



CISCO SYSTEMS, INC.

CORPORATE GOVERNANCE GUIDELINES

Effective December 8, 2022

The Board of Directors (the “Board”) of Cisco Systems, Inc. (“the Company”) has developed the following corporate governance guidelines to help it fulfill its responsibilities to its stockholders. The Board may refine or change these guidelines, as necessary or advisable, to achieve this objective.

I. BOARD COMPOSITION

A. Size of the Board. The Company’s Amended and Restated Bylaws (the “Bylaws”) provide that the Board will be not less than 8 nor more than 15 directors. The Board will periodically review the appropriate size of the Board.

B. Majority of Independent Directors. It is the policy of the Board that a majority of the directors will not be current employees of the Company and will otherwise meet appropriate standards of independence. In determining independence, the Board will consider the definition of “independent director” in the listing standards of The Nasdaq Stock Market (“Nasdaq”) as well as other factors that will contribute to effective oversight and decision-making by the Board.

C. Management Directors. The Board anticipates that the Company’s Chief Executive Officer (“CEO”) will be nominated annually to serve on the Board. The Board may also appoint or nominate other members of the Company’s management whose experience and role at the Company are expected to help the Board fulfill its responsibilities.

D. Chair; Lead Independent Director. The Board will periodically appoint a Chair. Both independent and management directors, including the CEO, are eligible for appointment as the Chair. The Chair, or if the Chair is not an independent director, one of the independent directors, may be designated by the independent directors to be the “Lead Independent Director.” The Lead Independent Director will be elected by and from the independent directors. Each term of service in the Lead Independent Director position is one year. The Lead Independent Director shall have the following roles and responsibilities: authority to call meetings of the independent directors; presiding at all meetings of the Board at which the Chair is not present, including executive sessions of the independent directors (during which the Company’s strategy is reviewed and other topics are discussed); serving as principal liaison between the independent directors and the Chair and CEO; communicating, from time-to-time, with the Chair and CEO and disseminating information to the rest of the Board as appropriate; providing leadership to the Board if

circumstances arise in which the role of the Chair may be, or may be perceived to be, in conflict; reviewing and approving agendas, meeting schedules to assure that there is sufficient time for discussion of all agenda items, and information provided to the Board (including the quality, quantity and timeliness of such information); being available, as appropriate, for consultation and direct communication with major stockholders and other stakeholders; presiding over the annual self-evaluation of the Board, including the performance evaluation of each Board committee and individual Board members; facilitating the Board's performance evaluation of the CEO in conjunction with the Compensation and Management Development Committee; and performing various other duties.

E. Selection of Board Nominees. The Board will be responsible for the selection of nominees for election or appointment to the Board. The Nomination and Governance Committee shall recommend candidates for election to the Board. The Nomination and Governance Committee considers nominees recommended by directors, officers, employees, stockholders and others using the same criteria to evaluate all candidates. The Nomination and Governance Committee reviews each candidate's qualifications, including whether a candidate possesses any of the specific qualities and skills desirable in certain members of the Board. Evaluations of candidates generally involve a review of background materials, internal discussions and interviews with selected candidates as appropriate. Upon selection of a qualified candidate, the Nomination and Governance Committee would recommend the candidate for consideration by the Board. The Nomination and Governance Committee may engage consultants or third-party search firms to assist in identifying and evaluating potential nominees. To recommend a prospective nominee for the Nomination and Governance Committee's consideration, submit the candidate's name and qualifications to Cisco's Corporate Secretary in writing to the following address: Cisco Systems, Inc., Attn: Secretary, 170 West Tasman Drive, San Jose, California 95134, with a copy to Cisco Systems, Inc., Attn: Chief Legal Officer at the same address. When submitting candidates for nomination to be elected at the Company's annual meeting of stockholders, stockholders must follow the notice procedures and provide the information required by the Bylaws.

F. Board Membership Criteria. Nominees for the Board should be committed to enhancing long-term stockholder value and must possess a high level of personal and professional ethics, sound business judgment and integrity. The Board's policy is to encourage selection of directors who will contribute to the Company's overall corporate goals. The Nomination and Governance Committee from time-to-time reviews, including when considering potential candidates, the appropriate skills and characteristics required of Board members such as diversity of business experience, viewpoints and personal background, and diversity of skills in technology, finance, marketing, international business, financial reporting and other areas that are expected to contribute to an effective Board. In evaluating potential candidates for the Board, the Nomination and Governance Committee considers these factors in the light of the specific needs of the Board at that time. Additionally, due to the global and complex nature of the Company's business, the Board believes it is important to include individuals with diversity of race, ethnicity, gender, sexual orientation, age, education, cultural background, and professional

experiences, and those factors are considered in evaluating board candidates in order to provide practical insights and diverse perspectives. Board members are expected to prepare for, attend and participate in meetings of the Board and committees on which they serve, and are strongly encouraged to attend the Company's annual meetings of stockholders.

