

# EXECUTIVE COMMITTEE CHARTER

of

## BROADCOM INC.

This Executive Committee Charter (the “*Charter*”) was adopted by the Board of Directors (the “*Board*”) of Broadcom Inc. (the “*Company*”) effective as of December 5, 2018.

### I. Purpose

The purpose of the Executive Committee (the “*Committee*”) of the Board is to, as more fully specified herein, (1) monitor and review the operations of the Company and its subsidiaries (collectively, the “*Group*”), (2) exercise specific delegated powers of the Board, (3) review and provide recommendations on matters that would require the approval of the Board and (4) exercise such other powers and responsibilities as may be delegated to the Committee by the Board from time to time consistent with the Company’s Amended and Restated Certificate of Incorporation (the “*Certificate*”) and Amended and Restated Bylaws (the “*Bylaws*”), within the parameters delegated by the Board.

Save as expressly set out in this Charter and subject to applicable law, the provisions of the Company’s Certificate and Bylaws, the Delaware General Corporation Law (“*DGCL*”) and The Nasdaq Stock Market rules and regulations (the “*Nasdaq Rules*”), the powers and responsibilities delegated by the Board to the Committee in this Charter or otherwise shall be exercised and carried out by the Committee as it deems appropriate without requirement of Board approval, and any decision made by the Committee (including any decision to exercise or refrain from exercising any of the powers delegated to the Committee hereunder) shall be at the Committee’s sole discretion. While acting within the scope of the powers and responsibilities delegated to it, the Committee shall have and may exercise all the powers and authority of the Board. To the fullest extent permitted by law, the Committee shall have the power to determine which matters are within the scope of the powers and responsibilities delegated to it. Any action taken in good faith by the Committee shall be conclusively deemed to have been taken within the scope of the powers and responsibilities delegated to it if certified by the Chairperson of the Committee (the “*Chair*”) or the Secretary of the Company.

### II. Membership

The Committee shall be composed of at least three (3) directors, as determined by the Board, and shall, in any event, include the Chairperson of the Board and the Chief Executive Officer of the Company, provided that the Chief Executive Officer is a director.

The members of the Committee, other than the Chairperson of the Board and the Chief Executive Officer, if applicable, shall be appointed and may be removed (with or without cause and without prior notice) by the Board. Unless otherwise designated by the Board, the Chairperson of the Board shall serve as the Chair.

### **III. Meetings and Procedures**

The Chair (or in his or her absence, a member designated by the Chair) shall preside at each meeting of the Committee and set the agendas for Committee meetings. The Committee shall have the authority to establish its own rules and procedures for notice and conduct of its meetings so long as they are not inconsistent with the provisions of the Company's Certificate and Bylaws and the DGCL that are applicable to the Committee. A majority of the members of the Committee, present in person or by phone, shall constitute a quorum and the affirmative vote of a majority of the members of the Committee shall be necessary for the taking of any action by the Committee (subject to any delegation of the Committee's authority pursuant to Section VI below). Unless expressly provided in this Charter or modified by the Committee, all rules and procedures in respect of meetings and proceedings of the Board shall apply to the Committee.

The Committee shall meet as and when any member of the Committee deems necessary or desirable, subject to notice (or waiver of notice) being given in accordance with the rules and procedures of the Committee.

In addition, decisions may be taken by the Committee by way of written consent (in lieu of meetings) signed by all of its members. Any such written consent may consist of several documents in like form, each signed by one or more members of the Committee. The expression "signed" includes approval of any such Committee member by wireless or facsimile transmission, email or any other form of electronic communication approved by the Committee for such purpose from time to time incorporating, if the Committee deems necessary, the use of security and/or identification procedures and devices approved by the Committee.

Minutes of each meeting and decisions recorded by way of written consent will be kept and distributed to each member of the Committee and the Company's Secretary.

Unless excluded by the Chair for good reason, all directors who are not members of the Committee may attend and observe meetings of the Committee, but shall not be entitled to vote. The Committee may, at its discretion, include in its meetings members of the Company's management or any other persons whose presence the Committee believes to be necessary or appropriate.

The Committee shall have the authority to retain and/or replace, as needed, any independent counsel, consultants, experts or advisors to the Committee that the Committee believes to be necessary or appropriate, including the authority to approve such person's or entity's fees and other retention terms. The Committee may also utilize the services of the Company's regular legal counsel or other advisors to the Company. The Company shall provide for appropriate funding, as determined by the Committee, for payment of compensation to any such persons employed by the Committee and for ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties.

