

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 10-K

☒ **ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the fiscal year ended March 29, 2025

or

☐ **TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the transition period from ____ to ____

Commission File Number 001-36801



Qorvo, Inc.

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction of incorporation or organization)

46-5288992

(I.R.S. Employer Identification No.)

7628 Thorndike Road

Greensboro, North Carolina

(Address of principal executive offices)

27409-9421

(Zip Code)

(336) 664-1233

(Registrant's telephone number, including area code)

Securities registered pursuant to Section 12(b) of the Act:

Title of each class
Common Stock, \$0.0001 par value

Trading Symbol(s)
QRVO

Name of each exchange on which registered
The Nasdaq Stock Market LLC

Securities registered pursuant to Section 12(g) of the Act:

None

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes ☒ No ☐

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes ☐ No ☒

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes ☒ No ☐

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (§ 232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files). Yes ☒ No ☐

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or

an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer	☒	Accelerated filer	☐
Non-accelerated filer	☐	Smaller reporting company	☐
		Emerging growth company	☐

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. ☐

Indicate by check mark whether the registrant has filed a report on and attestation to its management’s assessment of the effectiveness of its internal control over financial reporting under Section 404(b) of the Sarbanes-Oxley Act (15 U.S.C. 7262(b)) by the registered public accounting firm that prepared or issued its audit report. ☒

If securities are registered pursuant to Section 12(b) of the Act, indicate by check mark whether the financial statements of the registrant included in the filing reflect the correction of an error to previously issued financial statements. ☐

Indicate by check mark whether any of those error corrections are restatements that required a recovery analysis of incentive-based compensation received by any of the registrant’s executive officers during the relevant recovery period pursuant to §240.10D-1(b). ☐

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Act). Yes ☐ No ☒

The aggregate market value of the registrant's common stock held by non-affiliates of the registrant was approximately \$9,777,465,384 as of September 28, 2024. For purposes of such calculation, shares of common stock held by persons who held more than 10% of the outstanding shares of common stock and shares held by directors and officers of the registrant and their immediate family members have been excluded because such persons may be deemed to be affiliates. This determination is not necessarily conclusive.

As of May 12, 2025, there were 93,025,179 shares of the registrant’s common stock outstanding.

DOCUMENTS INCORPORATED BY REFERENCE

The registrant has incorporated by reference into Part III of this report certain portions of its proxy statement for its 2025 annual meeting of stockholders, which is expected to be filed within 120 days after the end of the registrant’s fiscal year ended March 29, 2025.

QORVO, INC.
FORM 10-K
FOR THE FISCAL YEAR ENDED MARCH 29, 2025
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In this Annual Report on Form 10-K, the words "Qorvo," "we," "our," "ours," "us" and "the Company" refer only to Qorvo, Inc. and our subsidiaries and not any other person or entity. The following discussion should be read in conjunction with the consolidated financial statements and notes thereto included elsewhere in this Annual Report on Form 10-K.

Forward-Looking Information

This Annual Report on Form 10-K contains forward-looking statements within the meaning of the federal securities laws, particularly in Item 1: "Business," Item 1A: "Risk Factors" and Item 7: "Management's Discussion and Analysis of Financial Condition and Results of Operations." These forward-looking statements include, but are not limited to, statements about our plans, objectives, representations and contentions, and are not historical facts and typically are identified by terms such as "may," "will," "should," "could," "expect," "plan," "anticipate," "believe," "estimate," "forecast," "predict," "potential," "continue" and similar words, although some forward-looking statements are expressed differently. Additionally, statements concerning future matters such as our future business, prospects, results of operations or financial condition; our expectations regarding our ability to sufficiently fund capital expenditures; research and development or technology investments; new or enhanced products, services or technologies; emerging industries or business models; design wins or product launches; industry, market or technology trends, dynamics or transitions, such as technology upgrade cycles; our future demand or supply conditions or macroeconomic factors; strategic investments, acquisitions, divestitures, or restructuring initiatives and the anticipated timing or benefits thereof; impacts of government actions or regulations, including changes in trade policies or tax laws, on our business; legal or regulatory matters; U.S./China trade and national security tensions; global hostilities, including the war in Ukraine and the ongoing conflict in the Middle East; vertical integration by our customers; competition; and other statements regarding matters that are not historical are also forward-looking statements.

Although forward-looking statements reflect the good faith judgment of our management as of the date the statement is first made, such statements can only be based on facts and factors currently known and understood by us. Consequently, forward-looking statements involve inherent risks and uncertainties, and actual financial results and outcomes may differ materially and adversely from the results and outcomes discussed in or anticipated by the forward-looking statements. We caution you not to place undue reliance upon any such forward-looking statements. Material factors that could cause actual results to differ materially from our expectations are summarized and disclosed under "Risk Factors" in Part I, Item 1A of this Annual Report on Form 10-K.

We undertake no obligation to revise or update any forward-looking statements in order to reflect any event or circumstance that may arise after the date of this Annual Report. Readers are cautioned to review carefully and consider the various disclosures made in this Annual Report, which attempt to advise interested parties of the risks and factors that may affect our business, financial condition, results of operations and prospects.

PART I

ITEM 1. BUSINESS.

Company Overview

Qorvo® is a global leader in the development and commercialization of technologies and products for wireless, wired and power markets.

We are organized into three operating and reportable segments that align our technologies and applications with customers and end markets: High Performance Analog ("HPA"), Connectivity and Sensors Group ("CSG") and Advanced Cellular Group ("ACG").

HPA is a leading global supplier of radio frequency ("RF"), analog mixed signal and power management solutions. CSG is a leading global supplier of connectivity and sensor solutions, with broad expertise spanning ultra-wideband ("UWB"), Matter®, Bluetooth® Low Energy ("BLE"), Zigbee®, Thread®, Wi-Fi®, cellular solutions for the Internet of Things ("IoT") and microelectromechanical system ("MEMS")-based sensors. ACG is a leading global supplier of advanced cellular solutions for smartphones, wearables, laptops, tablets and other devices.

Industry Trends, Markets, Products and Applications

Global connectivity trends and the proliferation of more intelligent, data-intensive applications are increasing demand for technologies that efficiently increase data throughput, improve user experiences and enable new methods of human-machine interaction. These and other global macro trends are increasing the demand for our technologies and products.

Qorvo serves six primary end markets: automotive, consumer, defense and aerospace ("D&A"), industrial and enterprise, infrastructure and mobile. Our products solve our customers' most complex challenges while enhancing performance, improving efficiency, increasing functionality, enabling new form factors and addressing other critical challenges.

High Performance Analog

HPA primarily serves the D&A, infrastructure, industrial and enterprise, and consumer markets.

In the D&A market, Qorvo focuses primarily on high-power phased array radar for electronic military applications and communications systems for both defense and commercial space satellite communications. Within these markets, there are expanding opportunities for HPA's products and technologies driven by global macrorends including upgrades to legacy radar systems; the shift to new, higher frequency bands; and the trend of "one to many," which requires a greater number of smaller, more highly integrated and scalable networked platforms to achieve mission success.

In addition, investment is increasing in low Earth orbit ("LEO") satellite communication ("SATCOM") networks that enable both commercial and military connectivity around the globe. HPA is a leading supplier of RF products and compound semiconductor foundry services to U.S. defense primes and other global D&A customers. We supply the top tier companies in LEO SATCOM constellation ecosystems with products for satellites and airborne flat panel array terminals. We also engage directly with U.S. government agencies, including the Department of Defense ("DoD"), to develop next-generation semiconductor and packaging technologies. Our standard product portfolio of industry-leading D&A solutions includes high-power RF amplifiers, low noise amplifiers ("LNAs"), switches, limiters, filters, phase shifters, mixers, multiplexers, attenuators, beamforming integrated circuits ("ICs"), power management ICs ("PMICs") and control ICs and fully integrated RF front end modules ("FEMs"). Our services portfolio includes an extensive set of compound semiconductor foundry services, wafer processing, advanced packaging and heterogeneous integration solutions.

In the infrastructure market, data-intensive use cases such as machine learning, industrial automation, robotics and augmented reality/virtual reality ("AR/VR") are increasing the performance and capacity requirements of wired and wireless 5G networks. In cellular base stations, the migration to 5G increases capacity, expands coverage and lowers the cost per bit of data. Qorvo supports cellular base station original equipment manufacturers ("OEMs") with a broad portfolio of infrastructure solutions to address their most critical requirements for data capacity, throughput and efficiency. Qorvo's cellular infrastructure products include switches, filters, LNA modules, discrete LNAs, variable gain amplifiers and control circuits. In broadband infrastructure, network operators are migrating from Data Over Cable Service Interface Specification ("DOCSIS") 3.1 to DOCSIS 4.0 to increase the efficiency of existing infrastructure and significantly increase download and upload speeds for end users. Qorvo is enabling the transition to DOCSIS 4.0 with a broad portfolio of products including high-output power doublers, drivers, preamplifiers, return amplifiers, voltage-controlled attenuators, digital step attenuators, switches and voltage variable equalizers.

HPA serves industrial and enterprise markets with solutions that leverage our configurable power management intellectual property ("IP"). We provide unique solutions for power management, motor control and battery management systems across a broad set of applications, including factory motor drives and controls, large power tools, factory transport systems, robotics, industrial drones, pumps and fans. We also provide solutions to meet artificial intelligence ("AI")-driven demand for highly efficient data center solid-state drive power. The requirement for enhanced power efficiency in all electronics, furthered by the need to extend battery life in the growing number of battery-powered devices, is driving greater demand for advanced power management, motor control and battery management system solutions.

In consumer and mobile markets, HPA's configurable power management IP enables rapid product development across multiple generations of products. We provide PMICs for consumer applications including wearables, chargers, portable video processing devices and solid-state drives for client computing applications. We also provide motor control and drive products and battery management system solutions to industry-leading providers of appliances and electric power and garden tools. Our products reduce solution size, improve battery life, lower cost, improve system reliability and shorten customers' product development time.

Connectivity and Sensor Group

CSG serves the automotive, consumer, industrial and enterprise and mobile markets. The proliferation of data-driven, connected devices that sense, process and communicate are driving demand for Qorvo's wireless connectivity solutions, which increase throughput, reduce latency, enhance security and maximize efficiency.

In automotive markets, new use cases including vehicle-to-everything ("V2X") communications, advanced connectivity services and secure car access are supporting the migration to more connected, more intelligent vehicles. This is increasing the content opportunity across multiple connectivity and sensing technologies, including cellular, V2X, Wi-Fi, satellite radio, MEMS-based force-sensing and UWB. V2X assists autonomous driving and our UWB solutions enable Child Presence Detection systems, which detect and alert if a child or pet is accidentally left behind in a vehicle. Our UWB solutions also contribute to vehicle security as we leverage ultra-low latency communication and precision location accuracy to enable and significantly improve the security of digital key access and digital key sharing compared to legacy technologies. Our connectivity and sensor products for automotive applications include Bulk Acoustic Wave ("BAW") filters, LNAs, switches, power amplifiers ("PAs"), front end solutions, force-sensing touch sensors and UWB solutions. All of our automotive products meet or exceed AEC-Q100 quality and reliability standards, and our customers include market leading Tier-1 suppliers.

In consumer and mobile markets, continuing trends within AR/VR, connected home, context awareness, gaming, secure home access, secure transactions and other applications are driving requirements for connectivity and accurate location solutions. For example, in the connected home, entertainment, comfort, health monitoring, property monitoring and security can be accessed and controlled remotely through a tablet, smartphone, or peer-to-peer device such as a voice-enabled remote control or home control assistant. UWB is also enabling contextual awareness through location-based interactions, or presence detection, by leveraging the radar capabilities of UWB technology.

In industrial and enterprise markets, connectivity solutions improve operational efficiency and worker safety by enabling precise indoor turn-by-turn navigation, virtual fences and virtual replicas of physical manufacturing systems, referred to as digital twins. Real-time location tracking of mobile assets such as forklifts, robots and tools helps prevent losses and optimizes usage, while monitoring work-in-progress materials across production lines helps reduce bottlenecks and ensures just-in-time/just-in-place delivery. Geofencing of restricted areas can alert workers when they enter hazardous zones or unauthorized areas, or in the case of an incident, help direct responders locate workers more quickly.

Qorvo's connectivity product portfolio includes Wi-Fi RF front end solutions, multi-protocol (BLE, Zigbee, Matter and Thread) system-on-a-chip ("SoC") solutions, UWB SoCs and UWB system-in-package ("SiP") solutions. Qorvo's multi-protocol SoCs enable multiple radios to connect concurrently. The coexistence of multiple low-power wireless protocols in a SoC reduces form factor, extends battery life and helps advance the proliferation of IoT devices. Qorvo's UWB SoC and SiP solutions, in combination with our broad ecosystem of hardware, software and solutions partners, enable precision location accuracy and security in use cases including secure home access, secure car access, indoor navigation and other applications.

In Wi-Fi, new standards and architectures, such as 802.11ax (Wi-Fi 6 and Wi-Fi 6E) and 802.11be (Wi-Fi 7), are enhancing performance, increasing range and capacity and enabling new use cases. The Wi-Fi 7 standard doubles the channel bandwidth and number of spatial streams compared to Wi-Fi 6E and uses multi-link operation to combine portions of the 5 GHz and 6 GHz bands into a single link, enabling faster speeds over longer distances. We have begun development for Wi-Fi 8 front end solutions in alignment with market leading chipset providers. As standards and architectures evolve, functional requirements increase and demand more highly integrated RF front end solutions. Qorvo's Wi-Fi portfolio includes PAs, switches, LNAs and BAW filters, as well as solutions including FEMs and iFEMs featuring integrated filters.

Advanced Cellular Group

ACG primarily serves the mobile market, which is characterized by highly complex devices and large unit volumes of smartphones, wearables, laptops, tablets and other devices. Our portfolio includes highly integrated and functionally dense RF modules, envelope tracking ("ET") RF PMICs, antenna tuners, filters and switches. Our advanced cellular products leverage multiple manufacturing processes and packaging technologies, including highly differentiated Qorvo technologies.

Advances in mobile devices are transforming how end users around the world access content, interact with communities and transact commerce. The migration to 5G enables higher data throughput, lower signal latency and massive machine-type communication. 5G devices operate over a wide range of frequencies and face challenges related to efficiency, linearity, signal coexistence, signal integrity and form factor. 5G architectures are more complex and include Multiple-Input/Multiple-Output, higher frequencies with wider bandwidths and new paths featuring carrier aggregation.

These challenges, along with increases in device functionality and complexity, are driving requirements for more advanced and more highly integrated system-level solutions that improve performance, enhance power efficiency and increase functional density.

Research and Development

We invest in research and development ("R&D") to develop advanced technologies and products to best serve our markets. Our R&D activities support large competitive design win opportunities for major programs at key customers, which require best-in-class performance, size, cost and functional density. We also invest in R&D to develop new products for broader market applications. Our R&D efforts focus on innovation in fundamental areas including materials, software, semiconductor process technologies, simulation and modeling, systems architecture, circuit design, device packaging, module integration and test capabilities.

We have developed multiple generations of gallium arsenide ("GaAs"), gallium nitride ("GaN"), BAW and surface acoustic wave ("SAW") process technologies that we manufacture. We invest in these technologies to improve device performance, reduce die size and lower manufacturing costs. We also source technologies in cooperation with key suppliers, including GaAs; silicon on insulator ("SOI") for LNAs, switches and tuners; silicon germanium ("SiGe") for amplifiers and LNAs; complementary metal oxide semiconductor ("CMOS") for digital controllers; specialized CMOS for PMICs, SoC solutions, ET and average power tracking ("APT") power management, and power control in cellular modules; and MEMS technology for switches and tuners. We are leveraging AI and machine learning in areas including product design, and we are integrating AI and machine learning functionality through integrated software in products including PMICs and SoCs. We combine these technologies with proprietary design methods, IP and other expertise to improve performance, increase integration and reduce the size and cost of our products.

We develop and qualify advanced packaging technologies to reduce component size, improve performance and reduce package costs. We also invest in packaging R&D internally, including at our advanced microwave module assembly facility in Richardson, Texas, and in cooperation with outsourced semiconductor assembly and test companies to support the performance, size and cost roadmap required by our products.

Raw Materials and Manufacturing

We purchase numerous raw materials and parts, such as silicon, passive components and substrates for our manufacturing processes. In our GaN and GaAs manufacturing operations, we use several raw materials, including GaN on silicon carbide ("SiC") wafers and GaAs wafers. In our acoustic filter manufacturing operations, raw materials include silicon, lithium niobate and lithium tantalate.

Our procurement and supply chain functions are centralized and serve all three operating segments. We procure our materials, parts and supplies from a large number of sources through established purchase contracts with suppliers or on a purchase order basis. We enter into supply agreements, for certain items, to address short-term and long-term supply requirements. We routinely qualify additional manufacturing sites and sources of supply to reduce the risk of supply interruptions or price increases, and we continuously monitor our suppliers' key performance indicators.

A substantial portion of our revenue comes from multi-chip modules utilizing multiple semiconductor and acoustic material processing technologies. These products have varying degrees of complexity and contain semiconductors and other components that are manufactured internally or sourced from outside supply chain partners. These individual components are combined and assembled into various, miniaturized packages and tested to ensure compliance with customer specifications.

