

**TRIQUINT SEMICONDUCTOR, INC.**  
**COMPENSATION COMMITTEE CHARTER**  
**(Adopted September 25, 2002)**

**(Amended May 12, 2005, March 2, 2006, April 27, 2007, March 4, 2008, and February 24, 2009, and December 1, 2009)**

**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 make recommendations to the Board concerning, and monitor and implement the Board's direction relating to the company's compensation philosophy and framework for all employees.

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 shall meet at least four times in each fiscal year, and more frequently as the Committee in its discretion deems desirable. 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 Chief Executive Officer: (a) the annual base salary, (b) the annual incentive bonus, including the specific performance goals and amount, (c) equity grants such as stock options, (d) employment agreements, severance arrangements and change in control agreements/provisions, and (e) any other benefits, compensation or arrangements. The Board shall annually review the performance of the Chief Executive Officer.

2. The Committee shall annually review and approve for the other executive officers of the Company (a) annual base salaries, (b) annual incentive bonus, (c) equity grants such as stock options, (d) employment agreements, severance arrangements and change in control agreements/provisions, and (e) any other benefits, compensation or arrangements.

3. The Committee may make recommendations to the Board with respect to the philosophy and framework of incentive compensation plans for non-executive, management

personnel, and within board-approved philosophies and frameworks, shall have authority to approve specific plans.

4. The Committee shall approve at least annually an allocation matrix for grants pursuant to the Company's equity incentive compensation plans for newly-hired, or newly-promoted non-executive employees, and for special recognition awards for 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 matrices.

5. The Committee shall at least annually review and approve allocation guidelines for annual refresh/performance equity compensation for non-executive employees, and shall delegate to the Company's Chief Executive Officer and Chief Financial Officer the authority to make grants within those guidelines. The Committee shall approve refresh/performance grants outside those guidelines.

6. The Committee shall approve any grant of stock compensation for new hires, annual refresh/performance, promotions and special recognition, that do not fall within the authority that the Committee has delegated to the Company's Chief Executive Officer and Chief Financial Officer; or any grant after which the total amount of stock compensation granted during the fiscal year to the non-executive employee receiving such grant, would exceed 100,000 options.

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

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

9. 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.

10. The Committee shall annually review its own performance.

11. 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.

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

13. The Committee may review cash compensation and equity grants for directors and make recommendations to the Board with respect to such cash compensation and equity grants.

14. The Committee shall submit to the Board for its consideration (a) an annual stock compensation budget for all employees of the Company; and (b) an annual focal budget (monetary pay increases for employees).

15. The Committee may submit to the Board for its consideration any recommended changes to the Company's Employee Stock Purchase Plan.

16. The Committee shall review and discuss with management the annual Compensation Discussion and Analysis (CD&A) disclosure regarding named executive officer compensation and, based on this review and discussion, recommend to the Board whether the Company should include the CD&A in the Company's annual report on Form 10-K and the proxy statement for the Company's annual meeting of stockholders.

17. The Committee shall create and approve an annual Compensation Committee Report to be included in the Company's annual report on Form 10-K and the proxy statement for the Company's annual meeting of stockholders.

**MATRIX OF RESPONSIBILITY REGARDING COMPENSATION MATTERS**

**Updated May 13, 2004, May 12, 2005, March 2, 2006, April 27, 2007, March 4, 2008 and February 24, 2009**

	<u>Management Only</u>	<u>Comp Committee</u>	<u>Full Board</u>
Approve compensation philosophy and framework including base pay policy, cash incentive plans and equity plans for non executive officer employees			XX
Submit to the Board for its consideration (a) an annual stock compensation budget for all employees; and (b) an annual focal budget (monetary pay increases for employees)		XX	
Approval of annual stock compensation budget for all employees			XX
Approval of annual focal budget (monetary pay increases for employees)			XX
Recommend to the Board a request for new shares in annual proxy		XX	
Approval for request for new shares in annual proxy			XX
Retain and terminate compensation consultant to evaluate CEO and/or CEO compensation		XX	
Review cash compensation and equity grants for directors, and make recommendations to Board regarding such cash compensation and equity grants		XX	
Approve cash compensation and equity grants for directors			XX
<b><u>EXECUTIVE:</u></b>			
Review and approval of base salary of executive officers including new hire salary and annual increase and/or promotional pay increase amount		XX	
Review and approval of annual bonus of executive officers		XX	

	Management <u>Only</u>	Comp <u>Committee</u>	<u>Full Board</u>
Approval of equity grants for executive officers including new hire grants, performance grants, promotional grants, and refresh grants		XX	
Review and approval of employment agreements for executive officers		XX	
Annual review of performance of the Chief Executive Officer			XX
<b><u>OTHER:</u></b>			
Recommendations to Board regarding changes to incentive compensation philosophy and framework for non-officer employees		XX	
Annual approval of stock compensation matrix for non-executive new hires, promotion grants and special recognition grants, and guidelines for refresh grants for non-executives		XX	
Granting of new hire, promotion, and special recognition equity compensation for non-executives in accordance with approved matrices, and after which the total amount of equity compensation granted during the fiscal year to the non-executive receiving such grant, does not exceed 100,000 options	XX		
Granting of refresh/performance equity compensation for non-executives within approved guidelines, and after which the total amount of equity compensation granted during the fiscal year to the non-executive receiving such grant, does not exceed 100,000 options	XX		
Approval of new hire, refresh/performance, promotion, and special recognition grants outside approved guidelines/matrices, or any such grant after which the total amount of equity compensation granted during the fiscal year to the non-executive receiving the grant, would exceed 100,000 options		XX	
Guidelines for focal budget	XX		
Allocation of approved focal dollars to specific employees	XX		

	<u>Management Only</u>	<u>Comp Committee</u>	<u>Full Board</u>
Approval of new hires and pay for new hires	XX		
Approval of salary grades and pay rates	XX		
Review this charter and submit any recommended changes to the Board		XX	
Approve changes to this charter			XX
Recommend changes to Company's employee stock purchase plan		XX	
Approve changes to Company's employee stock purchase plan			XX
Review CD&A with management and recommend to Board for inclusion in 10-K and proxy statement		XX	
Review and approve Compensation Committee Report for 10-K and proxy statement		XX	