The Committee shall have the power to conduct or authorize investigations into any matters within the scope of the powers and responsibilities delegated to the Committee. The Chair of the Committee shall report regularly to the Board regarding the activities and findings

of the Committee and as otherwise requested by the Board.

#### **IV. Amendments to Charter**

The Committee or any director may recommend amendments to this Charter when the need arises or as they deem fit. All proposed amendments to this Charter shall be submitted to the Committee for consideration and tabled at a Board meeting for approval.

#### **V. Authority and Powers**

The Committee shall have the following authority and powers to:

1. Review, approve and implement any investments, acquisitions, dispositions and capital expenditures of the Company or the Group, of up to \$10.0 billion in the aggregate, in each fiscal year of the Company, including, in each case, investments and acquisitions that might or would require shares of the Company's common stock, par value \$0.001 (such shares or any securities convertible or exchangeable into such shares, the "*Shares*") to be authorized and issued (subject to the requirements of the DGCL, the Nasdaq Rules and the Company's Certificate and Bylaws) and, in any such case, such Shares (including any Shares issuable upon conversion or exchange) shall be, and shall be considered, validly issued, fully paid and non-assessable.

2. Review, approve and implement:

(a) the incurrence of up to \$10.0 billion of any new or incremental debt financings or borrowings of the Company or any member of the Group (including bank debt, commercial paper, bond financing and the issuance of guarantees and the grant of security interests in favor of third parties in respect of the indebtedness of any member of the Group, but excluding any borrowings under any existing revolving credit facility); or

(b) any refinancing, refunding, amendment, extension or other replacement or modification of any debt financing previously incurred pursuant to an approval of the Board or the Committee, as the case may, including the issuance of guarantees and the grant of security interests in favor of third parties in respect of the indebtedness of the Company's subsidiaries; provided such transaction does not result in an increase in the principal amount of such indebtedness (other than to finance the payment of premiums (including tender premiums), accrued and unpaid interest, expenses, defeasance costs and fees and expenses in connection with such transaction),

including, in each case, the issuance of convertible or exchangeable debt instruments or other securities that might or would require Shares to be authorized and issued (subject to the requirements of the DGCL, the Nasdaq Rules and the Certificate and Bylaws), and, in any such case, such applicable Shares or securities (including any Shares or securities issuable upon conversion or exchange) shall be, and shall be considered, validly issued, fully paid and non-assessable.

The Committee, in exercising its powers under paragraphs 1 or 2 of this Section V above, shall be entitled to rely calculations as certified by the Chief Financial Officer of the Company.

3. Review, approve and implement any treasury activities, cash-management-related matters or other banking or brokerage activities of the Group, including banking relationships, (but excluding derivatives transactions, which are overseen by the Audit Committee of the Board) and any ministerial matters relating to or resulting from any (i) investments, acquisitions, dispositions and capital expenditures or (ii) debt financing, borrowing or refinancing approved by the Committee pursuant to paragraphs 1 or 2 of this Section V.

4. Review, approve and implement all intercompany transactions between, or involving one or more of, the Company and/or any of its subsidiaries, including capital contributions and intercompany indebtedness, and guarantees thereof.

5. Review and approve routine proxy and other materials and procedures relating to annual stockholder meetings of the Company, and review and provide recommendations to the Board in respect of materials and procedures for all other stockholder meetings of the Company and notice of all stockholder meetings of the Company (including annual stockholder meetings), and approve the appointment of agents and proxy solicitors in respect of all meetings of stockholders.

6. Review and provide recommendations on matters that would require Board approval, including the following:

- (a) strategic matters such as country and business strategies;
- (b) the business plans, annual budgets, targets, operational plans, capital structure and dividend policy of the Group;
- (c) evaluate new business opportunities and submit strategic business proposals;
- (d) proposed acquisitions or disposals of investments, businesses and assets, which exceed the limits set out in paragraph 1 of this Section V; and
- (e) the efficient organization and management structure of the Group.

## **VI. Delegation of Authority and Powers**

In fulfilling its responsibilities and subject to applicable law, the provisions of the Company's Certificate and Bylaws, the DGCL and the Nasdaq Rules, the Committee shall be entitled to delegate any or all of its authority and powers to a subcommittee of the Committee.