

SKYWORKS SOLUTIONS, INC.

COMPENSATION COMMITTEE CHARTER

A. PURPOSE AND SCOPE

The primary function of the Compensation Committee (the "Committee") of the Board of Directors (the "Board") of Skyworks Solutions, Inc. (the "Corporation") is to exercise the responsibilities and duties set forth below, including but not limited to reviewing and making recommendations to management on company-wide compensation programs and practices, administering and interpreting the Corporation's equity-based plans, taking final action with respect to the individual cash and equity-based compensation arrangements of the Corporation's senior executives, and approving, subject to ratification by the full Board, new equity-based plans and any material amendments thereto (including increases in the number of shares of Common Stock available for grant thereunder) for which shareholder approval is required or desirable.

B. COMPOSITION

The Committee shall be comprised of a minimum of two directors as appointed by the Board, each of whom shall meet the independence requirements under any rules or regulations of The Nasdaq National Market, and any other applicable laws, as may be in effect from time to time.

The members of the Committee shall be elected by the Board at the Board meeting following each annual meeting of stockholders and shall serve until their successors shall be duly elected and qualified or until their earlier resignation or removal. Unless a Chairman is elected by the full Board, the members of the Committee may designate a Chairman by majority vote of the full Committee membership.

C. RESPONSIBILITIES AND DUTIES

To fulfill its responsibilities and duties the Committee shall:

1. Evaluate at least annually the performance of the Chief Executive Officer in light of annual corporate goals and objectives established by the Committee relevant to the compensation of the Chief Executive Officer and establish the appropriate level of base salary, annual bonus, equity incentive and all other compensation for such officer.
2. Evaluate at least annually the performance of the Corporation's executives who report directly to the Chief Executive Officer (the "Senior Executives") and establish the appropriate level of base salary, annual bonus, equity incentive and all other compensation ranges, and specific base salaries, bonuses, equity/stock incentives and all other compensation within such ranges, for such officers.

3. Review at least annually the Company's succession plan for the Chief Executive Officer and for the Senior Executives and present the succession plan to the full board for review.
4. Consider and take actions with respect to adoption, amendment, administration or termination of long-term incentive plans, equity/stock plans (subject to Paragraph 5, below), retirement or pension plans, and other plans related to compensation of current and former employees of the Corporation.
5. Review the terms and conditions of compensation and incentive plans, evaluate the performance of compensation and incentive plans, and approve, and recommend to the full Board for its approval, the initial adoption of any equity-based plans and any material modifications to such plans (such as an increase in the number of shares of Common Stock available for grant thereunder) as the Committee deems appropriate.
6. Review company-wide incentive compensation plans designed to allow the Corporation to attract and retain the talented personnel it needs to remain successful. The Committee's review of such plans, shall include the following:
 - a. Review the levels and types of employees designated to participate in incentive compensation plans;
 - b. Review the performance goals established by the Corporation for all incentive compensation plans; and
 - c. Review and make amendments to terms and conditions of outstanding incentive plans.
7. Oversee the Corporation's Senior Executives to assure the Board that an efficient and appropriate organization is in place. To the extent that it is necessary to fully staff the organization, assist the Chief Executive Officer in recruiting and hiring Senior Executives.
8. Evaluate the Directors' compensation and recommend to the full Board the appropriate level of Directors' compensation.
9. Have the authority to engage compensation consultants to assist in the evaluation of director, Chief Executive Officer or Senior Executive compensation, and have authority to approve such consultant's fees and other retention terms.
10. Report to the Board as deemed necessary by the Committee, or whenever the Board calls upon the Committee to do so.
11. Periodically review and assess the adequacy of this Charter as conditions dictate, but at least annually, and recommend any proposed changes this Charter to the Board for approval.
12. Exercise such additional powers as may be reasonably necessary, in the Committee's discretion, to fulfill its responsibilities and duties under this Charter.

D. MEETINGS

The Committee shall meet as necessary but at least twice yearly. The Committee may in its discretion invite members of management or others to attend Committee meetings and provide pertinent information as the Committee may request on the issues being considered. Meetings can be called by the Chairman of the Committee at the request of any member of the Committee or any member of the Board. At all Committee meetings, a majority of the then-current members of the Committee shall constitute a quorum. If less than a quorum is available for a given meeting, the Board may, in its discretion, delegate the responsibilities of the Committee to the available members of the Committee and/or any substitute members for the purposes of such meeting.

The Committee shall keep written minutes of its meetings and record such minutes with the books and records of the Corporation. Minutes of each meeting will be distributed to the members of the Board and the Secretary of the Corporation.

E. INDEPENDENT ADVICE

The Committee may conduct or authorize investigations into or studies of matters within the Committee's scope of responsibilities and duties as described above, and may seek and retain accounting, legal, consulting or other expert advice from a source independent of management, at the expense of the Corporation, with the knowledge of the Chairman of the Board and the Chief Executive Officer of the Corporation.