

ALLEGRO MICROSYSTEMS, INC.

STRATEGY COMMITTEE CHARTER

A. PURPOSE

The purpose of the Strategy Committee (the “*Committee*”) of the Board of Directors (the “*Board*”) of Allegro MicroSystems, Inc. (the “*Company*”) is to provide leadership and guidance to management on defining and implementing the strategic direction of the Company. The Committee will assess, review, and provide recommendations to the Board on the Company’s strategic plan, the strategic planning process, and the Company’s implementation of its strategic plans. In furtherance of the Committee’s purpose, the Committee shall have the authority and responsibilities set forth below.

B. STRUCTURE AND MEMBERSHIP

1. Number. The Committee shall be comprised of two or more members.
2. Qualification. The members of the Committee shall be members of the Board, or in lieu of a member, a non-director advisor may be selected to serve in an advisory capacity only to this Committee, and at the Board’s discretion; provided the appointment of such a non-director advisor would be subject to appropriate confidentiality undertakings and conflict of interest considerations.
3. Chairperson. Unless the Board elects a Chairperson of the Committee, the Committee shall elect a Chairperson by majority vote.
4. Selection and Removal. Committee members (or any such advisor) may be removed from the Committee by the Board at any time, with or without cause.
5. Rules and Procedures. The Committee has the authority to establish its own rules and procedures for notice and conduct of its meetings. The Committee may appoint a Secretary who shall be responsible for coordinating with the Committee regarding the agenda, action items, and ensuring appropriate representation and follow-up from the Company’s officers or employees.

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. Responsibilities.
 - (a) Review the Company’s strategies including organic and inorganic initiatives to drive above market growth while meeting profitability objectives. This could include review of technology roadmaps, portfolio management initiatives, strategic partnerships and R&D investments as needed. This would also include a review of the Mergers and Acquisitions pipeline and evaluation of strategic fit of potential targets.
 - (b) Conduct regular reviews with management of the Company’s growth performance relative to key performance indicators and the process for their measurement.

(c) Review organizational matters and talent capabilities related to strategy and implementation, in conjunction with the Compensation Committee where appropriate, including recommendation to the Board, as applicable.

D. PROCEDURES AND ADMINISTRATION

1. Power and Authority. The Committee shall have all of the powers of the Board that are necessary or appropriate for the Committee to fulfill its purposes and carry out its duties and responsibilities as set forth in this Charter. In addition to the powers 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 and the Company's bylaws.

2. Meetings. The Committee shall meet with such frequency and at such intervals as it shall determine is necessary to carry out its duties and responsibilities, with at least quarterly formal meetings per year. The Committee will meet at such times as determined by its chairperson or as requested by any of its members. The chairperson will preside, when present, at all meetings of the Committee. The Committee may meet by telephone or video conference. Each member of the Committee shall have one vote. A majority of the members shall constitute a quorum. The Committee shall be authorized to take any permitted action 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.

3. 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.

4. Minutes. The Committee shall maintain copies of minutes of each formal meeting of the Committee, and each written consent to action taken without a meeting, reflecting the actions so authorized or taken by the Committee. A copy of the minutes of each meeting and all consents shall be placed in the Company's minute book.

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

6. 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.

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Effective Date: May 16, 2024