

LINEAR TECHNOLOGY CORPORATION

DIRECTOR ELECTIONS AND RESIGNATION POLICY

Voting for Directors

Beginning with the Company's annual meeting of stockholders to be held in 2014, any nominee for director in an uncontested election (i.e., an election where the only nominees are those recommended by the Board and where cumulative voting has not been invoked) who receives "Against" votes from the majority of outstanding shares entitled to vote in the election shall tender his or her resignation promptly following certification of the stockholder vote. In order to ensure such tender is made, each nominee who is an incumbent director must, as a condition of renomination, submit in advance a conditional resignation that will be deemed tendered automatically if he or she is not reelected. The Board shall nominate for election or re-election as a director only candidates who agree to tender such a conditional resignation.

When a resignation is tendered, the Nominating and Governance Committee (the "Committee") will promptly consider it and will recommend to the Board whether to accept the tendered resignation or to take some other action, such as rejecting the tendered resignation and addressing what the Committee perceives to be the underlying causes of the "Against" votes. In making this recommendation, the Committee will consider all factors deemed relevant by its members including, without limitation: their views as to underlying reasons why stockholders cast "Against" votes for such director (to the extent ascertainable); the length of service and qualifications of the director whose resignation has been tendered; the director's contributions to the Company during his or her term of service and anticipated future contributions; whether by accepting such resignation the Company will no longer be in compliance with any applicable law, rule or regulation (including, for example, the impact the director's resignation would have on the Company's compliance with the requirements of the Securities and Exchange Commission and NASDAQ); and whether or not accepting the resignation is in the best interests of the Company and its stockholders.

The Board will promptly act on the Committee's recommendation no later than 90 days following its receipt of such recommendation. In considering the Committee's recommendation, the Board will consider the factors considered by the Committee and such additional information and factors the Board believes to be relevant. The Company will publicly disclose the Board's final decision of whether to accept the director's resignation (or the reason(s) for rejecting the resignation, if applicable) in a press release to be disseminated in the manner that Company press releases are typically distributed or, to the extent required by law, in a Form 8-K furnished to the Securities and Exchange Commission.

Any director who tenders his or her resignation pursuant to this provision will not participate in the Committee recommendation or Board consideration regarding whether or not to accept the tendered resignation. However, such director may remain active and engaged in all other Committee and Board activities, deliberations and decisions during this Committee and Board process.