

SUBJECT COMPANY: QORVO, INC.
COMMISSION FILE NO. 001-36801

Post-Announcement Customer Outreach

Email to Sales Team

Hi [team / [NAMES]],

As our trusted customer-facing representatives, we will need your support in communicating today's news to our customers to help them understand what it means for them.

To guide your conversations, we have prepared the below talking points and communications guidelines. These materials are intended to help you engage customers directly and provide guidance on where to go for further assistance. Please review these materials before reaching out to customers or responding to any inquiries.

It's critical that we provide clear, consistent and compliant information to ensure we follow regulatory guidelines and our customers feel informed and supported. It is essential that you stick to the approved messaging and do not speculate or discuss any details beyond what is provided.

[INSERT DETAILS REGARDING OUTREACH RESPONSIBILITIES / CUSTOMER ASSIGNMENTS]

Thank you for your continued commitment and partnership.

Best,
[NAME]

Talking Points and Guidelines

Below are talking points for customer outreach. It is important that you do not suggest or imply to customers that Skyworks and Qorvo are acting as one company. Until the closing of the transaction, Skyworks and Qorvo remain separate and independent companies and will each operate in "business as usual" mode.

These are high-level talking points and are not intended as a verbatim script. Please feel free to customize these talking points for each relevant customer, although you must stick to these specifics.

- I am calling to let you know that Skyworks announced an agreement to combine with Qorvo to create a U.S.-based leader in high-performance RF, analog, and mixed-signal semiconductors.
 - We are very excited about this and wanted to provide some context for the transaction.
 - Most importantly, we believe the combination of our products and technologies will bring significant benefits to customers like you.
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- Skyworks and Qorvo have great complementary capabilities. Combining our world-class engineering teams and product offerings will accelerate innovation and enable us to provide customers with more highly integrated, complete solutions.
 - o The increased scale in R&D will allow us to better and more quickly develop and deliver cutting-edge products as RF complexity increases.
 - o And the combination across fabs, packaging, and outsourcing partners will allow us to be a more flexible and scalable partner to you as we strengthen our production capacity.
- Although the companies both produce RFFE components for mobile and Wi-Fi connectivity, we do not see any antitrust issues with the transaction for the following reasons: (i) the combination will create a stronger company to compete better against the largest players in the space; and (ii) the additional R&D scale will allow us to accelerate innovation for customers. The transaction also enhances customer choice by delivering broader, more efficient solutions in applications where complexity is only increasing.
- We greatly appreciate your continued support and look forward to continue serving you through the successful completion of this transaction.
- Your interests are very much at the core of our operations and business decisions.
- Of course, until the transaction closes, which we anticipate happening in early calendar year 2027, Skyworks and Qorvo will remain separate and independent. For the time being, it remains business as usual and nothing changes about the way we work together with you. Thanks again for your time.

During your discussions, please keep in mind the following communications “Do’s” and “Don’ts”:

Do

- Stick to the key messaging, talking points and FAQs. Use our approved materials to communicate this announcement with customers.
 - Emphasize that until the transaction is closed, Skyworks continues to operate separately and independently and it is business as usual.
 - Share your excitement about opportunity this presents for Skyworks and its customers.
 - Refer any questions to which you do not know the answer to [contact person].
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Don't

Don't speculate, assume or guess (e.g., do NOT discuss possibilities of the eventual state of the combined companies). Stick to the contents of this document and do not make assumptions. If a question is raised that you don't know the answer to, refer it to [contact person].

Don't discuss any Qorvo business or technical topics, even if they are brought up by the customer. We are still separate and independent companies and NDAs are still relevant.

Don't speak to the media, investors, analysts, or other third parties that may call with questions related to the transaction. Instead, immediately forward all inquiries to [contact person].

Don't coordinate any market or business activities with Qorvo. Until the transaction has closed, Skyworks and Qorvo remain separate and independent, and it is business as usual.

Don't promise updates or more information. We will be limited in what we can share beyond what was already announced, until the transaction has closed.

