

## **SKYWORKS SOLUTIONS, INC.**

### **CORPORATE GOVERNANCE GUIDELINES**

The Board of Directors (the “Board”) of Skyworks Solutions, Inc. (the “Company”) has established the following guidelines for the conduct and operation of meetings and deliberations of the Board. These guidelines will be reviewed annually by the Nominating and Corporate Governance Committee who shall make recommendations to the full Board. These Guidelines are subject to future refinement or changes as the Board may deem necessary or advisable.

This Board has developed corporate governance practices to help fulfill its responsibilities to the shareholders in overseeing the work of management and the Company’s business results. These guidelines ensure that the Board has the necessary authority and practices in place to review and evaluate the Company’s business operations, as needed, and to make decisions that are independent of the Company’s management. These Corporate Governance Guidelines are also intended to align the interests of directors and management with those of the Company’s shareholders. Each director owes a duty of loyalty to the Company and is expected to act in the best interests of the Company and its shareholders.

These Corporate Governance Guidelines are not intended to change or interpret any Federal or state law or regulation, or the Certificate of Incorporation or By-laws of the Company.

#### **1. ATTENDANCE**

Directors must be willing to devote sufficient time to carrying out their duties and responsibilities effectively. The Board of Directors has four (4) regularly scheduled meetings per year. The Board historically has held more than four (4) meetings each year. Directors are expected to attend all regularly scheduled Board and Committee meetings and a majority of any special meetings. Each director is also expected to review all background and explanatory materials that are distributed at or prior to such meetings and otherwise be prepared to participate actively at such meetings.

#### **2. SELECTION OF CHAIRMAN OF THE BOARD AND THE CHIEF EXECUTIVE OFFICER**

The Board Selects the Company’s Chairman of the Board (the “Chairman”) and the Chief Executive Officer (the “CEO”) in the manner it determines to be in the best interests of the Company.

### 3. MEETINGS OF THE INDEPENDENT DIRECTORS OF THE BOARD AND PRESIDING DIRECTOR

The independent directors will meet privately in executive session at least twice a year without the presence of any corporate officer, or director who might be deemed not to be independent under the requirements of the Nasdaq Global Select Market and any other requirements set forth in applicable rules or regulations as may be in effect from time to time (an “Independent Director”). Additional executive sessions of the independent directors shall be held as necessary or appropriate (as determined by the director presiding at such meetings during that year) or upon the request of the Nominating and Corporate Governance Committee. For purposes of the meetings of the Independent Directors and in other circumstances where the Independent Directors meet without the Chairman, an Independent Director shall be designated by the other Independent Directors to act as the Presiding Director. The Presiding Director may be selected in advance of or at any meeting and for a duration to be determined by the Independent Directors. Additional executive sessions of the Independent Directors shall be held as necessary or appropriate (as determined by the Presiding Director at such meetings during that year) or upon the request of the Nominating and Corporate Governance Committee.

Following any meeting of the independent directors, the presiding director may discuss with the Chairman, to the extent appropriate, matters emanating from such meeting. The executive sessions may be held in conjunction with regular meetings of the Board. The Independent Directors may invite any consultants, advisors, executives or others to attend all or part of their meetings. The Independent Directors shall not receive any compensation in addition to their normal stipend for attending any meeting of the Independent Directors.

### 4. NUMBER OF COMMITTEES

The Board has the following standing committees: (i) Audit, (ii) Compensation and (iii) Nominating and Corporate Governance all of which comprise only members who are Independent Directors. The Board has the authority to form a new committee or disband a current committee, provided that only Independent Directors serve on standing committees.

### 5. DESIGNATION OF COMMITTEE MEMBERS AND COMMITTEE ROTATION

The Board, acting on the recommendation of the Nominating and Corporate Governance Committee, shall annually designate the members of the committees taking into account their particular experience and knowledge of the Company, their independence and the preferences of individual Board members.

