

# MACOM TECHNOLOGY SOLUTIONS HOLDINGS, INC.

## Audit Committee Charter

(November 9, 2017)

### *Purpose and Authority*

The purpose of the Audit Committee (the “**Committee**”) of the board of directors (the “**Board**”) of MACOM Technology Solutions Holdings, Inc. (the “**Company**”) is to assist the Board in oversight of (a) the Company’s accounting and financial reporting processes and the audits of the Company’s financial statements, (b) the independent auditor’s qualifications, independence and performance, (c) the Company’s internal audit function, if any, and the performance of its internal accounting and financial controls, and (d) the Company’s compliance with legal, ethics and regulatory requirements. The Committee is directly responsible for the appointment, compensation, retention and oversight of the independent auditor, and shall also 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 function of the Committee is oversight. Management of the Company is responsible for the preparation, presentation and integrity of the Company’s financial statements as well as the Company’s financial reporting process, accounting policies, internal accounting controls and disclosure controls and procedures. The independent auditor is responsible for performing an audit of the Company’s annual financial statements, expressing an opinion as to the conformity of such annual financial statements with generally accepted accounting principles and reviewing the Company’s quarterly financial statements. Nothing contained in this Charter is intended to alter or impair the right of the members of the Committee under Delaware Law to rely, in discharging their oversight role, on the records of the Company and on other information presented to the Committee, the Board or the Company by its officers or employees or by the independent auditor.

As the Committee deems appropriate, it may retain independent counsel, accounting 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 Company's independent auditor, outside 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 three directors, each of whom shall, as determined by the Board, meet the independence requirements established by the Board and applicable laws, regulations and listing requirements applicable to the Company from time to time.

### **Financial Literacy/Expertise**

Each Committee member shall in the judgment of the Board have the ability to read and understand fundamental financial statements. At least one member of the Committee shall have past employment experience in finance or accounting, requisite professional certification in accounting, or any other comparable experience or background which results in the individual's financial sophistication. In addition, at least one member of the Committee shall in the judgment of the Board be an "audit committee financial expert" as defined by the rules and regulations of the Securities and Exchange Commission (the "**SEC**").

### **Appointment and Removal of Members**

The members of the Committee shall be appointed by the Board on the recommendation of the Nominating and Governance Committee. The Board may remove any member from the Committee at any time with or without cause. If a vacancy arises on the Committee or if a Committee member ceases to satisfy the applicable independence requirements, Committee membership may temporarily consist of less than three members, or less than three independent members, pursuant to and during the applicable cure periods permitted by the Nasdaq Stock Market.

## ***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.

### **Engagement of Independent Auditor**

1. Select and retain the independent auditor; determine and approve compensation of the independent auditor; resolve disagreements between management and the independent auditor regarding financial reporting; oversee and evaluate the work of the independent auditor and, where appropriate, replace the independent auditor, with the understanding that the independent auditor shall report directly to the Committee.
2. Establish policies and procedures for the review and pre-approval by the Committee of all auditing services and permissible non-audit services (including

the fees and terms thereof) to be performed by the independent auditor. The Committee may delegate to one or more Committee members the authority to pre-approve such non-audit services between regularly scheduled meetings, provided that such approvals are reported to the full Committee at the next Committee meeting.

#### Evaluate Independent Auditor's Qualifications, Performance and Independence

3. At least annually, evaluate the independent auditor's qualifications, performance and independence, including that of the lead partner.
4. At least annually, obtain and review the letter and written disclosures from the independent auditor required by applicable requirements of the Public Company Accounting Oversight Board (the "*PCAOB*") regarding the independent accountant's communications with the audit committee concerning independence, including a formal written statement by the independent auditor delineating all relationships between the auditor and the Company; actively engage in a dialogue with the auditor with respect to that firm's independence and any disclosed relationships or services that may impact the objectivity and independence of the auditor; and take appropriate action to oversee the independence of the outside auditor.
5. Discuss with the independent auditor the matters required to be discussed by Auditing Standard No. 1301 "Communications with Audit Committees", as adopted and amended by the PCAOB from time to time ("*AS 1301*"), together with any other matters as may be required for public disclosure or otherwise under applicable laws, rules and regulations.
6. Ensure that the independent auditor is in compliance with the partner rotation requirement of the Securities Exchange Act of 1934, as amended, and any related rules established thereunder by the SEC.

