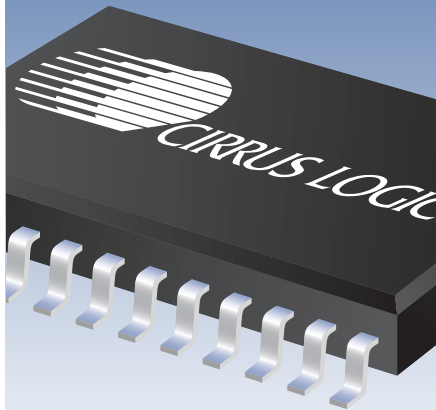




CIRRUS LOGIC[®]

Charter of the Compensation Committee
of the Board of Directors



July 31, 2003

Table of Contents

I.	Purpose	1
II.	Appointment	1
III.	Duties and Responsibilities	2
IV.	Meetings	3
V.	Reporting	3
VI.	Compensation	3
VII.	Management Support	3

Charter of the Compensation Committee of the Board of Directors

The Board of Directors (the “Board”) of Cirrus Logic, Inc. (the “Company”) has constituted and established a Compensation Committee (the “Compensation Committee”) with the authority, responsibility and specific duties as described in this Compensation Committee Charter (this “Charter”).

I. PURPOSE

The primary purpose of the Compensation Committee is to (i) review and recommend to the Independent Directors of the Board of Directors (as hereinafter defined) for approval the compensation of the Company’s directors, Chief Executive Officer and other executive officers, (ii) review and approve the Company’s general compensation policies for other employees, and (iii) produce an annual report on executive compensation for public disclosure in the Company’s proxy statement or otherwise as required by applicable laws, rules, and regulations.

The purposes and provisions specified in this Charter are meant to serve as guidelines, and the Compensation Committee is delegated the authority to adopt additional procedures and standards as it deems necessary from time to time to fulfill its responsibilities. Nothing herein is intended to expand applicable standards of liability under state or federal law for directors of a corporation.

II. APPOINTMENT

The members of the Compensation Committee shall be designated by the Board consistent with the following requirements:

The Compensation Committee shall consist of three or more directors, as determined by the Board. Each member of the Compensation Committee shall satisfy the applicable independence requirements of the National Association of Securities Dealers, Inc. (the “NASD”).

Compensation Committee members shall be designated annually by the Board. Members shall serve until the successors shall be duly designated and qualified. Any member may be removed at any time, with or without cause, by a majority of the Board then in office. Any vacancy in the Compensation Committee occurring for any cause whatsoever may be filled by a majority of the Board then in office.

The Compensation Committee’s chairperson shall be designated by the Board, or if it does not do so, the Compensation Committee members shall elect a chairperson by vote of a majority of the Compensation Committee. A majority of the members of the Compensation Committee shall constitute a quorum for the transaction of business and the act of a majority of those present at any meeting at which there is a quorum shall be the act of the Compensation Committee.

The Compensation Committee may form and delegate authority to subcommittees when appropriate.

III. DUTIES AND RESPONSIBILITIES

The Compensation Committee shall have the power and authority of the Board to perform the following duties and to fulfill the following responsibilities:

Review and recommend for approval by the directors of the Board of Directors who satisfy the independence requirements of the NASD (the “Independent Directors”) the corporate goals and objectives relevant to the compensation of the Chief Executive Officer and other executive officers of the Company.

Review and recommend for approval by the Independent Directors the compensation policies, annual base salary compensation, and bonus or incentive plan(s) applicable to the Chief Executive Officer and other executive officers to ensure that such compensation policies are aligned with the Company’s objectives and stockholder interests.

Review and approve the Company’s general compensation policies and programs applicable to non-executive employees of the Company.

Review annually the Company’s bonus, incentive and other benefit plans. Review and recommend for approval by the Independent Directors any new plans, and amendments and modifications to any existing plan, subject to applicable stockholder approval requirements.

Administer the Company’s various stock option plans, and review and approve option, restricted stock, stock appreciation right and other equity-based grants to employees other than the Chief Executive Officer and other executive officers. Review and recommend for approval by the Non-Employee Directors (as defined in Section 16(b) of the 1934 Act) option, restricted stock, stock appreciation right and other equity-based grants to the Chief Executive Officer and other executive officers, as required by Section 16(b) of the 1934 Act.

Review the compensation and benefits for the Company’s non-employee directors, and recommend for approval by the Independent Directors any changes in the compensation and benefits.

Establish rules and regulations and perform all other administrative or management duties required of the Board of Directors or the Compensation Committee by the provisions of any compensation or benefit plan maintained by the Company.

Have prepared a Report to the Board on the compensation policies applicable to the Company’s executive officers during the last completed fiscal year in accordance with the compensation reporting requirements of the Securities and Exchange Commission, and oversee compliance with these requirements.

Perform any other activities consistent with this Charter and applicable law as the Compensation Committee or the Board of Directors may deem appropriate.

IV. MEETINGS

The Compensation Committee shall meet at least two times annually or more frequently as necessary. The chairperson of the Compensation Committee will preside at each meeting of the Compensation Committee and, in consultation with other members of the Compensation Committee, shall determine the frequency and length of each meeting and the agenda of items to be addressed at each meeting. The chairperson will ensure that the agenda for each meeting is circulated in advance of the meeting. The meetings will be held in accordance with applicable NASD rules.

V. REPORTING

The Compensation Committee will apprise the Board of Directors regularly of significant developments in the course of performing the above responsibilities and duties, including reviewing with the Board of Directors any issues that arise with respect to the quality or integrity of the Company's compliance with legal or regulatory requirements.

VI. COMPENSATION

Each member of the Compensation Committee shall be entitled to compensation for meeting attendance and to reimbursement for reasonable out-of-pocket expenses.

VII. MANAGEMENT SUPPORT

To assist the Compensation Committee in fulfilling its duties, management will provide the Compensation Committee with information and recommendations as needed and requested.

July 31, 2003