



**MAXIM INTEGRATED PRODUCTS, INC.  
EQUITY AWARD GRANT POLICY**

**Adopted June 4, 2007**

**A. Introduction**

The Board of Directors of Maxim Integrated Products, Inc. (the "Company") recognizes the importance of adhering to specific and appropriate practices and procedures in the granting of equity awards. This policy shall apply to all grants of equity awards by the Company under its 1996 Stock Incentive Plan, including all amendments thereto as well as any other plan adopted by the Board of Directors that is intended to supplement or supersede the 1996 Plan (collectively, the "1996 Plan") after June 4, 2007. "Equity awards" refer to any compensatory award under the 1996 Plan, including stock options, restricted stock units and restricted stock.

**B. Authority to Grant Awards; Grant Dates and Exercise Price; Independent Registered Accountants; Employment Status; Award Lists**

Only the Compensation Committee or the Board of Directors may approve the grant of equity awards under the 1996 Plan; provided, however, the Compensation Committee may, pursuant to the Compensation Committee Charter, delegate to a subcommittee comprised of at least two(2) members of the Compensation Committee to approve the grant of equity awards. Any such subcommittee is hereinafter referred to as "the Equity Grant Subcommittee." Subject to the limitations set forth below, such approval may be made at a duly noticed meeting in which a quorum is present (including telephonic meetings) by a resolution approved by a majority of the directors present. In addition, while not required it will be the Company's practice to include the Company's Chief Executive Officer (the "CEO") and the Company's Independent Registered Public Accounting Firm (the "Accountants") at each meeting of the Board of Directors or Compensation Committee (or Equity Grant Subcommittee) at which equity awards are granted (except the CEO will not be present during the portion of a meeting in which equity awards are deliberated and/or approved for the CEO).

The grant date for an equity award shall be the date on which the Board of Directors or Compensation Committee (or Equity Grant Subcommittee) meets and approves the equity award. The exercise price for all stock options will be no less than the closing sales price as reported by the Nasdaq Stock Market of the Company's common stock on the grant date.

Each individual receiving an equity award (other than a non-employee member of the Board (each an "Outside Director") and independent contractors) must be an employee of the Company on the grant date of the award. Equity awards to independent contractors may only be made if the independent contractor is rendering services to the Company.

## **1. Non-Officer Employees**

For equity awards to employees (and independent contractors) other than Officers, the Stock Plan Administrator, with the assistance of a manager from the Human Resource Department (following input from senior management), will prepare a list of equity grants to be considered by the Compensation Committee (or the Equity Grant Subcommittee) or the Board, as applicable, which list will include the grantee's name, the proposed number of options and/or restricted stock units to be considered for grant, the vesting terms, date of hire and job title. This list will be reviewed by the Company's CEO and the Company's corporate legal counsel and then submitted to the Compensation Committee (or the Equity Grant Subcommittee or the Board, as applicable) with a courtesy copy to the Accountants in advance of the scheduled meeting in which the awards will be considered for grant.

## **2. Officers**

For equity awards to Officers, the Compensation Committee shall be provided with a written recommendation from the Company's CEO regarding the proposed terms of equity awards to each Officer (excluding himself), including the number and type of award to be considered for grant and vesting schedule. The Compensation Committee shall independently arrive at a recommendation with respect to the equity award for the CEO, based upon several factors, including but not limited to, Company performance and individual performance relevant to the compensation of the Company's CEO. Once the Compensation Committee approves the number, type of award and vesting schedule of equity awards for Officers (including the CEO), the Compensation Committee or the Equity Grant Subcommittee may select the date to grant the equity awards at a duly called meeting held during an open trading window under the Company's Insider Trading Policy at which the Accountants and the CEO have been invited to attend, although their presence at such meeting is not required.

## **C. Procedures for Granting Awards**

### **1. Grants of Equity Awards to New Hires and to continuing Employees for Special Recognition**

Grants of equity awards to new hires (including independent contractors), and to continuing employees for special recognition, which includes but is not limited to, promotions, project completion and employee retention situations ("Special Recognition"), will be made on a monthly basis at a meeting of the Compensation Committee (or the Equity Grant Subcommittee) to be held on the first Tuesday of each month, or if not a business day, the next business day. In the event a monthly meeting cannot be held in a given month, then grants to new hires and for Special Recognition may be made at a meeting on the first Tuesday of the succeeding month, or if not a business day, the next business day.