We operate fabrication facilities for the production of BAW, GaAs, GaN and SAW wafers in North Carolina, Oregon and Texas. We also use multiple silicon-based process technologies, including SOI, SiGe and bulk CMOS, which are sourced from leading silicon foundries located throughout the world. We have a global supply chain and ship millions of units per day.

We have our own flip chip, wire bond and wafer-level packaging technologies that we can deploy in internal and external assembly and packaging facilities. In fiscal 2025, we used internal assembly facilities in Costa Rica, Germany and the U.S., and we also used external suppliers for these and other packaging technologies.

Manufacturing yields can vary significantly between products, based on a number of factors including product complexity, performance requirements and the maturity of our manufacturing processes. To maximize wafer yields and quality, we test products multiple times, maintain continuous reliability monitoring and conduct numerous quality control inspections throughout the production flow.

Our internal manufacturing facilities require a high level of fixed costs, consisting primarily of occupancy costs, maintenance, repair, equipment depreciation and labor costs related to manufacturing and process engineering. We attempt to match our manufacturing capacity with the varying level of demand we anticipate from our customers to optimize our factory utilization and cost efficiency.

Our manufacturing strategy is to internally produce only the most differentiated elements of our products, geographically align production with customers and suppliers, and leverage the scale, capabilities, and cost effectiveness of our outsourced partners. We continuously evaluate opportunities to enhance operational efficiencies and reduce capital intensity and product costs. In the first quarter of fiscal 2025, we completed the sale of our assembly and test operations in China to Luxshare Precision Industry Co., Ltd. ("Luxshare"), who is providing assembly and test services to us under a supply agreement. In the fourth quarter of fiscal 2025, we announced our intention to wind down our operations in Costa Rica, which is expected to be completed in early calendar year 2026, and we plan to further leverage the scale, capabilities and cost effectiveness of our outsourced partners.

Semiconductor fabrication requires highly controlled and clean environments. Die on a wafer can be found to be nonfunctional or wafers can be rejected due to a number of reasons, including minute impurities, variances in the fabrication process or defects in the masks used to transfer circuit patterns onto the wafers.

Our manufacturing facilities worldwide are certified to the International Organization for Standardization ("ISO") 9001 quality standard and select locations are certified to additional automotive (IATF 16949), aerospace (AS 9100) and environmental (ISO 14001) standards. These stringent standards are audited and certified by third-party auditors in addition to our ongoing internal audits. The ISO 9001 standard is based on a number of quality management principles including a strong customer focus, the motivation of top management, the process approach and continual improvement. IATF 16949 is the highest international quality standard for the global automotive industry and incorporates specific additional requirements for the automotive industry. AS 9100 is the standardized quality management system for the aerospace industry. ISO 14001 is an internationally agreed upon standard for an Environmental Management System ("EMS"). We require that all of our key vendors and suppliers be compliant with applicable standards.

Qorvo's Richardson, Texas manufacturing facility is a U.S. DoD Category 1A "Trusted Source" foundry. This accreditation encompasses design, wafer fabrication, post-processing, packaging, assembly, and testing services. Qorvo offers an extensive portfolio of GaN and GaAs foundry processes.

Customers

We design, develop, manufacture and market our products and solutions for leading U.S. and international OEMs and original design manufacturers ("ODMs"). We also collaborate with leading reference design partners and provide foundry services to defense primes and other D&A customers.

We provide products to our largest end customer, Apple Inc. ("Apple"), through sales to multiple contract manufacturers, which in the aggregate accounted for 47% and 46% of total revenue in fiscal years 2025 and 2024, respectively. Samsung Electronics Co., Ltd. ("Samsung") accounted for 10% and 12% of total revenue in fiscal years 2025 and 2024, respectively. These customers primarily purchase RF solutions for a variety of mobile devices.

Sales and Marketing

We sell our products worldwide both directly to customers and through a network of U.S. and foreign sales representative firms and distributors. We select our sales representative firms and distributors based on a variety of factors, including market coverage, sales expertise, technical capability and support and logistics capability. We provide ongoing educational training about our products to our internal and external sales representatives and distributors. We maintain an internal sales and marketing organization that is responsible for key account management, application engineering support for customers, sales and advertising literature and technical presentations for industry conferences. Our sales and customer support centers are located near our customers throughout the world.

Our website contains extensive product information where customers can learn about our products, download product information, order products and samples and request evaluation boards. Qorvo also provides its customers with the use of a proprietary simulator (QSPICE®) for analog and mixed signal systems, which gives circuit designers the ability to more efficiently model and evaluate their designs. Our global team of application engineers interacts with customers during all stages of design and production, maintains regular contact with customer engineers, provides product application notes and engineering data and assists in the resolution of technical problems. We maintain close relationships with our customers and provide them with strong technical support to enhance the customer experience and anticipate future product needs.

Seasonality

Our sales are the result of standard purchase orders or specific agreements with customers. Our revenue fluctuates based on consumer demand for devices as well as the timing of customer device launches and large defense programs. Other factors such as macroeconomic effects and the timing of the next generation of technologies can also impact the fluctuations in demand.

Competition

We operate in a competitive industry generally characterized by rapid advances in technology and new product introductions. Our customers' product life cycles can be short, especially in mobile devices, and our competitiveness depends on our ability to improve our products and processes faster than our competitors, anticipate changing customer requirements and successfully develop and launch new products while reducing our costs. Our competitiveness is also affected by the quality of our customer service, including technical support, and in some cases our ability to design customized products that address certain customer's specific requirements. The selection process for our products is highly competitive and our customers provide no guarantees that our products will be included in the next generation of products introduced.

HPA competes primarily with Analog Devices, Inc.; MACOM Technology Solutions Holdings, Inc.; Monolithic Power Systems, Inc.; NXP Semiconductors N.V.; Scientific Components Corporation (d/b/a Mini-Circuits); Silergy Corp; and Texas Instruments, Inc. CSG competes primarily with Broadcom Inc.; Murata Manufacturing Co., Ltd.; Nordic Semiconductor; NXP Semiconductors N.V.; Qualcomm Technologies, Inc.; RichWave Technology Corporation; Silicon Laboratories Inc.; Skyworks Solutions, Inc; and Vanchip (Tianjin) Technology Co., Ltd. ACG

competes primarily with Broadcom Inc.; Maxscend Microelectronics Co., Ltd.; Murata Manufacturing Co., Ltd.; Qualcomm Technologies, Inc.; Skyworks Solutions, Inc.; and Vanchip (Tianjin) Technology Co., Ltd.

Many of our current and potential competitors have strong market positions and customer relationships, established patents and other IP and substantial technological capabilities. In some cases, our competitors are also our customers or suppliers. Additionally, many of our competitors have significant financial, technical, manufacturing and marketing resources which may allow them to more quickly implement new technologies and develop new products.

Intellectual Property

Our IP (including patents, copyrights, trademarks and trade secrets) is important to our business and we actively seek opportunities to leverage our IP portfolio to promote our business interests. We also actively monitor and protect our global IP rights to deter unauthorized use of our IP and other assets. These efforts can be difficult because of the absence of consistent international standards and laws. In addition, the laws of some foreign countries do not protect IP rights to the same extent as U.S. laws. We respect the IP rights of others and have implemented policies and procedures to mitigate the risk of infringing or misappropriating third-party IP.

Patent applications are filed within the U.S. and in other strategic countries where we have a market presence. On occasion, some applications do not mature into patents for various reasons including rejections based on prior art. We have approximately 2,500 patents that have expiration dates between 2025 and 2043. We also continue to acquire patents through acquisitions or direct prosecution efforts and engage in licensing transactions to secure the right to use third-parties' patents. In view of our rapid innovation and product development and the comparative pace of governments' patenting processes, there is no guarantee that patented technology for our products and services will not be obsolete before the related patents expire or are granted. However, we believe the duration and scope of our most relevant patents are sufficient to support our business, which as a whole is not significantly dependent on any particular patent or other IP right. As we expand our products and offerings, we also seek to expand our patent prosecution efforts to cover such products.

We periodically register federal trademarks, service marks and trade names that distinguish our product brand names in the market. We also monitor these marks for their proper and intended use. Additionally, we rely on non-disclosure and confidentiality agreements to protect our interest in confidential and proprietary information that gives us a competitive advantage, including business strategies, unpatented inventions, designs and process technology. Such information is closely monitored and made available only to those employees whose responsibilities require access to the information.

Human Capital

We believe that our employees are our greatest assets, and we must continue to attract, develop, retain and motivate our employees to remain competitive and execute our business strategy. We strive to meet these objectives by offering competitive pay and benefits in a diverse, inclusive and safe workplace and by providing opportunities for our employees to grow and develop their careers.

As of March 29, 2025, we employed approximately 6,200 full and part-time employees in 23 countries. By region, approximately 78% of our total employees were in the Americas, 11% were in Asia and 11% were in Europe. Engineering or technician roles comprise approximately 64% of our global workforce.

Competitive Pay and Benefits

We use a combination of compensation and other programs (which vary by region and salary grade) to attract, develop, motivate and retain our employees, including semiannual performance bonuses, stock awards, an employee stock purchase plan, retirement programs, health savings and flexible spending accounts, paid time off, family leave, family care resources, flexible work schedules, employee assistance programs, tuition assistance, health and wellness benefits and programs and on-site fitness centers. We routinely benchmark our compensation and benefits packages to ensure we remain competitive with our peers and continue to attract and retain talent throughout our organization.

Employee Recruitment, Retention and Development

We are committed to equal opportunity in recruiting, hiring, retaining, promoting and engaging a highly skilled workforce to best serve our global customers. We have established relationships with professional associations and industry groups to proactively attract talent and we partner with universities for our internship program that focus on technologies that support our roadmaps. We believe that our internship program and university partnerships contribute to developing the next generation of talent, including engineers in our industry, and provide a pipeline of recent college graduates into our talent pool.

Our high-performance culture is supported by a process of goal setting, continuous feedback and coaching, all geared towards fostering skill and competency growth. Complementing these efforts are a variety of talent and leadership development programs tailored to address the needs of employees across all organizational levels. Additionally, our educational assistance program, which enables employees to pursue their career aspirations, also enhances their professional capabilities and further contributes to our organizational success.

We believe our competitive compensation and benefits programs, along with career growth, development and internal mobility opportunities promote longer employee tenure and reduce turnover. We regularly monitor voluntary employee turnover, as our success depends upon retaining highly trained personnel with the technical skills necessary to execute our business objectives. Our global attrition rate has consistently been below the technology industry average.

Employee Engagement

Qorvo is dedicated to fostering a connected and thriving workforce. To assess and improve employee engagement, we conduct a biannual global engagement survey, which is administered by a third party to ensure confidentiality. We are committed to actively listening to our employees and solicit feedback on a variety of factors including strategy, culture, execution, inclusion, work environment, growth and development, collaboration and engagement. The results are reviewed by senior management, who analyze areas of progress or opportunities for improvement and work with their teams to develop targeted action plans.

Employee-driven groups, called Qorvo Employee Networks, are open to all of our employees and provide platforms to connect based on shared interests, fostering both professional and personal growth. Through our Qorvo Cares program, we sponsor a diverse array of employee events to further engage our workforce, facilitating connections and cultivating an enjoyable work environment. Moreover, our community engagement initiatives empower employees to make a tangible difference in their neighborhoods, working alongside their colleagues. Through these efforts, we are dedicated to nurturing a culture of engagement and collective impact within our organization.

Safety, Health and Wellness

We are a member of the Responsible Business Alliance (the "RBA"), an industry coalition dedicated to driving sustainable value for workers in global supply chains, among other things. As a member of the RBA, we have adopted the RBA Code of Conduct, which establishes standards to ensure that working conditions are safe, that employees are treated with respect and dignity and that business operations are environmentally responsible and conducted ethically. The RBA Code of Conduct has been reflected in our employee policies and procedures. In addition, Qorvo is committed to complying with applicable laws and regulations of the countries in which we operate and supporting ethical labor practices that do not infringe on human rights.

We prioritize safe working conditions for our employees as well as our on-site contractors and visitors. We are committed to an injury-free workplace and provide dedicated workplace training and leadership support to reduce or eliminate health and safety risks. Our site-specific health and safety teams are critical in fostering a positive safety culture and our recordable injury rate has consistently been below the semiconductor industry average. Team members utilize our online near miss and hazard reporting system, a system critical to prevent worker injury.

The success of our business is fundamentally connected to the well-being of our employees. We provide our employees with work arrangements that support flexibility while maintaining our strong culture of innovation, collaboration and camaraderie. We provide our employees and their families access to a variety of health and wellness programs that support their physical and mental health. These programs provide tools and resources, such as health coaches and wellness incentives, that emphasize preventive care, encourage healthy behaviors and are designed to help cultivate a productive work environment while also focusing on the well-being of our employees.

Government Regulations

We are subject to a variety of extensive and changing domestic and international federal, state and local governmental laws, regulations and ordinances related to the discharge of pollutants into the environment; the treatment, transport and disposal of hazardous waste; recycling and product packaging; worker health and safety; and other activities affecting the environment, our workforce and the management of our manufacturing operations.

We continuously improve the environmental aspects of our manufacturing processes and are dedicated to:

- providing a safe and healthy work environment for our employees;
- complying with regulatory and other requirements;
- using natural resources, energy and materials efficiently;
- evaluating ways to substitute sustainable resources in place of non-renewable resources;
- reusing or recycling materials wherever technically possible and economically reasonable;
- minimizing waste and disposing of waste safely and responsibly;
- sourcing raw material responsibly; and
- implementing specific measures to prevent and minimize hazards to humans and the environment including pollution prevention.

We believe that our operations and facilities comply in all material respects with applicable environmental laws and worker health and safety laws, and our efforts help to ensure that our products are compliant with the requirements of the markets into which the products will be sold and with our customers' requirements. For example, our products are compliant with the European Union RoHS Directive (2011/65/EU on the Restriction of Use of Hazardous Substances), which prohibits the sale in the European Union market of new electrical and electronic equipment containing certain families of substances above a specified threshold. We are an ISO 14001:2015 certified manufacturer with a comprehensive EMS in place to help ensure control of the environmental aspects and impacts of the manufacturing process. Our EMS mandates compliance, continuous improvement and establishes appropriate checks and balances to minimize the potential for non-compliance with environmental laws and regulations.

We are also subject to import/export controls, tariffs and other trade-related regulations and restrictions in countries in which we have operations or otherwise do business. These controls, tariffs, regulations and restrictions (including those related to, or affected by, U.S./China relations, as discussed below in Item 1A, "Risk Factors") may have a material impact on our business, including our ability to sell products and to manufacture or source components.

Government regulations are subject to change and accordingly we are unable to assess the possible effect of compliance with future requirements or whether our compliance with such regulations will materially impact our business, results of operations or financial condition.

Available Information

We make available, free of charge through our website (<https://www.qorvo.com>), our annual and quarterly reports on Forms 10-K and 10-Q (including exhibits and related filings in iXBRL format) and current reports on Form 8-K and amendments to these reports filed or furnished pursuant to Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), as soon as reasonably practicable after we electronically file these reports with, or furnish them to, the U.S. Securities and Exchange Commission (the "SEC"). The SEC maintains a website at <https://www.sec.gov> that contains reports, proxy and information statements and other information regarding issuers that file electronically with the SEC. The public may also request a copy of our forms filed with the SEC, without charge upon written request, directed to:

Investor Relations Department
Qorvo, Inc.
7628 Thorndike Road
Greensboro, NC 27409-9421

The information contained on or accessible through our website is not incorporated by reference or considered to be a part of this Annual Report on Form 10-K.

ITEM 1A. RISK FACTORS.

You should carefully consider the risks described below in addition to the other information contained in this report before making an investment decision with respect to any of our securities. Our business, financial condition or results of operations could be materially and adversely impacted by any of these risks. The risks and uncertainties described below are not the only ones we face. Additional risks not currently known to us, or other factors not perceived by us to present material risks to our business at this time, may impair our business operations, financial condition, or results of operations.

Risk Factors Summary

The following is a summary of the principal risks that could adversely affect our business, financial condition or results of operations.

- Our operating results fluctuate and are substantially dependent on developing new products and achieving design wins as our customers' requirements can change rapidly and product life cycles can be short.
- We depend on several large customers for a substantial portion of our revenue and the loss of a large customer or loss of share at one or more of these customers could have a material adverse effect on our business, financial condition and results of operations.
- We face risks of a loss of revenue if contracts with the U.S. government or D&A contractors are canceled or delayed or if defense spending is reduced.
- We depend heavily on third parties.
- We face risks related to sales through distributors.
- We face risks associated with the operation of our manufacturing facilities, and if we experience poor manufacturing yields, our operating results may suffer.
- We are subject to inventory risks and costs because we purchase materials and build our products based on forecasts provided by customers before receiving purchase orders for the products.
- We sell certain of our products based on reference designs of chipset suppliers, and our inability to effectively manage or maintain relationships with these companies may have an adverse effect on our business.
- Fluctuating demand could cause us to underutilize our manufacturing facilities and have a material adverse effect on our financial performance.
- Our acquisitions and other strategic investments could fail to achieve our financial or strategic objectives, disrupt our ongoing business and adversely impact our results of operations.
- We may be unable to effectively execute on restructuring initiatives, which could result in total costs that are greater than expected and cause us not to achieve the expected long-term operational benefits.

