CD&A**”), if required by the Securities Exchange Act of 1934, as amended (the “**Exchange Act**”), to be included in the Company’s annual proxy statement and annual report on Form 10-K, and recommend to the Board, if appropriate, that the CD&A be included in the proxy statement and annual report on Form 10-K. The Committee shall have all authority necessary to fulfill the duties and responsibilities assigned to the Committee in this Charter or otherwise assigned to it by the Board.

The Committee may from time to time work with the Company’s management team, human resources professionals and other employees in discharging its duties. As the Committee deems appropriate, it may form and delegate authority to subcommittees and may delegate authority to one (1) or more designated members of the Committee. The Committee may also delegate to one (1) or more senior executive officers the authority to make grants of equity-based compensation to eligible individuals who are not executive officers of the Company, subject to compliance with applicable laws. The Committee may revoke any delegation of authority at any time.

### *Composition*

#### **Independence**

The Committee shall be composed of at least two (2) directors, each of whom shall, as determined by the Board, (a) meet the independence standards established by the Board and applicable laws, regulations and listing requirements applicable to the Company and compensation committee members, including Rule 10C-1(b)(1) under the Exchange Act; (b) be a “non-employee director” within the meaning of Rule 16b-3 under the Exchange Act, in each case, subject to any applicable exemptions and transition provisions; and (c) be an “outside director” within the meaning of Section 162(m) of the Internal Revenue Code of 1986, as amended.

#### **Appointment and Removal of Members**

The members of the Committee shall be appointed by the Board. The Board may remove any member from the Committee at any time with or without cause.

### *Philosophy*

The Committee shall review, evaluate and make recommendations, as applicable, to the Board regarding the Company's compensation philosophy and the objectives of the Company's compensation programs.

### ***Duties and Responsibilities***

The Committee shall have the following duties and responsibilities, in addition to any duties and responsibilities assigned to the Committee from time to time by the Board:

#### **Overall Compensation**

1. Review at least annually the Company's overall compensation philosophy and related compensation and benefit policies, programs and practices to (a) ensure that they support the Company's business objectives and comply with applicable laws and regulations; and (b) evaluate whether the Company's incentive compensation programs encourage excessive risk-taking.
2. Review, consider and select, to the extent determined to be advisable, a peer group of appropriate companies for purposes of benchmarking and analysis of compensation for executive officers and directors.

#### **Executive Compensation**

3. Review and approve goals and objectives relevant to the compensation of the Chief Executive Officer ("**CEO**") and other executive officers of the Company, as such term is defined in Rule 16a-1, promulgated under the Exchange Act, evaluate the CEO's and each such executive officer's performance in light of those goals and objectives, and set the CEO's and each such executive officer's compensation level (including, but not limited to, annual base salary, long and short-term incentive compensation, equity compensation, change in control or other severance arrangements, and retirement and deferred compensation arrangements, as the Committee deems appropriate), based on these evaluations.
4. In reviewing and approving such matters, the Committee shall consider such matters as it deems appropriate, including the Company's financial and operating performance, the alignment of the interests of the executive officers and employees and the Company's stockholders, the performance of the Company's common stock and the Company's ability to attract and retain qualified individuals. The CEO may not be present during voting or deliberations concerning his or her compensation. With respect to its assessment of the performance and compensation of the executive officers of the Company other than the CEO, the Committee may receive and consider the CEO's evaluations and recommendations regarding such executive officers' performance and compensation from time to time as it deems appropriate.
5. Review and approve, if appropriate, compensation arrangements to be made between the Company and any newly hired or promoted executive officer.

6. Review and approve, if appropriate, new or amended employment, severance, termination or change of control agreements or arrangements between the Company and any executive officer of the Company.
7. Perform such duties and responsibilities as may be assigned to the Committee under the terms of any of the Company's executive compensation programs.
8. Oversee the Company's submissions to stockholders on executive compensation matters, including, if applicable, stockholder advisory votes on executive compensation and the frequency of such votes, incentive and other executive compensation plans, and amendments to such plans, and recommend to the Board the inclusion of any such matters in the Company's annual proxy statement and annual report on Form 10-K. Oversee the Company's engagement with proxy advisory firms and other stockholder groups on executive compensation matters.