G. Majority Voting in Board Elections. If, in an uncontested election, an incumbent director fails to receive the affirmative vote of a majority of the votes properly cast for or against him or her at a duly held meeting at which a quorum is present, the Bylaws provide that such incumbent director shall not be elected, and such director shall tender his or her resignation, to be effective the earlier of ninety (90) days following certification of the election results or the date on which the Board selects a person to fill the office held by that director in accordance with the procedures set forth in the Bylaws and, except to the extent otherwise provided in the Bylaws, Section 223 of the Delaware General Corporation Law.

H. Board Compensation. The Board, through the Nomination and Governance Committee, will review, with the assistance of management or outside consultants if desired, appropriate compensation policies for the directors serving on the Board and its committees. This review may consider board compensation practices of other large public companies, contributions to Board functions, service as committee chairs, and other appropriate factors.

I. Directors Who Change Job Responsibility; Term Limits; Age. The Board does not believe directors who retire or change their principal occupation or business association should necessarily leave the Board. However, promptly following any such event, the director shall offer to tender his/her resignation to the Nomination and Governance Committee, so that there is an opportunity for the Board, through the Nomination and Governance Committee, to review the continued appropriateness of Board membership under the new circumstances. Although the Board does not believe that term limits for directors are appropriate, the Board will periodically review this position. The Board will take into consideration the age of any current or prospective Board member whose age would be 72 or older when elected, re-elected or appointed to the Board and, before nominating or appointing such Board member, the Board will make an affirmative determination that it is in the best interests of the Company and its stockholders for that individual to serve on the Board.

J. Other Board Memberships. Without specific approval from the Board, no director may serve on more than four public company boards (including the Board). Without specific approval from the Board, the CEO may serve on no more than three public company boards (including the Board). Directors shall notify the Nomination and Governance Committee and permit a reasonable time for review before accepting an invitation to serve on the board of any for-profit entity, with the understanding that service on a board of directors of another entity which the Committee finds in conflict with service on the Board is not permitted.

K. Board Performance Evaluations. The Board maintains a process, overseen by the Nomination and Governance Committee, whereby the Board, each of its committees, and

each Board member, are subject to performance evaluation and assessment on an annual basis. The Lead Independent Director presides over the annual performance evaluation. The results of the performance evaluations are considered to improve the effectiveness of the Board, its committees, and its members, as appropriate.

II. BOARD MEETINGS AND MATERIALS

A. Scheduling of Board Meetings. The Board will generally hold five regularly scheduled meetings per year and holds additional meetings as necessary.

B. Agenda and Materials. The CEO, in consultation with the Chair (if separate from the CEO) and the Lead Independent Director, if any, will have primary responsibility for preparing the agenda for each meeting and arranging for it to be sent in advance of the meeting to the directors along with appropriate written information and background materials so that Board meeting time may be conserved and discussion time focused on questions that the Board has about the materials. Each Board committee, and each individual director, is encouraged to suggest items for inclusion on the agenda. The Board reserves authority to meet in executive sessions to discuss sensitive matters without distribution of written materials.

C. Independent Directors Discussions. It is the policy of the Board that the independent members of the Board meet separately without management directors at least twice per year to discuss such matters as the independent directors consider appropriate. The Company's independent auditors, finance staff and other employees may be invited to attend these meetings.

D. Board Presentations and Access to Information. The Board encourages the presentation at meetings by managers who can provide additional insight into matters being discussed or who have potential that the CEO believes should be given exposure to the Board. The Company's management will afford each Board member with access to the Company's employees and the independent auditors. The Board encourages management to arrange presentations at Board meetings by the Company's managers and provide other reports that will enhance the flow of meaningful financial and business information to the Board.

