

TRIQUINT SEMICONDUCTOR, INC. AUDIT COMMITTEE CHARTER
(Adopted as of June 5, 2000)
(Amended September 25, 2002; February 10, 2005; March 2, 2006; March 3, 2008;
February 24, 2009)

Purpose

The purpose of the Audit Committee (the “Committee”) is to provide assistance to the Board of Directors (the “Board”) of TriQuint Semiconductor, Inc. (the “Company”) in fulfilling the Board’s oversight of the Company’s compliance with legal and regulatory requirements, the Company’s accounting and system of internal controls, the quality and integrity of the Company’s financial reports and the independence, qualification and performance of the Company’s independent registered public accounting firm (the “Auditor”) and to prepare the report that the rules of the Securities and Exchange Commission (the “SEC”) require be included in the Company’s annual proxy statement.

In the exercise of its oversight, it is not the duty of the Committee to plan or conduct audits or to determine that the Company’s financial statements fairly present the Company’s financial position and results of operation and are in accordance with generally accepted accounting principles. Instead, such duties remain under the oversight of management and the Auditor. Nothing contained in this charter is intended to alter or impair the operation of the “business judgment rule” as interpreted by the courts under the Delaware General Corporation Law (the “Delaware Law”). Further, nothing contained in this charter is intended to alter or impair the right of the members of the Committee under the Delaware Law to rely, in discharging their oversight role, on the records of the Company and on other information presented to the Committee, the Board or the Company by its officers or employees or by outside experts such as the Auditor. It is acknowledged that all of the areas of oversight listed below may not be relevant to all of the matters and tasks that the Committee may consider and act upon from time to time, and the members of the Committee in their judgment may determine the relevance thereof and the attention such items will receive in any particular context.

Membership

The Committee shall consist of three to five members of the Board as determined from time to time. The members shall be appointed by action of the Board and shall serve at the discretion of the Board. Members of the Committee shall satisfy the following criteria (as well as any criteria required by the SEC):

1. Each member will be an independent director, as defined in applicable rules of the SEC and the applicable listing standards of The NASDAQ Stock Market;
2. Each member will be able to read and understand fundamental financial statements, in accordance with applicable NASDAQ Stock Market Audit Committee requirements; and
3. At least one member will have past employment experience in finance or accounting, requisite professional certification in accounting, or other comparable experience

or background, including a current or past position as a principal financial officer or other senior officer with financial oversight responsibilities.

Committee Organization, Procedures and Reports

1. The members of the Committee shall appoint a Chair of the Committee by majority vote. The Chair (or in her or his absence, a member designated by the Chair) shall preside at all meetings of the Committee.
2. The Committee shall meet at least four times in each fiscal year, and more frequently as the Committee in its discretion deems desirable.
3. The Committee may include in its meetings members of the Company's financial management, representatives of the Auditor, any senior internal audit manager and other financial personnel employed or retained by the Company. The Committee may meet with the Auditor in separate executive sessions to discuss any matters that the Committee believes should be addressed privately, without management's presence. The Committee may also meet privately with management, as it deems appropriate.
4. The Committee will maintain minutes of its meetings, which minutes will be filed with the minutes of the meetings of the Board.
5. 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.
6. The Committee, through its Chair, shall report periodically, as deemed necessary or desirable by the Committee, but at least annually, to the full Board regarding the Committee's actions and recommendations, if any.
7. The Committee shall provide the report for inclusion in the Company's Annual Proxy Statement required by Item 306 of Regulation S-K of the SEC.

Oversight

Auditor

1. The Auditor shall be ultimately accountable to the Committee and the Board in connection with the audit of the Company's annual financial statements and related services. The Committee shall review and oversee the independence and performance of the Auditor and shall annually appoint the Auditor and approve the fees to be paid to the Auditor.
2. The Committee shall receive from the Auditor, at least annually, a written statement delineating all relationships between the Auditor and the Company, consistent with Independence Standards Board Standard No. 1. The Committee shall discuss with the Auditor any disclosed relationships or services that, in the view of the Committee, may impact the objectivity and independence of the Auditor. If the Committee determines that further inquiry is advisable, the Committee shall recommend that the Board take any appropriate action in response to the Auditor's independence.

