



CHARTER OF THE COMPENSATION COMMITTEE OF THE BOARD OF DIRECTORS OF

XPERI INC.

ADOPTED AS OF JANUARY 22, 2025

I. PURPOSE OF THE COMMITTEE

The purposes of the Compensation Committee (the “**Committee**”) of the Board of Directors (the “**Board**”) of Xperi Inc. (the “**Corporation**”) shall be: (i) to approve or make recommendations to the Board regarding the compensation of executive officers and directors and oversee the Corporation’s compensation and employee benefit plans and practices, including its executive and director compensation plans and policies, and its incentive-compensation and equity-based plans; (ii) to review and discuss with management the Corporation’s compensation discussion and analysis (the “**CD&A**”) to be included in the Corporation’s annual proxy statement or annual report on Form 10-K filed with the U.S. Securities and Exchange Commission (the “**SEC**”), if required; (iii) to prepare the compensation committee report as may be required by the rules of the SEC; and (iv) to perform such further functions as may be consistent with this Charter or assigned by applicable law, the Corporation’s certificate of incorporation or bylaws or the Board.

II. COMPOSITION OF THE COMMITTEE

The Committee shall consist of such number of directors as determined from time to time by the Board. Each member of the Committee shall be independent and qualified to serve on the Committee pursuant to the requirements of the New York Stock Exchange (“**NYSE**”) and any additional requirements that the Board deems appropriate. Members of the Committee shall also qualify as “non-employee directors” within the meaning of Rule 16b-3 under the Securities Exchange Act of 1934, as amended (the “**Exchange Act**”), unless otherwise determined by the Board.

The chairperson of the Committee shall be designated by the Board, *provided* that if the Board does not so designate a chairperson, the members of the Committee, by a majority vote, may designate a chairperson.

Committee members must be appointed and may be removed, with or without cause, by the Board, and any vacancy on the Committee shall be filled by majority vote of the Board. No member of the Committee shall be removed except by majority vote of the Board.

III. MEETINGS AND PROCEDURES OF THE COMMITTEE

The Committee shall meet as often as it determines necessary to carry out its duties and responsibilities, but no less than twice annually. The Committee, in its discretion, may ask members of management or others to attend its meetings (or portions thereof) and to provide pertinent information as necessary, provided, that the Chief Executive Officer of the Corporation may not be present during any portion of a Committee meeting in which deliberation or any vote regarding his or her compensation occurs.

A majority of the members of the Committee present in person or by means of a conference telephone or other communications equipment by means of which all persons participating in the meeting can hear each other shall constitute a quorum.

The Committee shall maintain minutes of its meetings and records relating to those meetings and shall report regularly to the Board on its activities, as appropriate.

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 Company's bylaws.

IV. DUTIES AND RESPONSIBILITIES OF THE COMMITTEE

A. *Executive Compensation*

The Committee shall have the following duties and responsibilities with respect to the Corporation's executive compensation plans:

(a) Review and approve at least annually the goals and objectives of the Corporation's executive compensation plans, and amend, or recommend that the Board amend, these goals and objectives if the Committee deems it appropriate.

(b) Review at least annually the Corporation's executive compensation plans in light of the Corporation's goals and objectives with respect to such plans, and, if the Committee deems it appropriate, adopt, or recommend that the Board adopt, new, or amend existing, executive compensation plans.

(c) Evaluate annually the performance of the Chief Executive Officer in light of the goals and objectives of the Corporation's executive compensation plans, and, either as a Committee or together with the other independent directors (as directed by the Board), determine and approve the Chief Executive Officer's compensation level based on this evaluation. In determining the long-term incentive component of the Chief Executive Officer's compensation, the Committee shall consider factors as it determines relevant, which may include, for example, the Corporation's performance and relative stockholder return, the value of similar awards to chief executive officers of comparable companies, the awards given to the Chief Executive Officer of the Corporation in past years and the results of the most recent stockholder advisory vote on executive compensation as required by Section 14A of the Exchange Act, if any. The

Committee may discuss the Chief Executive Officer's compensation with the Board if it chooses to do so.

(d) Evaluate annually the performance of the other executive officers of the Corporation in light of the goals and objectives of the Corporation's executive compensation plans, and either as a Committee or together with the other independent directors (as directed by the Board), determine and approve the compensation of such other executive officers. To the extent that long-term incentive compensation is a component of such executive officer's compensation, the Committee shall consider all relevant factors in determining the appropriate level of such compensation, including the factors applicable with respect to the Chief Executive Officer.

(e) Evaluate periodically the appropriate level of compensation for Board and Committee service by non-employee directors.

(f) Review and approve any severance or termination arrangements to be made with any executive officer of the Corporation.

