

LINEAR TECHNOLOGY CORPORATION

NOMINATING AND CORPORATE GOVERNANCE COMMITTEE CHARTER (as amended July 2013)

OVERVIEW

The purposes of the Nominating and Corporate Governance Committee are to ensure that the Board of Directors is properly constituted to meet its fiduciary obligations to stockholders and the Company and that the Company has and follows corporate governance standards appropriate for the Company and its business.

The Board has delegated to this Committee general authority to evaluate governance of the Company in general and the composition and organization of the Board and its committees specifically, as and to the extent directed by the Board, and to make recommendations regarding such matters to the Board for its consideration and approval.

MEMBERSHIP AND ORGANIZATION

The Committee will consist of no fewer than three members. Each member of the Committee shall meet the independence requirements of the listing standings of the Nasdaq Stock Market. The members of the Committee shall be appointed and replaced by the Board.

One member of the Committee shall be appointed as Chairman. The Chairman shall be responsible for leadership of the Committee, including presiding over meetings and making regular reports to the Board. The Chairman will also maintain regular liaison with the Executive Chairman of the Board and CEO.

RESPONSIBILITIES AND DUTIES

Although the Committee may wish to consider other duties from time to time, the general recurring activities of the Committee in carrying out its oversight role are described below (which is not intended to limited the general delegation of authority set forth above).

- Determine the criteria for membership on the Board, including minimum requirements and other factors that the Committee may take into account, as discussed below.
- Identify, consider and select, or recommend for the selection of the Board, candidates to fill new positions or vacancies on the Board.
- Review and consider any nominees for election to the Board submitted by the stockholders.
- Select, or recommend for the selection of the Board, the director nominees for election to the Board of Directors by the stockholders at each annual meeting of stockholders.
- Orally review the performance of the Committee itself on an annual basis.
- Periodically review the composition of each committee of the Board and recommend to the Board persons to be members of the various committees, the selection of committee

Chairmen, the advisability of rotation of such Chairmanships, the creation of additional committees or the change in mandate or dissolution of committees.

- Monitor compliance with, and orally review on an annual basis, the Company's Code of Business Conduct and Ethics.
- Oversee the evaluation process of the Board itself, at such times as the Board determines to undertake such evaluation.
- Oversee compliance by the Board and its committees with applicable laws and regulations, including the Nasdaq Stock Market listing standards and SEC regulations.
- Orally assess the adequacy of this Charter annually and recommend changes to the Board.

FACTORS IN EVALUATION OF DIRECTOR CANDIDATES

In evaluating candidates for election to the Board, the Committee shall consider such factors as it determines to be appropriate, given the Company's business, markets and organization at the time, including:

- The current size and composition of the Board, and the needs of the Board and the respective Board committees.
- Such factors as judgment, independence, character and integrity, area of expertise, diversity of experience (including age, gender, international background, race and professional experience), length of service and potential conflicts of interest.

SUBCOMMITTEES AND ADVISORS

The Committee may delegate the above responsibilities to subcommittees when appropriate. The Committee has the authority, in consultation with the Executive Chairman and Chief Executive Officer, to retain search firms on behalf of the Company to assist in the identification of candidates for the Board. The Committee shall also have authority to obtain advice and assistance from legal counsel, accountants or other advisors, as required.

MEETINGS

The Committee shall 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 Board meetings.