

**Board of Directors**  
**Corporate Governance**  
**(Revised August 4, 2009 and December 1, 2009)**

In addition to the Board approved policies on corporate governance, such as the code of business conduct and ethics, investor relations and insider trading, the Board of Directors of TriQuint Semiconductor Inc, on November 19, 2003, adopted the following policies and practices:

**Limitations on Public Company Boards**

The Board establishes the following limits on numbers of public company boards on which its directors may serve: For directors who are also active CEOs, no more than three public company boards total; for directors who are not active CEOs, no more than five public company boards total.

**Mandatory Retirement Age for Directors**

The Company adopts 75 years old as the mandatory retirement age for directors, and provides that the mandatory retirement requirement will take effect as of the annual meeting of the Company following the director's 75th birthday.

**Term Limits for Directors (Other than the TriQuint CEO)**

The Company adopts as a maximum service term for directors, fifteen years (provided that prior service as of the date of this meeting will not be counted toward this total). Further, the maximum service term policy will not force the retirement of more than 20 percent of the board in any one year.

**Director Qualifications regarding Employment**

The Company adopts as policy the following rules concerning director qualification. 1) All directors shall advise the company of material changes in their employment and professional engagements outside their service on the Board. 2) If a director has ended his or her involvement in the positions held as of the date of their most recent election, the director will tender a written offer of resignation to the Company as of the date of the next annual meeting. 3) The nominating committee will have the authority to accept or reject that resignation.

**Stock Ownership**

The Company policy shall be that directors and officers shall own the following number of shares of the Company's common stock, and shall have a 5-year time period from the date of becoming a director or an officer, as applicable, to achieve the applicable ownership level:

Directors - Three (3) times annual retainer or 15,000 shares, whichever is less.

Officers - CEO: 25,000 shares; Other Section 16b officers: 10,000 shares.

For persons who were officers or directors as of August 4, 2009, the foregoing stock ownership levels are to be achieved by August 1, 2014.

### **Ratification of the Selection of the Independent Auditor**

The independent auditors of TriQuint are selected by the Audit Committee of the Board of Directors and the Company will place resolutions seeking ratification of the company's choice of auditors before the shareholders on an annual basis.

### **Rotation of Independent Auditors**

The performance of the independent auditors of the Company shall be reviewed annually by the audit committee. The Company will assure the rotation of the lead audit partner on its audit team at intervals no greater than five years, and will invite proposals for its audit work at intervals of no greater than five years.

### **Effect of a Failure to Receive a Majority of the Votes in Director Elections**

In accordance with the Company's Certificate of Incorporation and Bylaws, if none of the Company's stockholders provides the Company notice of an intention to nominate one or more candidates to compete with the Board's nominees in a director election, or if the Company's stockholders have withdrawn all such nominations on or prior to the fourteenth day preceding the date the Company mails its notice of meeting to stockholders, a nominee must receive more votes cast for than against his or her election or re-election in order to be elected or re-elected to the Board. The Board shall nominate for re-election as directors only incumbent candidates who tender, prior to the distribution of the proxy statement for the annual meeting at which they are to be re-elected as directors, irrevocable resignations that will be effective upon (i) the failure to receive the required vote at any annual meeting at which they are nominated for re-election and (ii) Board acceptance of the resignation. In addition, the Board shall fill director vacancies and new directorships only with candidates who tender, at or prior to the time of their appointment to the Board, the same form of resignation tendered by other directors in accordance with this Governance Policy.

The Nominating and Governance Committee (or such other committee as the Board may appoint) shall make a recommendation to the Board as to whether to accept or reject the tendered resignation, or whether other action should be taken. The Board shall act on the tendered resignation, taking into account the recommendation of the committee, and publicly disclose (by a press release, a filing with the Securities and Exchange Commission or other broadly disseminated means of communication) its decision regarding the tendered resignation within ninety days from the date of the certification of the election results. The committee in making its recommendation, and the Board in making its decision, may each consider any factors or other information that it considers appropriate and relevant, including whether the acceptance of any resignation would cause the Company to fail to comply with any exchange requirement or any rule or regulation promulgated under the Securities Exchange Act of 1934. The director whose resignation is under consideration shall not participate in the recommendation of the committee with respect to his or her resignation. If the incumbent director's resignation is not accepted by the Board, the director shall continue to serve until the next annual meeting and until his or her successor is duly elected, or his or her earlier resignation or removal. If a director's resignation is accepted by the Board, then the Board, in its sole discretion, may fill any resulting vacancy or may decrease the size of the Board.

### **Lead Independent Director**

In the event that the position of Chairman of the Board is not held by an Independent Director, the Board shall create the position of Lead Independent Director. The Lead Independent Director shall be designated annually by the Independent Directors. The Lead Independent Director shall be responsible for coordinating the activities of the Independent Directors as follows: (a) assist in the determination of an appropriate schedule of Board meetings, to help ensure independent directors can attend meetings and perform their duties responsibly; (b) seek input from all directors as to the preparation of agendas for the TriQuint Board and Committee meetings; (c) advise the Board as to the quality, quantity and timeliness of the flow of information from TriQuint's management that is necessary for the Independent Directors to effectively and responsibly perform their duties; (d) assist TriQuint's officers in assuring compliance with and implementation of all applicable corporate and securities laws and be principally responsible for revisions to TriQuint's governance guidelines for compliance and implementation of same; (e) coordinate, develop the agenda for, and moderate executive sessions of the Board's independent directors when necessary, and, when necessary, act as a liaison between the independent directors and the Chairman of the Board and/or Chief Executive Officer on sensitive issues; and (f) the Lead Director shall have the authority to retain such counsel or consultants as the Lead Director deems necessary to perform his or her responsibilities.

### **Forfeiture of Bonuses**

Under the following circumstances, the Company shall seek repayment to the Company of certain bonus payments and cash incentives: (a) if the Company is required to prepare an accounting restatement on an annual financial statement included in a report on Form 10-K, the Chief Executive Officer and Chief Financial Officer must each deposit or cause to be deposited into an escrow account (reasonably acceptable to the Company) for the benefit of the Company, the following: the difference (if any) between (i) the amount of any cash bonus or incentive compensation for each of the applicable years covered by such restated financial statements previously paid to that officer minus (ii) the amount of such cash bonus or incentive compensation that would have been earned by that officer for each of the applicable years had the cash bonus or incentive compensation been determined based on the information contained in the restated financial statements; (b) if a majority of the independent members of the board of directors determines that the financial restatement was not due to the recklessness of the Chief Executive Officer causing material noncompliance with any financial reporting requirement under the federal securities laws, then the amount deposited by the Chief Executive Officer into escrow shall be returned to the Chief Executive Officer, together with interest accrued thereon; (c) if a majority of the independent members of the board of directors determines that the financial restatement was not due to the recklessness of the Chief Financial Officer causing material noncompliance with any financial reporting requirement under the federal securities laws, then the amount deposited by the Chief Financial Officer into escrow shall be returned to the Chief Financial Officer, together with interest accrued thereon.