### **2. Annual Grant of Equity Awards to Continuing Non-Officer Employees**

Grants of equity awards to continuing employees that are not Officers will be approved on an annual basis at a meeting of the Compensation Committee (or the Equity Grant

Subcommittee) or Board, as applicable, that is held during an open trading window under the Company's Insider Trading Policy. Typically, the Compensation Committee (or the Equity Grant Subcommittee) or the Board, as applicable, will take into consideration the recommendations of senior management when approving these equity awards.

### **3. Grants of Equity Awards to Continuing Officers**

Grants of equity awards to the Company's "executive officers" as defined in Rule 16a-1(f) of the Securities and Exchange Commission, as well as all other vice presidents and group presidents of the Company (collectively, "Officers"), may be approved periodically by the Compensation Committee (or Equity Grant Subcommittee) at a meeting held during an open trading window under the Company's Insider Trading Policy; provided, however, that grants of equity awards may be made to newly appointed Officers in accordance with the procedures identified in Section 1 above for new hires and Special Recognition awards.

### **4. Grants of Equity Awards to Outside Directors**

**A. Initial Awards.** Each Outside Director may be granted an equity award under the 1996 Plan as determined by the Board or the Compensation Committee (the "Initial Award"), which will be granted at the first regularly scheduled meeting of the Compensation Committee (or the Equity Grant Subcommittee) (e.g., the first Tuesday of the month) held during an open trading window under the Company's Insider Trading Policy following appointment as an Outside Director (whether through election by the stockholders of the Company or appointment by the Board to fill a vacancy), which date shall be the grant date of the Initial Award. The Initial Award shall vest as determined by the Board or the Compensation Committee.

**B. Subsequent Awards.** Each incumbent Outside Director may be granted an equity award under the 1996 Plan as determined by the Board or the Compensation Committee (the "Subsequent Award") upon their re-election to the Board at the annual meeting of stockholders, which date shall be the grant date of the Subsequent Award, or if not a business day, the next succeeding business day. The Subsequent Award shall vest as determined by the Board or the Compensation Committee.

#### **D. Minutes; Recording the Date and Price of Equity Awards; Procedures for Routing Approvals to Stock Administration**

Minutes of meetings in which the Compensation Committee (or the Equity Grant Subcommittee) or the Board approves equity awards shall be prepared, and then reviewed and approved by the Compensation Committee (or the Equity Grant Subcommittee) and/or Board, as applicable, and, once approved, shall be placed in the minute book of the Board of Directors of the Company.

All equity grants will be made pursuant to a standard form of award agreement previously approved by the Compensation Committee or the Board unless the Compensation

Committee or the Board determines otherwise. A copy of the minutes of Compensation Committee (or the Equity Grant Subcommittee) or the Board meeting shall be promptly provided to the Stock Plan Administrator by the Company's corporate legal counsel for purposes of updating award recipients' records in the Company's stock plan database in a timely manner.

The minutes of meetings at which grants of equity awards are made must include the names of the grantees, the number and type of awards granted to each grantee, the vesting terms, date of hire and job title.

#### **E. Amendments/Modifications to Outstanding Awards**

Amendments or modifications to outstanding equity awards must be approved by the Compensation Committee (or Board or Equity Grant Subcommittee) in the same manner in which the equity award was granted.

#### **F. Error Correction Process**

It is possible that administrative errors will be made from time-to-time to the list of equity awards approved by the Compensation Committee (or the Equity Grant Subcommittee) or the Board. No changes to the list of approved equity awards may be made once such list has been approved without prior consultation with the Company's corporate legal counsel and the Compensation Committee or the Board, as applicable, and following such consultation, the express approval of such change from the Compensation Committee or the Board, as applicable. No additions to the list of equity awards may be made once such list has been approved by the Compensation Committee (or the Equity Grant Subcommittee) or the Board, as applicable.

#### **G. Award Notifications**

The Stock Plan Administrator (or another member of management) will distribute equity award notifications to all grantees promptly following the grant date or grantees will be directed to the Company's captive broker's website which contains (or will contain) forms of equity grant agreements and information on specific equity award packages. The corporate legal counsel of the Company will periodically review all standard forms of equity grant agreements, and will obtain the approval of the Compensation Committee or the Board for any proposed modifications.

#### **H. Amendment**

This Equity Award Grant Policy may be amended from time to time as may be appropriate by the Board of Directors of the Company.