

# MACOM TECHNOLOGY SOLUTIONS HOLDINGS, INC.

## Compensation Committee Charter

Adopted July 28, 2011

Amended April 23, 2013 and April 22, 2014

### *Purpose and Authority*

The purpose of the Compensation Committee (the “*Committee*”) of the Board of Directors (the “*Board*”) of MACOM Technology Solutions Holdings, Inc. (the “*Company*”) is to (a) oversee the Company’s compensation plans, policies and programs for its executive officers and non-employee directors of the Board, (b) oversee the Company’s employee benefit plans, including its incentive compensation and equity compensation plans, and (c) review and discuss with the Company’s management the compensation discussion and analysis (the “*CD&A*”), if required by the Securities Exchange Act of 1934, as amended (the “*Exchange Act*”), to be included in the Company’s annual proxy statement and annual report on Form 10-K, and recommend to the Board, if appropriate, that the CD&A be included in the proxy statement and annual report on Form 10-K. 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 will from time to time work with the Company's human resources professionals in discharging its duties. 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. The Committee may delegate to one or more senior executive officers the authority to make grants of equity-based compensation to eligible individuals who are not executive officers of the Company, subject to compliance with applicable laws. The Committee may revoke any delegation of authority at any time.

### *Composition*

#### **Independence**

The Committee shall be composed of at least two directors, each of whom shall, as determined by the Board (a) meet the independence standards established by the Board and applicable laws, regulations and listing requirements applicable to the Company and compensation committee members, (b) be a “non-employee director” within the meaning of Rule 16b-3 under the Exchange Act, and (c) be an “outside director” within the meaning of Section 162(m) of the Internal Revenue Code of 1986, as amended (the “*Code*”).

## **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.

## ***Philosophy***

The Committee shall review, evaluate and make recommendations, as applicable, to the Board regarding the Company's compensation philosophy and the objectives of the Company's compensation programs.

## ***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:

### **Overall Compensation**

1. Review at least annually the Company's overall compensation philosophy and related compensation and benefit policies, programs and practices to (a) ensure that they support the Company's business objectives and comply with applicable laws and regulations and (b) evaluate whether the Company's incentive compensation programs contain incentives for executive officers and employees to take risks in performing their duties that are reasonably likely to have a material adverse effect on the Company.

### **Executive Compensation**

2. Review and approve goals and objectives relevant to the compensation of the Chief Executive Officer ("**CEO**") and other executive officers of the Company, as such term is defined in Rule 16a-1, promulgated under the 1934 Act, evaluate such executive officer's performance in light of those goals and objectives, and set such executive officer's compensation level (including, but not limited to, annual base salary, long and short-term incentive compensation, retirement plans, deferred compensation plans, equity compensation plans and change in control or other severance plans, as the Committee deems appropriate), based on these evaluations.
3. In reviewing and approving such matters, the Committee shall consider such matters as it deems appropriate, including the Company's financial and operating performance, the alignment of the interests of the executive officers and employees and the Company's shareholders, the performance of the Company's common stock and the Company's ability to attract and retain qualified individuals. The CEO may not be present during voting or

deliberations concerning his or her compensation. With respect to its assessment of the performance and compensation of the executive officers of the Company other than the CEO, the Committee may receive and consider the CEO's evaluations and recommendations regarding such persons' performance and compensation from time to time as it deems appropriate.

4. Review and approve, if appropriate, compensation arrangements to be made between the Company and any newly hired or promoted executive officer.
5. Review and approve, if appropriate, new or amended employment, severance, termination or change of control agreement or arrangement between the Company and any executive officer of the Company.
6. Perform such duties and responsibilities as may be assigned to the Committee under the terms of any of the Company's executive compensation programs.

#### **Incentive Compensation Programs and Benefit Programs**

7. Review and recommend to the Board for approval and amendment of all equity compensation plans. Amend or terminate any such plan to the extent the Committee deems appropriate, provided that Board approval shall be obtained to the extent such termination or amendment requires shareholder approval or Board approval is otherwise required under the terms of the plan.
8. Review and recommend to the Board for approval and amendment of all other bonus or compensation plans in which executive officers of the Company will be eligible to participate.
9. Perform such duties and responsibilities, including acting as plan administrator, as may be assigned to the Committee under the terms of any compensation program or other employee benefit plan, including any incentive compensation or equity-based plan.
10. Make and approve stock option grants and other equity awards under the terms of any equity-based plans, including to Board members and executive officers of the Company.

#### **Non-Employee Director Compensation**

11. The committee may periodically review and, if it deems appropriate, make recommendations to the Board regarding the compensation (including cash compensation and equity grants) for non-employee directors for service on the Board and its committees.

## **Regulatory Compliance**

12. The Committee shall review and discuss with management the Company's CD&A and related disclosures required to be included as part of the Company's annual report on Form 10-K and proxy statement for the annual meeting of stockholders.
13. Review and approve an annual Compensation Committee Report to be included in the Company's annual proxy statement and annual report on Form 10-K to the extent required by the Exchange Act.
14. Monitor compliance with the laws, rules and regulations governing executive compensation, excluding Section 16 of the Exchange Act and the Company's policies on structuring compensation programs to preserve tax deductibility under Section 162(m) of the Code, as each may be amended from time.

## **Consultants and Advisers**

15. The Committee shall have the authority, in its sole discretion, to retain and terminate (or obtain the advice of) a compensation consultant, independent legal counsel or other adviser ("**Compensation Adviser**") to assist the Committee with the discharge of its duties under this Charter. The Committee shall be directly responsible for the appointment, compensation and oversight of the work of any Compensation Adviser retained by the Committee. The Company shall provide for appropriate funding, as determined by the Committee, for payment of reasonable compensation to any Compensation Adviser engaged by the Committee.

The Committee may select, or receive advice from, a Compensation Advisor only after taking into consideration the following factors:

- The provision of other services to the Company by the person that employs the Compensation Adviser;
- The amount of fees received from the Company by the person that employs the Compensation Adviser, as a percentage of the total revenue of the person that employs the Compensation Adviser;
- The policies and procedures of the person that employs the Compensation Adviser that are designed to prevent conflicts of interest;
- Any business or personal relationship of the Compensation Adviser with a member of the Committee;
- Any stock of the Company owned by the Compensation Adviser; and

- Any business or personal relationship of the Compensation Adviser or the person employing the Compensation Adviser with any executive officer.

After considering the independence factors outlined above, the Committee may select, or receive advice from, any Compensation Adviser it wishes to, including one that is not independent.

The Committee is not required to conduct the independence assessment outlined above for in-house counsel, or for any Compensation Adviser whose role is limited to the following activities: (i) consulting on any broad-based plan that does not discriminate in scope, terms, or operation, in favor of executive officers or directors of the Company, and that is available generally to all salaried employees; and/or (ii) providing information that either is not customized for a particular company or that is customized based on parameters that are not developed by the Compensation Adviser, and about which the Compensation Adviser does not provide advice.

If the Committee determines that the work performed by a Compensation Advisor retained by the Committee has raised a conflict of interest, the Committee shall disclose to the Board the nature of such conflict of interest and how it is being addressed. In determining whether a conflict of interest exists, the Committee shall consider the factors described above and the other applicable laws and regulations under the Exchange Act.

### ***Meetings***

The Committee shall meet as often as necessary to fulfill the responsibilities set forth in this Charter, which shall include at least four quarterly meetings for the 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.