

SKYWORKS SOLUTIONS, INC.

AUDIT COMMITTEE CHARTER

A. PURPOSE AND SCOPE

The primary functions of the Audit Committee (the “Committee”) of the Board of Directors (the “Board”) are to oversee (i) the audit of the financial statements of Skyworks Solutions, Inc. (the “Corporation”) provided to the Securities and Exchange Commission (the “SEC”), the Corporation’s shareholders and to the general public, (ii) the Corporation’s internal financial and accounting processes, and (iii) the independent audit process.

B. COMPOSITION

The Committee shall consist of a minimum of three directors appointed by the Board, who shall meet the requirements under any rules or regulations of The Nasdaq Global Select Market and any other applicable laws, as may be in effect from time to time.

All members of the Committee shall be able to read and understand fundamental financial statements, including a balance sheet, cash flow statement and income statement. At least one member of the Committee shall have either (i) past employment experience in finance or accounting, (ii) requisite professional certification in accounting, or (iii) any other comparable experience or background which results in the individual’s financial sophistication, including being or having been a chief executive officer, chief financial officer or other senior officer with financial oversight responsibilities. At least one member of the Committee shall be an “audit committee financial expert” as defined by the SEC.

C. RESPONSIBILITIES AND DUTIES

The Committee’s role is one of oversight, and it is recognized that the Corporation’s management is responsible for preparing the Corporation’s financial statements and that the independent accounting firm is responsible for auditing those financial statements. To fulfill its responsibilities and duties the Committee shall:

Document Review

1. Review and assess the adequacy of this Charter as conditions dictate, but at least annually, and recommend any proposed changes to this Charter to the Board for approval.
2. Review with representatives of management and representatives of the independent accounting firm the Corporation's audited annual financial statements prior to their filing as part of the Corporation's annual report on Form 10-K. After such review and discussion, the Committee shall recommend to the Board whether such audited financial statements should be included in the Corporation’s annual report on Form 10-K. The Committee shall also review with representatives of management and representatives of the independent accounting firm the Corporation’s interim financial statements prior to their inclusion in the Corporation’s quarterly reports on Form 10-Q.
3. Review with management and the independent accounting firm significant financial reporting issues and judgments made in connection with the preparation of the Corporation's financial statements, including: (i) any significant changes in the Corporation’s selection or application of accounting principles; (ii) any significant issues or changes regarding accounting and auditing principles or practices; (iii) any significant issues regarding the adequacy of the Corporation’s internal controls; (iv) the development, selection and

disclosure of critical accounting estimates; and (v) analyses of the effect of alternative assumptions, estimates or generally accepted accounting principles ("GAAP") methods on the Corporation's financial statements.

4. Discuss with management and the independent accounting firm the effect of regulatory and accounting initiatives as well as off-balance sheet structures on the Corporation's financial statements.
5. Discuss with management the quarterly earnings press releases, including "pro forma" and other "adjusted" non-GAAP information, as well as financial information and earnings guidance provided to analysts, rating agencies and others.
6. Meet periodically to review with management and the independent accounting firm their views on the Corporation's major financial risk exposures, including the Corporation's risk assessment and risk management policies, and the steps management has taken to monitor and control such exposures.

Independent Accounting Firm Oversight

1. Have the sole authority to appoint or replace the independent accounting firm (subject to shareholder ratification), and approve in advance the fees, scope, planning, staffing and terms of any audit and non-audit engagements of the independent accounting firm. The independent accounting firm shall report directly to the Committee.
2. Specifically identify and approve in advance all non-audit services performed by the independent accounting firm. Conduct a periodic review of any ongoing non-audit services to review and approve their continued provision and scope. All non-audit services performed by the independent accounting firm shall be disclosed in the applicable periodic or annual report filed with the SEC, and the Committee shall review the substance of any such disclosure and the considerations relating to the compatibility of such services with maintaining the independence of the accounting firm.
3. Oversee and evaluate the work of the independent accounting firm, including resolution of any disagreement between management and the independent accounting firm regarding financial reporting.
4. Review the experience and qualifications of the senior members of the independent accounting firm engaged on the Corporation's account. Also, review the number of years that the lead audit partner and the audit partner responsible for reviewing the audit have performed audit services for the Corporation in the previous five fiscal years in order to address compliance with the five year mandatory audit partner rotation requirement. Consider whether, in order to assure continuing auditor independence, it is appropriate to adopt a policy of rotating the independent accounting firm on a regular basis.
5. Receive from the independent accounting firm, on an annual basis, a formal written statement identifying all relationships between the independent accounting firm and the Corporation consistent with Independence Standards Board Standard 1, as it may be modified or supplemented. The Committee shall actively engage in a dialogue with the independent accounting firm as to any disclosed relationships or services that may impact the objectivity and independence of the independent accounting firm.
6. Discuss with representatives of the independent accounting firm, on a quarterly basis, the matters required by the Statement on Auditing Standards 61, as it may be modified or supplemented.
7. Obtain and review reports from the independent accounting firm at least annually regarding: (i) the independent accounting firm's internal quality-control procedures; (ii) any material issues raised by most recent quality-control review, or peer review, of the firm, or by any inquiry or investigation by

governmental or professional authorities within the preceding five years respecting one or more independent audits carried out by the firm; (iii) any steps taken to deal with any such issues; and (iv) all relationships between the independent accounting firm and the Corporation.

