



Nominating and Corporate Governance Committee Charter

There shall be a Committee of the Board of Directors (the "Board") of Apple Inc. (the "Corporation") to be known as the Nominating and Corporate Governance Committee (the "Committee") with purpose, composition, authority, duties and responsibilities, as follows:

A. Purpose of the Committee

The purpose of the Committee is to:

1. Consider and report periodically to the Board on matters relating to the identification, selection and qualification of Board members and candidates nominated to the Board; and
2. Advise and make recommendations to the Board of Directors with respect to corporate governance matters.

B. Composition of the Committee

The members of the Committee shall be appointed by the Board. The Committee will be composed of not less than two Board members. Each member shall be "independent" in accordance with applicable law, including the rules and regulations of the Securities and Exchange Commission and the rules of the Nasdaq Stock Market. The Chair of the Committee shall be designated by the Board.

Members of the Committee shall serve until their successors are duly elected and qualified or their earlier resignation or removal. The Board may replace any member of the Committee.

C. Committee Meetings

The Committee shall meet as often as it deems appropriate to perform its duties and responsibilities under this charter. The Chair of the Board, any member of the Committee, or the Secretary of the Corporation may call meetings of the Committee. The Chair of the Committee, in consultation with the Committee members and members of management, will determine the frequency and length of Committee meetings and develop the Committee's agenda. At the beginning of the year, the Committee will establish a schedule of agenda subjects to be discussed during the year (to the extent these can be foreseen). The Committee shall maintain written minutes of its meetings, which will be filed with the meeting minutes of the Board.

D. Authority and Resources

The Committee may request any officer or employee of the Corporation or the Corporation's outside counsel to attend a Committee meeting or to meet with any members of, or consultants to, the Committee. The Committee has the right at any time to obtain advice, reports or opinions from internal and external counsel and expert advisors and has the authority to hire

and terminate independent legal, financial and other advisors as it may deem necessary, at the Corporation's expense, without consulting with, or obtaining approval from, any officer of the Corporation in advance.

E. Duties and Responsibilities

The Committee shall:

1. Screen and recommend the selection of nominees to the Board to fill vacancies and newly created directorships based on, among other things, their independence, character, ability to exercise sound judgment, diversity, age, demonstrated leadership, skills, including financial literacy, and experience in the context of the needs of the Board. The Committee is committed to actively seeking out highly qualified women and individuals from minority groups to include in the pool from which Board nominees are chosen.
2. Develop a pool of potential director candidates for consideration in the event of a vacancy on the Board.
3. Oversee the annual Board performance evaluation process, including conducting surveys of director observations, suggestions and preferences.
4. Consider the performance of incumbent members of the Board in determining whether to recommend that they be nominated for reelection.
5. Evaluate and recommend termination of membership of individual directors in accordance with the Corporation's Bylaws, for cause or for other appropriate reasons.
6. Make recommendations to the Board concerning the size, structure and composition of the Board and its committees.
7. Consider shareholder nominees for election to the Board and review shareholder proposals submitted to the Corporation for consideration at the Corporation's annual meeting of shareholders.
8. Monitor compliance with the Guidelines Regarding Director Conflicts of Interest and, as it relates to individual directors, the Corporation's Business Conduct Policy.
9. Consider matters of corporate governance and periodically review the Corporation's corporate governance policies and recommend to the Board modifications to the policies as appropriate.
10. Review the Committee's charter, structure, processes, and membership requirements and submit any recommended changes to the Board at least once a year.
11. Review the Corporate Governance Guidelines annually and submit any recommended changes to the Board.
12. Report to the Board concerning the Committee's activities with such recommendations as the Committee deems appropriate at least once a year.
13. Perform such other functions as assigned by law, the Corporation's charter or bylaws, or the Board.