

**Freescale Semiconductor, Inc.**

**Compensation and Leadership Committee Charter**

**Purposes**

The Compensation and Leadership Committee (the “Committee”) is appointed by the Board of Directors (the “Board”) for the primary purposes of:

1. Together with the other independent directors, evaluating the performance of, and determining the compensation for, the Chief Executive Officer (the “CEO”).
2. Reviewing the evaluation, and approving the compensation, of the Company’s executive officers subject to the reporting requirements of Section 16 of the Securities Exchange Act of 1934 (the “Section 16 reporting officers”) other than the CEO;
3. Reviewing, and approving as necessary, the following elements of the Company’s human resources:
  - compensation and benefits programs;
  - executive development and succession; and
  - workforce, management and business practices diversity plans;
4. Reviewing the processes designed to ensure an adequate pool of management talent throughout the Company; and
5. Preparing the Committee’s report on executive compensation as required by the Securities and Exchange Commission (“SEC”) for the Company’s annual proxy statement.

**Committee Structure and Governance**

1. The Committee will be composed of three or more directors, each of whom will have and maintain independence from Company management in accordance with the New York Stock Exchange (“NYSE”) standards, and as defined under Rule 16b-3 of the Securities Exchange Act of 1934 and Section 162(m) of the Internal Revenue Code, and such other requirements that the Board may proscribe from time to time.
2. The Board will appoint Committee members on the recommendation of the Governance and Nominating Committee. The Committee members will serve at the pleasure of the Board and for such term or terms as the Board may determine.
3. The Board will appoint one Committee member to act as the Committee chair (the “Chair”). The Chair (or in his or her absence, his or her designee) will preside at all Committee meetings. The Chair will be responsible for Committee leadership, including

scheduling meetings, preparing agendas and making regular reports to the Board. No director may serve as Chair for more than five consecutive years.

4. The Committee may establish its own rules and procedures for notice and conduct of its meetings provided that they are consistent with the Company's by-laws.
5. The Committee may delegate to subcommittees and management based on its reasonable judgment.
6. The Committee will meet at least four times per year. The Committee may include in its meetings members of the Company's management, other Board members or outside consultants. Any individual whose performance or compensation is to be discussed at a Committee meeting should not attend such meeting unless specifically invited by the Committee.

### **Committee Authority**

1. The Committee will have the sole authority, to the extent it deems necessary and appropriate, to retain and terminate any compensation consultants, outside counsel or other advisors, including sole authority to approve their fees and other retention terms.
2. The Committee will receive appropriate funding, as determined by the Committee, from the Company for payment of: (i) any compensation advisors the Committee retains as described above, and (ii) the Committee's necessary and appropriate administrative expenses.

### **Committee Evaluation**

1. The Committee will participate in the Board's annual performance evaluation of the Committee.
2. The Committee will review and reassess at least annually the adequacy of this Charter and recommend any proposed changes to the Board.

### **Committee Responsibilities**

The Committee has the following duties:

1. Review and approve the Company's total rewards philosophy, including the Company's compensation and benefit programs for market competitiveness, capability to attract and retain key executive and employee talent, and overall effectiveness and alignment with the interests of shareholders.
2. Review and approve corporate goals and objectives used to determine the CEO's compensation. Evaluate the CEO's performance in light of those goals and objectives and relative to the Company's financial performance compared with peers. Approve,

together with the other independent directors, the CEO's compensation based on this evaluation. In evaluating the long-term incentive portion of the CEO's compensation, relevant factors will include, without limitation, the Company's performance and relative shareholder return, the value of similar incentive awards to CEOs at comparable companies and the awards given to the CEO in past years. The Committee Chair is responsible for communicating CEO compensation matters to the CEO.

3. Review and approve corporate and individual goals and objectives for the Section 16 reporting officers. Evaluate the performance of the Section 16 reporting officers in light of the goals and objectives and determine achievement of such goals and objectives. Review and approve the compensation of Section 16 reporting officers, other than the CEO, and make all other approvals necessary under Section 16 of the Securities and Exchange Act of 1934, as amended, Section 162(m) of the Internal Revenue Code and other regulatory provisions.
4. Review and approve the Company's policies with respect to any additional benefits awarded to Section 16 reporting officers.
5. Review and approve any proposed employment agreement or severance or retention plan or agreement with, or applicable to, any Section 16 reporting officer.
6. Review management's recommendations for Section 16 reporting officer changes and make recommendations to the Board regarding election of officers.
7. Except to the extent shareholder approval is required, review and approve all cash- and equity-based incentive compensation plans and other equity-based benefit plans. If shareholder approval is required for approval or amendment of a plan, the Committee will make recommendations to the Board with respect to such approval or amendment. The Committee will determine the individuals eligible to become participants in such plans.
8. To the extent required under the terms of the plans, review and approve all grants of stock options and other equity-based awards, and administer the Company's equity-based incentive compensation plans and other plans approved by the Committee.
9. Review the Company's compliance with NYSE requirements that shareholders approve equity compensation plans, with limited exceptions.
10. Review and approve the Company's benefit plans, including, without limitation, retirement plans, savings plans and deferred compensation plans.
11. Review the Company's workforce, management and business practices diversity initiatives and the results of such initiatives.
12. Review executive development programs and succession programs, with emphasis on senior management and CEO succession matters.

13. Review and approve proposals for Section 16 reporting officers to join the board of directors of another publicly traded company.
14. Review the Company's compliance with the requirements under the Sarbanes-Oxley Act relating to 401(k) plans and loans to directors and Section 16 reporting officers.
15. Prepare the Committee's report on executive compensation for the Company's proxy statement for each annual meeting.
16. Perform any other duties or responsibilities the Board delegates to the Committee from time to time.
17. Make appropriate reports and recommendations to the Board.

Nothing contained in this Charter is intended to alter or impair the operation of the "business judgment rule" as interpreted by the courts under the Delaware General Corporation Law. Further, nothing contained in this Charter is intended to alter or impair the right of the members of the Committee to rely, in discharging their review and/or oversight role, on the records of the Company and on other information presented to the Committee, Board or Company by its officers or employees or by outside experts.