



Nominating and Corporate Governance Committee Charter

There shall be a Committee of the Board of Directors (the "Board") of Apple Inc. (the "Corporation") to be known as the Nominating and Corporate Governance Committee (the "Committee") with purpose, composition, authority, duties and responsibilities, as follows:

A. Purpose of the Committee

The purpose of the Committee is to:

1. Consider and report periodically to the Board on matters relating to the identification, evaluation, and selection of Board members and candidates for election to the Board;
2. Advise and make recommendations to the Board with respect to corporate governance matters; and
3. Assist the Board in its oversight of the Corporation's strategies, policies, and practices relating to environmental and social matters.

B. Composition of the Committee

The members of the Committee shall be appointed by the Board. The Committee will be composed of not less than two Board members. Each member shall be "independent" in accordance with applicable law, including the rules of The Nasdaq Stock Market LLC ("Nasdaq"). The Chair of the Committee shall be designated by the Board.

Members of the Committee shall serve until their successors are duly elected or their earlier resignation or removal. The Board may remove or replace any member of the Committee.

C. Committee Meetings

The Committee shall meet as often as it deems appropriate to perform its duties and responsibilities under this charter. The Chair of the Board, any member of the Committee, or the Secretary of the Corporation may call meetings of the Committee. The Chair of the Committee, in consultation with the Committee members and members of management, will determine the frequency and length of Committee meetings and develop the Committee's agenda. At the beginning of the year, the Committee will establish a schedule of agenda subjects to be discussed during the year, to the extent foreseeable and practical. The Committee shall maintain written minutes of its meetings, which will be filed with the meeting minutes of the Board.

D. Authority and Resources

The Committee may request any officer or employee of the Corporation or the Corporation's outside counsel to attend a Committee meeting or to meet with any members of, or consultants to, the Committee. The Committee has the right at any time to obtain advice, reports or opinions from internal and external counsel and expert advisors, and has the authority to hire and terminate independent legal, financial and other advisors as it may deem necessary, at the

Corporation's expense, without consulting with, or obtaining approval from, any officer of the Corporation in advance. The Corporation shall provide appropriate funding for payment of ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its 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, and the Corporation's bylaws, or as otherwise delegated by the Board.

E. Duties and Responsibilities

The Committee shall:

1. Screen and recommend individuals to be elected by the Board to fill vacancies and newly created directorships, and the nominees to be elected as directors at any meeting of shareholders. The Committee's recommendations shall be based on, among other things, a nominee's independence, character, ability to exercise sound judgment, demonstrated leadership, ability and willingness to commit sufficient time to the Board, and relevant skills and experience in the context of the evolving needs of the Board. The Committee also considers the diversity of the Board composition overall with respect to age, disability, gender identity or expression, ethnicity, military veteran status, national origin, race, religion, sexual orientation, and other backgrounds and experiences. The Committee is committed to actively seeking out, and will instruct any search firm it engages to identify, individuals who will contribute to such diversity to be included in the pool of candidates from which nominees to the Board are selected.
2. Evaluate the independence of nominees to be elected as directors at any meeting of shareholders and recommend to the Board the Committee's determination regarding independence.
3. Develop a pool of potential director candidates for consideration in the event of a vacancy on the Board.
4. Oversee the annual Board performance evaluation process, including conducting surveys of director observations, suggestions, and preferences. The Committee shall annually review each director's time commitments and ability to properly discharge their duties, as described in the Corporation's Corporate Governance Guidelines.
5. Consider the performance of incumbent members of the Board in determining whether to recommend that they be nominated for reelection.
6. Evaluate proposals and recommendations of shareholders and directors to remove individual members of the Board, subject to the Corporation's Bylaws and governance policies and applicable law.
7. Make recommendations to the Board concerning the size, structure and composition of the Board and its committees.
8. Consider shareholder nominees for election to the Board and review shareholder proposals submitted to the Corporation for consideration at the Corporation's annual meeting of shareholders.
9. Monitor compliance with the Corporate Governance Guidelines, the Guidelines Regarding Director Conflicts of Interest and, as it relates to individual directors, the Corporation's Business Conduct Policy.

10. Consider matters of corporate governance and shareholder engagement, and periodically review the Corporation's corporate governance policies and recommend to the Board modifications to the policies as appropriate.
11. Review and discuss with management the Corporation's strategies, policies, and practices relating to environmental, social, and governance matters.
12. Review the Committee's charter, structure, processes, and membership requirements and submit any recommended changes to the Board at least once a year.
13. Review the Corporate Governance Guidelines annually and submit any recommended changes to the Board.
14. Review the Corporation's Articles of Incorporation and Bylaws as needed, and submit any recommended changes to the Board.
15. Report to the Board concerning the Committee's activities with such recommendations as the Committee deems appropriate at least once a year.