

## **SKYWORKS SOLUTIONS, INC.**

### **NOMINATING AND CORPORATE GOVERNANCE**

#### **COMMITTEE CHARTER**

The Nominating and Corporate Governance Committee (the “Committee”) shall consist of a minimum of three members of the Board of Directors, all of whom shall be independent directors and satisfy the independence requirements of the Nasdaq Global Select Market and any other requirements set forth in applicable rules or regulations as may be in effect from time to time. Members of the Committee shall have the following powers and duties.

1. Develop and recommend to the Board of Directors for its approval Corporate Governance Guidelines, which the Committee shall review on an annual basis, or more frequently if appropriate, and recommend changes as necessary.
2. Develop and recommend to the Board of Directors for its approval an annual self-evaluation process of the Board and its committees. The Committee shall oversee the annual self-evaluations.
3. Review, in consultation with the Chairman of the Board, the Chief Executive Officer and other Directors, the Board of Directors’ committee structure and recommend to the Board for its approval the Directors to serve as members of each committee. The Committee shall review and recommend committee slates annually and shall recommend additional committee members to fill vacancies as needed. When making its annual committee slate recommendation to the Board of Directors, the Committee may in its discretion also recommend who should serve as the Chairman of any such committee.
4. Recommend to the Board of Directors (i) nominees to fill vacancies in membership of the Board as they occur among the Directors, and (ii) prior to each Annual Meeting of Shareowners, a slate of nominees for election as Directors at such meeting. For an individual being considered for election to the Board for the first time, the Committee shall submit its recommendation to the Board of Directors in advance of ascertaining the willingness of the recommended candidate to serve if elected.
5. Lead the search for qualified candidates, who may be submitted by Directors, officers and shareowners. In fulfilling this responsibility, the Committee shall also consult with the Chairman of the Board, the Chief Executive Officer, and other Directors concerning Director candidates.
6. Prepare, as needed, and submit to the Board of Directors for adoption by the Board of Directors, a list of selection criteria to be used by the Committee.

7. Annually review the Chief Executive Officer's performance regarding corporate governance issues. This input, will be delivered to the Compensation Committee for use in its deliberations when considering the performance and compensation of the Chief Executive Officer.
8. Periodically review and, where appropriate, recommend to the Board revisions to the Company's Code of Business Conduct and Ethics.
9. Recommend to the Board of Directors whether to accept the resignation of a director tendered in accordance with the Corporate Governance Guidelines.

The Committee shall have the authority to delegate any of its responsibilities to subcommittees, as the Committee may deem appropriate in its sole discretion.

The Committee shall have the authority to retain any search firm engaged to assist in identifying director candidates, and to retain outside counsel and any other advisors as the Committee may deem appropriate in its sole discretion. The Committee shall have sole authority to approve related fees and retention terms. The Committee may invite any officer or employee of the Company, the Company's outside counsel or others to attend a meeting of the Committee or to meet with any member of the Committee, and may ask that such invitees provide pertinent information as the Committee deems appropriate on the issues under consideration. The Committee may also, in its discretion, seek the advice or assistance of the Board and/or management as deemed appropriate by the Committee.

The Committee shall report its actions and recommendations to the Board after each Committee meeting and shall conduct and present to the Board an annual performance evaluation of the Committee. The Committee shall review at least annually the adequacy of this charter and recommend any proposed changes to the Board for approval.