- We must attract, retain, and motivate key employees in order to compete, and our failure to do so could harm our business and our results of operations.
- Changes in the favorable tax status of our subsidiaries in Costa Rica and Singapore would have an adverse impact on our operating results.
- We are subject to risks from international sales and operations.
- Changes in government trade policies, including the imposition of tariffs and export restrictions, have limited and could continue to limit our ability to sell or provide our products to certain customers.
- We may not be able to generate sufficient cash to service all of our debt or to fund capital expenditures and may be forced to take other actions to satisfy our debt obligations and financing requirements, which may not be successful or on terms favorable to us.
- We rely on our IP portfolio and may not be able to successfully protect against the use of our IP by third parties, and we may be subject to claims of infringement of third-party IP rights.
- Security breaches and other disruptions to our IT systems, or other misappropriation of proprietary information, could expose us to liability or disrupt our ability to operate critical business functions, which would cause our business and reputation to suffer.

For a more complete discussion of the material risks facing our business, see below.

Risks Related to Our Business and Industry

Our operating results fluctuate on a quarterly and annual basis.

Our revenue, earnings, margins and other operating results have fluctuated significantly in the past and may fluctuate significantly in the future. Historically, worldwide semiconductor industry sales have tracked the impacts of financial crises, subsequent recoveries and persistent economic uncertainty. Global economic slowdowns could potentially result in certain economies dipping into economic recessions, including the U.S. If demand for our products fluctuates as a result of economic conditions or for other reasons, our revenue and profitability could be impacted. Our future operating results will depend on many factors, including the following:

- business and macroeconomic changes, including trade restrictions and tariffs, foreign governments subsidizing local suppliers, recession or slowing growth in the semiconductor industry and the overall global economy;
- political and/or civil unrest, acts of war or other military actions, including any resulting sanctions or other restrictive actions;
- inflationary pressures, which vary across jurisdictions in which we do business, resulting in increased costs or reduced demand for our products due to increased prices of those products;
- changes in consumer confidence caused by many factors, including changes in interest rates, credit markets, unemployment levels, energy or other commodity prices as well as changes in existing and expected rates of inflation;
- fluctuations in demand for our customers' products;
- our ability to forecast our customers' demand for our products accurately;
- the ability of third-party foundries and other third-party suppliers to manufacture, assemble and test our products and otherwise deliver on their commitments to us in a timely and cost-effective manner;

- our customers' and distributors' ability to manage the inventory that they hold and to accurately forecast their demand for our products;
- delays in the widespread deployment and commercialization of new technologies;
- our ability to achieve cost savings and improve yields and margins on our new and existing products;
- our ability to successfully integrate into our business, and realize the expected benefits of, our acquisitions and strategic investments;
- our ability to disaggregate and divest elements of our business and realize the expected benefits of doing so; and
- our ability to align production capacity to customer demand, which may lead to underutilization of our capacity in periods of lower demand or the lack of capacity in periods of excess demand.

Our operating results have been and our future operating results could be adversely affected by one or more of the factors set forth above or other similar factors. If our future operating results or forecasts are below the expectations of stock market analysts or our investors, our stock price may decline.

Our operating results are substantially dependent on developing new products and achieving design wins while our customers' requirements can change rapidly and product life cycles can be short.

Our largest markets are characterized by the frequent introduction of new products in response to evolving product requirements. Our largest customers typically refresh some or all of their product portfolios by releasing new models each year. In some cases, product designs we pursue represent either opportunities to substantially increase our revenue by winning a new design or a risk of a substantial decrease in revenue by losing a product on which we are the incumbent.

Our success depends on our ability to develop and introduce new products in a timely and cost-effective manner and secure production orders from our customers. The development of new products is a highly complex process, and we have experienced delays in completing the development and introduction of new products at times. Our successful product development depends on a number of factors, including the following:

- our ability to predict market requirements and define and design new products that address those requirements;
- our ability to design products that meet our customers' cost, size and performance requirements;
- our ability to introduce new products that are competitive and can be manufactured at lower costs or that command higher prices based on superior performance;
- acceptance of our new product designs;
- the availability of qualified product design engineers;
- our timely completion of product designs and ramp up of new products according to our customers' needs with acceptable manufacturing yields; and
- market acceptance of our customers' products and the duration of the life cycle of such products.

We may not be able to design and introduce new products in a timely or cost-efficient manner, and our new products may fail to meet market or customer requirements. Most major product design opportunities that we pursue involve multiple competitors, and we could lose a new product design opportunity to a competitor that offers a lower cost or equal or superior performance. If we are unsuccessful in achieving design wins, our revenue and operating results will be adversely affected. Even when a design win is achieved, our success is not assured. Design wins may require significant expenditures by us before realizing revenue six to nine months or more later. Many customers

seek a second source for all major components in their devices, which can significantly reduce the revenue obtained from a design win. In many cases, the average selling prices of our products decline over the products' lives, and we must achieve yield improvements, cost reductions and other productivity enhancements in order to maintain profitability. The actual value of a design win to us will ultimately depend on the commercial success of our customers' products.

We depend on several large customers for a substantial portion of our revenue and the loss of a large customer or loss of share at one or more of these customers could have a material adverse effect on our business, financial condition and results of operations.

A substantial portion of our revenue comes from several large customers. Our future operating results will be affected by both the success of our largest customers and our success in diversifying our products and customer base. Collectively, our two largest end customers accounted for an aggregate of approximately 57%, 58% and 49% of our revenue for fiscal years 2025, 2024 and 2023, respectively. If demand for their products increases, they may increase the purchases of our products and our results may be favorably impacted, while if demand for their products decreases, they may reduce their purchases of, or stop purchasing our products and our operating results would suffer. Even if we achieve a design win, our customers can delay or cancel the release of a new device for any reason. Most of our customers can cease incorporating our products into their devices with little notice to us and with little or no penalty. The loss of a large customer or loss of share at a large customer, failure to add new customers to replace lost revenue, a shift in consumer demand to refurbished or secondhand devices, or a decline in consumers' rates of replacement of smartphones or other devices, could have a material adverse effect on our business, financial condition and results of operations.

We face risks of a loss of revenue if contracts with the U.S. government or D&A contractors are canceled or delayed or if defense spending is reduced.

We receive a portion of our revenue from the U.S. government and from prime contractors on U.S. government-sponsored programs, principally for D&A applications. These programs are subject to delays or cancellation. Further, spending on D&A programs can vary significantly depending on funding from the U.S. government. We believe our government and D&A business has been negatively affected in the past by external factors such as sequestration and political pressure to reduce federal defense spending. Reductions in D&A funding or the loss of a significant D&A program or contract could have a material adverse effect on our operating results.

We depend heavily on third parties.

We purchase numerous component parts, substrates and silicon-based products from external suppliers. We also utilize third-party suppliers for numerous services, including die processing, wafer bumping, assembly, test and tape and reel. In the third quarter of fiscal 2024, we entered into a definitive agreement with Luxshare to divest our assembly and test operations in China. In connection with this transaction, which was completed on May 2, 2024, Luxshare is providing assembly and test services to us under a supply agreement.

The use of external suppliers involves a number of risks, including the possibility of material disruptions in the supply of key components and the lack of control over delivery schedules, capacity constraints, manufacturing yields, product quality and cost increases. Furthermore, supply chain disruptions and labor market constraints have created heightened risk that external suppliers may be unable to meet their obligations to us. If we experience any significant difficulty in obtaining the materials or services used in the conduct of our business, these supply challenges may limit our ability to fully satisfy customer demand.

As the semiconductor industry may experience supply constraints for certain items, from time to time, we enter into certain supply agreements to address short-term and long-term supply requirements. However, even with supply agreements, we are still subject to risks that a supplier will be unable to meet its supply commitments, achieve anticipated manufacturing yields, produce wafers or other components on a timely basis, or provide additional capacity beyond contractual commitments sufficient to meet our supply needs. If so, we may experience delays in product launches or supply shortages for certain products, which could cause an unanticipated decline in our sales and damage our existing customer relationships and our ability to establish new customer relationships. In addition, if a supplier experiences financial difficulties or goes into bankruptcy, it could be difficult or impossible, or may

require substantial time and expense, for us to recover any or all of our fees and deposits made as part of any supply agreement.

Although our key suppliers commit to us to be compliant with applicable ISO 9001 and/or TS-16949 quality standards, we have experienced quality and reliability issues with suppliers in the past. Quality or reliability issues in our supply chain could negatively affect our products, our reputation and our results of operations.

We face risks related to sales through distributors.

We sell a significant portion of our products through third-party distributors. We depend on these distributors to help us create end customer demand, provide technical support and other value-added services to customers, fill customer orders and stock our products. We may rely on one or more key distributors for a product, and a material change in our relationship with one or more of these distributors or their failure to perform as expected could reduce our revenue. Our ability to add or replace distributors for some of our products may be limited because our end customers may be hesitant to accept the addition or replacement of a distributor due to advantages in the incumbent distributors' technical support and favorable business terms related to payments, discounts and stocking of acceptable inventory levels. Using third parties for distribution exposes us to many risks, including competitive pressure, concentration, credit risk and compliance risks. Other third parties may use one of our distributors to sell products that compete with our products, and we may need to incentivize the distributors to focus on the sale of our products. Our distributors may face financial difficulties, including bankruptcy, which could harm our collection of accounts receivable and financial results. Violations of the Foreign Corrupt Practices Act or similar laws by our distributors or other third-party intermediaries could have a material impact on our business. Failure to manage risks related to our use of distributors may reduce sales, increase expenses and weaken our competitive position.

We face risks associated with the operation of our manufacturing facilities.

We operate wafer fabrication facilities in North Carolina, Oregon and Texas. We use several international and domestic assembly suppliers, as well as internal assembly facilities in Costa Rica, Germany and the U.S., to assemble and test our products. We currently have our own test and tape and reel facilities located in Costa Rica and the U.S., and we also utilize contract suppliers and partners in Asia. In the fourth quarter of fiscal 2025, we announced our intention to wind down our operations in Costa Rica, which is expected to be completed in early calendar year 2026, and we plan to further leverage the scale, capabilities and cost effectiveness of our outsourced partners.

A number of factors related to our facilities will affect our business and financial results, including the following:

- our ability to adjust production capacity in a timely fashion, including the migration of production amongst our various factories, in response to changes in demand for our products;
- the significant fixed costs of operating the facilities;
- factory utilization rates;
- our ability to qualify our facilities for new products and new technologies in a timely manner;
- the availability of raw materials, the impact of the volatility of commodity pricing and tariffs imposed on raw materials, including substrates, gold, platinum and high-purity source materials such as gallium, aluminum, arsenic, indium, silicon, phosphorous and palladium;
- our manufacturing cycle times;
- our manufacturing yields;
- the political, regulatory and economic risks associated with our international manufacturing operations;

- potential violations by our employees or third-party agents of international or U.S. laws relevant to foreign operations;
- our ability to hire, train and manage qualified production personnel;
- our compliance with applicable environmental and other laws and regulations, as well as our ability to satisfy our customers' environmental initiatives for their supply chains; and
- our ability to avoid prolonged periods of down-time in our facilities for any reason.

Business disruptions could harm our business, lead to a decline in revenue and increase our costs.

Our worldwide operations and business could be, and in some cases have been, disrupted by natural disasters, industrial accidents, cybersecurity incidents, telecommunications failures, power or water shortages, extreme weather conditions, public health issues (including pandemics such as COVID-19), terrorist attacks, political and/or civil unrest, acts of war or other military actions, political or regulatory issues and other man-made disasters or catastrophic events. Global climate change could result in certain natural disasters, such as drought, wildfires, storms and flooding, occurring more frequently or with greater intensity. We carry commercial property damage and business interruption insurance against various risks, with limits we deem adequate, for reimbursement for damage to our fixed assets and resulting disruption of our operations. However, the occurrence of any of these business disruptions could harm our business and result in significant losses, a decline in revenue and an increase in our costs and expenses. Any disruptions from these events could require substantial expenditures and recovery time to fully resume operations and could also have a material adverse effect on our operations and financial results to the extent that losses are uninsured or exceed insurance recoveries, and to the extent that such disruptions adversely impact our relationships with our customers. Furthermore, even if our own operations are unaffected or recover quickly, if our customers or suppliers cannot timely resume their own operations due to a business disruption, natural disaster or catastrophic event, customers may reduce or cancel their orders and suppliers may delay manufacturing and delivery of our products, which may adversely affect our results of operations.

If we experience poor manufacturing yields, our operating results may suffer.

Our products have unique designs and are fabricated using multiple process technologies that are highly complex. In many cases, our products are assembled in customized packages. Many of our products consist of multiple components in a single module and feature enhanced levels of integration and complexity. Our customers insist that our products be designed to meet their exact specifications for quality, performance and reliability. Our manufacturing yield is a combination of yields across the entire supply chain, including wafer fabrication, assembly and test yields. Defects in a single component in an assembled module product can impact the yield for the entire module, which means the adverse economic impacts of an individual defect can be multiplied many times over if we fail to discover the defect before the module is assembled. Due to the complexity of our products, we periodically experience difficulties in achieving acceptable yields and other quality issues, particularly with respect to new products. Furthermore, as our customers test our products once assembled into their products, we may be exposed to additional quality issues and costs.

The number of usable products that result from our production process can fluctuate as a result of many factors, including:

- design errors;
- defects in photomasks (which are used to print circuits on a wafer);
- minute impurities and variations in materials used;
- contamination of the manufacturing environment;
- equipment failure or variations in manufacturing processes;

- losses arising from human error; and
- defects in substrates and packaging.

We constantly seek to improve our manufacturing yields. Typically, for a given level of sales, when our yields improve our gross margins improve, and when our yields decrease, our unit costs are higher, our margins are lower and our operating results are adversely affected. Costs of product defects and deviations from required specifications can include the following:

- writing off inventory;
- scrapping products that cannot be reworked;
- accepting returns of products that have been shipped;
- providing product replacements at no charge;
- reimbursement of direct and indirect costs incurred by our customers in recalling or reworking their products due to defects in our products;
- travel and personnel costs to investigate potential product quality issues and to identify or confirm the failure mechanism or root cause of product defects; and
- defending against litigation.

These costs may be significant and could impact our results of operations. Our reputation with customers also could be damaged as a result of product defects and quality issues, and product demand could be reduced, which could harm our business and financial results.

We are subject to inventory risks and costs because we purchase materials and build our products based on forecasts provided by customers before receiving purchase orders for the products.

In order to ensure availability of our products for some of our largest end customers, we purchase materials and start manufacturing certain products in advance of receiving purchase orders based on forecasts provided by these customers. These forecasts, however, do not represent binding purchase commitments and we do not recognize sales for these products until they are shipped to, or consumed by, the customer. As a result, we incur significant inventory and manufacturing costs in advance of anticipated sales. In addition, a divestment of individual manufacturing locations or the transfer of a production line from one internal facility to another internal or third-party facility may lead to supply chain disruptions while qualifying a new manufacturing site. In anticipation of such disruptions, we may establish buffer inventory to accommodate our customers' anticipated demand, which may not materialize. Because demand for our products may not materialize, or may be lower than expected, purchasing materials and manufacturing based on forecasts subjects us to heightened risks of higher inventory carrying costs, increased obsolescence, and higher operating costs. These inventory risks are exacerbated when our customers purchase indirectly through contract manufacturers or hold component inventory levels greater than their consumption rate because this reduces our visibility regarding the customers' accumulated levels of inventory.

In fiscal 2022, amidst industry-wide supply constraints, we entered into a long-term capacity reservation agreement with a foundry supplier to purchase a certain number of silicon wafers for each year over a term of five years. In periods subsequent to fiscal 2022, we experienced unexpectedly weakened demand for 5G handsets in China and EMEA resulting, in part, from measures taken in China to control the COVID-19 pandemic, and the war in Ukraine. As a result, the minimum purchase commitments in the agreement exceeded our forecasted demand and we recorded total charges of \$181.0 million to "Cost of goods sold" over the course of fiscal 2023 based on the actual and estimated purchase shortfalls. During fiscal 2024, the agreement was terminated effective December 31, 2023, and we are no longer obligated to order silicon wafers from the foundry supplier. Total charges of \$38.4 million were recorded to "Cost of goods sold" in fiscal 2024, primarily due to a contract termination fee. Future circumstances may warrant us to enter into similar agreements, and to the extent management's estimates of anticipated future

demand are incorrect, we may incur charges which would have a negative impact on our gross margin and other operating results.

We sell certain of our products based on reference designs of chipset suppliers, and our inability to effectively manage or maintain our relationships with these companies may have an adverse effect on our business.

Chipset suppliers are typically large companies that provide system reference designs for OEMs and ODMs that include the chipset supplier's baseband and other complementary products. A chipset supplier may own or control IP that gives it a strong market position for its baseband products for certain air interface standards, which provides it with significant influence and control over sales of RF products for these standards. Chipset suppliers historically relied on us and our competitors to provide RF products to their customers as part of the overall system design, and we competed with other RF companies to have our products included in the chipset supplier's system reference design. This market dynamic has evolved as chipset suppliers have worked to develop more fully integrated solutions that include their own RF technologies and components.

Chipset suppliers may be in a different business from ours or we may be their customer or direct competitor. Accordingly, we must balance our interest in obtaining new business with competitive and other factors. Because chipset suppliers control the overall system reference design, if they offer competitive RF technologies or their own RF solutions as a part of their reference design and exclude our products from the design, we are at a distinct competitive disadvantage with OEMs and ODMs that are seeking a turn-key design solution, even if our products offer superior performance. This requires us to work more closely with OEMs and ODMs to secure the design of our products in their handsets and other devices, however, there can be no assurance that we will be successful in securing the design of our products in OEM and ODM devices.