While rotating committee members should be considered periodically, the Board does not believe rotation of committee members should be mandated as a policy since there are significant benefits attributable to continuity, experience gained in service on particular committees, and utilizing most effectively the individual talents of Board members.

6. COMMITTEE CHAIRMAN AND ROTATION

The Board, acting on a recommendation of the Nominating and Corporate Governance Committee, may elect the Chair of any of its committees. If a Chairman is not elected by the full Board, the members of each committee of the Board (i.e., Audit, Compensation and Nominating and Corporate Governance) shall designate a Chairman by majority vote of the full committee membership.

7. FREQUENCY AND LENGTH OF COMMITTEE MEETINGS

The Chairman of each committee, in consultation with its members and the appropriate officers, determines the frequency and length of the meetings of the committee. The schedule for meetings of each committee will be distributed to the directors by September for the ensuing calendar year.

8. COMMITTEE AGENDA AND REPORTS

The Chairman of each committee, taking into account recommendations of committee members and in consultation with the appropriate officers, will establish the agenda for each committee meeting.

Minutes of each committee meeting will be provided to each Board member to assure that the Board remains fully apprised of topics discussed and actions taken. The Chairman of each committee will also regularly report at Board meetings where significant committee matters warrant further information or discussion.

9. SELECTION OF AGENDA ITEMS FOR BOARD MEETINGS

The Chairman will establish the agenda for each Board meeting, and the Secretary will distribute a preliminary agenda sufficiently in advance of each meeting to assure Board members are apprised of the principal matters to be considered.

By September of each year there will be distributed to the directors the proposed schedule of Board meetings for the ensuing calendar year.

Each Board member may recommend agenda items and is encouraged to raise at any Board meeting subjects that are not on the agenda for that meeting.

At least one Board meeting each year will review long-term strategic plans and discuss principal issues that are expected to affect the Company in the future.

10. DISTRIBUTION OF BOARD MATERIALS

Information and data important to the Board's understanding of the business shall be distributed to the Board regularly. This material is to include, but not be limited to, financial information comparing results with plan and prior year, and other important information relating to the business and its strategic plans and outlook. The Management will ensure that this material is sufficient in content and scope to provide the desired information.

11. PRESENTATIONS AND OTHER BOARD MATERIALS

For matters that are likely to benefit from advance consideration by Board members, and to conserve meeting time and focus deliberations, presentations and other materials for consideration by the Board should be sent to Board members sufficiently in advance unless the subject matter is too sensitive.

When there is no prior distribution of a presentation on a sensitive subject, (i) each member should be advised in advance of the meeting of the subject and the principal issues to be considered and (ii) the Board should be provided ample time to deliberate on any action to be taken.

12. ATTENDANCE OF NON-DIRECTORS AT BOARD MEETINGS

The Board considers it desirable that senior Management selected by the Chairman or CEO regularly attend Board meetings. The Chairman or CEO may, as particular circumstances warrant, invite other executives, counsel or other consultants or advisors to attend Board meetings or appropriate portions thereof.

13. BOARD ACCESS TO SENIOR MANAGEMENT

Board members should have complete access to the management and the Company's counsel and auditors.

Furthermore, the Board encourages bringing into Board meetings from time to time managers who: (a) can provide additional insight into the items being discussed or (b) senior management believes have potential as prospective leaders.

The Board may retain and have access to outside counsel or other advisors of its choice with respect to any issue relating to its activities.

14. BOARD COMPENSATION REVIEW

It is appropriate for the Management to report periodically to the Compensation Committee the status of Board compensation in relation to other similarly situated companies. Changes in

Board compensation, if any, should come at the suggestion of the Compensation Committee, but with full discussion and concurrence by the Board.

The Board believes that a meaningful portion of director compensation should be in common stock or stock options of the Company to further the direct correlation of directors' and shareholders' economic interests. Director compensation will be disclosed each year in the Company's Annual Meeting proxy statement.

