



CISCO SYSTEMS, INC.

**CHARTER OF THE
NOMINATION AND GOVERNANCE 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 Nomination and Governance 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 corporate governance policies; director independence; the size, structure and composition of the Board and its committees; the annual Board evaluation process; Board candidates; and the compensation for non-employee members of the Board; as more fully set forth in Section III of this Charter.

II. COMPOSITION

The Committee shall consist of not less than three members of the Board each of whom shall be an “independent director” as required by the rules of The Nasdaq Stock Market, Inc. (“Nasdaq”). 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. Identify and review candidates for the Board and recommend to the 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.
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 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.
8. Review, periodically, this Charter for adequacy and recommend any changes to the Board.
9. 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 special counsel or other experts or consultants, including third-party search firms to assist in identifying and evaluating potential nominees to the Board, as it deems appropriate, without seeking approval of the Board or management. 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.