

## RF MICRO DEVICES, INC.

### GOVERNANCE AND NOMINATING COMMITTEE CHARTER

#### I. Committee Purpose

The Governance and Nominating Committee is appointed by the Board of Directors to (1) assist the Board in identifying individuals qualified to become Board members and to recommend to the Board the director nominees; (2) recommend to the Board the corporate governance, conflicts of interest and other policies, principles and guidelines applicable to the Company; (3) lead the Board in its annual review of the Board's performance.

#### II. Committee Membership and Procedure

The Governance and Nominating Committee shall consist of no fewer than three members. Each member of the Governance and Nominating Committee shall meet the independence requirements of The Nasdaq Stock Market, Inc. and any other applicable regulatory requirements. The Board shall appoint the members of the Governance and Nominating Committee. The members of the Governance and Nominating Committee shall serve until their successors are appointed and qualify or until their earlier death, resignation or removal. The Board shall designate the Chairman of the Governance and Nominating Committee or, if it fails to do so, the members of the Governance and Nominating Committee shall elect a Chairman by majority vote. The Board shall have the power at any time to change the size and membership of the Governance and Nominating Committee and to fill vacancies in it, provided that any new member satisfies the independence requirements established by The Nasdaq Stock Market, Inc. and any other applicable regulatory requirements. Except as expressly provided in this Charter, the bylaws of the Company or any applicable corporate governance guidelines of the Company, the Governance and Nominating Committee shall fix its own rules of procedure.

#### III. Committee Authority and Responsibilities

**A. *Nominating.*** The Governance and Nominating Committee shall:

1. Develop policies on the size and composition of the Board and qualification criteria for Board members;
2. Actively seek, interview and screen individuals qualified to become Board members for recommendation to the Board;
3. Have the authority to retain and terminate any search firm to be used to identify director candidates and have the authority to approve the search firm's fees and other retention terms;
4. Receive suggestions concerning possible candidates for election to the Board, including self-nominations, nominations from shareholders and other third-party nominations;
5. Recommend to the Board individuals for vacancies occurring from time to time on the Board, including vacancies resulting from an increase in the size of the Board; and

6. Recommend the slate of nominees to be proposed for election at each annual meeting of shareholders.

**B. *Corporate Governance.*** The Governance and Nominating Committee shall:

1. Develop and recommend to the Board a set of corporate governance, conflicts of interest and business ethics policies, principles, codes of conduct and guidelines for the Company and its directors, officers and employees;
2. Review and reassess at least annually the adequacy of the Company's corporate governance, conflicts of interest and business ethics policies, principles, codes of conduct and guidelines in light of emerging issues and developments related to corporate governance and other factors and formulate and recommend any proposed changes to the Board for approval;
3. Generally advise the Board as a whole on corporate governance matters;
4. Review and reassess at least annually the adequacy of this Charter and recommend any proposed changes to the Board for approval;
5. Annually review its own performance;
6. Solicit input from all directors and conduct an annual review of the effectiveness of the Board and its committees and present its assessment of the performance of the Board and its committees to the full Board following the end of each fiscal year; and
7. Periodically review the Company's Shareholders Rights Plan to determine whether its provisions are in the best interests of the Company's shareholders.

**C. *Other.*** The Governance and Nominating Committee:

1. May form and delegate authority to subcommittees in its sole discretion;
2. Shall make regular reports and recommendations to the Board;
3. Shall have the authority to request reports from internal or external sources on matters related to its authority, its duties as described in this Charter and on any subject that it deems related to its responsibilities; and
4. Shall have the authority to retain outside accountants, legal counsel and other advisors as it may deem appropriate in its sole discretion and approve related fees and retention terms.

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