

NOMINATING AND GOVERNANCE COMMITTEE CHARTER

Amended and Restated by the
Board of Directors of Lam Research Corporation on
May 11, 2017

Purpose

The purposes of the Nominating and Governance Committee (the “Committee”) of the board of directors (the “Board”) of Lam Research Corporation (the “Company”) are to (i) identify individuals qualified to serve as members of the Board of the Company; (ii) recommend nominees for election as directors of the Company; (iii) oversee self-evaluations of the Board; (iv) develop and recommend to the Board corporate governance guidelines and any subsequent amendments; and (v) provide oversight with respect to corporate governance and ethical conduct.

Composition

The Committee shall be composed of two or more directors, as determined by the Board (subject to any restrictions in the Company’s certificate of incorporation or bylaws), each of whom shall satisfy the independence criteria and any other applicable requirements of the principal stock exchange or quotation service on which the Company’s shares are listed or quoted. Members shall be appointed to, and removed from, the Committee by the Board.

Responsibilities

The Committee is charged by the Board with the responsibility to:

1. Identify, screen and evaluate individuals qualified to serve as members of the Board, recommend to the independent directors of the Company nominees for election as directors of the Company at the next annual or special meeting of stockholders at which directors are to be elected, and identify, screen, evaluate and recommend to the Board individuals to fill any vacancies or newly created directorships that may occur between such meetings, in each case in accordance with the criteria set forth from time to time in the Company’s Corporate Governance Guidelines.
2. Make recommendations to the Board annually after consultation with the Chair of the Board and the Lead Independent Director, if any, with respect to assignment of Board members to committees and for committee chairs; and, as appropriate, recommend rotation or removal of directors from Board committees.
3. Cause to be prepared and recommend to the Board the adoption of corporate governance guidelines, and from time to time review and assess the guidelines and recommend changes for approval by the Board.
4. Oversee on a bi-annual basis a self-evaluation of the Board and, to the extent the Board requests, the Board committees in accordance with the Company’s Corporate Governance Guidelines and the committee charters and conduct from time to time a self-evaluation of the Committee’s performance, which may be part of the Board’s self evaluation.

5. Ensure that the Board reviews CEO succession planning and that the CEO reports to the Board regarding organization status on an appropriate basis.

6. Cause to be prepared and adopted a code of ethics/conduct meeting legal requirements and the requirements of the principal stock exchange or quotation service on which the Company's shares are listed or quoted, and from time to time review and assess the code and recommend changes for approval by the Board as appropriate.

7. Act on an expedited basis to determine whether to recommend that the Board accept or decline the resignation of an incumbent director who fails to receive the required majority vote for re-election, and submit its recommendation for prompt consideration by the Board.

8. Provide minutes of Committee meetings to the Board, and report to the Board on any significant matters arising from the Committee's work.

9. Review and assess, from time to time, this Charter and, if appropriate, recommend changes to the Board.

10. The Committee shall fulfill any disclosure, reporting or other requirements imposed on or required of nominating and governance committees of public companies by the SEC or applicable listing requirements or other applicable laws, rulings and regulations.

11. Review and assess, from time to time, the governing documents of the Company and, if appropriate, propose changes to the Board.

12. Perform such other duties and responsibilities as may be assigned to the Committee by the Board or specified in the Company's Corporate Governance Guidelines.

Authority

By adopting this Charter, the Board delegates to the Committee full authority in its discretion to:

1. Perform each of the responsibilities of the Committee described above.
2. Engage and terminate search firms, independent counsel and other advisers as the Committee determines necessary to carry out its responsibilities, and approve the fees and other terms of retention of any such search firms, independent counsel and other advisers.
3. Cause the officers of the Company to provide such funding as the Committee shall determine to be appropriate for payment of compensation to any search firm or other advisers engaged by the Committee, and payment of ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties.