

MACOM TECHNOLOGY SOLUTIONS HOLDINGS, INC.

Nominating and Governance Committee Charter

(July 20, 2016)

Purpose and Authority

The purpose of the Nominating and Governance Committee (the “*Committee*”) of the Board of Directors (the “*Board*”) of MACOM Technology Solutions Holdings, Inc. (the “*Company*”) is to (a) identify individuals qualified to become members of the Board, (b) approve and recommend to the Board candidates for election as directors, and (c) oversee evaluations of the Board and its Committees. The Committee shall have all authority necessary to fulfill the duties and responsibilities assigned to the Committee in this Charter or otherwise assigned to it by the Board.

The Committee shall have authority to retain and terminate a search firm to identify director candidates, as it deems appropriate, including authority to approve fees and other retention terms. As the Committee deems appropriate, it may retain independent counsel and other advisors to assist the Committee in carrying out its duties without seeking Board approval with respect to the selection, fees or terms of engagement of any such advisors. The Company will provide the Committee with appropriate funding, as the Committee determines, for the payment of compensation to the Committee’s independent counsel and other advisors as it deems appropriate and administrative expenses of the Committee that are necessary or appropriate in carrying out its duties.

To the extent permitted by applicable law, regulations and listing requirements, as the Committee deems appropriate, it may form and delegate authority to subcommittees and may delegate authority to one or more designated members of the Committee.

Composition

Independence

The Committee shall be composed of at least two directors, each of whom shall, as determined by the Board, meet the independence standards established by the Board and applicable laws, regulations and listing requirements applicable to the Company from time to time.

Appointment and Removal of Members

The members of the Committee shall be appointed by the Board. The Board may remove any member from the Committee at any time with or without cause.

Duties and Responsibilities

The Committee shall have the following duties and responsibilities, in addition to any duties and responsibilities assigned to the Committee from time to time by the Board.

Director Selection

1. On an annual basis, review desired Board member qualifications, expertise and characteristics and conduct searches as needed for potential Board members with corresponding attributes.
2. Determine such procedures as the Committee may deem necessary or appropriate for the identification, evaluation, approval and recommendation of director candidates, as appropriate, including with respect to director candidates recommended by the Company's shareholders.

Board Committee Matters

3. Recommend to the Board, as appropriate, the number, type, functions, structure and independence of Board committees.

Board and Board Performance

4. Oversee annual evaluation of the effectiveness of the Board and its Committees. Periodically review and make recommendations to the Board regarding the appropriate size and composition of the Board.
5. Monitor compliance with established independence standards by non-employee directors.

Board Leadership and Relationship to Senior Management

6. Develop and recommend to the Board procedures for selection of the Chair of the Board.

Management Succession Planning

7. Periodically evaluate and make recommendations to the Board regarding CEO and management succession planning.

Meetings

The Committee shall meet as often as necessary to fulfill the responsibilities set forth in this Charter, which shall include at least two meetings each year. In the absence of a member designated by the Board to serve as chair of the Committee, the members of the Committee may appoint from among their number a person to preside at their meetings.

Evaluation

The Committee shall annually review and reassess the adequacy of this Charter, including the Committee's structure, processes, and membership requirements, and, if it deems changes appropriate, propose changes to the Board.