

CISCO SYSTEMS, INC.

CHARTER FOR THE NOMINATION AND GOVERNANCE COMMITTEE OF THE BOARD OF DIRECTORS

As Revised August 1, 2019

1. PURPOSE

The Nomination and Governance Committee (the “Committee”) shall oversee, review, and make periodic recommendations concerning the Company’s corporate governance policies; shall review the Company’s policies and programs concerning corporate social responsibility; shall review and assess director independence; shall make recommendations regarding the size, structure and composition of the Board and its committees; shall oversee the annual Board evaluation process; shall recommend candidates for election to the Company’s Board of Directors (the “Board”); and shall review and recommend compensation for non-employee members of the Board.

2. COMPOSITION OF THE COMMITTEE

The Committee shall be comprised of not less than three directors each of whom shall be an “independent director” as required by the rules of The Nasdaq Stock Market, Inc. (“Nasdaq”). Each Committee member shall be subject to annual reconfirmation and may be removed by the Board at any time.

3. RESPONSIBILITIES AND DUTIES

In carrying out the purpose set forth in Section 1 above, the Committee shall:

1. Identify and review candidates for the Board and recommend to the full Board candidates for election to the Board, and from time to time review the process for identifying and evaluating candidates for election to the Board. The Committee may engage consultants or third-party search firms to assist in identifying and evaluating potential nominees.
2. Review from time to time the appropriate skills and characteristics required of Board members, including such factors as business experience, diversity, and personal skills in technology, finance, marketing, international business, financial reporting and other areas that are expected to contribute to an effective Board.
3. Review and assess director independence with respect to continuing and prospective directors, and make recommendations to the Board.

4. Make recommendations to the Board regarding the size, structure and composition of the Board and its committees.
5. Oversee the annual Board performance evaluation process, including performance evaluation of each committee of the Board and individual Board members.
6. Periodically review the Company's corporate governance policies and recommend to the Board modifications to the policies as appropriate.
7. Review the Company's policies and programs concerning corporate social responsibility, including environmental, social and governance matters.
8. Review and recommend compensation for non-employee members of the Board, including but not limited to the following elements: retainer, meeting fees, committee fees, committee chair fees, equity or stock compensation, deferred compensation, benefits and perquisites.
9. Have full access to the Company's executives as necessary to carry out this responsibility.
10. Perform any other activities consistent with this Charter, the Company's Bylaws and governing law as the Committee or the Board deems necessary or appropriate.
11. Review the Committee Charter from time to time for adequacy and recommend any changes to the Board.
12. Report to the Board on the major items covered at each Committee meeting.

4. COMMITTEE MEETINGS

The Committee will meet periodically as necessary to act upon any matter within its jurisdiction. A majority of the total number of members of the Committee shall constitute a quorum at all Committee meetings. All meetings shall be held subject to and in accordance with Section 307 (including without limitation notice, quorum and votes/actions of the committee) and other applicable sections of the General Corporation Law of California. Minutes shall be kept of each meeting of the Committee.