15. SIZE OF THE BOARD

The Nominating and Corporate Governance Committee will review periodically whether any changes in the size of the Board would be useful, and if so, recommend such changes to the Board.

16. INDEPENDENT DIRECTORS

The Board believes that as a matter of policy there should be a majority of Independent Directors, as well as the CEO, on the Company's Board. While the Board is willing to consider members of management, in addition to the CEO, as directors, Board membership is not necessary or a prerequisite to any higher management position in the Company.

On matters of corporate governance, decisions will be made by the Independent Directors in consultation with the Nominating and Corporate Governance Committee and with the Chairman.

17. DIRECTOR INDEPENDENCE

A director shall be considered an Independent Director if he or she meets the independence requirements of the Nasdaq Global Select Market (including an affirmative determination that he or she has no relationships that would interfere with the exercise of independent judgment in carrying out the responsibilities of a director), and any other requirements set forth in applicable rules or regulations as may be in effect from time to time and the Board.

18. FORMER CHIEF EXECUTIVE OFFICER'S BOARD MEMBERSHIP

The Board believes this is a matter to be decided in each individual instance. It is assumed that when the CEO no longer holds that position, resignation from the Board should be offered at the same time. Whether the individual continues to serve on the Board is a matter for discussion at that time with the new CEO, the Board and the Nominating and Corporate Governance Committee.

19. BOARD MEMBERSHIP CRITERIA

The Nominating and Corporate Governance Committee shall, on an annual basis, determine the appropriate characteristics, skills and experience for the Board as a whole and its individual

members. In carrying out this responsibility, the Nominating and Corporate Governance Committee shall consult with the Chairman and CEO and may also consult with other Board members and third parties as appropriate. In evaluating the suitability of individual Board members, the Nominating and Corporate Governance Committee and the Board take into account many factors, including general understanding of the industry, sales and marketing, finance and other elements relevant to the success of a publicly-traded company in today's business environment, understanding the company's business on a technical level, and educational and professional background. The goal of the Nominating and Corporate Governance Committee is to have a Board that can best perpetuate the success of the business and represent shareholder interests through the exercise of sound judgment. Board members are expected to rigorously prepare for, attend and participate in all Board and applicable committee meetings. Each Board member is expected to ensure that other commitments do not materially interfere with the member's duties to the Company and services as a Director.

20. SELECTION OF NEW DIRECTOR CANDIDATES

The Board is responsible, in fact as well as procedure, for selecting nominees for election to the Board based on the recommendation of the Nominating and Corporate Governance Committee as set forth in that committee's charter.

21. EXTENDING THE INVITATION TO A NEW POTENTIAL DIRECTOR TO JOIN THE BOARD

The invitation to join the Board should be extended by one or more directors designated by the Board, including the Chair of the Nominating and Corporate Governance Committee.

22. MAJORITY VOTING STANDARD; RESIGNATION POLICY

As a condition to being nominated by the Board for reelection as a director, each incumbent director must deliver to the Board an irrevocable resignation from the Board that will become effective if, and only if:

- (i) in the case of an Uncontested Election (as defined below), the nominee fails to receive a number of votes cast "for" such nominee's election that exceeds the number of votes cast "against" such nominee's election (with "abstentions" and "broker non-votes" not counted as a vote "for" or "against" such nominee's election) (the "Required Vote"), and
- (ii) the Board determines to accept such resignation in accordance with the procedures set forth below.

An incumbent director who does not receive the Required Vote in an Uncontested Election and who has tendered his or her resignation pursuant to this provision shall continue to serve as a director while the Committee (as defined below) and the Board decide whether to accept or reject his or her resignation.

