



## **Corporate Development and Finance Committee Charter**

### **I. MEMBERSHIP:**

The Corporate Development and Finance Committee (the "Committee") of Silicon Laboratories Inc. (the "Corporation") shall be comprised of at least three members of the Corporation's Board of Directors (the "Board"). The members of the Committee shall be appointed by the Board and shall collectively meet NASDAQ Stock Market ("Nasdaq") and all other applicable law and regulatory requirements. Members of the Committee may be removed at any time, with or without cause, by the Board. Any actions taken by the Committee during any period in which one or more members fail for any reason to meet the membership requirements set forth above shall be nonetheless duly authorized actions of the Committee for all corporate purposes.

### **II. QUORUM:**

A majority of the members of the Committee shall constitute a quorum.

### **III. FREQUENCY:**

The Committee shall meet as frequently as necessary to fulfill its purpose, either on the dates of regular Board meetings or in special meetings as appropriate.

### **IV. PURPOSE:**

The Committee shall assist the Board in reviewing the Corporation's capital structure, liquidity risk, financial strategies, investment and hedging policies, capital allocation decisions, strategic investments and dispositions, acquisitions and divestitures and similar opportunities for maximizing shareholder value.

### **V. LIMITATIONS:**

The Committee shall not have authority to: (1) adopt, amend, or repeal the Corporation's bylaws; (2) fill vacancies on the Committee or change its membership; (3) amend the Corporation's Certificate of Incorporation; (4) act on matters assigned to other committees of the Board; or (5) take any action prohibited by the Corporation's Certificate of Incorporation, Bylaws or applicable law.

### **VI. MINUTES:**

Minutes will be kept of each meeting of the Committee and will be provided to each member of the Board upon request. Unless otherwise restricted by the Corporation's Certificate of Incorporation or Bylaws, any action that may be taken at any meeting of the Committee, may be taken without a meeting, if all members of the Committee consent thereto in writing, and the writing is filed with the minutes of proceedings of such committee. Any action of the Committee shall be subject to revision, modification, rescission, or alteration by the Board, provided that no rights of third parties shall be affected by any such revision, modification, rescission or alteration.

## VII. POWERS, RESPONSIBILITIES AND DUTIES

1. Review and recommend to the Board as appropriate, matters relating to the Corporation's capital structure, financial condition, leverage and financial strategies, interest rate risk and expense management, including, without limitation:
  - a. The amounts, timing, types, issuances, incurrence and terms of debt and equity issuances (except the issuance of compensatory equity securities);
  - b. Liability management transactions, including amendments, purchases, and repayments prior to maturity, related to the Corporation's then-outstanding debt;
  - c. Bank credit facilities; and
  - d. The current and anticipated financial requirements in relation to, and constraints on, the Corporation's short and long term plans.

The Committee has the power and authority to approve on behalf of the Board the redemption, repurchase or other early retirement of any of the outstanding indebtedness of the Corporation or any of its subsidiaries, including pursuant to a tender offer.

2. Review and make recommendations to the Board regarding the Corporation's material capital allocation decisions, strategic investments and dispositions and similar opportunities for maximizing shareholder value, including, without limitation, significant mergers, acquisitions, divestitures, joint ventures, real estate purchases and other debt and equity investments.
3. Review and evaluate the performance of significant strategic investments and acquisitions approved by the Board.
4. Review and recommend to the Board as appropriate, the Corporation's dividend and share repurchase policies and programs and other strategies to return capital to stockholders.
5. Approve the Corporation's derivatives and hedging policies and strategy.
6. Review the Corporation's investment practices and review, and approve any changes to, the Corporation's investment policies.
7. Review the Corporation's credit ratings, ratings strategy and the nature of the Corporation's dialogue with ratings agencies.
8. Periodically review the Corporation's investor relations strategy.
9. Provide a report of its meetings and activities to the full Board on a regular basis and annually review its own performance and the adequacy of this Charter.

To the extent permitted by Nasdaq and applicable law, the Board (in lieu of, or concurrently with, the Committee) may undertake any action otherwise delegated to the Committee.

