ALLEGRO MICROSYSTEMS, INC.

NOMINATING AND GOVERNANCE COMMITTEE CHARTER

A. PURPOSE

The purpose of the Nominating and Governance Committee (the "***Committee***") of the Board of Directors (the "***Board***") of Allegro MicroSystems, Inc. (the "***Company***") is to, among other things:

- recommend to the Board the persons to be nominated for election as directors at any meeting of stockholders and the persons (if any) to be elected by the Board to fill any vacancies on the Board;
- recommend to the Board the directors to be appointed to each committee of the Board;
- develop and recommend to the Board corporate governance guidelines; and
- oversee the evaluation of the Board and its committees.

The provisions herein are subject to any applicable exemptions and transition periods under the stock exchange where the Company's securities are listed and the rules and regulations of the U.S. Securities and Exchange Commission.

B. STRUCTURE AND MEMBERSHIP

1. Number. The Committee shall consist of at least two members of the Board.

2. Independence. Except as otherwise permitted by the applicable rules of The Nasdaq Stock Market LLC ("***Nasdaq***"), each member of the Committee shall be an "independent director" as defined by Nasdaq Rule 5605(a)(2).

3. Chairperson. Unless the Board elects a Chairperson of the Committee, the Committee shall elect a Chairperson by majority vote.

4. Compensation. The compensation of Committee members shall be as determined by the Board.

5. Selection and Removal. Members of the Committee shall be appointed by the Board. The Board may remove members of the Committee from such Committee, with or without cause.

6. Rules and Procedures. The Committee has the authority to establish its own rules and procedures for notice and conduct of its meetings so long as they are not inconsistent with any provisions of the Company's bylaws that are applicable to the Committee.

C. AUTHORITY AND RESPONSIBILITIES

1. General.

The Committee shall discharge its responsibilities, and shall assess the information provided to it by the Company's management and others, in accordance with its business judgment.

2. Board and Committee Membership.

(a) Selection of Director Nominees. Subject to the right of any third party to nominate directors to serve on the Company's Board or its committees, the Committee shall be responsible for (a) identifying individuals qualified to become Board members, consistent with criteria approved by the Board and (b) recommending to the Board the nominees for election as directors at any meeting of stockholders and the persons to be elected by the Board to fill any vacancies on the Board. In making such recommendations, the Committee shall consider candidates proposed by stockholders. The Committee shall review and evaluate information available to it regarding candidates proposed by stockholders and shall apply the same criteria, and shall follow substantially the same process in considering them, as it does in considering other candidates. The Committee may adopt, and periodically review and revise, as it deems appropriate, procedures regarding director candidates proposed by stockholders.

(b) Criteria for Selecting Directors. The criteria to be used by the Committee in recommending directors and by the Board in nominating directors are as set forth in the Company's corporate governance guidelines.

(c) Search Firms. The Committee shall have the sole authority to retain and terminate any search firm to be used to identify director nominees, including sole authority to approve the search firm's fees and other retention terms. The Committee is empowered, without further action by the Board, to cause the Company to pay the compensation of any search firm engaged by the Committee.

(d) Director Independence and Qualifications for Committee Service. The Committee shall be responsible for recommending to the Board whether continuing and prospective directors qualify as "independent" under applicable Nasdaq rules and whether continuing and prospective committee members meet any applicable requirements for service on Board committees.

(e) Board Committees. The Committee shall be responsible for recommending to the Board the directors to be appointed to each committee of the Board. The Committee shall periodically review the composition of each Board committee and make recommendations to the Board for changes or rotation of committee members, the creation of additional Board committees or the dissolution of Board committees.

(f) Request Director Resignations Pursuant to Corporate Governance Guidelines. The Committee shall review any notification by a director of his or her resignation provided pursuant to the Company's corporate governance guidelines and recommend whether or not the Board should accept such resignation.

(g) Conflicts of Interest, Changes in Circumstances and Outside Commitments. The Committee shall consider questions of possible conflicts of interest of Board members (other than related-party transactions or other matters delegated to the Audit Committee), and, if deemed necessary or advisable, shall review any material change in a director's employment, job responsibilities, independence, status, service on other boards or other matters relevant to Board service to evaluate the continued appropriateness of such director's service on the Board and its committees.

3. Corporate Governance.

(a) Corporate Governance Guidelines. The Committee shall develop and recommend to the Board corporate governance guidelines applicable to the Company. The Committee shall, from time to time as it deems appropriate, review and reassess the adequacy of such corporate governance guidelines and recommend any proposed changes to the Board for approval.

(b) Stockholder Proposals. The Committee shall review governance-related stockholder proposals and recommend to the Board the Company's response to such proposals.

(c) Board Leadership Structure. The Committee shall periodically review the Board's leadership structure to assess whether it is appropriate given the specific characteristics and circumstances of the Company and recommend any changes to the Board.

(d) Succession Planning. The Committee shall annually, or more frequently as it deems appropriate, review the succession planning for the Company's senior executive officers, including but not limited to the Chief Executive Officer, and may do so in concert with the Compensation Committee of the Board.

(e) Environmental, Social and Governance ("ESG"). The Committee shall periodically review and discuss with the Board the Company's policies, objectives and practices with respect to ESG matters.

4. Evaluation of the Board.

(a) Evaluation of the Board. The Committee shall be responsible for overseeing a periodic evaluation of the Board and its committees to determine whether the Board and its committees are functioning effectively.

(b) Additional Duties. In addition to the duties and responsibilities expressly delegated to the Committee in this Charter, the Committee may exercise any other powers and carry out any other responsibilities consistent with this Charter, the purposes of the Committee, the Company's organizational documents and other governance policies and applicable Nasdaq rules.

D. PROCEDURES AND ADMINISTRATION

1. Meetings. The Committee shall meet as often as it deems necessary in order to perform its responsibilities. The Committee shall keep such records of its meetings as it shall deem appropriate. Each member of the Committee will have one vote. A majority of the members of the Committee will constitute a quorum. The Committee may act by the affirmative vote of a majority of the Committee members present at any meeting at which a quorum is present or by the unanimous written consent of all of the Committee members.

2. Subcommittees. The Committee may form and delegate authority to one or more subcommittees (including a subcommittee consisting of a single member) as it deems appropriate from time to time under the circumstances.

3. Reports to the Board. The Committee shall report regularly to the Board regarding the activities of the Committee.

4. Charter. The Committee shall, from time to time as it deems appropriate, review and reassess the adequacy of this Charter and recommend any proposed changes to the Board for approval.

5. Independent Advisors. The Committee is authorized, without further action by the Board, to engage such independent legal and other advisors as it deems necessary or appropriate to carry out its responsibilities. Such independent advisors may be the regular advisors to the Company. The Committee is empowered, without further action by the Board, to cause the Company to pay the compensation of such advisors as established by the Committee.

6. Investigations. The Committee shall have the authority to conduct or authorize investigations into any matters within the scope of its responsibilities as it shall deem appropriate, including the authority to request any officer, employee or advisor of the Company to meet with the Committee or any advisors engaged by the Committee.

7. Self-Evaluation. The Committee shall periodically evaluate its own performance and report the results of such evaluation to the Board.

E. STOCKHOLDERS AGREEMENT

For so long as the Stockholders Agreement is in effect, this Charter shall be interpreted to be consistent with such agreement.

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Reviewed and Updated: November 17, 2026