

## **TriQuint Semiconductor**

### **POLICY REGARDING DIRECTOR INDEPENDENCE**

**March 31, 2008**

#### **Introduction**

It is the policy of TriQuint Semiconductor (“the Company”) to comply with all applicable government regulations and NASDAQ requirements regarding the independence of the Company’s Board of Directors. In general, they require the Board to ensure that each director will exercise his or her judgment on behalf of the Company without being influenced by his or her relationships with other parties. This document explains how the Company implements these rules.

No general policy can anticipate, or explicitly to provide for, each and every circumstance that might be viewed as a conflict of interest that would affect a director’s ability to exercise his or her independent judgment. Therefore, the Board will broadly consider all relevant facts and circumstances when making an “independence determination”.

#### **Policy**

No director may qualify as being "independent" unless the Company’s Board of Directors affirmatively determines that the director has no relationships with the Company that would impair his or her independence. An Independent Director is a person who is not:

- an officer or employee of the Company or a subsidiary of the Company (collectively, “the Company”), or
- any other individual who has a relationship, that, in the opinion of the Board of Directors of the Company, would interfere with the exercise of independent judgment in carrying out the responsibilities of a director.

Except under the circumstances set forth below, the existence of a commercial relationship in the ordinary course of business between the Company and an entity with which a director has a relationship will not, by itself, prevent a determination that the director is independent.

#### **Disqualifying Relationships**

A director cannot be independent if he or she has any one or more of the following disqualifying relationships as of the time the determination of independence is made. As used below, “Family Member” means a person's spouse, parents, children and siblings, whether by blood, marriage or adoption, or anyone residing in the director’s home:

- the director was employed by the Company within the preceding three year period (other than as an interim executive officer if the interim employment has ended and did not exceed one year ), or has a Family Member who was employed at any time during the preceding three years as an executive officer of the Company;

- the director or a Family Member accepted more than \$100,000 in compensation from the Company in any 12 month period during the preceding three years, other than:
  - compensation received by the director for former service as a the Company interim executive officer if the interim employment did not exceed one year;
  - compensation for service on the Company's Board or the Board's committees;
  - compensation paid to the Family Member as a non-executive employee of the Company; or
  - benefits under a tax-qualified retirement plan, or as non-discretionary compensation

**Note:** In addition to the above criteria, members of the Audit Committee of the Company's Board are subject to additional requirements listed in the Audit Committee section of this policy.

- the director or a Family Member is a partner, controlling shareholder or an executive officer of, any organization to which the Company paid or received payments for property or services in any of the Company' current or past three fiscal years of more than five percent (5%) of the Company' consolidated gross revenues for the particular year, or \$200,000. Payments arising solely from investments in the Company securities or under non-discretionary charitable contribution matching programs are not included
- the director or a Family Member is, or has been within the last three years, employed as an executive officer of another entity where any of the Company' present executive officers at the same time serves or served on that entity's compensation committee.
- the director or a Family Member is a current partner of the Company's outside auditor, or was a partner or employee of the Company's outside auditor who worked on the Company' audit at any time during any of the preceding three years.

### **Audit Committee**

In addition to qualifying as independent under the above criteria, Audit Committee members must be independent in accordance with the rules promulgated under the Sarbanes-Oxley Act of 2002. Accordingly, in addition to the independence requirements described above, an Audit Committee member:

- must not have participated in the preparation of the financial statements of the Company or any current subsidiary of the Company; or
- may not be an "affiliated person" (as defined in the Securities Exchange Act of 1934) of the Company or any of its subsidiaries (apart from his or her capacity as a member of the Board and any Board committee) or
- receive any consulting, advisory or other compensatory fees, directly or indirectly, from

the Company, other than for service as a director.

**Note:** Indirect acceptance of compensatory payments includes payments to spouses, minor children or stepchildren sharing a home with the director, as well as payments accepted by an entity in which an Audit Committee member is a partner, member, or officer, such as a managing director or executive officer, or occupies a similar position (except limited partners, non-managing members and those occupying similar positions who have no active role in providing services to the Company) which provides accounting, consulting, legal, investment banking or financial advisory services to the Company or any of its subsidiaries