



Charter of the Compensation Committee
of the
Board of Directors

(as revised January 31, 2005)

A. PURPOSE

The Compensation Committee (the "Compensation Committee") of the Board of Directors of QLogic Corporation (the "Company") has a basic responsibility to review the performance and development of the Company's management in achieving corporate goals and objectives and to assure that senior executives of the Company are compensated effectively in a manner consistent with the strategy of the Company and competitive practices. The committee reviews and approves salaries and other compensation of the Company's executive officers, administers the Company's equity incentive plans (including reviewing and approving stock option and other equity incentive grants to executive officers) and administers the annual incentive plan in which executive officers participate.

B. COMPENSATION COMMITTEE MEMBERS

The Compensation Committee will consist of at least two members of the Board of Directors, each of who will be an "independent director" as set forth in the rules of the The Nasdaq Stock Market, Inc., a "non-employee director" within the meaning of Rule 16b-3 under the Securities Exchange Act of 1934, and an "outside director" as defined in Section 162(m) of the Internal Revenue Code. Each committee member serves at the pleasure of the Board.

C. MEETINGS

The Compensation Committee will meet as often as necessary to carry out its duties and responsibilities. A majority of the committee members will constitute a quorum for the transaction of business at a meeting, and minutes shall be kept of each meeting of the committee. Meetings of the committee may be called by management of the Company or by the Chair of the Compensation Committee.

D. REPORTS TO THE BOARD

The Compensation Committee will report its decisions to the Board of Directors at the next Board meeting following each meeting of the Compensation Committee.

E. RESPONSIBILITIES

In carrying out its purpose, the Compensation Committee will have the following responsibilities:

- Review and approve on an annual basis the Company's compensation strategy to ensure that employees of the Company are rewarded appropriately for their contributions to growth and profitability
- Review and approve on an annual basis goals and objectives relevant to executive compensation and evaluate performance in light of those goals

- Determine the amount, form and terms of compensation for the Chief Executive Officer of the Company on an annual basis
- Review and approve salaries, incentives and other matters relating to compensation of the executive officers of the Company
- Review and approve the Report of the Compensation Committee on Executive Compensation for inclusion in the Company's proxy statement each year
- Review and recommend compensation for non-employee members of the Board of Directors, including, but not limited to retainer, meeting fees, committee fees, committee chair fees, equity or stock compensation, benefits and perquisites
- Administer the Company's equity incentive plans, including the review and grant of stock options and other equity incentive grants to executive officers
- Grant stock options and other equity incentives to all other eligible individuals in the Company's service. The Compensation Committee may delegate to one or more corporate officers designated by the Compensation Committee the authority to make grants to eligible individuals (other than corporate officers), provided that the Compensation Committee shall have fixed the exercise price (or a formula for determining the price) and the vesting schedule for such grants, approved the form of documentation evidencing such grants and determined the appropriate number of shares or the basis for determining the number of shares by position, compensation level or category of personnel. Any corporate officer to whom such authority is delegated shall regularly report to the Compensation Committee the grants made pursuant to such delegated authority. The Compensation Committee may revoke any delegated authority at any time.
- Oversee and periodically review the operation of the Company's employee benefit plans, including but not limited to the Section 401(k) plan and employee stock purchase plan
- Review with the Board matters related to management performance, compensation and succession planning and executive development for executive staff
- Approve separation packages and severance benefits for any executive officer of the Company to the extent those benefits are outside ordinary plan limits
- Perform any other activities consistent with this Charter, and the Bylaws of the Company as the Compensation Committee or Board deems necessary or appropriate
- Review the Compensation Committee Charter from time to time and recommend any changes to the charter to the Board of Directors

F. OUTSIDE RESOURCES

The Compensation Committee may at its discretion engage, and work directly with, independent compensation consultants, legal advisors and other third party's who provide salary and compensation surveys and other similar information and advice that may be useful to the Compensation Committee in carrying out its responsibilities set forth above.