Our relationships with chipset suppliers are complex, and the inability to effectively manage or maintain these relationships could have an adverse effect on our business, financial condition and results of operations.

We operate in a very competitive industry and must continue to innovate.

We compete with companies primarily engaged in the business of designing, manufacturing and selling RF solutions, as well as suppliers of discrete ICs and modules. In addition to our direct competitors, some of our largest end customers and leading platform partners also compete with us to some extent by designing and manufacturing their own products. Increased competition from any source could adversely affect our operating results through lower prices for our products, reduced demand for our products, losses of existing design slots with key customers and a corresponding reduction in our ability to recover development, engineering and manufacturing costs. For example, due to lower profitability from increased competition, our decision in fiscal 2025 to reduce our exposure in the mass-market Android business to focus on more profitable revenue streams has impacted, and we expect will continue to impact, our revenue.

Many of our existing and potential competitors have entrenched market positions, historical affiliations with OEMs, considerable internal manufacturing capacity, established IP rights and substantial technological capabilities. In addition, the increasing use of machine learning and AI to meet evolving industry requirements comes with inherent risks, including timely adoption and incorporation of these technologies into our business strategy to stay competitive. The semiconductor industry has experienced increased industry consolidation over the last several years, a trend we expect to continue. Many of our existing and potential competitors may have greater financial, technical, manufacturing or marketing resources than we do. We cannot be sure that we will be able to compete successfully with our competitors.

Fluctuating demand could cause us to underutilize our manufacturing facilities and have a material adverse effect on our financial performance.

It is difficult to predict future demand for our products and to estimate future requirements for production capacity in order to avoid periods of overcapacity. Fluctuations in the growth rate of industry capacity relative to the growth rate in demand for our products also can lead to overcapacity and contribute to cyclicality in the semiconductor market.

Capacity expansion projects have long lead times and require capital commitments based on forecasted product trends and demand well in advance of production orders from customers. In recent years, we have made significant capital investments to expand our premium filter capacity to address forecasted future demand patterns. In certain cases, these capacity additions exceeded the near-term demand requirements, leading to overcapacity situations and underutilization of our manufacturing facilities.

As many of our manufacturing costs are fixed, these costs cannot be reduced in proportion to the reduced revenue experienced during periods of underutilization. Global macroeconomic conditions could create weakness in demand, which may result in elevated inventory levels at our customers, underutilization of our manufacturing facilities and higher inventory costs, which adversely affects our gross margin and other operating results. If demand for our products experiences a prolonged decrease, we may be required to close or idle facilities and write down our long-lived assets or shorten the useful lives of underutilized assets and accelerate depreciation, which would increase our expenses. To the extent management's estimates of anticipated future demand or production capacity are incorrect, our manufacturing facilities may be underutilized, which could have a material adverse effect on our financial performance.

Unfavorable changes in interest rates, pricing of certain precious metals, utility rates and foreign currency exchange rates may adversely affect our financial condition, liquidity and results of operations.

We may utilize hedging strategies from time to time to mitigate the impact due to underlying exposures such as interest rates, precious metal prices, utility rates, or currency exchange rates. However, the impact from these underlying exposures cannot always be predicted or hedged, and there can be no assurance that our hedging strategies will be effective in minimizing risk.

Our acquisitions and other strategic investments could fail to achieve our financial or strategic objectives, disrupt our ongoing business and adversely impact our results of operations.

As part of our business strategy, we expect to continue to review potential acquisitions and strategic investments. These opportunities can enhance our current product offerings, augment our market coverage or enhance our technical capabilities, or otherwise offer growth or margin improvement opportunities. In the event of future acquisitions of businesses, products or technologies, we could issue equity securities that would dilute our current stockholders' ownership, incur substantial debt or other financial obligations or assume contingent liabilities. Such actions could harm our results of operations or the price of our common stock. Acquisitions and strategic investments also entail numerous other risks that could adversely affect our business, results of operations and financial condition, including:

- failure to complete a transaction in a timely manner, if at all, due to our inability to obtain required government or other approvals, IP disputes or other litigation, difficulty in obtaining financing on terms acceptable to us, or other unforeseen factors;
- controls, processes and procedures of an acquired business may not adequately ensure compliance with laws and regulations, and we may fail to identify compliance issues or liabilities;
- unanticipated costs, capital expenditures or working capital requirements;
- transaction-related charges and amortization of acquired technology and other intangibles;
- the potential loss of key employees from a company we acquire or in which we invest;
- diversion of management's attention from our business;
- disruption of our ongoing operations;
- dis-synergies or other harm to existing business relationships with suppliers and customers;
- losses or impairment of investments from unsuccessful R&D by companies in which we invest;

- impairment of acquired intangible assets, goodwill or other assets as a result of changing business conditions or technological advancements;
- slower than expected market adoption or attach rates for any of our new technologies; and
- unrealized expected synergies, resulting in a failure to achieve the economic benefits of a transaction.

A failure to achieve the expected benefits of an acquisition may adversely affect our operating results, and the carrying amount of certain assets, including goodwill and intangible assets, may not be recoverable. We have in the past recorded, and may in the future be required to record, significant charges in our consolidated financial statements during the period in which any impairments are determined, negatively affecting our financial position and results of operations.

Moreover, our resources are limited and our decision to pursue a transaction has opportunity costs; accordingly, if we pursue a particular transaction, we may need to forgo the prospect of entering into other transactions that could help us achieve our financial or strategic objectives. Any of these risks could have a material adverse effect on our business, results of operations, financial condition, or cash flows, particularly in the case of a large acquisition.

We may be unable to effectively execute on restructuring initiatives, which could result in total costs that are greater than expected and cause us not to achieve the expected long-term operational benefits.

We have from time to time implemented restructuring initiatives in the past and may continue to implement initiatives in the future that are aimed at reducing operating costs, streamlining our manufacturing footprint, and exiting certain product lines and businesses to focus on opportunities that align with our long-term profitability objectives. Because restructuring activities may involve changes to many aspects of our business, including but not limited to the location of our production facilities and personnel and the potential exit from certain product lines and businesses, our ability to successfully implement restructuring actions depends on a number of factors that we may not be able to predict. Risks associated with these actions include unexpected transition costs, disruption of our existing operations and productivity, diversion of management's attention, employee attrition beyond any planned changes in personnel and the inability to replace the loss of revenue associated with a divested business. The failure to successfully and timely realize the anticipated benefits of these restructuring actions could have a material adverse effect on our profitability, financial condition or results of operations. In addition, even if we fully execute and implement these actions, there may be other unforeseeable and unintended consequences that could materially adversely impact our profitability and business, including unintended employee attrition, harm to our competitive position or inability to effectively scale our business in response to shifting demand. To the extent that we do not achieve the profitability enhancement or other anticipated benefits of restructuring initiatives, our results of operations may be materially adversely affected.

We must attract, retain, and motivate key employees in order to compete, and our failure to do so could harm our business and our results of operations.

We must hire and retain qualified employees, continue to develop leaders for key business units and functions, expand our presence in international locations, adapt to cultural norms of foreign locations and train and motivate our employee base in order to compete effectively. Labor is further subject to external factors that are beyond our control, including our industry's highly competitive market for skilled workers and leaders, cost inflation and workforce participation rates. Our future operating results and success depend on retaining and recruiting key R&D and technical personnel, as well as sales and marketing and administrative support. We do not have employment agreements with the vast majority of our employees. We must also continue to attract qualified personnel. The competition for qualified personnel is intense, and the number of people with experience, particularly in design engineering, software engineering, integrated circuit and filter design, and technical marketing and support, is limited. In addition, existing or new immigration laws, policies or regulations in the U.S. may limit the pool of available talent. Difficulties obtaining visas and other restrictions on international travel could make it more onerous to effectively manage our international operations, operate as a global company or service our international customer base. Changes in the interpretation and application of employment-related laws to our workforce practices may also result in increased operating costs and less flexibility in how we meet our changing workforce needs. Further, any transition from flexible work arrangements to more stringent on-site work requirements may result in higher

employee attrition and make it more difficult for us to compete in the job market. We cannot be sure that we will be able to attract and retain skilled personnel in the future, which could harm our business and our results of operations.

We are subject to warranty claims, product recalls and product liability.

From time to time, we may be subject to warranty or product liability claims that could lead to significant expense. We may also be exposed to such claims as a result of any acquisition we may undertake in the future. Although we maintain reserves for reasonably estimable liabilities and purchase product liability insurance, we may elect to self-insure with respect to certain matters and our reserves may be inadequate to cover the uninsured portion of such claims.

Product liability insurance is subject to significant deductibles, and such insurance may be unavailable or inadequate to protect against all claims. If one of our customers recalls a product containing one of our devices, we may incur significant costs and expenses, including replacement costs, direct and indirect product recall-related costs, diversion of technical and other resources and reputational harm. Our customer contracts typically contain warranty and indemnification provisions, and in certain cases may also contain liquidated damages provisions, relating to product quality issues. The potential liabilities associated with such provisions are significant, and in some cases, including in agreements with some of our largest end customers, are potentially unlimited. Any such liabilities may greatly exceed any revenue we receive from sale of the relevant products. Costs, payments or damages incurred or paid by us in connection with warranty and product liability claims and product recalls could materially and adversely affect our financial condition and results of operations.

Changes in our effective tax rate may adversely impact our results of operations and cash flow.

We are subject to taxation in China, Germany, Singapore, the U.S. and numerous other foreign jurisdictions. Our effective tax rate is subject to fluctuations and impacted by a number of factors, including the following:

- changes in our overall profitability and the amount of profit determined to be earned and taxed in jurisdictions with differing statutory tax rates;
- changes in our operating structure, strategy and investment decisions;
- the resolution of issues arising from tax audits with various tax authorities, including those described in Note 13 of the Notes to Consolidated Financial Statements;
- changes in the valuation of either our gross deferred tax assets or gross deferred tax liabilities;
- adjustments to income taxes upon finalization of various tax returns;
- changes in expenses not deductible for tax purposes;
- changes in available tax credits; and
- changes in tax laws, domestic and foreign, or the interpretation of such tax laws and changes in generally accepted accounting principles.

Any significant increase in our future effective tax rates could reduce net income and cash flow for future periods.

The enactment of international or domestic tax legislation, or changes in regulatory guidance, may adversely impact our results of operations and cash flow.

We are subject to taxation in the U.S. and numerous foreign jurisdictions worldwide. To the extent that tax laws and regulations in these various regions change, it could adversely impact our tax expense and liability.

Corporate tax reform, base-erosion efforts and increased tax transparency continue to be high priorities in many tax jurisdictions in which we have business operations. In 2017, the U.S. enacted comprehensive tax legislation, commonly referred to as the Tax Cuts and Jobs Act (the "TCJA"), which included a number of changes to U.S. tax

laws that impacted us, including the one-time transition tax on certain unrepatriated earnings of foreign subsidiaries and the Global Intangible Low-Taxed Income ("GILTI") provisions, for which a 50% deduction is currently permitted subject to certain limitations. This deduction changes to 37.5% for tax years beginning after January 1, 2026. In addition, the TCJA requires the capitalization of research expenses previously deducted beginning in fiscal 2023, permitting the expenses to be deducted over a 5- or 15-year period. In August 2022, the U.S. enacted the Inflation Reduction Act ("IRA"), establishing a new book minimum tax of 15% on consolidated adjusted GAAP pre-tax earnings for corporations with average income in excess of \$1 billion. Due to the complex nature of these changes in U.S. tax law and their corresponding calculations and estimates, as well as the continued changes in legal interpretations and guidance issued under these laws, our final tax liability may differ from our initial income tax provisions.

In addition, other countries in which we operate have implemented legislation and other guidance to align their international tax rules with the Organization for Economic Co-operation and Development's Base Erosion and Profit Shifting recommendations and action plan, which aim to standardize and modernize global corporate tax policy, including changes to cross-border tax, transfer pricing documentation rules, nexus-based tax incentive practices, allocating greater taxing rights to countries where customers are located and establishing a minimum tax of 15% on global income. The impact of the global minimum tax regime (Pillar Two) was effective for us in fiscal 2025 with additional components becoming effective in fiscal 2026. We expect this legislation will result in an increase in our effective tax rate beginning in fiscal 2026, which could have a material adverse impact on our financial position, results of operations and cash flows.

Future legislative changes, interpretations and guidance, and changes in prior tax rulings and decisions by tax authorities regarding treatments and positions of corporate income taxes resulting from these initiatives, could increase complexity and tax uncertainty, increase our effective tax rate and result in taxes we previously paid being subject to change, which may adversely impact our financial position and results of operations.

Changes in the favorable tax status of our subsidiaries in Costa Rica and Singapore would have an adverse impact on our operating results.

Our subsidiaries in Costa Rica and Singapore have been granted tax holidays that minimize our tax expense and are expected to be effective through December 2027 and December 2031, respectively, subject to meeting various conditions. In their efforts to deal with budget deficits, governments around the world are focusing on increasing tax revenue through increased audits and, potentially, increased tax rates for corporations. As part of this effort, governments continue to review their policies on granting tax holidays. Future changes in our tax holiday status could have a negative effect on our net income in future years. The overall benefit derived from our tax holidays could also be adversely impacted by the implementation of minimum tax regimes in countries in which we operate, including Singapore's adoption of Pillar Two domestic minimum tax and primary top-up taxes beginning in fiscal 2026. We anticipate Pillar Two will have a dilutive impact on the benefits we currently recognize from our tax holidays in Singapore and Costa Rica.

We are subject to risks associated with social, environmental, health and safety regulations, including those related to climate change.

We are subject to a broad array of U.S. and foreign social, environmental, health and safety laws and regulations. Environmental laws and regulations include those related to the use, transportation, storage, handling, emission, discharge and recycling or disposal of hazardous materials used in our manufacturing, assembly and testing processes. Additional laws and regulations include those related to human rights and supply chain due diligence. Such laws and regulations, as well as the associated frameworks for reporting, vary greatly by jurisdiction in which we do business and are continually evolving. Our failure to comply with any of these existing or future laws or regulations could result in:

- regulatory penalties and fines;
- legal liabilities, including financial responsibility for remedial measures if our properties are contaminated;
- expenses to secure required permits and governmental approvals;

- reputational damage;
- suspension or curtailment of our manufacturing, assembly and test processes; and
- increased costs to acquire pollution abatement or remediation equipment or to modify our equipment, facilities or manufacturing processes to bring them into compliance with applicable laws and regulations.

Existing and future laws and regulations could also impact our product designs and limit or restrict the materials or components that are included in our products. In addition, many of our largest end customers require companies within their supply chain to comply with corporate social responsibility policies that exceed applicable legal requirements, and often include employment, human rights, health, safety, and environmental initiatives. Further, certain jurisdictions may require companies to disclose environmental and social policies, practices and metrics, on topics such as climate change, carbon emissions, water usage, waste management and human capital. Compliance with these policies increases our operating expenses, and non-compliance can adversely affect customer relationships and harm our business and the price of our common stock.

Regulations in the U.S. currently require that we determine whether certain materials used in our products, referred to as conflict minerals, originated in the Democratic Republic of the Congo or adjoining countries, or were from recycled or scrap sources. We may face challenges with government regulators and our customers and suppliers if we are unable to sufficiently make any required determination that the metals used in our products are conflict-free.

New climate change laws and regulations could require us to change our manufacturing processes or procure substitute raw materials that may cost more or be more difficult to procure. In addition, new restrictions on emissions of carbon dioxide or other greenhouse gases could result in increased costs for us and our suppliers. Finally, there is legislation globally which could require us to align programs to the expectations of investors, customers or other stakeholders and disclose an increasing amount of information and data to illustrate our position and progress. If we do not adapt our strategy or execution quickly enough to meet the evolving expectations of our investors, customers and regulators, or if our environmental or social metrics are incomplete or inaccurate, our business, financial condition, results of operations, brand and reputation could be adversely affected.

Risks Related to Our International Sales and Operations

We are subject to risks from international sales and operations.

We operate globally with sales offices and R&D activities as well as manufacturing, assembly and test facilities in multiple countries, and some of our business activities are concentrated in Asia. As a result, we are subject to regulatory, geopolitical and other risks associated with doing business outside the U.S., including:

- global and local economic, social and political conditions and uncertainty;
- currency controls and currency exchange rate fluctuations;
- inflation, as well as changes in existing and expected rates of inflation, which vary across the jurisdictions in which we do business;
- formal or informal imposition of export, import or doing-business regulations, including trade sanctions, tariffs and other related restrictions;
- labor market conditions and workers' rights affecting our manufacturing operations or those of our customers or suppliers;
- disruptions in capital and securities and commodities trading markets;
- occurrences of geopolitical crises such as terrorist activity, armed conflict, civil or military unrest or political instability, or global hostilities such as the war in Ukraine and the ongoing conflict in the Middle

East, may disrupt manufacturing, assembly, logistics, security and communications and result in reduced demand for our products;

- compliance with laws and regulations that differ among jurisdictions, including those covering taxes, IP ownership and infringement, imports and exports, anti-corruption and anti-bribery, antitrust and competition, cybersecurity, data privacy, and social, environment, health, and safety;
- markets for 5G or future technology infrastructure not developing in the manner or in the time periods we anticipate, including as a result of unfavorable developments with evolving laws and regulations worldwide; and
- pandemics and similar major health concerns, which could adversely affect our business and our customer order patterns.