If any incumbent director does not receive the Required Vote in an Uncontested Election, the Committee and the Board shall follow the following procedures in deciding whether or not to accept the director's resignation, all of which procedures shall be completed within 90 days following the certification of the shareholder vote from such meeting:

- The Committee shall evaluate the best interests of the Company and its shareholders and shall recommend to the Board the action to be taken with respect to such resignation (which actions may include, but are not limited to, accepting the resignation, rejecting the resignation, rejecting the resignation but addressing what the Committee believes to be the underlying cause of the votes against such director's reelection, or rejecting the resignation but resolving that the director will not be renominated in the future for reelection). In reaching its recommendation, the Committee shall consider all factors it deems relevant and appropriate, including, but not limited to, any stated reasons by shareholders who voted against such director's reelection, any alternatives for curing the underlying cause of the votes against such director's reelection, the total number of shares voting, how such shares were voted, the number of broker non-votes, the director's tenure, the director's qualifications, the criteria for nomination as a director set forth in Section 19 to these Guidelines, the director's past and expected future contributions to the Company and the overall composition of the Board, including whether accepting the resignation would cause the Company to fail to meet any applicable Securities and Exchange Commission requirement or any listing requirement of the NASDAQ Global Select Market.
- The Board shall decide whether to accept, reject or modify the Committee's recommendation. In acting on the Committee's recommendation, the Board will consider all of the factors considered by the Committee and such additional factors as it deems relevant.
- Following the Board's determination, the Company shall promptly publicly disclose the Board's decision regarding the resignation and if such resignation is rejected, the rationale behind such decision.
- A nominee who did not receive the Required Vote is expected not to be present during deliberations or voting of the Committee or the Board regarding whether to accept his or her resignation or, except as otherwise provided below, a resignation offered by any other director in accordance with these procedures. Prior to voting on a proposed action relative to a director's tendered resignation, the Committee and the Board will afford the affected nominee an opportunity to provide the Committee and the Board with a statement or any information that he or she deems relevant.

If the Board accepts a nominee's resignation, then the Board may fill the resulting vacancy pursuant to the provisions of ARTICLE SEVENTH, Section 3 of the Certificate of Incorporation of the Company or the Board may decrease the size of the Board pursuant to the provisions of ARTICLE III, Section 2 of the By-laws.

For purposes of these Guidelines, the term "Uncontested Election" means an election of directors other than a Contested Election Meeting (as defined in ARTICLE III, Section 3 of the Company's By-laws).

For purposes of this Section 22, the term “Committee” means:

- (i) the Nominating and Corporate Governance Committee, provided that such committee then consists of at least three directors, each of whom is an Independent Director and none of whom is a director who stood for reelection at the most recent Annual Meeting and failed to receive the Required Vote;
- (ii) if clause (i) is not satisfied, a committee of at least three directors designated by the Board, each of the members of which is an Independent Director and none of the members of which is a director who stood for reelection at the most recent Annual Meeting and failed to receive the Required Vote; or
- (iii) if clauses (i) and (ii) are not satisfied, then the Committee shall consist of all of the Independent Directors (in which case each Independent Director who failed to receive the Required Vote at the most recent Annual Meeting is expected to recuse himself or herself from the Committee’s and Board’s deliberations and voting with respect to his or her individual resignation, but shall be eligible to participate in such deliberations and voting with respect to other directors’ resignations).

Whenever there is an Uncontested Election, the foregoing procedures will be summarized and disclosed in the proxy statement for such meeting of shareholders.

#### 23. ASSESSING THE BOARD'S PERFORMANCE

The Nominating and Corporate Governance Committee, using such resources or methods as it determines appropriate, is responsible to report annually to the Board an assessment of the Board's performance. Its report will be discussed with the Board at the same time as it makes recommendations of nominees for inclusion in the proxy statement for the next annual meeting.

This assessment should be of the Board's contribution as a whole. Its purpose is to increase the effectiveness of the Board, not to target individual Board members.

#### 24. DIRECTORS WHO CHANGE PROFESSIONAL CIRCUMSTANCES

Directors whose professional circumstances or job responsibilities change meaningfully from those they held when they were elected to the Board should promptly inform the Chairman and offer to resign as a Director.