E. Director Orientation and Continuing Education. Upon appointment to the Board, the Corporate Secretary shall provide new board members with director orientation materials, including presentations from senior executives and Company policies. Each director is expected to participate in continuing education programs in order to maintain the necessary level of expertise to perform his or her responsibilities. The Corporate Secretary shall work with the Chair of the Nomination and Governance Committee as necessary to periodically provide materials that would assist directors with their continuing education.

III. BOARD COMMITTEES

A. Committees. The current five standing committees of the Board are: the Acquisition Committee; the Audit Committee; the Compensation and Management Development Committee; the Environmental, Social, and Public Policy Committee; and the Nomination and Governance Committee. From time-to-time, the Board may establish a new committee or disband a current committee depending upon the circumstances.

B. Committee Member Selection. The Board will designate the members and Chair of each committee, endeavoring to match the committee's function and needs for expertise with individual skills and experience of the appointees to the committee. The membership of the Audit, the Compensation and Management Development, and the Nomination and Governance Committees shall consist solely of independent directors, which directors shall also meet applicable criteria for independence under Nasdaq, Securities and Exchange Commission rules, and/or tax rules applicable to such committees.

C. Committee Functions. The number and content of committee meetings and other matters of committee governance will be determined by each committee in light of the authority delegated by the Board to the committee, the committee's charter (if any) and applicable regulations or principles. The Company will provide to each committee access to Company executives, other personnel, and other resources to enable committee members to carry out their responsibilities. The full authority and responsibilities of each committee is fixed by resolution of the Board and the committee's charter, if any. Committee charters are available on the Company's website at www.cisco.com in the "Investor Relations" section, and a brief description of committee functions is available in the Company's most recent annual proxy statement.

IV. OWNERSHIP GUIDELINES

A. Director Stock Ownership. To further align the interests of non-employee directors and stockholders, each non-employee director is required to own shares of the Company's common stock having a value equal to at least five times the non-employee director's regular annual cash retainer. Non-employee directors shall have five years from the date of election or appointment to attain such ownership levels. The Compensation and Management Development Committee in its discretion may extend the period of time for attainment of such ownership levels in appropriate circumstances. For purposes of these guidelines, a non-employee director's stock ownership includes all shares of the Company's common stock owned by the non-employee director outright or held in trust for the non-employee director and his or her immediate family, plus a non-employee director's vested deferred stock, but not a non-employee director's unvested or unexercised equity. The value of a share shall be measured as the greater of the then current market price or the closing price of a share of the Company's common stock on the acquisition date.

B. Executive Stock Ownership. To further align the interests of the Company’s “executive officers” (within the meaning of Rule 3b-7 under the Securities and Exchange Act of 1934, as amended, the “Executive Officers”), and stockholders, the CEO is required to own shares of the Company’s common stock having a value equal to at least six times the CEO’s base salary, and each other Executive Officer is required to own shares of the Company’s common stock having a value equal to at least four times the Executive Officer’s base salary. The CEO and each other Executive Officer shall have five years from the date of their respective appointment (or the later of six years from the date of their respective appointment or August 1, 2020 for Executive Officers in those positions as of August 1, 2019) to attain such ownership levels. The Compensation and Management Development Committee in its discretion may extend the period of time for attainment of such ownership levels in appropriate circumstances. For purposes of these guidelines, an Executive Officer’s stock ownership includes all shares of the Company’s common stock owned by the Executive Officer outright or held in trust for the Executive Officer and his or her immediate family, plus the Executive Officer’s vested deferred stock and allocated shares of the Company’s common stock in employee plans, but not the Executive Officer’s unvested or unexercised equity. The value of a share shall be measured as the greater of the then current market price or the closing price of a share of the Company’s common stock on the acquisition date.

V. MANAGEMENT RESPONSIBILITIES

A. Management Succession and Development Planning. The CEO will review with the Board succession and development plans for senior executive officers. The Board may, from time-to-time, request the Compensation and Management Development Committee to undertake specific reviews concerning management succession planning.

B. Financial Reporting, Legal Compliance and Ethical Conduct. The Board’s governance and oversight functions do not relieve the Company’s management of the primary responsibility for preparing financial statements which accurately and fairly present the Company’s financial results and condition. The Company’s management shall maintain systems, procedures and a corporate culture that promote compliance with legal and regulatory requirements and the ethical conduct of the Company’s business.

C. Corporate Communications. The Board believes that the Company’s management has the primary responsibility to communicate with investors, the press, employees and other constituencies that are involved with the Company, and to set policies for those communications.