



CODE OF BUSINESS CONDUCT AND ETHICS

-- A Statement of Company Policy for All Employees --

**CONDUCTING BUSINESS
WITH INTEGRITY, HONESTY AND ACCOUNTABILITY**

**SKYWORKS WILL NOT RETALIATE AGAINST, NOR WILL IT TOLERATE
ANY RETALIATION AGAINST, ANYONE WHO REPORTS SUSPECTED
VIOLATIONS OF THIS CODE IN GOOD FAITH.**

Note: This Code and the matters contained herein are neither a contract of employment nor a guarantee of continuing Company policy. We reserve the right to amend, supplement or discontinue this Code and the matters addressed herein, without prior notice, at any time.

For Convenience

Although this code applies to our Board of Directors, Officers and Employees, we refer to all persons covered by this code as “employees.”

A COMPLIANCE CULTURE

Skyworks seeks to foster and maintain a culture of compliance with applicable laws, rules, and regulations, and the highest standards of ethics and business conduct. As an employee, you are expected to help promote this culture of compliance, and to know, understand and live up to this code.

Additionally, you have a duty to report any known or suspected violation of this code, or of any laws, rules or regulations applicable to the Company. Reporting such violations is not an act of disloyalty, but rather an effort to safeguard the reputation and integrity of the Company and its employees.

You may report any suspected violations anonymously with the assurance that the Company expressly prohibits retaliation of any kind against anyone for the good faith disclosure of suspected misconduct. See “*Enforcement Mechanisms*” found on page 4 of this Code.

STANDARDS OF CONDUCT

General

This code outlines broad principles of ethical business conduct embraced by Skyworks. You should always apply your common sense and good judgment. In this manner, your business decisions are unlikely to raise ethical concerns.

To Consider

If you ever face a difficult business decision that this code does not address, ask yourself the following questions about your contemplated course of action:

- Is it legal?
- Is it honest and fair?
- Is it in the best interests of the Company?
- How does this make me feel about the Company and myself?
- Does it conflict with Company policy?
- Would I feel comfortable if an account of my actions was published with my name in the newspaper?

If, after careful consideration, you still feel uncomfortable about a situation, seek the advice of your supervisor or the Company’s Compliance Officer (see “*Enforcement Mechanisms*” found on page 4 of this Code), or in-house legal counsel.

Conflicts of Interest

You might choose to participate in legitimate financial, business, or other activities outside the scope of your job. Those activities must be free of any actual or apparent conflict with your responsibilities to Skyworks. A conflict of interest may occur when a personal activity interferes with the interests of the company or makes it difficult for you to act in the best interest of the Company. A conflict of interest may also arise when you receive improper benefits personally because of your role in the Company.

You should avoid any relationship that would cause an actual or apparent conflict of interest with your duties and responsibilities to Skyworks. In addition, you must disclose to the Company any circumstance that you believe might raise doubt regarding your ability to act objectively and in the Company’s best interest.

Here are some examples of potential conflicts of interest that you should disclose:

- accepting concurrent employment with any competitor of, customer of, or supplier to the Company;
- serving as a board member (or on an advisory committee) for any competitor of, customer of, or supplier to the Company;
- transacting Company business with another entity in which you or a family member has a significant interest;
- owning a significant interest in an entity that is a competitor of, customer of, or supplier to the Company;
- acting independently as a consultant to a competitor of, customer of, or supplier to the Company;
- obtaining a loan or guarantee of personal obligations from, or entering into a financial transaction with, a competitor, customer, or supplier of Skyworks;

- having a direct reporting relationship with any family member or other person with whom a significant personal relationship exists; or
- accepting anything of more than modest value such as gifts, discounts, or any form of compensation from an individual or entity that does or seeks to do business with Skyworks - An item is considered of more than modest value if it is: (i) in excess of what is considered reasonable and customary in accepted business practices; or (ii) influences or could be perceived as influencing business decisions.

Ethics Challenge:

What should I do if I am offered an inappropriate gift from a supplier such as a vacation?

Answer:

Tell the offeror that accepting the gift violates Company policy. You could also say that the Company wishes to avoid any suggestion of impropriety.

As an employee, you should disclose any potential, actual or apparent conflict of interest to the Skyworks Compliance Officer (see “*Enforcement Mechanisms*” found on page 4 of this Code).