Important Information About the Proposed Transaction and Where to Find It

In connection with the Mergers, Skyworks intends to file with the SEC a registration statement on Form S-4 (the "Registration Statement"), which will include a prospectus with respect to the shares of Skyworks' common stock to be issued in the Mergers and a joint proxy statement for Skyworks' and Qorvo's respective stockholders (the "Joint Proxy Statement/Prospectus"). The definitive joint proxy statement (if and when available) will be mailed to stockholders of Skyworks and Qorvo. Each of Skyworks and Qorvo may also file with or furnish to the SEC other relevant documents regarding the Mergers. This communication is not a substitute for the Registration Statement, the Joint Proxy Statement/Prospectus or any other document that Skyworks or Qorvo may mail to their respective stockholders in connection with the Mergers.

INVESTORS AND SECURITY HOLDERS OF SKYWORKS AND QORVO ARE URGED TO READ THE REGISTRATION STATEMENT AND THE JOINT PROXY STATEMENT/PROSPECTUS INCLUDED WITHIN THE REGISTRATION STATEMENT WHEN THEY BECOME AVAILABLE, AS WELL AS ANY OTHER RELEVANT DOCUMENTS FILED WITH THE SEC IN CONNECTION WITH THE MERGERS OR INCORPORATED BY REFERENCE INTO THE REGISTRATION STATEMENT AND THE JOINT PROXY STATEMENT/PROSPECTUS (INCLUDING ANY AMENDMENTS OR SUPPLEMENTS THERETO), BECAUSE THEY WILL CONTAIN IMPORTANT INFORMATION REGARDING SKYWORKS, QORVO, THE MERGERS AND RELATED MATTERS.

The documents filed by Skyworks with the SEC also may be obtained free of charge at Skyworks' website at <https://www.skyworksinc.com/investors> or upon written request to Skyworks at investor.relations@skyworksinc.com. The documents filed by Qorvo with the SEC also may be obtained free of charge at Qorvo's website at <https://ir.qorvo.com/> or upon written request to Qorvo at investor-relations@qorvo.com. These documents filed with the SEC are also available for free to the public at the website maintained by the SEC at www.sec.gov.

Participants in the Solicitation

Skyworks, Qorvo and their respective directors and executive officers may be deemed to be participants in the solicitation of proxies from the stockholders of Skyworks and Qorvo in connection with the Mergers under the rules of the SEC.

Information about the interests of the directors and executive officers of Skyworks and Qorvo and other persons who may be deemed to be participants in the solicitation of stockholders of Skyworks and Qorvo in connection with the Mergers and a description of their direct and indirect interests, by security holdings or otherwise, will be included in the Joint Proxy Statement/Prospectus, which will be filed with the SEC.

Information about Skyworks' directors and executive officers and their ownership of Skyworks' common stock is set forth in Skyworks' proxy statement for its 2025 Annual Meeting of Stockholders on Schedule 14A filed with the SEC on March 28, 2025. To the extent that holdings of Skyworks' securities have changed since the amounts printed in Skyworks' proxy statement, such changes have been or will be reflected on Initial Statements of Beneficial Ownership of Securities on Form 3 and Statements of Changes in Beneficial Ownership on Form 4 filed with the SEC.

Information about Qorvo's directors and executive officers and their ownership of Qorvo's common stock is set forth in Qorvo's proxy statement for its 2025 Annual Meeting of Stockholders on Schedule 14A filed with the SEC on June 26, 2025. To the extent that holdings of Qorvo's securities have changed since the amounts printed in Qorvo's proxy statement, such changes have been or will be reflected on Initial Statements of Beneficial Ownership of Securities on Form 3 and Statements of Changes in Beneficial Ownership on Form 4 filed with the SEC.

Additional information regarding the direct and indirect interests of those persons and other persons who may be deemed participants in the proposed transaction may be obtained by reading the proxy statement/prospectus regarding the proposed transaction when it becomes available. Free copies of these documents may be obtained as described above.

No Offer or Solicitation

This communication is for informational purposes only and does not constitute, or form a part of, an offer to sell or the solicitation of an offer to buy any securities or a solicitation of any vote or approval, nor shall there be any sale of securities in any jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such jurisdiction. No offer of securities shall be made except by means of a prospectus meeting the requirements of Section 10 of the Securities Act of 1933, as amended, and otherwise in accordance with applicable law.