It is not the sense of the Board that such Directors should necessarily leave the Board. There should, however, be an opportunity for the Board via the Nominating and Corporate Governance Committee to review the continued appropriateness of Board membership under these circumstances and recommend appropriate action to the Chairman.

25. TERM LIMITS

The Board does not believe it should establish term limits. While term limits could help ensure that there are fresh ideas and viewpoints available to the Board, they hold the disadvantage of losing the contribution of directors who have been able to develop, over a period of time, increasing insight into the Company and its operations and, therefore, provide an increasing contribution to the Board as a whole.

The Board believes the annual assessment of the Board's performance provides each director a convenient opportunity to confirm his/her desire to continue as a member of the Board.

26. OTHER DIRECTORSHIPS

Directors who are offered directorships at other companies, shall inform the Chairman in advance of accepting such positions so that the Chairman in consultation with the Nominating and Corporate Governance Committee may assess whether this may cause any conflicts of interests in light of the Company's Code of Business Conduct and Ethics. If a waiver to the Company's Code of Business Conduct and Ethics is required, such waiver may only be given by the Company's Audit Committee after careful consideration of the facts and circumstances.

27. FORMAL EVALUATION OF THE CHIEF EXECUTIVE OFFICER

The annual evaluation of the CEO shall be based on objective criteria including performance of the business, accomplishment of long-term strategic objectives, development of Management, adherence to good corporate governance and other metrics as may be deemed appropriate.

The Compensation Committee shall make this evaluation. One element of the evaluation shall be input from the Nominating and Corporate Governance Committee regarding the CEO's performance with regard to corporate governance issues. This input, along with other relevant input, shall be used by the Compensation Committee in the course of its deliberations when considering the compensation of the CEO, and shall be communicated to the CEO by the Chairperson of the Compensation Committee.

28. SUCCESSION PLANNING AND MANAGEMENT DEVELOPMENT

There shall be an annual report by the CEO to the Board on succession planning and management development, including a succession plan for the CEO. The Board shall thereafter determine a succession plan for the CEO.

There shall also be available, on a continuing basis, the CEO's recommendation as to a successor in the event of unexpected disability.

29. BOARD INTERACTION WITH INSTITUTIONAL INVESTORS, THE PRESS, CUSTOMERS, ETC.

The Company has designated Company Spokespersons to speak on behalf of the Company. While individual Board members may, from time to time, meet or otherwise communicate with various constituencies that are involved with the Company, it is expected that Board members would do this with the knowledge and consent of the Management and, absent unusual circumstances, only at the request of Management.

30. DIRECTOR ATTENDANCE AT THE ANNUAL MEETING OF SHAREHOLDERS.

Directors are expected to attend the Annual Meeting of Shareholders of the Company when such meeting is held in conjunction with a regular Board meeting.

31. SHAREHOLDER COMMUNICATIONS WITH DIRECTORS.

In the event that a shareholder wishes to communicate with one or more directors, the shareholder should write to such director(s) care of the Secretary of the Company, who shall promptly forward any such communication to the director(s) indicated. The Company shall post this communication procedure on its website and publish it elsewhere, as the Secretary deems appropriate.

32. DIRECTOR ORIENTATION AND CONTINUING EDUCATION.

Directors shall be encouraged to attend appropriate Company and external continuing director education programs to help ensure that they stay current on corporate governance, best Board practices, financial and accounting practices, ethical issues for directors and management, and similar matters. Continuing education relating to the Company's business matters shall occur regularly.

33. TRANSPARENCY.

The Board believes that it is important that the Company's stakeholders and others are able to review its corporate governance. Accordingly, the Company's Corporate Governance Guidelines, the Committee Charters, the Code of Business Conduct and Ethics, the Code of Ethics for Principal Financial Officers, and other key governance materials are published on its website for review and inspection.