

**TRIQUINT SEMICONDUCTOR, INC.**  
**COMPENSATION COMMITTEE CHARTER**

**(Adopted September 25, 2002)**  
**(Amended May 13, 2004)**

**Purpose**

The purpose of the Compensation Committee (the "Committee") of the Board of Directors (the "Board") of TriQuint Semiconductor, Inc. (the "Company") shall be to discharge the Board's responsibilities relating to compensation of the Company's executive officers. The Committee has overall responsibility for approving all plans, policy and procedures relating to executive officer compensation plans.

The Committee is also responsible for producing an annual report on executive compensation for inclusion in the Company's proxy statement.

The Committee has the authority to undertake the specific duties and responsibilities listed below and will have the authority to undertake such other specific duties as the Board from time to time prescribes.

**Membership and Organization**

The Committee will be appointed by and will serve at the discretion of the Board. The Committee shall consist of no fewer than two members. The members of the Committee shall meet (i) independence requirements of the listing standards of The Nasdaq Stock Market, (ii) non-employee director definition of Rule 16b-3 promulgated under Section 16 of the Securities Exchange Act of 1934, as amended, and (iii) the outside director definition of Section 162(m) of the Internal Revenue Code of 1986, as amended.

The members of the Committee will be appointed by the Board. Committee members will serve at the discretion of the Board.

The Committee will maintain written minutes of its meetings, which will be filed with the minutes of the meetings of the Board.

**Responsibilities and Authority**

1. The Committee shall annually review and approve for the Chairman, the Chief Executive Officer and President and the executive officers of the Company: (a) the annual base salary, (b) the annual incentive bonus, including the specific performance goals and amount, (c) employment agreements, severance arrangements and change in control agreements/provisions, and (d) any other benefits, compensation or arrangements. The Committee shall also annually review the performance of the Chairman and the Chief Executive Officer and President. The Committee shall

review and recommend the amount of any stock option grants to executive officers and directors to the full Board of Directors.

2. The Committee may make recommendations to the Board with respect to incentive compensation plans for non-executive, management personnel.

3. The Committee shall approve at least annually a matrix for grants pursuant to the Company's equity incentive compensation plans for newly-hired non-executive employees and shall delegate to the Company's Chief Executive Officer and Chief Financial Officer the authority to make such grants in accordance with such matrix.

4. The Committee shall approve any special equity grants to non-executive officers.

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

6. The Committee shall make regular reports to the Board.

7. The Committee shall review and reassess the Committee's charter, structure, processes and membership requirements at least annually and submit any recommended changes to the Board for its consideration.

8. The Committee shall annually review its own performance.

9. The Committee shall have the sole authority to retain and terminate any compensation consultant to be used by the Company to assist in the evaluation of Chief Executive Officer or executive officer compensation and shall have sole authority to approve the consultant's fees and other retention terms.

10. The Committee shall have the authority to obtain advice and assistance from internal or external legal, accounting or other advisors.