(g) Perform such duties and responsibilities as may be assigned to the Board or the Committee under the terms of any executive compensation plan.

(h) Review perquisites or other personal benefits to the Corporation's executive officers and directors and recommend any changes to the Board.

(i) Consider the results of the most recent stockholder advisory vote on executive compensation as required by Section 14A of the Exchange Act, if any, and, to the extent the Committee determines it appropriate to do so, take such results into consideration in connection with the review and approval of executive officer compensation.

(j) Review and discuss with management the Corporation's CD&A, if required by the rules and regulations of the SEC, and based on that review and discussion, recommend to the Board that the CD&A be included in the Corporation's annual proxy statement or annual report on Form 10-K.

(k) Review compensation arrangements for the Corporation's employees to evaluate whether incentive and other forms of pay encourage unnecessary or excessive risk taking, and review and discuss, at least annually, the relationship between risk management policies and practices, corporate strategy and the Corporation's compensation arrangements.

(l) Administer and oversee the Company's compliance with the compensation recovery policy required by applicable SEC and NYSE rules, and from time to time as it deems appropriate, review such policy and recommend any proposed changes to the Board.

(m) Adopt stock ownership guidelines for executive officers and non-employee directors and oversee compliance with such guidelines.

(n) Prepare the compensation committee report as may be required by, and in accordance with, the rules and regulations of the SEC for inclusion in the Corporation's annual proxy statement or annual report on Form 10-K.

(o) Oversee the Corporation's submission to a stockholder vote of matters relating to compensation, as required by the rules and regulations of the SEC, including advisory votes on executive compensation and the frequency of such votes, incentive and other compensation plans and amendments to such plans.

(p) Review stockholder proposals and advisory stockholder votes relating to executive compensation matters and recommend to the Board the Corporation's response to such proposals and votes.

B. General Compensation and Employee Benefit Plans

The Committee shall have the following duties and responsibilities with respect to the Corporation's general compensation and employee benefit plans, including incentive-compensation and equity-based plans:

(a) Review periodically the goals and objectives of the Corporation's general compensation plans and other employee benefit plans, including incentive-compensation and equity-based plans, and amend, or recommend that the Board amend, these goals and objectives if the Committee deems it appropriate.

(b) Review periodically the Corporation's general compensation plans and other employee benefit plans, including incentive-compensation and equity-based plans, in light of the goals and objectives of these plans, and recommend that the Board amend these plans if the Committee deems it appropriate.

(c) Review all equity-compensation plans to be submitted for stockholder approval under the NYSE listing standards, and review and, in the Committee's sole discretion, approve all equity-compensation plans that are exempt from such stockholder approval requirement.

(d) Review the Corporation's talent recruitment, human capital management and retention efforts and review the Corporation's human capital management disclosure in the Corporation's Annual Report on Form 10-K and, as applicable, the Corporation's proxy statement.

(e) Perform such duties and responsibilities as may be assigned to the Board or the Committee under the terms of any compensation or other employee benefit plan, including any incentive-compensation or equity-based plan.

V. SUBCOMMITTEES; DELEGATION OF AUTHORITY

The Committee may form subcommittees for any purpose that the Committee deems appropriate and may delegate to such subcommittees such power and authority as the Committee deems appropriate; *provided*, that the Committee shall not delegate to a

subcommittee any power or authority required by any law, regulation or listing standard to be exercised by the Committee as a whole.

VI. EVALUATION OF THE COMMITTEE AND REVIEW OF CHARTER

The Committee shall, at least annually, evaluate its performance. The Committee shall address all matters that the Committee considers relevant to its performance. The Committee shall report to the Board regarding the performance and effectiveness of the Committee, including any related recommendations. The Committee shall periodically evaluate whether this Charter appropriately addresses the matters that are or should be within its scope and shall recommend such changes to the Board as it deems necessary or appropriate.

VII. INVESTIGATIONS AND STUDIES; OUTSIDE ADVISERS

The Committee may conduct or authorize investigations into or studies of matters within the Committee's scope of responsibilities, and may, in its sole discretion, retain or obtain the advice of a compensation consultant, legal counsel or other adviser. The Committee shall be directly responsible for the appointment, compensation and oversight of the work of any compensation consultant, legal counsel or other adviser retained by the Committee, the expense of which shall be borne by the Corporation. The Committee may select a compensation consultant, legal counsel or other adviser to the Committee only after taking into consideration all factors relevant to that party's independence from management, including the factors specified in the applicable NYSE listing standards.

Nothing herein shall be construed: (1) to require the Committee to implement or act consistently with the advice or recommendations of the compensation consultant, legal counsel or other adviser to the Committee; or (2) to affect the ability or obligation of the Committee to exercise its own judgment in the fulfillment of its duties.

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