#### Review Financial Statements and Financial Disclosure

7. Prior to filing any Form 10-K or Form 10-Q with the SEC, meet with management and the independent auditor to review and discuss such report, the annual audited financial statements (including the report of the independent auditor thereon) or quarterly unaudited financial statements contained in such report, including in each case the related notes and the Company's disclosures under "Management's Discussion and Analysis of Financial Condition and Results of Operations."
8. If so determined by the Committee, based on its review and discussion of the audited financial statements with management and the independent auditor, its discussions with the independent auditor regarding the matters required to be

discussed by AS 1301, and its discussions regarding the auditor's independence, recommend to the Board whether the audited financial statements be included in the Company's annual report on Form 10-K.

9. Review earnings press releases, including all quarterly earnings releases, in advance of their dissemination. Discuss or review corporate policies with respect to financial information and earnings guidance provided to analysts and rating agencies.

#### Periodic Assessment of Accounting Practices and Policies and Risk and Risk Management

10. Obtain and review timely reports from the independent auditor regarding (a) all critical accounting policies and practices to be used, (b) all alternative treatments of financial information within GAAP that have been discussed with management, ramifications of the use of such alternative disclosures and treatments, and the treatment preferred by the independent auditor, and (c) other material written communications between the independent auditor and management, such as any management letter or schedule of unadjusted differences.
11. Review at least annually (a) major issues regarding accounting principles and financial statement presentations, including any significant changes in the Company's selection or application of accounting principles, and major issues as to the adequacy of the Company's internal controls and any special audit steps adopted in light of material control deficiencies; (b) analyses prepared by management and/or the independent auditor setting forth significant financial reporting issues and judgments made in connection with the preparation of the financial statements; and (c) the effect of regulatory and accounting initiatives on the financial statements of the Company.
12. Review and discuss with management from time to time the effectiveness of, or any deficiencies in, the design or operation of disclosure controls and procedures or internal controls and any fraud, whether or not material, that involves management or other employees who have a significant role in the Company's internal controls. Review any report issued by the Company's independent auditor regarding management's assessment of the Company's internal controls.
13. Discuss policies with respect to risk assessment and risk management, including the Company's major financial risk exposures and the steps management has taken to monitor and control such exposures.

#### Related-Person Transactions

14. Review all related person transactions as defined under Regulation S-K Item 404 on an ongoing basis and approve or ratify all such transactions.

#### Proxy Statement Report of Audit Committee

15. Approve the report required by the rules of the SEC to be included in the Company's annual proxy statement.

#### Complaint Procedures and Ethics Compliance

16. Establish procedures for the receipt, retention and treatment of complaints regarding accounting, internal accounting controls or auditing matters pursuant to and to the extent required by laws, rules and regulations applicable to the Company from time to time.
17. Establish and oversee procedures for the confidential, anonymous submission by employees of concerns regarding questionable accounting or auditing matters pursuant to and to the extent required by laws, rules and regulations applicable to the Company from time to time.
18. Establish and oversee the Company's compliance functions, including the Company's code of ethics for senior financial officers and code of conduct applicable to the Company's directors, officers and employees, in each case pursuant to and to the extent required by laws, rules and regulations applicable to the Company from time to time. Monitor compliance with the code of ethics, code of conduct and other procedures established by the Company with regard to ethical behavior, avoidance of conflicts of interest, and other related matters. Periodically review and recommend to the Board any changes the Committee deems appropriate to such code of conduct.

#### Legal Matters

19. Review legal and regulatory matters that may have a material impact on the financial statements and related Company compliance policies and programs.

#### Information Technology Matters

20. Review and discuss, at least annually, the Company's information security and technology risks (including cybersecurity), including the Company's information security and risk management programs.

### ***Meetings and Reporting to Board***

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, the members of the Committee may appoint from among their number a person to preside at their meetings.

The Committee shall meet at least once during each fiscal quarter and more frequently as the Committee deems desirable. The Committee shall meet periodically with management or other employees performing audit functions and responsibilities and with the independent auditor in separate and/or joint sessions, in each case as the Committee deems desirable.

The Committee shall provide minutes of Committee meetings to the Board and report regularly to the Board on its activities.

### ***Evaluation***

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