



CISCO SYSTEMS, INC.

**CHARTER OF THE
COMPENSATION AND MANAGEMENT DEVELOPMENT COMMITTEE**

Effective December 8, 2022

The Board of Directors (the “Board”) of Cisco Systems, Inc. (the “Company”) has approved and adopted the following Charter to define the Compensation and Management Development Committee’s (the “Committee”) composition, responsibilities, and operation.

I. PURPOSE

The purpose of the Committee is to assist the Board in discharging its responsibilities relating to oversight of the Company’s management in achieving corporate goals and objectives and to ensure that the Company’s executive officers are compensated effectively in a manner consistent with the strategy of the Company, competitive practice, sound corporate governance principles, and stockholder interests, as more fully set forth in Section III of this Charter.

II. COMPOSITION

The Committee shall consist of not less than two members of the Board, each of whom will be an “independent director” as required by the rules of The Nasdaq Stock Market (“Nasdaq”), including the additional independence requirements specific to compensation committee membership, and is required to be a “non-employee director” within the meaning of Rule 16b-3 under the Securities and Exchange Act of 1934, as amended (the “Exchange Act”). The members of the Committee shall be appointed by the Board and are subject to annual reconfirmation. The Board shall designate one member of the Committee as the Committee’s chairperson. The members of the Committee may be removed by the Board.

III. RESPONSIBILITIES AND DUTIES

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

1. Review, annually, and approve the Company’s compensation strategy to ensure that it promotes stockholder interests and supports the Company’s strategic and tactical objectives, and that it provides appropriate rewards and incentives for management and employees of the Company, including review of compensation-related risk management.
2. Review, annually, and approve corporate goals and objectives relevant to executive compensation and evaluate performance in light of those goals.

3. Review, annually, and determine the individual elements of total compensation for the Company's Chief Executive Officer, and during such voting and deliberation the Company's Chief Executive Officer will not be present.
4. Review, annually, and determine the individual elements of total compensation for all other of the Company's "executive officers" within the meaning of Rule 3b-7 under the Exchange Act and "officers" within the meaning of Rule 16a-1(f) under the Exchange Act (together with the Company's Chief Executive Officer, the "Officers").
5. Review and discuss the "Compensation Discussion and Analysis" disclosure prepared pursuant to the requirements of Item 402(b) of Regulation S-K (or any successor disclosure item), and based on such review and discussion recommend to the Board whether such "Compensation Discussion and Analysis" disclosure should be included in the Company's Annual Report on Form 10-K, proxy statement, information statement or similar document.
6. Communicate in the annual "Board Compensation Committee Report" to stockholders the disclosures required by Item 407(e)(5) of Regulation S-K (or any successor disclosure item).
7. Approve any perquisites, cash payments and other compensation and benefit arrangements for the Officers.
8. With sole and exclusive authority, make and approve equity grants and other discretionary awards under the Company's equity incentive plans to all persons who are Officers.
9. Grant equity awards and other discretionary awards under the Company's equity incentive plans to all other eligible individuals in the Company's service.
10. Amend the provisions of the Company's equity incentive plans, to the extent authorized by the Board, and make recommendations to the Board with respect to incentive compensation and equity-based plans.
11. Approve, for submission to stockholders, equity incentive plans or amendments thereto.
12. Provide general oversight of the Company's employee benefit plans. Responsibility for day-to-day administration of the employee benefit plans and the investment of any assets, including the preparation and filing of all government reports and the preparation and delivery of all required employee materials and communications, will be the sole responsibility of Company personnel.
13. Ensure that incentive compensation plans are administered in a manner consistent with the Company's compensation strategy and the terms of such plan, including but not limited to the following: participation, target annual incentive awards, corporate financial goals, and actual awards paid to Officers.

14. Review matters related to management performance, compensation and succession planning (including periodic review and approval of Company's Chief Executive Officer and other Officer succession planning) and executive development for the Company's executive staff.
15. Oversee and review the development and implementation of the Company's practices, strategies, and policies used for recruiting, managing, and developing employees (i.e., human capital management). These practices, strategies, and policies include diversity and inclusion, workplace environment and safety, and corporate culture, and discuss with management, as appropriate, their progress regarding such practices, strategies, and policies.
16. Approve separation packages and severance benefits for Officers.
17. Exercise, as necessary and appropriate, the authority of the Board with respect to the election of corporate officers of the Company during the periods between the regular meetings of the Board.
18. Review and approve all reports and summaries of Officer compensation policies and decisions, as may be appropriate for operational purposes or as may be required under applicable law.
19. Review, annually, this Charter for adequacy and recommend any changes to the Board.
20. Perform any other activities consistent with this Charter, the Company's Amended and Restated Bylaws, and governing law, as the Committee or the Board deems necessary or appropriate.

IV. MEETINGS

The Committee shall meet as often as it determines is appropriate to carry out its responsibilities under this Charter. A majority of the total number of members of the Committee shall constitute a quorum at all Committee meetings. Minutes shall be kept of each meeting of the Committee. The Committee shall report on significant activities of the Committee to the Board.

V. RESOURCES AND AUTHORITY

The Committee shall have the resources and authority appropriate to discharge its duties and responsibilities, including the authority to select, retain, terminate, and approve the fees and other retention terms of independent special counsel or other experts or consultants, including compensation consultants, as it deems appropriate, without seeking approval of the Board or management, and the Committee shall also have the resources and authority to obtain external consultant reports or published salary surveys. If the Committee retains the services of an independent compensation consultant, legal counsel, or other advisor to assist it in connection with its functions, the Committee shall be directly responsible for the appointment, compensation and

oversight of the work of any such consultant, counsel, or advisor. The Company shall provide appropriate funding, as determined by the Committee, for payment of reasonable compensation to the Committee's independent compensation consultant, legal counsel, or other advisors. Selection of, or receipt of advice from, any compensation consultant, legal counsel or other advisor shall be made only after the Committee takes into consideration factors relevant to that compensation consultant's, legal counsel's, or other advisor's independence, including all factors specified by the rules of Nasdaq (including Nasdaq Rule 5605(d)(3)(D)(i)-(vi) or any successor Nasdaq rule). The Committee shall have full access to the Company's executives and other personnel as necessary to carry out its responsibilities. In fulfilling its responsibilities, the Committee shall have the authority to delegate its authority to subcommittees or to one or more members of the Committee, in each case, to the extent permitted by applicable law.