Cautionary Statement Regarding Forward-Looking Statements

This document contains “forward-looking statements” within the meaning of the federal securities laws, including Section 27A of the U.S. Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. These forward-looking statements are based on Skyworks’ and Qorvo’s current expectations, estimates and projections about the expected date of closing of the proposed transaction and the potential benefits thereof, their respective businesses and industries, management’s beliefs and certain assumptions made by Skyworks and Qorvo, all of which are subject to change. In this context, forward-looking statements often address expected future business and financial performance and financial condition, and often contain words such as “expect,” “anticipate,” “intend,” “plan,” “believe,” “could,” “seek,” “see,” “will,” “may,” “would,” “might,” “potentially,” “estimate,” “continue,” “expect,” “target,” similar expressions or the negatives of these words or other comparable terminology that convey uncertainty of future events or outcomes. All forward-looking statements by their nature address matters that involve risks and uncertainties, many of which are beyond our control and are not guarantees of future results, such as statements about the consummation of the proposed transaction and the anticipated benefits thereof. These and other forward-looking statements, including the failure to consummate the proposed transaction or to make or take any filing or other action required to consummate the transaction on a timely matter or at all, are not guarantees of future results and are subject to risks, uncertainties and assumptions that could cause actual results to differ materially from those expressed in any forward-looking statements. Accordingly, there are or will be important factors that could cause actual results to differ materially from those indicated in such statements and, therefore, you should not place undue reliance on any such statements and caution must be exercised in relying on forward-looking statements. Important risk factors that may cause such a difference include, but are not limited to: (i) the completion of the proposed transaction on anticipated terms and timing, including obtaining shareholder and regulatory approvals, anticipated tax treatment, unforeseen liabilities, future capital expenditures, revenues, expenses, earnings, synergies, economic performance, indebtedness, financial condition, losses, future prospects, business and management strategies, expansion and growth of Skyworks’ and Qorvo’s businesses and other conditions to the completion of the proposed transaction; (ii) failure to realize the anticipated benefits of the proposed transaction, including as a result of delay in completing the transaction or integrating the businesses of Skyworks and Qorvo; (iii) Skyworks’ and Qorvo’s ability to implement their business strategies; (iv) pricing trends; (v) potential litigation relating to the proposed transaction that could be instituted against Skyworks, Qorvo or their respective directors; (vi) the risk that disruptions from the proposed transaction will harm Skyworks’ or Qorvo’s business, including current plans and operations; (vii) the ability of Skyworks or Qorvo to retain and hire key personnel; (viii) potential adverse reactions or changes to business relationships resulting from the announcement, pendency or completion of the proposed transaction; (ix) uncertainty as to the long-term value of Skyworks’ common stock; (x) legislative, regulatory and economic developments affecting Skyworks’ and Qorvo’s businesses; (xi) general economic and market developments and conditions; (xii) the evolving legal, regulatory and tax regimes under which Skyworks and Qorvo operate; (xiii) potential business uncertainty, including changes to existing business relationships, during the pendency of the proposed transaction that could affect Skyworks’ or Qorvo’s financial performance; (xiv) restrictions during the pendency of the proposed transaction that may impact Skyworks’ or Qorvo’s ability to pursue certain business opportunities or strategic transactions; (xv) unpredictability and severity of catastrophic events, including, but not limited to, acts of terrorism or outbreak of war or hostilities, as well as Skyworks’ and Qorvo’s response to any of the aforementioned factors; and (xvi) failure to receive the approval of the stockholders of Skyworks and Qorvo. These risks, as well as other risks associated with the proposed transaction, are more fully discussed in the proxy statement/prospectus to be filed with the U.S. Securities and Exchange Commission in connection with the proposed transaction. While the list of factors presented here is, and the list of factors presented in the proxy statement/prospectus will be, considered representative, no such list should be considered to be a complete statement of all potential risks and uncertainties. Unlisted factors may present significant additional obstacles to the realization of forward looking statements. Consequences of material differences in results as compared with those anticipated in the forward-looking statements could include, among other things, business disruption, operational problems, financial loss, legal liability to third parties and similar risks, any of which could have a material adverse effect on Skyworks’ or Qorvo’s consolidated financial condition, results of operations or liquidity. Neither Skyworks nor Qorvo assumes any obligation to publicly provide revisions or updates to any forward-looking statements, whether as a result of new information, future developments or otherwise, should circumstances change, except as otherwise required by securities and other applicable laws.