Sales to customers located outside the U.S. accounted for approximately 40% of our revenue in fiscal 2025, of which approximately 17% was attributable to sales to customers located in China. We expect revenue from international sales will continue to be a significant part of our total revenue. Any weakness in the Chinese economy, heightened tensions between the U.S. and China, China and Taiwan, or other countries, could result in a decrease in demand for consumer products that contain our products, which could materially and adversely affect our business. The imposition by the U.S. of tariffs on goods imported from China, countermeasures imposed by China in response, U.S. export restrictions on sales of products to China and other government actions that restrict or otherwise adversely affect our ability to sell our products to customers in China may have a material adverse impact on our business, including our ability to sell products and to manufacture or source components and materials.

As a global company, our results are affected by movements in currency exchange rates. Our exposure may increase or decrease over time as our foreign business levels fluctuate in the countries where we have operations, and these changes could have a material impact on our financial results. The functional currency for most of our international operations is the U.S. dollar. We have foreign operations in Asia, Europe and Central America. Our international revenue is primarily denominated in U.S. dollars. Operating expenses and certain working capital items related to our foreign-based operations are, in some instances, denominated in the local foreign currencies and therefore are affected by changes in the U.S. dollar exchange rate in relation to foreign currencies, such as the Costa Rican Colon, Euro, Renminbi and Singapore Dollar. If the U.S. dollar weakens compared to these and other currencies, our operating expenses for foreign operations will be higher when remeasured back into U.S. dollars.

Economic regulation in China could adversely impact our business and results of operations.

For many years, the Chinese economy has experienced periods of rapid growth and wide fluctuations in the rate of inflation. In response to these factors, the Chinese government has, from time to time, adopted measures to regulate growth and contain inflation, including currency controls and measures designed to restrict credit, control prices or set currency exchange rates. Such actions in the future, as well as other changes in Chinese laws and regulations, including actions in furtherance of China's stated policy of reducing its dependence on foreign semiconductor manufacturers, could increase the cost of doing business in China, strengthen China-based competitors, decrease the demand for our products in China and reduce the supply of critical materials for our products, which could have a material adverse effect on our business and results of operations.

Changes in government trade policies, including the imposition of tariffs and export restrictions, have limited and could continue to limit our ability to sell or provide our products and other items to certain customers and suppliers, which may materially adversely affect our sales and results of operations.

Export restrictions and sanctions imposed by the U.S., United Kingdom, European Union, and other jurisdictions are complex and have intensified in recent years. Unless rescinded or exemptions apply, tariffs and any escalations in the global trade war could significantly harm our business, financial condition and results of operations.

The U.S. and foreign governments have taken and may continue to take administrative, legislative or regulatory action that could materially interfere with our ability to export, reexport, import and transfer products and other items to certain countries, particularly China. For example, the imposition of tariffs has resulted in higher duties owed on certain products that are imported from China to the U.S., and countermeasures from China could result in

increased costs for our products, which may, in turn lead to decreased demand for our products, and has the potential to adversely impact our business and operations.

Furthermore, we have experienced and may continue to experience restrictions on our ability to export, reexport, and transfer our products and other items to certain foreign customers and suppliers where governmental policy prohibits such activity or export licenses are required. The U.S. government has imposed export restrictions that effectively banned American companies from exporting, reexporting, and transferring products to certain of our customers, and imposed significant restrictions on the ability to obtain export licenses for our products. Such restrictions could have a continuing negative impact on our future revenue and results of operations. In addition, our customers or suppliers affected by U.S. government sanctions or threats of sanctions may respond by developing their own solutions to replace our products or by adopting our foreign competitors' solutions and products.

We cannot predict what further actions may ultimately be taken with respect to tariffs, which are increasing under the new U.S. administration, along with the potential for new export restrictions or other trade measures between the U.S. and other countries, what products or entities may be subject to such actions, or what reciprocation may be taken by other countries in response to these U.S. actions. However, the tariffs imposed by the U.S. will increase the cost of importing foreign sourced components to our U.S. facilities to build the products that we manufacture in the U.S. China's reciprocal tariffs, and any other reciprocal tariffs that may be imposed or reinstated by other countries, may harm demand for our products from customers in those regions, or may cause our customers in those regions to push out or cancel previously placed purchase orders. The loss of foreign customers or suppliers or the imposition of restrictions on our ability to sell or transfer products to such customers or suppliers as a result of tariffs, export restrictions or other U.S. regulatory actions could materially adversely affect our sales, business and results of operations. Countermeasures by other countries, including China, in reaction to increasing such U.S. government actions may impact our operations and future revenue as the compliance landscape becomes more challenging.

Risks Related to Our Indebtedness

We may not be able to generate sufficient cash to service all of our debt or to fund capital expenditures and may be forced to take other actions to satisfy our debt obligations and financing requirements, which may not be successful or on terms favorable to us.

Our ability to make scheduled payments on or to refinance our debt obligations and to fund working capital, planned capital expenditures and expansion efforts and any strategic alliances or acquisitions we may make in the future depends on our ability to generate cash in the future and on our financial condition and operating performance, which are subject to prevailing economic and competitive conditions and to certain financial, business and other factors beyond our control. We cannot be sure that we will maintain a level of cash flows from operating activities sufficient to permit us to pay our debt. If our cash flows and capital resources are insufficient to fund our debt service obligations, we may face liquidity issues and be forced to reduce or delay investments and capital expenditures, or to sell assets, seek additional capital or restructure or refinance our debt. These alternative measures may not be successful and may not permit us to meet our scheduled debt service and other obligations. Additionally, the indentures governing our senior notes limit the use of the proceeds from any disposition; as a result, we may not be allowed under these documents to use proceeds from such dispositions to satisfy our debt service obligations. Further, we may need to refinance all or a portion of our debt at or before maturity, and we cannot be sure that we will be able to refinance any of our debt on commercially reasonable terms or at all.

The agreements and instruments governing our debt impose restrictions that may limit our operating and financial flexibility.

The credit agreement governing our revolving facility and the indentures governing our senior notes contain a number of significant restrictions and covenants that limit our ability to:

- incur additional debt;
- pay dividends, make other distributions or repurchase or redeem our capital stock;
- prepay, redeem or repurchase certain debt;

- make loans and investments;
- sell, transfer or otherwise dispose of assets;
- incur or permit to exist certain liens;
- enter into certain types of transactions with affiliates;
- enter into agreements restricting our subsidiaries' ability to pay dividends; and
- consolidate, amalgamate, merge or sell all or substantially all of our assets.

These covenants could have the effect of limiting our flexibility in planning for or reacting to changes in our business and the markets in which we compete. In addition, our credit agreement requires us to comply with a financial maintenance covenant. Operating results below current levels or other adverse factors, including a significant increase in interest rates, could result in our being unable to comply with the financial covenant contained in our revolving facility. If we violate covenants under our credit agreement and are unable to obtain a waiver from our lenders, our debt under our revolving facility would be in default and could be accelerated by our lenders. Because of cross-default provisions in the agreements and instruments governing our debt, a default under one agreement or instrument could result in a default under, and the acceleration of, our other debt. If our debt is accelerated, we may not be able to repay our debt or borrow sufficient funds to refinance it. Even if we are able to obtain new financing, it may not be on commercially reasonable terms, or terms that are acceptable to us. If our debt is in default for any reason, our business, financial condition and results of operations could be materially and adversely affected. In addition, complying with these covenants may also cause us to take actions that are not favorable to holders of the notes and may make it more difficult for us to successfully execute our business strategy and compete against companies that are not subject to such restrictions.

Risks Related to Intellectual Property, Cybersecurity, Information Technology and Data Privacy

We rely on our intellectual property portfolio and may not be able to successfully protect against the use of our intellectual property by third parties.

We rely on a combination of patents, copyrights, trademarks, trade secret laws, confidentiality procedures and licensing arrangements to protect our IP rights. We cannot be certain that patents will be issued from any of our pending applications or that patents will be issued in all countries where our products can be sold. Further, we cannot be certain that any claims of patents issued from pending applications will be of sufficient scope or strength to provide meaningful protection against our competitors. Our competitors may also be able to design around our patents.

The laws of some countries in which our products are developed, manufactured or sold may not protect our products or IP rights to the same extent as U.S. laws. This increases the possibility of misappropriation or infringement of our technology and products. Although we intend to vigorously defend our IP rights, we may not be able to prevent misappropriation of our technology. Additionally, our competitors may be able to independently develop non-infringing technologies that are substantially equivalent or superior to ours.

The use of AI and machine learning applications by our employees may also increase the risk of unintended or inadvertent transmission of proprietary or sensitive information.

We are currently engaged in legal actions to enforce or defend our IP rights and may engage in future actions as the need arises. Generally, IP litigation is both expensive and unpredictable. Our involvement in IP litigation could divert the attention of our management and technical personnel and have a material, adverse effect on our business.

We may be subject to claims of infringement of third-party intellectual property rights.

Our operating results may be adversely affected if third parties were to assert claims that our products infringed their patent, copyright or other IP rights. Such assertions could lead to expensive and unpredictable litigation, diverting the attention of management and technical personnel. An unsuccessful result in any such litigation could have

adverse effects on our business, which may include injunctions, exclusion orders and royalty payments to third parties. In addition, if one of our customers or another supplier to one of our customers were found to be infringing on third-party IP rights, such a finding could adversely affect the demand for our products.

Security breaches, failed system upgrades or regular maintenance and other disruptions to our IT systems, or other misappropriation of proprietary information could expose us to liability or disrupt our ability to operate critical business functions, which would cause our business and reputation to suffer.

We rely on trade secrets, technical know-how and other unpatented proprietary information relating to our product development and manufacturing activities to provide us with competitive advantages. We protect this information by entering into confidentiality agreements with our employees, consultants, strategic partners and other third parties. We also design our computer systems and networks and implement various procedures to restrict unauthorized access to, or dissemination of, our proprietary information.

We face internal and external data security threats. Current, departing or former employees or third parties could attempt to improperly use or access our computer systems and networks to copy, obtain or misappropriate our proprietary information or otherwise interrupt our business.

We are also subject to significant system or network disruptions from numerous causes, including computer viruses and other cyber-attacks, facility access issues, new system implementations and energy blackouts. Geopolitical tensions or conflicts, such as the ongoing war between Russia and Ukraine and the tensions between China and Taiwan, may create a heightened risk of cybersecurity incidents.

We have, from time to time, experienced threats to and breaches of our data and systems. Security breaches, computer malware, phishing, spoofing and other cyber-attacks have become more prevalent and sophisticated in recent years. Because the techniques used by computer hackers and others to access or sabotage networks constantly evolve and generally are not recognized until launched against a target, we may be unable to anticipate, detect, or counter all of these techniques or identify all security vulnerabilities. Evolving AI capabilities could be used in new and significantly more sophisticated ways to identify vulnerabilities, craft targeted social engineering and fraud attempts, generate malicious code and launch phishing attempts or other cyber-attacks. As a result, our and our customers' proprietary information may be misappropriated, and the impact of any future incident cannot be predicted. Any misappropriation could harm our competitive position, result in a loss of customer confidence in the adequacy of our threat mitigation and detection processes and procedures, cause us to incur significant costs to remedy the damages caused by the incident and divert management and other resources. We routinely implement improvements to our network security safeguards and we are devoting increasing resources to the security of our IT systems. We cannot, however, assure that such system improvements will be sufficient to prevent or limit the damage from any future cyber-attack or network disruptions.

Furthermore, we rely on products and services provided by third-party suppliers, which may include open-source code, to operate certain critical business systems, including without limitation, cloud-based infrastructure, encryption and authentication technology, employee email and other functions, which exposes us to supply chain attacks or other business disruptions. The use of AI applications could increase the risk of cybersecurity incidents, such as through unintended or inadvertent transmissions of proprietary or sensitive information. We cannot guarantee that third parties and infrastructure in our supply chain or our partners' supply chains have not been compromised or that they do not contain exploitable defects or bugs that could result in a breach of or disruption to our IT systems, including our products and services, or the third-party IT systems that support our services. Our ability to identify all security vulnerabilities and monitor these third-parties' information security practices is limited, and these third parties may not have adequate information security measures in place. In addition, if one of our third-party suppliers suffers a security breach, our response may be limited or more difficult because we may not have direct access to their systems, logs and other information related to the security breach.

If any of our systems are damaged, fail to function properly or otherwise become unavailable, we may incur substantial costs to repair or replace them and may experience loss or corruption of critical data and interruptions or delays in our ability to perform critical functions, which could adversely affect our business and results of operations. Furthermore, the costs related to cyber-attacks or other security threats or computer systems disruptions typically would not be fully insured or indemnified by others. Our efforts to comply with evolving laws and regulations related to cybersecurity incidents may be costly, and any failure to comply could result in investigations,

proceedings, lawsuits and reputational damage. Occurrence of any of the events described above could also result in loss of competitive advantages derived from our R&D efforts or our IP. Moreover, these events may result in the early obsolescence of our products, product development delays, or diversion of the attention of management and key IT and other resources, or otherwise adversely affect our operations and reputation.

We may be subject to theft, loss, or misuse of personal data by or about our employees, customers or other third parties, which could increase our expenses, damage our reputation, or result in legal or regulatory proceedings.

In the ordinary course of our business, we have access to sensitive, confidential or personal data or information regarding our employees and others that is subject to privacy and security laws and regulations, as well as our own policies and standards. The theft, loss, or misuse of personal data collected, used, stored, or transferred by us to run our business, or by our third-party service providers, including business process software applications providers and other vendors that have access to sensitive data, could result in damage to our reputation, disruption of our business activities, significantly increased business and security costs or costs related to defending legal claims.

Global privacy legislation, enforcement and policy activity in this area are rapidly expanding and creating a complex regulatory compliance environment. For example, the European Union has adopted the General Data Protection Regulation ("GDPR"), which requires companies to comply with rules regarding the handling of personal data, including its use, protection and the ability of persons whose data is stored to correct or delete such data about themselves. Failure to meet GDPR requirements could result in penalties of up to 4% of worldwide revenue. China has also implemented laws and regulations requiring companies' IT security environment to meet certain standards and may require unique certifications. In addition, the interpretation and application of consumer and data protection laws in the U.S., Europe and elsewhere are often uncertain and fluid and may be interpreted and applied in a manner that is inconsistent with our data practices. Complying with these changing laws has caused, and could continue to cause, us to incur substantial costs, which could have an adverse effect on our business and results of operations. Further, failure to comply with existing or new rules may result in significant penalties or orders to stop the alleged non-compliant activity. Finally, even our inadvertent failure to comply with federal, state, or international privacy-related or data protection laws and regulations could result in audits, regulatory inquiries or proceedings against us by governmental entities or others.

Risks Related to Owning our Common Stock

Our certificate of incorporation and bylaws and the General Corporation Law of the State of Delaware may discourage takeovers and business combinations that our stockholders might consider to be in their best interests.

Certain provisions in our amended and restated certificate of incorporation and amended and restated bylaws may have the effect of delaying, deterring, preventing or rendering more difficult, a change in control of Qorvo that our stockholders might consider to be in their best interests. These provisions include:

- granting to the board of directors' sole power to set the number of directors and fill any vacancy on the board of directors, whether such vacancy occurs as a result of an increase in the number of directors or otherwise;
- the ability of the board of directors to designate and issue one or more series of preferred stock without stockholder approval, the terms of which may be determined at the sole discretion of the board of directors;
- establishment of advance notice requirements for stockholder proposals and nominations for election to the board of directors at stockholder meetings; and
- the inability of stockholders to act by written consent.

In addition, the General Corporation Law of the State of Delaware contains provisions that regulate "business combinations" between corporations and interested stockholders who own 15% or more of the corporation's voting stock, except under certain circumstances. These provisions could also discourage potential acquisition proposals and delay or prevent a change in control.

These provisions may prevent our stockholders from receiving the benefit of any premium to the market price of our common stock offered by a bidder in a takeover context and may also make it more difficult for a third party to replace directors on our board of directors. Further, the existence of these provisions may adversely affect the prevailing market price of our common stock if they are viewed as discouraging takeover attempts in the future.

Our business could be negatively impacted by stockholder activism.

In recent years, stockholder activists have become involved in numerous public companies. Stockholder activists frequently propose to involve themselves in the strategic direction and operations of companies, including companies' efforts regarding governance standards, capital allocation and portfolio review. For example, Starboard Value L.P., an activist investor, has reported, as of March 2025, that it holds an approximately 8.9% beneficial ownership interest in our outstanding common stock. In April 2025, Starboard delivered a letter to the Company nominating a candidate for election to our board of directors at the Company's upcoming 2025 Annual Meeting of Stockholders. Responding to actions by activist stockholders, such as requests for special meetings, nominations of candidates for election to our board of directors, requests to pursue a strategic combination or other transaction, or other special requests may disrupt our business, cause us to incur substantial costs and divert the attention of management and employees. In addition, any perceived uncertainties as to our future direction resulting from such a situation could result in the loss of potential business opportunities, be exploited by our competitors, cause concern to our current or potential customers and make it more difficult to attract and retain qualified personnel and business partners, any of which could negatively impact our business. Stockholder activism could result in substantial costs. In addition, actions of activist stockholders may cause significant fluctuations in our stock price based on temporary or speculative market perceptions or other factors that do not necessarily reflect the underlying fundamentals of our business.

The price of our common stock has recently been and may in the future be volatile.