### **Incentive Compensation Programs and Benefit Programs**

9. Review and recommend to the Board for approval the establishment or amendment of all equity compensation plans. Amend or terminate any such plan to the extent the Committee deems appropriate, provided that Board approval shall be obtained to the extent such termination or amendment requires stockholder approval or Board approval is otherwise required under the terms of the plan or by applicable law, rule or regulation.
10. Review and recommend to the Board for approval the establishment or amendment of all other bonus or compensation plans in which executive officers of the Company will be eligible to participate.
11. Perform such duties and responsibilities, including acting as plan administrator, as may be assigned to the Committee under the terms of any compensation program or other employee benefit plan, including any incentive compensation or equity-based plan.
12. Make and approve stock option grants and other equity awards under the terms of any equity-based plans.

### **Non-Employee Director Compensation**

13. The Committee may periodically review and, if it deems appropriate, make recommendations to the Board regarding the compensation (including cash compensation and equity grants) for non-employee directors for service on the Board and its committees.

### **Stock Ownership Guidelines**

14. The Committee shall establish and monitor compliance with any stock ownership and holding guidelines of the Company that are applicable to

executive officers of the Company, and periodically assess and modify these guidelines as it deems appropriate.

### **Regulatory Compliance**

15. The Committee shall review and discuss with management the Company's CD&A and related disclosures required under federal securities laws to be included as part of the Company's annual report on Form 10-K and proxy statement for the annual meeting of stockholders.
16. Review and approve an annual Compensation Committee Report to be included in the Company's annual proxy statement and annual report on Form 10-K to the extent required by the Exchange Act.
17. Monitor the Company's compliance with the requirements under the Sarbanes-Oxley Act of 2002 relating to loans to directors and officers, and the Company's compliance with other applicable laws, rules and regulations governing executive compensation, including Section 16 of the Exchange Act.
18. Consider the results of the most recent stockholder advisory vote on executive compensation required by Section 14A of the Exchange Act when determining compensation policies and making decisions on executive compensation.

### **Consultants and Advisors**

19. The Committee shall have the authority, in its sole discretion, to retain and terminate (or obtain the advice of) a compensation consultant, independent legal counsel and/or other Advisor ("**Compensation Advisor**") to assist the Committee with the discharge of its duties under this Charter. The Committee shall be directly responsible for the appointment, compensation and oversight of the work of any Compensation Advisor retained by the Committee. The Company shall provide for appropriate funding, as determined by the Committee, for payment of reasonable compensation to any Compensation Advisor engaged by the Committee.

The Committee may select, or receive advice from, a Compensation Advisor only after taking into consideration the following factors:

- The provision of other services to the Company by the person that employs the Compensation Advisor;
- The amount of fees received from the Company by the person that employs the Compensation Advisor, as a percentage of the total revenue of the person that employs the Compensation Advisor;
- The policies and procedures of the person that employs the Compensation Advisor that are designed to prevent conflicts of interest;

- Any business or personal relationship of the Compensation Advisor with a member of the Committee;
- Any stock of the Company owned by the Compensation Advisor; and
- Any business or personal relationship of the Compensation Advisor or the person employing the Compensation Advisor with any executive officer.

After considering the independence factors outlined above, the Committee may select, or receive advice from, any Compensation Advisor it wishes to, including one (1) that is not independent.

The Committee is not required to conduct the independence assessment outlined above for in-house counsel, or for any Compensation Advisor whose role is limited to the following activities: (a) consulting on any broad-based plan that does not discriminate in scope, terms, or operation, in favor of executive officers or directors of the Company, and that is available generally to all salaried employees; and/or (b) providing information that either is not customized for the Company or that is customized based on parameters that are not developed by the Compensation Advisor, and about which the Compensation Advisor does not provide advice.

If the Committee determines that the work performed by a Compensation Advisor retained by the Committee has raised a conflict of interest, the Committee shall disclose to the Board the nature of such conflict of interest and how it is being addressed. In determining whether a conflict of interest exists, the Committee shall consider the factors described above and the other applicable laws and regulations under the Exchange Act.

### ***Meetings***

The Committee shall meet as often as necessary to fulfill the responsibilities set forth in this Charter, which shall include at least four quarterly meetings for the year. In the absence of a member designated by the Board to serve as chair of the Committee, the members of the Committee may appoint from among their number a person to preside at their meetings.

The Committee shall provide minutes of Committee meetings to the Board and report regularly to the Board on its activities.

### ***Actions of the Committee***

The Committee shall meet in person or telephonically at such times and places as shall be determined by the chair of the Committee. A majority of the members of the Committee shall constitute a quorum for purposes of holding a meeting and the Committee may act by a vote of a majority of members present at such meeting. In lieu of a meeting, the Committee may act by unanimous written consent.

### ***Evaluation***

The Committee shall annually review and reassess the adequacy of this Charter, including the Committee's structure, processes, and membership requirements, and, if it deems changes appropriate, propose changes to the Board.