3. The Committee shall pre-approve audit and non-audit services provided to the Company by the Auditor (or subsequently approve non-audit services in those circumstances where a subsequent approval is necessary and permissible); in this regard, the Committee shall have the sole authority to approve the hiring and firing of the Auditor, all audit engagement fees and terms and all non-audit engagements, as may be permissible, with the Auditor.

4. The Committee shall review the inspection report of the Auditor conducted by the Public Accounting Oversight Board in Compliance with Section 104 of the Sarbanes Oxley Act of 2002, when such report is available.

5. The Committee shall review the reports submitted to the Committee by the Auditor in accordance with the applicable SEC requirements.

Annual Audit

1. The Committee shall meet with the Auditor and management in connection with each annual audit to discuss the scope of the audit and the procedures to be followed.

2. The Committee shall meet with the Auditor and management prior to the public release of the financial results of operations for the year under audit and discuss with the Auditor any matters within the scope of the pending audit that have not yet been completed.

3. The Committee shall discuss with the Auditor the matters required to be discussed by Statement on Auditing Standards No. 61 relating to the conduct of the annual audit.

4. The Committee shall, based on the disclosures received from the Auditor regarding its independence and discussions with the auditor regarding such independence in paragraph 2 above, recommend to the Board whether the audited financial statements should be included in the Company's Annual Report on Form 10-K for the fiscal year subject to the audit.

5. The Committee shall conduct a post-audit review of the financial statements and audit findings, including any significant suggestions for improvements provided to management by the Auditor.

Quarterly Review

1. The Committee shall direct the Auditor to review the interim financial statements to be included in any Quarterly Report on Form 10-Q of the Company using professional standards and procedures for conducting such reviews, as established by generally accepted auditing standards as modified or supplemented by the SEC and in accordance with Statement on Auditing Standards No. 100 prior to the filing of the Form 10-Q. The Committee shall discuss with management and the Auditor the results of the quarterly reviews including such matters as significant adjustments, management judgments, accounting estimates, significant new accounting policies and disagreements with

management. The Chair or Acting Chair may represent the entire Committee for purposes of this discussion.

2. The Committee shall review before release the unaudited quarterly operating results in the Company's quarterly earnings release.

Internal Controls

1. The Committee shall review on a continuing basis the adequacy and effectiveness of the accounting and financial controls of the Company and consider any recommendations for improvement of such internal control procedures. Such review shall include meeting periodically with the Auditor, and management to review the adequacy of such controls and to review before release the disclosure regarding such system of internal controls required under the rules of the SEC to be contained in the Company's periodic filings and the attestations or reports by the Auditor relating to such disclosure.

2. The Committee shall discuss with the Auditor and with management any significant management letter provided by the Auditor and any other significant matters brought to the attention of the Committee by the Auditor as a result of its annual audit.

3. The Committee shall establish procedures for receiving, retaining and treating complaints received by the Company regarding accounting, internal accounting controls or auditing matters and procedures for the confidential, anonymous submission by employees of concerns regarding questionable accounting or auditing matters.

Miscellaneous

1. The Committee shall review legal and regulatory matters that may have a material impact on the financial statements and related compliance policies and programs.

2. The Committee shall review and approve in advance any proposed related person transactions.

3. The Committee shall obtain, as appropriate, advice and assistance from outside legal, accounting or other advisors.

4. The Committee shall, if necessary, institute special investigations with full access to all books, records, facilities and personnel of the Company.

5. The Committee shall provide oversight and review at least annually of the Company's risk management policies as they relate to its investment, information technology, and insurance policies.

6. The Committee shall oversee compliance with the requirements of the SEC for disclosure of auditor's services and audit committee members, member qualifications and activities.

7. The Committee shall annually review and evaluate its own performance.

Compensation

Members of the Committee shall receive such fees, if any, for their service as Committee members as may be determined by the Board in its sole discretion. Such fees may include retainers or per meeting fees. Fees may be paid in such form of consideration as is determined by the Board.

Members of the Committee may not receive any compensation from the Company except the fees that they receive for service as a member of the Board or any committee thereof.

Delegation of Authority

The Committee may delegate to one or more designated members of the Committee the authority to pre-approve audit and permissible non-audit services, provided such pre-approval decision is presented to the full Committee at its scheduled meetings.