The price of our common stock, which is traded on the Nasdaq Global Select Market, has been and may continue to be volatile and subject to wide fluctuations. In addition, the trading volume of our common stock may fluctuate and cause significant price variations to occur. Some of the factors that could cause fluctuations in the stock price or trading volume of our common stock include:

- general market and economic and political conditions, including market conditions in the semiconductor industry;
- actual or expected variations in quarterly operating results;
- pandemics, such as the COVID-19 pandemic and similar major health concerns;
- differences between actual operating results and those expected by management, investors and analysts;
- changes in recommendations by securities analysts, social media or press;
- operations and stock performance of competitors and major customers;
- accounting charges, including charges relating to the impairment of goodwill or intangible assets and restructuring;
- significant acquisitions, strategic alliances, capital commitments, or new products announced by us or by our competitors;
- differences, whether actual or perceived, between our corporate social responsibility practices and disclosure and investor expectations;
- sales of our common stock, including sales by our directors and officers or significant investors;
- repurchases of our common stock;

- recruitment or departure of key personnel; and
- loss of key customers.

We cannot assure that the price of our common stock will not fluctuate or decline significantly in the future. In addition, the stock market in general can experience considerable price and volume fluctuations that are unrelated to our performance.

ITEM 1B. UNRESOLVED STAFF COMMENTS.

None.

ITEM 1C. CYBERSECURITY.

We recognize the critical importance of maintaining the safety and security of our systems and data and have a cross-organizational approach to addressing cybersecurity risk. We are committed to maintaining robust governance and oversight of cybersecurity risk and have implemented mechanisms, controls, technologies and processes designed to help us assess, identify and manage these risks. The Board of Directors, its Audit Committee and our management, including our Chief Information Officer (“CIO”) and Chief Information Security Officer (“CISO”), contribute to our cybersecurity and risk management processes designed to help us respond in a timely and effective manner to emerging threats in a dynamic cybersecurity landscape.

Risk Management and Strategy

Cybersecurity risks are identified as part of our Enterprise Risk Management Program and regular cybersecurity assessment and planning. We aim to incorporate industry best practices throughout our cybersecurity program. Our cybersecurity strategy focuses on implementing effective and efficient controls, technologies and other processes to assess, identify and manage cybersecurity risks. We engage with industry groups for benchmarking and awareness of cybersecurity best practices. We monitor internal and external cybersecurity developments that may affect our systems and our supply chain partners’ systems, and have procedures to assess those issues for potential cybersecurity impact or risk.

We have devoted significant financial and personnel resources to implement and maintain security measures to meet regulatory requirements, customer expectations, business priorities and emerging cybersecurity risks, and we expect to continue to make investments to maintain the security of our data and infrastructure. The underlying controls of the cyber risk management program are based on industry standards for cybersecurity and IT, including the National Institute of Standards and Technology (“NIST”) frameworks and ISO 27001 requirements, although this does not mean that we meet all technical standards, specifications or requirements under NIST or ISO 27001 standards.

We provide awareness training to our employees to help identify, avoid and mitigate cybersecurity threats and to remind them of the importance of handling and protecting our information. We engage third parties to conduct evaluations of our security controls, including testing both the design and operational effectiveness of our controls. We conduct regular vulnerability testing and tabletop exercises to test our readiness for a variety of potential incidents. We also participate in cybersecurity information-sharing with our peers, industry groups and government agencies.

We rely heavily on our supply chain to deliver our products and services to our customers, and require our key suppliers to comply with our security terms and conditions, in addition to any requirements from our customers, as a condition of doing business with us. We also require each key supplier to notify us in the event of known or suspected cyber incidents.

We face numerous cybersecurity risks in connection with our business. Such risks can impact our systems, results of operations and financial condition. We have, from time to time, experienced threats to, and breaches of, our data and systems, including malware, ransomware and computer viruses. Our customers, suppliers, subcontractors and business partners face similar cybersecurity threats, and a cybersecurity incident impacting us or any of these entities could materially adversely affect our operations, performance and results of operations. As of the date of this Form 10-K, we have not identified any risks or incidents from cybersecurity threats that have materially affected our

business strategy, our results of operations or our financial condition. For more information about the cybersecurity risks we face and the potential impacts on our Company due to a cybersecurity incident, please refer to Item 1A - Risk Factors - "Risks Related to Intellectual Property, Cybersecurity, Information Technology and Data Privacy".

Governance

The Audit Committee oversees management’s processes for identifying and mitigating risks, including cybersecurity risks, to help align our risk exposure with our strategic objectives. Senior leadership, our CIO and our CISO regularly brief the Audit Committee on cybersecurity matters. In its oversight role, the Audit Committee receives reports on cybersecurity, including internal and external cybersecurity audits, on at least a quarterly basis. We have procedures led by our CISO which govern our assessment, response and notification of internal and external parties upon the occurrence of a cybersecurity incident. Depending on the nature and severity of an incident, this process provides for escalating notification to our executive team, to evaluate the overall impact and determine the appropriate or required external notifications. Based on an incident's nature and severity, the Audit Committee would be informed of an incident by our executive team.

Our CISO reports to the CIO and is generally responsible for management of cybersecurity risk and the protection and defense of our networks and systems. Our CIO, who reports to our Chief Financial Officer, has over 30 years of experience in various IT and cybersecurity leadership roles throughout the industry. Our CISO has over 24 years of experience in cybersecurity, encompassing leadership roles in cybersecurity architecture, risk and compliance, incident response, cybersecurity operations, and identity management. The CISO works with a team of cybersecurity professionals with broad experience and expertise, including in cybersecurity threat assessments and detection, mitigation technologies, cybersecurity training, incident response, cyber forensics, insider threats and regulatory compliance. This team manages and works to enhance the IT security structure with the goal of preventing significant cybersecurity incidents and increasing the resilience of our systems to minimize the business impact should an incident occur. Our CISO is informed about and monitors prevention, detection, mitigation and remediation efforts through regular communication and reporting from professionals on the information security team.

ITEM 2. PROPERTIES.

Our corporate headquarters (leased) is located in Greensboro, North Carolina.

The following table sets forth our primary production facilities as of March 29, 2025:

Location	Owned/Leased	Primary Function
Greensboro, North Carolina	Owned	Wafer fabrication
Hillsboro, Oregon	Owned	Wafer fabrication
Richardson, Texas	Owned	Wafer fabrication, assembly and test
Heredia, Costa Rica	Owned	Module and filter assembly and test
Nuremberg, Germany	Leased	Packaging and test

In the first quarter of fiscal 2025, we completed the sale of our assembly and test operations in Beijing and Dezhou to Luxshare, who is providing assembly and test services to us under a supply agreement.

We believe our properties have been well-maintained, are in sound operating condition and contain all equipment and facilities necessary to operate at present levels. While we believe all our facilities are suitable and adequate for our present purposes, we continually evaluate our business and facilities and may decide to expand, add or dispose of facilities in the future. The majority of our production facilities are shared by our operating segments.

ITEM 3. LEGAL PROCEEDINGS.

See the information under the heading "Legal Matters" in Note 11 of the Notes to Consolidated Financial Statements.

ITEM 4. MINE SAFETY DISCLOSURES.

Not Applicable.

PART II

ITEM 5. MARKET FOR REGISTRANT'S COMMON EQUITY, RELATED STOCKHOLDER MATTERS AND ISSUER PURCHASES OF EQUITY SECURITIES.

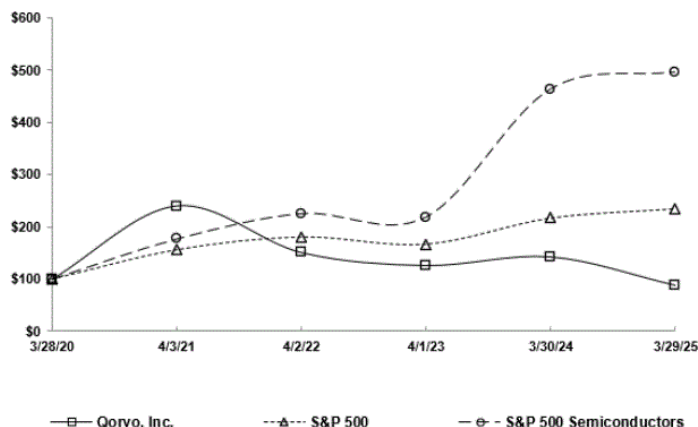
Our common stock is traded on the Nasdaq Global Select Market under the symbol "QRVO." As of May 12, 2025, there were 596 holders of record of our common stock, which does not include beneficial owners of stock held in street name (i.e., through a brokerage firm, bank, broker-dealer, trust or other similar organization).

We have never declared or paid any dividends on our common stock. We currently intend to retain any future earnings to invest in the growth and operation of our business and do not intend to pay any dividends for the foreseeable future. Any future determination related to our dividend policy will be made at the discretion of our Board of Directors.

The following graph and table compare the cumulative total shareholder return of our common stock, the S&P 500 Index and the S&P 500 Semiconductors Index for the five years ended March 29, 2025. The graph and table assume an initial investment of \$100 was made on March 28, 2020 in each of our common stock and the indexes, reflecting compounded daily returns as well as reinvestment of all dividends. The indexes are reweighted daily using the market capitalization on the previous trading day. The comparisons in the graph and table are based on historical data and are not indicative of, or intended to forecast, the possible future performance of our common stock.

PERFORMANCE GRAPH **COMPARISON OF 5 YEAR CUMULATIVE TOTAL RETURN**

Among Qorvo, Inc., the S&P 500 Index
and the S&P 500 Semiconductors Index



	March 28, 2020	April 3, 2021	April 2, 2022	April 1, 2023	March 30, 2024	March 29, 2025
Qorvo, Inc.	\$ 100.00	\$ 239.06	\$ 150.59	\$ 125.88	\$ 142.31	\$ 88.61
S&P 500	\$ 100.00	\$ 156.35	\$ 180.81	\$ 166.84	\$ 216.69	\$ 234.58
S&P 500 Semiconductors	\$ 100.00	\$ 176.49	\$ 225.03	\$ 218.29	\$ 463.10	\$ 495.89

The graph and the table above shall not be deemed "filed" with the SEC for the purpose of Section 18 of the Exchange Act or otherwise subject to the liabilities of that section, nor shall they be deemed incorporated by reference in any filings made by us with the SEC, regardless of any general incorporation language in such filing.

Issuer Purchases of Equity Securities

Period	Total number of shares purchased (in thousands)	Average price paid per share	Total number of shares purchased as part of publicly announced plans or programs (in thousands)	Approximate dollar value of shares that may yet be purchased under the plans or programs (in millions)
December 29, 2024 to January 25, 2025	186	\$ 74.89	186	\$ 984.8
January 26, 2025 to February 22, 2025	192	80.92	192	969.2
February 23, 2025 to March 29, 2025	282	72.75	282	948.7
Total	660	\$ 75.74	660	

On November 2, 2022, we announced that our Board of Directors authorized a share repurchase program to repurchase up to \$2.0 billion of our outstanding common stock, which included the remaining authorized dollar amount under a prior program terminated concurrent with the new authorization. Under this program, share repurchases are made in accordance with applicable securities laws on the open market or in privately negotiated transactions. The extent to which we repurchase our shares, the number of shares and the timing of any repurchases

depends on general market conditions, regulatory requirements, alternative investment opportunities and other considerations. The program does not require us to repurchase a minimum number of shares, does not have a fixed term, and may be modified, suspended, or terminated at any time without prior notice. Refer to Note 16 of the Notes to Consolidated Financial Statements for further discussion of our share repurchase program.

As of January 1, 2023, our share repurchases in excess of issuances are subject to a 1% excise tax enacted by the Inflation Reduction Act. The excise tax is recognized as part of the cost basis of shares acquired in the Consolidated Statements of Stockholders' Equity for fiscal years 2025, 2024 and 2023 and is excluded from amounts presented above.

ITEM 6. [RESERVED]

ITEM 7. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS.

The following discussion should be read in conjunction with, and is qualified in its entirety by reference to, our audited consolidated financial statements, including the notes thereto, set forth in Part II, Item 8 of this report.

Qorvo® is a global leader in the development and commercialization of technologies and products for wireless, wired and power markets.

We design, develop, manufacture and market our products to U.S. and international OEMs and ODMs in three reportable operating segments: HPA, CSG and ACG. HPA is a leading global supplier of RF, analog mixed signal and power management solutions. CSG is a leading global supplier of connectivity and sensor solutions, with broad expertise spanning UWB, Matter, BLE, Zigbee, Thread, Wi-Fi, cellular solutions for the IoT and MEMS-based sensors. ACG is a leading global supplier of advanced cellular solutions for smartphones, wearables, laptops, tablets and other devices.

Fiscal 2025 Overview

- Revenue decreased 1.3% in fiscal 2025 to \$3,719.0 million, compared to \$3,769.5 million in fiscal 2024, resulting from a decrease in our ACG segment revenue driven by a mix shift among smartphone customers to lower RF content 5G smartphones. Revenue increased in our HPA segment driven by higher demand for our D&A products supporting the radar, communications and electronic warfare markets. Revenue increased in our CSG segment driven by our Wi-Fi components and UWB solutions as a result of new product releases and improved channel inventory levels.
- Gross margin for fiscal 2025 was 41.3%, compared to 39.5% in fiscal 2024, driven by improved factory utilization and favorable business mix, while average selling-price erosion negatively impacted gross margin. Charges related to a long-term capacity reservation agreement negatively impacted gross margin by 1.0% in fiscal 2024.
- Operating income was \$95.5 million in fiscal 2025, compared to \$91.7 million in fiscal 2024.
- Net income per diluted share was \$0.58 for fiscal 2025, compared to net loss per share of \$0.72 for fiscal 2024.
- Operating activities in fiscal 2025 generated cash of \$622.2 million, compared to \$833.2 million in fiscal 2024.
- Capital expenditures were \$137.6 million in fiscal 2025, compared to \$127.2 million in fiscal 2024.
- We repurchased approximately 4.0 million shares of our common stock for approximately \$358.8 million.
- We completed the divestiture of our assembly and test operations in China in May 2024 and are operating under a supply agreement with Luxshare.

- We repaid the remaining balance of \$412.5 million on our 1.750% senior notes due 2024 (the "2024 Notes") with cash on hand at maturity in December 2024.
- We completed the divestiture of our SiC power device business in January 2025.
- We recorded \$280.8 million in restructuring-related charges, which includes goodwill and intangible asset impairment charges of \$192.6 million. The restructuring-related charges were primarily from actions to reduce operating expenses, streamline our manufacturing footprint and focus on opportunities that align with our long-term profitability objectives.

Recent Developments

The U.S. government has imposed a series of tariffs on U.S. trading partners to address trade imbalances, cross-border issues, and other foreign policy disputes that have been met with both real and threatened retaliatory measures by impacted countries. We continue to closely monitor these developments (and any escalation thereof) and any retaliatory measures and are actively implementing contingency plans, including alternative sourcing strategies and supplier diversification, to support supply chain continuity, maintain operational efficiency and help mitigate potential future impacts.

RESULTS OF OPERATIONS

Consolidated

The table below presents a summary of our results of operations for fiscal years 2025 and 2024 along with a year-over-year comparison. Refer to Part II, Item 7, "Management's Discussion and Analysis of Financial Condition and Results of Operations" of our Annual Report on Form 10-K for the fiscal year ended March 30, 2024, filed with the SEC on May 20, 2024, which is incorporated by reference herein, for a summary of our results of operations for the fiscal year ended April 1, 2023 along with a year-over-year comparison between fiscal years 2024 and 2023.

(In thousands, except percentages)	Fiscal 2025	% of Revenue	Fiscal 2024	% of Revenue	Increase (Decrease)	Percentage Change
Revenue	\$ 3,718,971	100.0 %	\$ 3,769,506	100.0 %	\$ (50,535)	(1.3)%
Cost of goods sold	2,183,382	58.7	2,281,011	60.5	(97,629)	(4.3)
Gross profit	1,535,589	41.3	1,488,495	39.5	47,094	3.2
Research and development	747,709	20.1	682,249	18.1	65,460	9.6
Selling, general and administrative	403,624	10.8	389,140	10.3	14,484	3.7
Other operating expense ⁽¹⁾	288,729	7.8	325,405	8.7	(36,676)	(11.3)
Operating income	\$ 95,527	2.6 %	\$ 91,701	2.4 %	\$ 3,826	4.2 %

(1) Other operating expense includes goodwill and intangible asset impairment charges of \$192.6 million and \$221.4 million for fiscal years 2025 and 2024, respectively.

Revenue

The decrease in consolidated revenue resulted from a \$152.8 million decrease in ACG revenue and increases in revenue of \$64.3 million and \$38.0 million in HPA and CSG, respectively, which are further discussed in our Operating Segments results below.

We provide products to our largest end customer (Apple) through sales to multiple contract manufacturers, which in the aggregate accounted for approximately 47% and 46% of total revenue in fiscal years 2025 and 2024, respectively. Samsung accounted for approximately 10% and 12% of total revenue in fiscal years 2025 and 2024, respectively. These customers primarily purchase RF solutions for a variety of mobile devices.

International shipments amounted to \$1,491.8 million in fiscal 2025 (approximately 40% of revenue) compared to \$1,593.6 million in fiscal 2024 (approximately 42% of revenue). Shipments to Asia totaled \$1,405.9 million in

fiscal 2025 (approximately 38% of revenue) compared to \$1,505.3 million in fiscal 2024 (approximately 40% of revenue).

