

# **QORVO, INC.**

## **CORPORATE DEVELOPMENT COMMITTEE CHARTER**

### **I. Committee Purpose**

The Board of Directors (the “Board”) of Qorvo, Inc. (the “Company”) has established the Corporate Development Committee (the “Committee”) to (1) assist the Board in fulfilling its responsibilities for overseeing and facilitating the development, implementation and monitoring of the Company’s business strategies and plans; and (2) exercise the Board’s authority with respect to the review, evaluation and approval of certain Strategic Transactions, subject to the limitations and requirements of Section 141 of the General Corporation Law of the State of Delaware (the “DGCL”) and the provisions of the Company’s Certificate of Incorporation, bylaws and this Charter. As used herein, the term “Strategic Transaction” shall mean (1) any transaction pursuant to which the Company proposes to issue shares of its capital stock or other securities, or options, warrants, convertible debt instruments or other securities convertible into or exchangeable for any such capital stock or other securities, excluding the issuance of securities under the Company’s equity or stock option plans in accordance with the terms thereof; (2) any proposed acquisition or disposition by the Company, outside of the ordinary course of business, of a company, asset or group of assets, or business (by merger, acquisition, disposition, combination or other means); or (3) any proposed initial or follow-on equity investment by the Company in any third-party entity, outside of the ordinary course of business.

### **II. Committee Membership and Procedure**

The Committee will consist of no fewer than three members. A majority of the members of the Committee will meet the independence requirements of The Nasdaq Stock Market LLC and, unless otherwise determined by the Board, will meet the definition of “non-employee director” set forth in Rule 16b-3 under the Securities Exchange Act of 1934, as amended.

The Board will appoint the members of the Committee annually. The members will serve until their successors are appointed or until their earlier death, resignation, disqualification or removal. Each member of the Committee will serve at the pleasure of the Board and may be removed at any time with or without cause. Vacancies in the membership of the Committee by means of death, resignation, disqualification or removal shall be filled by a majority of the Board. The Board will designate the Chair of the Committee or, if the Board fails to do so, the members of the Committee will elect a Chair by majority vote. The Committee may form and delegate authority to subcommittees in its sole discretion.

The Committee will meet at such times as are necessary to carry out the Committee’s responsibilities. Meetings shall be held in response to the needs of the Board and the work and responsibilities of the Committee at such times as are determined by the Chair of the Committee. The Chair of the Committee, the Chair of the Board or the Chief Executive Officer may call meetings of the Committee.

The Committee will record and maintain minutes of its meetings. The Chairman of the Committee or a Committee member designated by the Chairman will make a report to the Board of the Committee’s meetings, actions taken at meetings or by consent, and recommendations made

since the most recent Board meeting at or before the next meeting of the Board, unless the Committee has previously circulated an interim report addressing the matter or matters.

### **III. Committee Authority and Responsibilities**

The authority and responsibilities of the Committee are as follows:

**A.** Advise and support the Board and management, on an as-requested basis, in the development, refinement, implementation and monitoring of the Company's strategic business goals and plans. In furtherance of these duties, the Committee may (among other things):

1. Review from time to time with management the process for the development and implementation of the Company's strategic business goals and plans.
2. Review with management the key issues, options and external developments impacting the Company's strategic business goals and plans.
3. Meet periodically with management to monitor the Company's performance and ensure the Board is regularly apprised of the Company's progress with respect to implementation of the Company's strategic business goals and plans.

**B.** Advise and support management with respect to and review, evaluate and approve Strategic Transactions as follows:

1. Unless the approval of the Board is otherwise required by the DGCL, the Company's Certificate of Incorporation or bylaws, any indenture, agreement, covenant, undertaking or other written obligation of the Company or any other applicable law, the Chief Executive Officer is authorized to (a) review, evaluate and approve Strategic Transactions for which the Company proposes to pay or receive consideration having an aggregate value equal to or less than \$25 million, and (b) approve a nonbinding term sheet, non-binding indication of interest, non-binding letter of intent or similar non-binding proposal regarding a proposed Strategic Transaction (without regard to the aggregate value of such Strategic Transaction), including a proposal that is expressly conditioned on approval by the full Board. The Committee may provide the Chief Executive Officer and other members of senior management with such advice and assistance as may be requested in connection with such matters.
2. Unless the approval of the Board is otherwise required by the DGCL, the Company's Certificate of Incorporation or bylaws, any indenture, agreement, covenant, undertaking or other written obligation of the Company or other applicable law, the Committee may review, evaluate and approve Strategic Transactions for which the Company proposes to

pay or receive consideration having an aggregate value in excess of \$25 million and equal to or less than \$100 million. The Committee shall promptly report to the Board any Strategic Transaction authorized by the Committee under this provision.

3. The Committee may review and evaluate Strategic Transactions under which the Company proposes to pay or receive consideration having an aggregate value greater than \$100 million and provide a recommendation to the full Board with respect thereto. Such review and evaluation may include advice and consultation with management regarding a preliminary assessment of the Strategic Transaction and approval of the negotiating strategy and proposed terms with respect thereto, including the approval of a non-binding term sheet, non-binding indication of interest, non-binding letter of intent or similar non-binding proposal regarding such proposed Strategic Transaction. Approval of the full Board shall be required for execution of a binding term sheet, binding letter of intent or definitive agreement or otherwise obligating the Company to complete a Strategic Transaction having an aggregate value greater than \$100 million.

C. Review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board for approval.

#### **IV. Additional Resources**

The Committee shall have the right to use reasonable amounts of time of the Company's independent auditors, senior management, accounting staff and other internal staff and legal counsel, and also shall have the right to hire and fire outside accountants, outside legal counsel, outside financial advisors and other third-party advisers and consultants to assist and advise the Committee in connection with its responsibilities. The Committee shall have the authority to approve fees and engagement terms related to the foregoing; provided that the Committee shall keep the Company's Chief Financial Officer advised as to the general range of anticipated expenses for outside consultants and advisers and shall obtain Board approval for expenditures exceeding, in the aggregate, \$100,000 in any one fiscal year.

Amended as of May 16, 2023