

**LINEAR TECHNOLOGY CORPORATION**  
**COMPENSATION COMMITTEE CHARTER**  
**(as amended July 2014)**

**MEMBERSHIP AND ORGANIZATION**

The Committee shall consist of no fewer than three members. The members of the Committee shall be independent of the Company and its affiliates, and shall otherwise be deemed “Independent Directors” under the following requirements or definitions:

- Independence requirements of the listing standards of The Nasdaq National Market.
- “Non-employee director” definition of Rule 16b-3 under Section 16 of the Securities Exchange Act of 1934.
- “Outside director” definition of Section 162(m) of the Internal Revenue Code of 1986.

**RESPONSIBILITIES AND AUTHORITY**

The Board has delegated to the Committee the following authority:

- No less than annually, review and approve the compensation of the chief executive officer and all other executive officers of the Company (including those officers covered in Rule 16a-1(f) under the Securities Exchange Act of 1934, as amended) and, when considered appropriate by the Committee, other key employees and consultants.
- Set specific corporate objectives relevant to executive compensation, and review executive officer performance in light of these objectives.
- Review and approve employment agreements, severance arrangements, and applicable change in control agreements/provisions for the executive officers.
- Act as the overseeing authority or similar body under the Company’s equity plans, bonus plans and other compensation or benefits plans or programs (sometimes referred to as the “Committee” in the documents for such plans and programs), with authority to adopt, modify, interpret or terminate such plans and to make or modify awards thereunder.
- Produce a report on executive compensation for inclusion in the Company’s annual proxy statement.
- Review director compensation and make recommendations to the Board of Directors.
- Orally review and reassess the adequacy of this Charter annually and recommend changes to the Board.

## **SUBCOMMITTEES AND ADVISERS**

The Committee may delegate the above responsibilities to subcommittees when appropriate.

The Committee has authority, in its sole discretion, to retain or obtain the advice and assistance of compensation consultants, legal counsel or other advisers. The Committee shall be directly responsible for the appointment, compensation and oversight of the work of any such adviser retained by the Committee. The Company shall provide for appropriate funding, as determined by the Committee, for payment of reasonable compensation to such adviser.

If the Committee elects to select, or receive advice from, a compensation consultant, legal counsel or other adviser to the Committee (other than in-house legal counsel), it must consider in advance the following factors regarding the independence of such adviser:

- (i) The provision of other services to the Company by the entity employing the adviser.
- (ii) The amount of fees received from the Company by the entity that employs the adviser as a percentage of the total revenue.
- (iii) The policies and procedures of the entity that employs the adviser that are designed to prevent conflicts of interest.
- (iv) Any business or personal relationship of the adviser with a Compensation Committee member.
- (v) Any stock of the Company owned by the adviser.
- (vi) Any business or personal relationship of the adviser with an executive officer of the Company.
- (vii) Any other factors that would be relevant in determining the adviser's independence from management.

After such consideration, the Committee may select, or receive advice from, any compensation consultant, legal counsel or other adviser that it prefers, including one that not deemed independent under the foregoing factors.

Notwithstanding the foregoing, the Committee is not required to conduct such an independence assessment for an adviser that acts in a role limited to the following activities:

- (i) 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
- (ii) providing information that either is not customized for the Company or that is customized based on parameters that are not developed by the adviser and about which the adviser does not provide advice.

The Committee shall not be required to implement or act consistently with the advice or recommendations of any compensation consultant, legal counsel or other adviser to the Committee, and the authority granted to the Committee pursuant to this Charter shall not affect the ability or obligation of the Committee to exercise its own judgment in fulfillment of its duties under this Charter.

Any adviser retained by the Committee will report directly to the Committee and may be terminated in the discretion of the Committee.

## **MEETINGS**

The Committee shall elect its own Chair and establish its own procedures. The Committee will meet as needed. The Committee will maintain written minutes of its meetings, which will be filed with the minutes of the Board meetings. The Committee, or its Chair, shall report to the Board on the results of these meetings. The chief executive officer may not be present during deliberations or voting on his or her compensation.