You must obtain written approval before accepting any position as an executive officer or director (or advisory committee member) of any outside business concern or entity that has a business relationship with Skyworks, or that is or could become a competitor of Skyworks. In addition, you must obtain written approval before accepting a board position with a not-for-profit entity where there may be a Company business relationship, or an expectation of -- or desire for -- financial or other support from the Company. If you are neither a member of Skyworks’ Board of Directors nor an executive officer, such approval must come from the Compliance Officer. If you are a board member or an executive officer, such approval must come from the Board of Directors.

Out of an abundance of caution, you should also inform your supervisor if you accept or are engaged in employment, consulting, or other like activities outside of the Company.

Ethics Challenge:

Can I have an outside business that markets a product I developed on my own time?

Answer:

A conflict of interest could arise, for example, if your product competes with a Skyworks product, if it relates to any part of Skyworks’ business, or if your business interferes with your ability to do your job at Skyworks, there is a conflict of interest. To ensure that there is not a conflict, you should disclose your plans to your supervisor or the Compliance Officer.

Corporate Opportunities

You owe a duty to the Company to advance its legitimate business interests at all times. As a result, you are prohibited from:

- taking for yourself or a third party, opportunities discovered through the use of Company property, resources, information or position, without first offering such opportunities to the Company;
- using corporate property, resources, information, or position for personal gain; or
- competing with the Company in any manner.

Before pursuing for yourself an opportunity that may be of interest to the Company, you should fully disclose it to your supervisor and the Compliance Officer to determine whether the Company is interested in pursuing the opportunity. If the Company foregoes its right to pursue the corporate opportunity in writing, you may then pursue it under the same terms and conditions that you originally disclosed it and in a manner that is consistent with this code.

Ethics Challenge:

A small manufacturer needs help on a circuit design. Can I serve as a consultant for some extra income?

Answer:

If the manufacturer does not compete with Skyworks or one of its customers or suppliers, you may be able to lend your support as long as you inform your supervisor and give Skyworks the opportunity to decline the business first.

inadvertent release of updated information to her could damage the Company's business prospects.

Confidential and Proprietary Information

Skyworks' employment agreements prohibit the disclosure of any confidential or proprietary information of the Company (or any such information received from its customers or business partners) to any third party. In addition to the obligations imposed by your employment agreement, you should follow these guidelines:

- receive and disclose confidential or proprietary information pursuant only to a written agreement approved by in-house legal counsel;
- do not use or copy confidential information of a third party, except as the owner permits in writing;
- refuse unsolicited confidential or proprietary information of a third party or, if inadvertently received, transfer it to in-house legal counsel for appropriate disposition; and
- do not use any confidential or proprietary information of a former employer, or bring it to Skyworks, or provide such information to other Skyworks employees.

If you have any questions regarding confidential or proprietary information or need assistance with a confidentiality or non-disclosure agreement, please seek the help of the Company's legal department.

Additionally, when you discuss confidential or proprietary information, be aware of your surroundings. You should refrain from discussing Company business in public places or in the presence of others, including employees, who do not have a need to know that information.

Ethics Challenge:

I had lunch with a former Skyworks employee who now works for another company. She asked about a project we worked on together. Would it have been ok to discuss it with her?

Answer:

Company projects are confidential and not to be discussed externally without prior approval by management and/or in-house legal counsel. The

Compliance with All Laws, Rules, and Regulations

Skyworks is subject to laws, rules and regulations, both in the U.S. and abroad, the violation of which could subject the Company to significant risk. Obeying the law, both in letter and in spirit, is the foundation on which this Company's ethical standards are built. This includes, without limitation, laws covering

- bribery and kickbacks;
- copyrights, trademarks and trade secrets; information privacy;
- insider trading;
- illegal political contributions;
- antitrust prohibitions;
- foreign corrupt practices;
- environmental hazards;
- document retention and destruction;
- financial reporting;
- employment discrimination or harassment;
- occupational health and safety; or
- misuse of corporate assets.

You are expected to understand and comply with all laws, rules and regulations applicable to the Company. If any doubt exists about whether a course of action is lawful, you should seek advice immediately from your supervisor or in-house legal counsel.