Gross Margin

The increase in gross margin in fiscal 2025 was driven by improved factory utilization and favorable business mix, while average selling-price erosion negatively impacted gross margin. Charges related to a long-term capacity reservation agreement, which included a contract termination fee, negatively impacted gross margin by 1.0% in fiscal 2024.

Operating Expenses

Research and Development

The increase in research and development expense was driven by a \$54.8 million increase in employee-related costs (including salaries and benefits and stock-based compensation expense) related to the development of new process technologies and the expansion of our product portfolio as we support diversification in our businesses.

Selling, General and Administrative

The increase in selling, general and administrative expense was driven by a \$15.2 million increase in employee-related costs (including salaries and benefits and stock-based compensation expense).

Other Operating Expense

In fiscal 2025, "Other operating expense" includes goodwill and intangible asset impairment charges of \$192.6 million, other restructuring-related charges of \$60.3 million and \$14.9 million of expenses associated with multiyear projects to upgrade our core business systems, prior to cancellation of certain projects in the third quarter of fiscal 2025. In fiscal 2024, "Other operating expense" includes goodwill impairment charges of \$221.4 million, restructuring-related charges of \$70.4 million and \$12.0 million of expenses associated with certain multiyear projects to upgrade our core business systems. Refer to Note 6 of the Notes to Consolidated Financial Statements for additional information on goodwill and intangible asset impairment charges and Note 12 of the Notes to Consolidated Financial Statements for additional information on restructuring-related charges.

Operating Segments

High Performance Analog

(In thousands, except percentages)	Fiscal 2025		Fiscal 2024		Dollar Change	Percentage Change
Revenue	\$	637,261	\$	572,953	\$ 64,308	11.2 %
Operating income		108,895		82,501	26,394	32.0
Operating income as a % of revenue		17.1 %		14.4 %		

The \$64.3 million increase in HPA revenue was attributable to a \$60.9 million increase in revenue from D&A, infrastructure and power management. The increase in revenue from D&A was driven by higher demand for our products supporting the radar, communications and electronic warfare markets, as well as incremental revenue resulting from the acquisition of Anokiwave, Inc. ("Anokiwave") in the fourth quarter of fiscal 2024. The increase in revenue from infrastructure was driven by the timing of infrastructure deployment cycles, and the increase in revenue from power management (which included our SiC-based products and products supporting solid-state drives and power tools) was driven by improved channel inventory levels compared to the prior year.

The increase in HPA operating income was driven by higher revenue and improved factory utilization, partially offset by an increase in operating expenses of \$28.6 million, resulting from the acquisition of Anokiwave and higher salaries and benefits primarily associated with investments in our D&A and power management businesses.

HPA results for fiscal 2025 include \$27.7 million in revenue and an operating loss of \$15.3 million from the SiC power device business, which was sold in January 2025. HPA results for fiscal 2024 included \$21.0 million in revenue and an operating loss of \$20.1 million from the SiC power device business.

Connectivity and Sensors Group

(In thousands, except percentages)	Fiscal 2025	Fiscal 2024	Dollar Change	Percentage Change
Revenue	\$ 472,521	\$ 434,537	\$ 37,984	8.7 %
Operating loss	(55,842)	(88,649)	32,807	37.0
Operating loss as a % of revenue	(11.8)%	(20.4)%		

The \$38.0 million increase in CSG revenue was attributable to a \$45.1 million increase in revenue for our Wi-Fi components, UWB solutions, automotive connectivity and sensing products, reflecting new product releases and improved channel inventory levels. These revenue increases were partially offset by a \$7.1 million decrease in revenue from our biotechnology business, which was sold in fiscal 2024.

The decrease in CSG operating loss was due to improved factory utilization, favorable product mix and the impact of higher revenue, partially offset by an increase in operating expenses. Research and development expenses increased \$7.7 million in our automotive connectivity business related to expanding our product portfolio. Fiscal 2024 operating expenses related to our biotechnology business (which was sold in the third quarter of fiscal 2024) totaled \$9.4 million.

Advanced Cellular Group

(In thousands, except percentages)	Fiscal 2025	Fiscal 2024	Dollar Change	Percentage Change
Revenue	\$ 2,609,189	\$ 2,762,016	\$ (152,827)	(5.5)%
Operating income	602,447	727,906	(125,459)	(17.2)
Operating income as a % of revenue	23.1 %	26.4 %		

The \$152.8 million decrease in ACG revenue was driven by a mix shift among smartphone customers to lower RF content 5G smartphones. We made the decision in the third quarter of fiscal 2025 to strategically focus on opportunities in the flagship and premium tiers within the Android ecosystem and reduce our exposure in mass-market Android smartphones.

The decrease in ACG operating income was driven by lower revenue, an increase in operating expenses of \$38.9 million and average selling-price erosion. The increase in operating expenses was driven by research and development expenses, including salaries and benefits, related to developing new process technologies and expanding our product portfolio.

Refer to Note 17 of the Notes to Consolidated Financial Statements for a reconciliation of segment operating income to the consolidated operating income for fiscal years 2025, 2024 and 2023.

INTEREST, OTHER INCOME AND INCOME TAXES

(In thousands)	Fiscal Year	
	2025	2024
Interest expense	\$ (78,328)	\$ (69,245)
Other income, net	48,700	51,104
Income tax expense	(10,284)	(143,882)

Interest expense

During fiscal years 2025 and 2024, we recorded interest expense primarily related to the 4.375% senior notes due 2029 (the "2029 Notes"), the 3.375% senior notes due 2031 (the "2031 Notes") and the 2024 Notes. Interest expense for fiscal 2025 also includes financing costs related to certain inventory (subject to repurchase) in connection with a supply agreement. Interest expense in the preceding table for fiscal years 2025 and 2024 is net of capitalized interest of \$3.9 million and \$2.9 million, respectively.

Other income, net

During fiscal years 2025 and 2024, we recorded interest income of \$47.1 million and \$38.3 million, respectively. Interest income increased in fiscal 2025 primarily due to higher cash balances. In addition, we recorded gains of \$2.8 million and \$9.9 million on investments in our non-qualified deferred compensation plan in fiscal years 2025 and 2024, respectively. Refer to Note 10 of the Notes to Consolidated Financial Statements for additional information regarding our non-qualified deferred compensation plan.

Income tax expense

Income tax expense for fiscal 2025 was \$10.3 million, which was primarily comprised of tax expense related to international operations generating pre-tax book income and the impact of GILTI, partially offset by a tax benefit related to domestic and international operations generating pre-tax book losses and domestic tax credits. During fiscal 2025, we also incurred incremental tax expense associated with various restructuring initiatives. This resulted in an annual effective tax rate of 15.6% for fiscal 2025.

Income tax expense for fiscal 2024 was \$143.9 million, which was primarily comprised of tax expense related to international operations generating pre-tax book income and the impact of GILTI, offset by a tax benefit related to domestic and international operations generating pre-tax book losses and domestic tax credits. During fiscal 2024, we also incurred incremental tax expense associated with the reversal of our permanent reinvestment assertion related to a fiscal 2024 restructuring initiative. This resulted in an annual effective tax rate of 195.6% for fiscal 2024.

A valuation allowance has been established against deferred tax assets in the taxing jurisdictions where, based upon the positive and negative evidence available, it is more likely than not that the related deferred tax assets will not be realized. Realization is dependent upon generating future income in the taxing jurisdictions in which the operating loss carryovers, credit carryovers, depreciable tax basis and other deferred tax assets exist. Management reevaluates the ability to realize the benefit of these deferred tax assets on a quarterly basis. As of March 29, 2025 and March 30, 2024, the valuation allowance against domestic and foreign deferred tax assets was \$85.7 million and \$43.6 million, respectively.

Refer to Note 13 of the Notes to Consolidated Financial Statements for additional information regarding income taxes.

STOCK-BASED COMPENSATION

In accordance with Accounting Standards Codification ("ASC") 718, "*Compensation – Stock Compensation*," stock-based compensation cost is measured at the grant date, based on the estimated fair value of the awards. The fair value of employee stock purchase plan awards is estimated on the date of grant using a Black-Scholes pricing model based on the historical volatility, dividend yield, term and risk-free interest rate. The fair value per unit of each restricted stock unit is determined on the grant date using market price and is recognized as expense over the requisite service period based on awards ultimately expected to vest.

As of March 29, 2025, total remaining unearned compensation cost related to unvested restricted stock units was \$186.8 million, which will be amortized over the weighted-average remaining service period of approximately 1.4 years.

Refer to Note 15 of the Notes to Consolidated Financial Statements for additional information regarding stock-based compensation.

LIQUIDITY AND CAPITAL RESOURCES

Cash generated by operations is our primary source of liquidity. As of March 29, 2025, we had working capital of approximately \$1,384.1 million, including \$1,021.2 million in cash and cash equivalents, compared to working capital of approximately \$1,215.9 million, including \$1,029.3 million in cash and cash equivalents, as of March 30, 2024.

Our \$1,021.2 million of total cash and cash equivalents as of March 29, 2025, includes \$848.7 million held by our foreign subsidiaries, of which \$665.2 million is held by Qorvo International Pte. Ltd. in Singapore. If the undistributed earnings of our foreign subsidiaries are needed in the U.S., we may be required to pay state income and/or foreign local withholding taxes to repatriate these earnings.

We may, from time to time, seek to retire or make additional optional payments on our outstanding debt obligations through repurchases or exchanges of our outstanding notes, which may be effected through privately negotiated transactions, market transactions, tender offers, redemptions or otherwise. Such tenders, exchanges, purchases, or other transactions, if any, will be upon such terms and at such prices as we may determine, and will depend on prevailing market conditions, our liquidity requirements, contractual restrictions and other factors. The amounts involved may be material.

Credit Agreement

On April 23, 2024, we entered into a five-year unsecured senior credit facility pursuant to a credit agreement with Bank of America, N.A., as administrative agent, swing line lender and letter of credit issuer and a syndicate of lenders (the “Credit Agreement”), which replaced our previous credit agreement. The Credit Agreement provides for a \$325.0 million senior revolving line of credit (the “Revolving Facility”). Up to \$25.0 million of the Revolving Facility may be used for the issuance of standby letters of credit, and up to \$10.0 million of the Revolving Facility may be used for swing line advances (i.e., short-term borrowings made available from the lead lender). We may request at any time that the Revolving Facility be increased by up to \$325.0 million, subject to securing additional funding commitments from existing or new lenders. The Revolving Facility is available to finance working capital, capital expenditures and other lawful corporate purposes. During fiscal 2025, there were no borrowings under the Revolving Facility.

The Credit Agreement contains various conditions, covenants and representations with which we must be in compliance in order to borrow funds and to avoid an event of default. As of March 29, 2025, we were in compliance with these covenants. Refer to Note 9 of the Notes to Consolidated Financial Statements for further information about the Credit Agreement.

Stock Repurchases

On November 2, 2022, we announced that our Board of Directors authorized a share repurchase program to repurchase up to \$2.0 billion of our outstanding common stock, which included the remaining authorized dollar amount under a prior program terminated concurrent with the new authorization. Under this program, share repurchases are made in accordance with applicable securities laws on the open market or in privately negotiated transactions. The extent to which we repurchase our shares, the number of shares and the timing of any repurchases depends on general market conditions, regulatory requirements, alternative investment opportunities and other considerations. The program does not require us to repurchase a minimum number of shares, does not have a fixed term, and may be modified, suspended or terminated at any time without prior notice.

During fiscal years 2025, 2024 and 2023, we repurchased approximately 4.0 million shares, 4.0 million shares and 8.7 million shares of our common stock, respectively, for approximately \$358.8 million, \$403.0 million and \$862.2 million, respectively (including transaction costs and excise tax, as applicable) under the prior and current share repurchase programs. As of March 29, 2025, approximately \$948.7 million remains authorized for repurchases under the current share repurchase program.

Cash Flows from Operating Activities

Operating activities in fiscal 2025 generated cash of \$622.2 million, compared to \$833.2 million in fiscal 2024. This decrease in cash provided by operating activities was primarily due to changes in working capital. The decrease was also attributable to lower profitability when adjusted for non-cash items (which includes depreciation, intangible assets amortization, deferred income taxes, asset impairments, goodwill and intangible asset impairment, stock-based compensation expense and other non-cash items).

Cash Flows from Investing Activities

Net cash provided by investing activities in fiscal 2025 was \$36.6 million, compared to net cash used in investing activities of \$136.5 million in fiscal 2024. During fiscal 2025, we received net cash proceeds of \$117.5 million from the divestiture of our SiC power device business and we received net cash proceeds of \$55.6 million from the divestiture of our assembly and test operations in China. During fiscal 2024, we received proceeds of \$49.5 million, primarily from the sale of our BAW manufacturing facility in Farmers Branch, Texas. Additionally, we acquired Anokiwave in fiscal 2024, resulting in net cash outflows of \$83.0 million.

Cash Flows from Financing Activities

Net cash used in financing activities in fiscal 2025 was \$684.4 million, compared to net cash used in financing activities of \$459.6 million in fiscal 2024. During fiscal 2025, we received net proceeds of \$130.2 million from Luxshare for inventory (subject to repurchase) in connection with our supply agreement (refer to Note 4 of the Notes to Consolidated Financial Statements for additional information), and we repaid \$439.1 million of the principal amount of our 2024 Notes, which matured in December 2024. During fiscal 2024, we repurchased \$58.3 million of the principal amount of our 2024 Notes.

Our future capital requirements may differ materially from those currently anticipated and will depend on many factors, including market acceptance of and demand for our products, acquisition opportunities, technological advances and our relationships with suppliers and customers. Based on current and projected levels of cash flows from operations, coupled with our existing cash and cash equivalents and availability from the Revolving Facility, we believe that we have sufficient liquidity to meet both our short-term and long-term cash requirements. However, if there is a significant decrease in demand for our products, or if investments in our business outpace revenue growth, operating cash flows may be insufficient to meet our needs. If existing resources and cash from operations are not sufficient to meet our future requirements or if we perceive conditions to be favorable, we may seek additional debt or equity financing. Additional debt or equity financing could be dilutive to holders of our common stock. Further, we cannot be sure that additional debt or equity financing, if required, will be available on favorable terms, if at all.

CONTRACTUAL OBLIGATIONS

The following table summarizes our significant contractual obligations and commitments (in thousands) as of March 29, 2025, and the effect such obligations are expected to have on our liquidity and cash flows in future periods:

	Payments Due By Fiscal Period				
	Total Payments	2026	2027-2028	2029-2030	2031 and thereafter
Capital commitments ⁽¹⁾	\$ 95,132	\$ 82,646	\$ 12,486	\$ —	\$ —
Purchase obligations ⁽²⁾	522,097	484,742	37,355	—	—
Leases	69,251	18,698	28,339	10,858	11,356
Long-term debt obligations ⁽³⁾	1,889,499	60,813	133,437	959,813	735,436
Total	<u>\$ 2,575,979</u>	<u>\$ 646,899</u>	<u>\$ 211,617</u>	<u>\$ 970,671</u>	<u>\$ 746,792</u>

(1) Capital commitments represent obligations for the purchase of equipment and software, a majority of which are not recorded as liabilities in our Consolidated Balance Sheet because we had not received the related goods or services as of March 29, 2025.

(2) Purchase obligations represent payments due related to the purchase of materials and manufacturing services, a majority of which are not recorded as liabilities in our Consolidated Balance Sheet because we had not received the related goods or services as of March 29, 2025.

(3) Long-term debt obligations represent future cash payments of principal and interest over the life of the 2029 Notes and the 2031 Notes, including anticipated interest payments not recorded as liabilities in our Consolidated Balance Sheet as of March 29, 2025. Debt obligations are presented based on their stated maturity date, and any future redemptions would impact our cash payments. Refer to Note 9 of the Notes to Consolidated Financial Statements for further information.

Other Contractual Obligations

As of March 29, 2025, in addition to the amounts shown in the contractual obligations table above, we have \$49.5 million of unrecognized income tax benefits and accrued interest and penalties which have been recorded as a liability. We are uncertain as to if, or when, such amounts may be settled.

As discussed in Note 10 of the Notes to Consolidated Financial Statements, we have two pension plans in Germany with a combined benefit obligation of approximately \$9.2 million as of March 29, 2025. Pension benefit payments are not included in the schedule above due to the uncertainty regarding the amount and timing of any future cash outflows. Pension benefit payments were approximately \$0.4 million in fiscal 2025 and are expected to be approximately \$0.4 million in fiscal 2026.

We also offer a non-qualified deferred compensation plan to eligible participants to defer and invest a specified percentage of their cash compensation. We record an obligation under the plan for the distributions to be made to participants upon certain triggering events. Although participants are required to make distribution elections at the time of enrollment, the amount and timing of any future cash outflows is uncertain until such triggering events occur. The total deferred compensation obligation as of March 29, 2025 was \$58.4 million, of which \$2.9 million is estimated to be paid in fiscal 2026. Refer to Note 10 of the Notes to Consolidated Financial Statements for further information.

SUPPLEMENTAL PARENT AND GUARANTOR FINANCIAL INFORMATION

In accordance with the indentures governing the 2029 Notes and the 2031 Notes (together, the "Notes"), our obligations under the Notes are fully and unconditionally guaranteed on a joint and several unsecured basis by certain of our U.S. subsidiaries (the "Guarantors"), which are listed on Exhibit 22 to this Annual Report on Form 10-K. Each Guarantor is 100% owned, directly or indirectly, by Qorvo, Inc. (the "Parent"). A Guarantor can be released in certain customary circumstances. Our other U.S. subsidiaries and our non-U.S. subsidiaries do not guarantee the Notes (such subsidiaries are referred to as the "Non-Guarantors").