8. Evaluate the qualifications, performance and independence of the independent accounting firm, including whether the adequacy of the independent accounting firm's quality controls and the provision of any permitted non-audit services is compatible with maintaining the independent accounting firm's independence and taking into account the opinions of management and the Corporation's General Auditor.
9. Review reports from the independent accounting firm related to (i) all critical accounting policies and practices used; (ii) all alternative treatments of financial information within GAAP that have been discussed with management, ramifications of the use of such alternative disclosures and treatments, and the treatment preferred by the independent accounting firm; and (iii) other material written communications between the independent accounting firm and management, such as any management letter or schedule of unadjusted differences.
10. Discuss any independent-accounting-firm reports with the independent accounting firm, report to the Board and, if so determined by the Committee, recommend that the Board take additional action to satisfy itself of the qualifications, performance and independence of the independent accounting firm.
11. Establish and maintain clear policies regarding the hiring of employees or former employees of the independent accounting firm who were engaged on the Corporation's account.
12. Obtain from the independent accounting firm adequate assurances: (i) that Section 10A of the Securities Exchange Act of 1934, as amended by the Sarbanes-Oxley Act of 2002, has not been implicated; and (ii) as to the compliance with (g), (h), (j), (k) and (l) of Section 10A of the Securities Exchange Act of 1934, as amended by the Sarbanes-Oxley Act of 2002.
13. Review with the independent accounting firm any significant problems or difficulties the independent accounting firm may have encountered and any management letter provided by the independent accounting firm and the Corporation's response to that letter, including any restrictions on the scope of activities or access to required information, significant changes to the audit plan and any disagreement with management, which if not satisfactorily resolved would have affected the independent accounting firm's opinion.

Compliance and Reporting

1. Engage independent counsel, accounting consultants or other advisors to advise the Committee in connection with any matter within its duties and responsibilities.
2. Monitor compliance by the employees of the Corporation and its subsidiary and controlled affiliated entities with applicable legal requirements and the Corporation's standards of business conduct policies.
3. Review with the Corporation's General Counsel legal matters that may materially affect the financial statements, the Corporation's compliance policies and any material reports or inquiries received from regulators or governmental agencies.
4. Review annually, in consultation with the independent accounting firm and management, the adequacy of the Corporation's internal financial and accounting processes.

5. Prepare and submit, in accordance with the rules of the SEC as modified or supplemented from time to time, a written report of the Committee to be included in the Corporation's annual proxy statement for each annual meeting of the Corporation's stockholders.
6. Review and approve all related-party transactions of the Corporation required to be disclosed pursuant to Item 404 of Regulation S-K.
7. Review with representatives of management and the Director of Internal Audit the charter, plans, activities, staffing, organizational structure and effectiveness of the internal audit function.

Other

1. Meet at least quarterly with the Corporation's senior executive officers, the Director of Internal Audit, and the independent accounting firm in separate executive sessions.
2. Review any other matter brought to its attention within the scope of its duties, including any issue of significant financial misconduct.
3. Establish procedures for (i) the receipt, review, retention and treatment of complaints regarding accounting, internal accounting controls or auditing matters, as well as potential or suspected violations of the Corporation's Code of Business Conduct and Ethics; and (ii) the confidential or anonymous submission by employees of the Corporation of concerns regarding questionable accounting or auditing matters, and the receipt and review thereof.
4. Review with the Corporation's Chief Executive Officer and Chief Financial Officer, prior to their quarterly or annual report certification submission to the SEC, (i) all significant deficiencies in the design or operation of internal controls that could adversely affect the Corporation's ability to record, process, summarize and report financial data, and any material weaknesses in the Corporation's internal controls that they have identified for the Corporation's independent accounting firm; (ii) any fraud, whether or not material, that involves management or other employees who have a significant role in the Corporation's internal controls; and (iii) whether or not there were significant changes in internal controls or in other factors that could significantly affect internal controls subsequent to the date of the Chief Executive Officer's and the Chief Financial Officer's evaluation thereof, including any corrective actions with regard to significant deficiencies and material weaknesses.
5. In consultation with the Corporation's management, periodically review the adequacy of the Corporation's disclosure controls and procedures.
6. Make regular reports to the Board.
7. The Committee may take such other actions regarding the Corporation's financial reporting obligations that are in the best interests of the Corporation as the Committee shall deem appropriate or as shall otherwise be required by The Nasdaq Global Select Market or any other applicable laws.

While the Committee has the responsibilities and powers set forth in this Charter, it is not the duty of the Committee to plan or conduct audits or to determine that the Corporation's financial statements are complete and accurate and are in accordance with GAAP. Those duties are the responsibility of management and the independent accounting firm.