To help you be more informed -- and continuously mindful -- of the laws governing your conduct, Skyworks maintains separate, detailed policies regarding such matters as insider trading and non-disclosure of material non-public information, fair employment practices, and sexual harassment. You are expected to review and comply with these policies, which are located on the Company's intranet site, *Skylink*.

Full, Fair, Accurate, Timely and Understandable Disclosures

In order to ensure that all business records and financial reports are accurate, complete, understandable, and contain no omissions or false or misleading information, Skyworks maintains internal controls and procedures designed to provide reasonable assurance of:

- reliability of financial reporting in compliance with generally accepted accounting principles in the U.S.; and
- compliance with all applicable laws and regulations.

Skyworks' filings with, and submissions to, the SEC must be complete, fair, accurate, timely and understandable. Employees who provide information for such filings and reports must take this responsibility seriously and provide prompt and truthful answers to inquiries along these lines.

Some indications of improper financial reporting might include:

- financial results that seem inconsistent with the performance of the underlying business transaction;
- inaccurate Company records, such as overstated expense reports, or erroneous time sheets or invoices;
- transactions that do not appear to have a legitimate business purpose; or
- requests to circumvent the Company's ordinary review and approval procedures.

Ethics Challenge:

To pay for a department happy hour that my supervisor thinks the Company should sponsor, he told me I should call it a business dinner on the expense report, so that it will be paid without a snag. What should I do?

Answer:

Your instinct is good if it tells you this is not right. Contact Human Resources or the Company Compliance Officer to discuss your concern.

ENFORCEMENT MECHANISMS

If you have knowledge of a potential or suspected violation of this code or the law, you have an obligation to report all relevant information to one or more of the contacts listed below. Any such question or concern may be directed to *any or all* of the following:

- the Company Compliance Officer, who is currently designated as Mark Tremallo, and whose telephone number is (781) 376-3099;
- a supervisor;
- in-house legal counsel or internal audit;
- the Audit Committee of the Board of Directors; or
- the Company via the "Whistleblower" reporting procedures identified on the Company's intranet, *Skylink*.

Employees may raise concerns orally or in writing and, if desired, anonymously. Any questions and reports of known or suspected violations of this code or the law will be treated with sensitivity and discretion.

POLICY AGAINST RETALIATION

The Company will not retaliate against, nor will it tolerate any retaliation against anyone who reports suspected violations of this code. This means the Company prohibits you from retaliating or taking adverse action of any kind against anyone for raising or helping to resolve a conduct concern in good faith. If you engage in such retaliation, you will be subject to discipline, up to and including termination.

PENALTIES FOR VIOLATIONS

Skyworks is committed to taking prompt action against violations of this code. If you violate this code, you are subject to disciplinary action up to and including termination.

The following are examples of conduct that may result in discipline:

- retaliation against any person within the Company for reporting a conduct concern in good faith;
- any action that violates this code or any applicable law, rule, or regulation;
- requesting others to violate this code or any law, rule, or regulation;
- failure to promptly raise a known or suspected violation of this code, or any applicable law, rule, or regulation; or

- failure to cooperate in internal investigations of possible violations of this code, or any applicable law, rule, or regulation.

The list of examples above is not an exhaustive list of conduct that may violate the code; rather, it is merely illustrative. The Company, at its sole discretion, will evaluate suspected violations on a case-by-case basis.

EXCEPTIONS TO THE CODE

Exceptions to this code may only be granted on a case-by-case basis and only in extraordinary circumstances. Exceptions for employees may be made only by an executive officer of the Company. Any exception for members of Skyworks' Board of Directors and its executive officers may be made only by the Company's Board of Directors and will be promptly disclosed to the public.

RECEIPT OF CODE OF BUSINESS CONDUCT AND ETHICS

I have received a copy of Skyworks Solutions, Inc. Code of Business Conduct and Ethics and have read and understand its contents. I understand my obligation to comply with this code and with applicable laws, rules and regulations, as well as my obligation to report to appropriate personnel within the Company any and all suspected violations of this code or of any applicable laws, rules, or regulations. I understand that the Company expressly prohibits any employee from retaliating against any other employee for the good faith reporting of suspected violations of the code or of any applicable laws, rules or regulations. I am familiar with all the resources that are available to me if I have questions about specific conduct, this code, other Company policies and guidelines, or any laws, rules, or regulations.