The following presents summarized financial information for the Parent and the Guarantors on a combined basis as of and for the periods indicated, after eliminating (i) intercompany transactions and balances among the Parent and the Guarantors, and (ii) equity earnings from, and investments in, any Non-Guarantor. The summarized financial

information may not necessarily be indicative of the financial position and results of operations had the combined Parent and Guarantors operated independently from the Non-Guarantors.

Summarized Balance Sheets				
(in thousands)				
	March 29, 2025		March 30, 2024	
ASSETS				
Current assets ⁽¹⁾	\$	827,998	\$	803,900
Non-current assets		2,338,086		2,311,618
LIABILITIES				
Current liabilities	\$	270,634	\$	727,138
Long-term liabilities ⁽²⁾		2,408,648		2,306,883

- (1) Includes net amounts due from Non-Guarantor subsidiaries of \$259.4 million and \$129.8 million as of March 29, 2025 and March 30, 2024, respectively.
(2) Includes net amounts due to Non-Guarantor subsidiaries of \$687.6 million and \$597.3 million as of March 29, 2025 and March 30, 2024, respectively.

Summarized Statement of Operations (in thousands)		Fiscal 2025
Revenue	\$	1,187,319
Gross profit		305,109
Net loss		(224,075)

CRITICAL ACCOUNTING ESTIMATES

The preparation of consolidated financial statements requires management to use judgment and estimates. The level of uncertainty in estimates and assumptions increases with the length of time until the underlying transactions are completed. Actual results could materially differ from those estimates. The accounting policies that are most critical in the preparation of our consolidated financial statements are those that are both important to the presentation of our financial condition and results of operations and require significant judgment and estimates on the part of management. Our critical accounting policies are reviewed periodically with the Audit Committee of the Board of Directors. We also have other policies that we consider key accounting policies; however, these policies typically do not require us to make estimates or judgments that are difficult or subjective. Refer to Note 1 of the Notes to Consolidated Financial Statements.

Inventory Reserves. The valuation of inventory requires us to estimate obsolete or excess inventory. The determination of obsolete or excess inventory requires us to estimate the future demand for our products within specific time horizons, generally 24 months. The estimates of future demand that we use in the valuation of inventory reserves are the same as those used in our revenue forecasts and are also consistent with the estimates used in our manufacturing plans to enable consistency between inventory valuations and build decisions. Product-specific facts and circumstances reviewed in the inventory valuation process include a review of the customer base, market conditions and customer acceptance of our products and technologies, as well as an assessment of the selling price in relation to the product cost. Historically, inventory reserves have fluctuated as new technologies have been introduced and customers’ demand has shifted.

These valuations and estimates require significant judgment. If actual results are not consistent with our estimates or assumptions, we may be exposed to an impairment charge that could materially adversely impact our consolidated financial position and results of operations.

Business Acquisitions. We allocate the fair value of the purchase price to the assets acquired and liabilities assumed based on their estimated fair value. The excess of the purchase price over the fair values of the identifiable assets and liabilities is recorded to goodwill. Goodwill is assigned to the reporting unit that is expected to benefit from the synergies of the business combination.

A number of significant assumptions, estimates and judgments are used in determining the fair value of acquired assets and liabilities, particularly with respect to the intangible assets acquired. The valuation of intangible assets requires the use of valuation techniques such as the income approach. The income approach includes management's estimation of future cash flows (including expected revenue growth rates and profitability), the underlying product or technology life cycles and the discount rates applied to future cash flows.

Judgment is also required in estimating the fair values of deferred tax assets and liabilities, uncertain tax positions and tax-related valuation allowances, which are initially estimated as of the acquisition date, as well as inventory, property and equipment, pre-existing liabilities or legal claims, deferred revenue and contingent consideration, each as may be applicable.

While we use our best estimates and assumptions to accurately value assets acquired and liabilities assumed at the acquisition date as well as contingent consideration, where applicable, our estimates are inherently uncertain and subject to refinement. As a result, during the measurement period, which may be up to one year from the acquisition date, we may record adjustments to the assets acquired and liabilities assumed with the corresponding offset to goodwill. After the measurement period, any purchase price adjustments are recorded to the income statement.

Goodwill Impairment Testing. In accordance with ASC 350, "*Intangibles – Goodwill and Other*," goodwill is not amortized but is subject to impairment testing at least annually or when an event occurs or circumstances change that indicate it is more likely than not an impairment exists. Management tests goodwill for impairment at the reporting unit level.

As required by our policy, goodwill is tested for impairment on the first day of our fourth quarter of each fiscal year, or when there is evidence that events or changes in circumstances indicate it is more likely than not that the fair value of a reporting unit is less than its carrying amount, including goodwill. We may first assess qualitative factors for each reporting unit to determine whether it is necessary to perform a quantitative goodwill impairment test. In performing qualitative assessments, we consider the following factors which could trigger a goodwill impairment review: (i) significant underperformance relative to historical or projected future operating results; (ii) significant changes in the manner or our use of the acquired assets or the strategy for our overall business; (iii) significant negative industry or economic trends; (iv) a significant decline in our stock price for a sustained period; and (v) a significant change in our market capitalization relative to our net book value.

Our quantitative assessments generally consider both the income and market approaches to estimate the fair value of each reporting unit. Inherent in the fair value determinations are significant judgments and estimates, including assumptions about future revenue, profitability and cash flows, discount rates used to determine the present value of future cash flows, our operational plans and our interpretation of current economic indicators and market valuations. The income approach is based on the discounted cash flow method that uses estimates of the reporting units' revenue growth rates and operating margins as part of our long-term planning process, taking into consideration historical data and industry and market conditions. The discount rate used to determine the present value of future cash flows is based on the weighted-average cost of capital adjusted for the relevant risk associated with business-specific characteristics and the uncertainty related to the ability to execute on the projected cash flows. The market approach estimates fair value based on market multiples of revenue and earnings derived from comparable publicly traded companies with similar operating and investment characteristics.

If the carrying value of a reporting unit (including the value of goodwill) is greater than its estimated fair value, an impairment charge would be recorded for the amount that the carrying amount of the reporting unit exceeded its fair value, up to the total amount of goodwill allocated to that reporting unit.

In the second quarter of fiscal 2025, our decision to sell our SiC power device business (a reporting unit within the HPA segment) resulted in a goodwill impairment charge of approximately \$96.5 million, representing the entire goodwill of this reporting unit.

Our fiscal 2025 annual assessment was performed using a qualitative approach as of the first day of our fourth quarter (December 29, 2024) on our five reporting units with a remaining goodwill balance. Based on our fiscal 2025 qualitative assessment, we concluded there were no events or circumstances that indicated it was more likely than not that the fair value of each reporting unit was less than its respective carrying value. Subsequently in March 2025, we revised the long-term forecasts for our MEMS-based sensing solutions business due to slower than

expected market adoption of this technology into mobile handsets as compared to previous assumptions. As part of ongoing efforts to focus on opportunities that align with long-term profitability objectives, we began to seek strategic alternatives related to our MEMS-based sensing solutions business, which constitutes a reporting unit within the CSG segment. Given the future funding requirements necessary to further develop these solutions and achieve the desired results, we decided not to invest further in this business. Therefore, we determined that there was a more-likely-than-not expectation of divesting this reporting unit, and impairment testing was triggered. The impairment testing resulted in a goodwill impairment charge of approximately \$47.8 million, representing the entire remaining goodwill of this reporting unit.

Refer to Note 6 of the Notes to Consolidated Financial Statements for additional information regarding our goodwill.

Identified Intangible Assets. We amortize definite-lived intangible assets (including developed technology, customer relationships, technology licenses and trade names) on a straight-line basis over their estimated useful lives. Upon completion of development, in-process R&D assets are transferred to developed technology and are amortized over their useful lives. The asset balances relating to abandoned projects are impaired and expensed to R&D.

We evaluate definite-lived intangible assets for impairment to determine whether facts and circumstances indicate that the carrying amount of the assets may not be recoverable. If such facts and circumstances exist, we assess the recoverability of identified intangible assets by comparing the projected undiscounted net cash flows associated with the related asset or group of assets over their remaining lives against their respective carrying amounts. Impairments, if any, are based on the excess of the carrying amounts over the fair value of those assets and occur in the period in which the impairment determination was made. When measuring impairment, we make significant assumptions and apply judgment in estimating future cash flows and asset fair values, including annual revenue growth rates and a terminal year growth rate that reflects the inherent risk in future cash flows. If actual results are not consistent with our estimates or assumptions, we may be exposed to an impairment charge that could materially adversely impact our consolidated financial position and results of operations.

In the second quarter of fiscal 2025, our decision to sell our SiC power device business (a reporting unit within the HPA segment) resulted in an intangible asset impairment charge of \$16.6 million. In March 2025, we revised the long-term forecasts for our MEMS-based sensing solutions business due to slower than expected market adoption of this technology into mobile handsets as compared to previous assumptions. As part of ongoing efforts to focus on opportunities that align with long-term profitability objectives, we began to seek strategic alternatives related to our MEMS-based sensing solutions business. Given the future funding requirements necessary to further develop these solutions and achieve the desired results, we decided not to invest further in this business. Therefore, we determined that there was a more-likely-than-not expectation of divesting this reporting unit, and impairment testing was triggered. The impairment testing resulted in an intangible asset impairment charge of approximately \$31.7 million.

Refer to Note 6 of the Notes to Consolidated Financial Statements for additional information regarding our identified intangible assets.

Revenue Recognition. Revenue is recognized when control of the promised goods or services is transferred to our customers, in an amount that reflects the consideration we expect to be entitled in exchange for those goods or services. A majority of our revenue is recognized at a point in time, either on shipment or delivery of the product, depending on individual customer terms and conditions.

We apply a five-step approach in determining the amount and timing of revenue to be recognized: (1) identifying the contract with a customer; (2) identifying the performance obligations in the contract; (3) determining the transaction price; (4) allocating the transaction price to the performance obligations in the contract; and (5) recognizing revenue when the corresponding performance obligation is satisfied.

Our revenue recognition accounting methodology contains uncertainties because it requires us to make significant estimates and assumptions and to apply judgment. For example, for arrangements that have multiple performance obligations, we must exercise judgment and use estimates in order to (1) determine whether performance obligations are distinct and should be accounted for separately; (2) determine the stand-alone selling price of each performance obligation; (3) allocate the transaction price among the various performance obligations on a relative stand-alone

selling-price basis; and (4) determine whether revenue for each performance obligation should be recognized at a point in time or over time.

If we were to change any of these judgments or estimates, it could cause a material increase or decrease in the amount of revenue or deferred revenue that we report in a particular period.

Refer to Note 1 of the Notes to Consolidated Financial Statements for a complete discussion of our revenue recognition policies.

Income Taxes. In determining income for financial statement purposes, we must make certain estimates and judgments in the calculation of tax expense, the resultant tax liabilities and the recoverability of deferred tax assets that arise from temporary differences between the tax and financial statement recognition of revenue and expense.

We assess the likelihood that our deferred tax assets can be recovered, recording a reserve in the form of a valuation allowance if the deferred tax assets are ultimately estimated to not be recoverable. In this process, certain relevant criteria are evaluated including: the amount of income or loss in prior years, the existence of deferred tax liabilities that can be used to absorb deferred tax assets, the taxable income in prior carryback years that can be used to absorb net operating losses and credit carrybacks, future expected taxable income and prudent and feasible tax planning strategies. Changes in taxable income, market conditions, U.S. or international tax laws and other factors may change our judgment regarding whether we will be able to realize the deferred tax assets. These changes, if any, may require material adjustments to the net deferred tax assets and an accompanying reduction or increase in income tax expense which will result in a corresponding increase or decrease in net income in the period when such determinations are made. Refer to Note 13 of the Notes to Consolidated Financial Statements for additional information regarding changes in the valuation allowance and net deferred tax assets.

We also assess the likelihood that our tax reporting positions will ultimately be sustained. To the extent it is determined it is more likely than not (a likelihood of more than 50 percent) that some portion, or all, of a tax reporting position will ultimately not be recognized and sustained, a provision for unrecognized tax benefit is provided by either reducing the applicable deferred tax asset or accruing an income tax liability. Our judgment regarding the sustainability of our tax reporting positions may change in the future due to changes in U.S. or international tax laws and other factors. These changes, if any, may require material adjustments to the related deferred tax assets or accrued income tax liabilities and an accompanying reduction or increase in income tax expense which will result in a corresponding increase or decrease in net income in the period when such determinations are made. Refer to Note 13 of the Notes to Consolidated Financial Statements for additional information regarding our uncertain tax positions and the amount of unrecognized tax benefits.

ITEM 7A. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK.

Financial Risk Management

The primary objective of our financial risk management activities is to reduce the negative financial impact resulting from changes in interest rates, foreign currency exchange rates and commodity prices (the "Underlying Exposures"). We manage these Underlying Exposures through operational means and balance sheet management, as well as through the use of various financial instruments when deemed appropriate. The method and extent to which we are able to reduce the financial impact related to the Underlying Exposures may vary over time. Similarly, there can be no assurance that our financial risk management activities will be successful in mitigating the financial impact resulting from movements in the Underlying Exposures.

Interest Rate Risk

We may be exposed to interest rate risk via the terms of the Revolving Facility. If the Revolving Facility were to be drawn, it would bear interest at a variable rate. Refer to Note 9 of the Notes to Consolidated Financial Statements for further information. As of March 29, 2025, we did not have any outstanding borrowings under the Revolving Facility.

Foreign Currency Exchange Rate Risk

As a global company, our results are affected by movements in currency exchange rates. Our exposure may increase or decrease over time as our foreign business levels fluctuate in the countries where we have operations, and these changes could have a material impact on our financial results. The functional currency for most of our international operations is the U.S. dollar. We have foreign operations in Asia, Central America and Europe, and a significant portion of our revenue is derived from sales to customers outside the U.S. Our international revenue is primarily denominated in U.S. dollars. Operating expenses and certain working capital items related to our foreign-based operations are, in some instances, denominated in the local foreign currencies and therefore are affected by changes in the U.S. dollar exchange rate in relation to foreign currencies, such as the Costa Rican Colon, Euro, Renminbi and Singapore Dollar. If the U.S. dollar weakens compared to these and other currencies, our operating expenses for foreign operations will be higher when remeasured back into U.S. dollars. We seek to manage our foreign currency exchange risk in part through operational means.

For fiscal 2025, we incurred a foreign currency loss of \$0.3 million as compared to a gain of \$0.4 million in fiscal 2024, which is recorded in "Other income, net" in the Consolidated Statements of Operations.

Our financial instrument holdings, including foreign receivables, cash and payables at March 29, 2025, were analyzed to determine their sensitivity to foreign exchange rate changes. In this sensitivity analysis, we assumed that the change in one currency's rate relative to the U.S. dollar would not have an effect on other currencies' rates relative to the U.S. dollar. All other factors were held constant. If the U.S. dollar declined in value 10% in relation to the re-measured foreign currency instruments, our net income would have decreased by approximately \$1.5 million in fiscal 2025. If the U.S. dollar increased in value 10% in relation to the re-measured foreign currency instruments, our net income would have increased by approximately \$1.2 million in fiscal 2025.

Commodity Price Risk

We routinely use precious metals in the manufacture of our products. Supplies for such commodities may from time to time become restricted, or general market factors and conditions may affect the pricing of such commodities. We also have an active reclamation process to capture any unused gold. While we attempt to mitigate the risk of increases in commodity-related costs, there can be no assurance that we will be able to successfully safeguard against potential short-term and long-term commodity price fluctuations.

ITEM 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA.
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PCAOB ID: 42

Qorvo, Inc. and Subsidiaries
Consolidated Balance Sheets
(In thousands, except per share data)

	March 29, 2025	March 30, 2024
ASSETS		
Current assets:		
Cash and cash equivalents	\$ 1,021,176	\$ 1,029,258
Accounts receivable, net of allowance of \$309 and \$313 as of March 29, 2025 and March 30, 2024, respectively	386,719	412,960
Inventories	640,992	710,555
Prepaid expenses	32,808	40,563
Other receivables	11,023	14,427
Other current assets	74,557	78,993
Assets of disposal group held for sale	—	159,278
Total current assets	2,167,275	2,446,034
Property and equipment, net	801,895	870,982
Goodwill	2,389,741	2,534,601
Intangible assets, net	273,478	509,383
Long-term investments	23,433	23,252
Other non-current assets	277,309	170,383
Total assets	\$ 5,933,131	\$ 6,554,635
LIABILITIES AND STOCKHOLDERS' EQUITY		
Current liabilities:		
Accounts payable	\$ 260,663	\$ 252,993
Accrued liabilities	287,981	336,767
Current portion of long-term debt	—	438,740
Other current liabilities	234,538	113,215
Liabilities of disposal group held for sale	—	88,372
Total current liabilities	783,182	1,230,887
Long-term debt	1,549,215	1,549,272
Other long-term liabilities	208,422	218,904
Total liabilities	2,540,819	2,998,263
Commitments and contingent liabilities (<i>Note 11</i>)		
Stockholders' equity:		
Preferred stock, \$.0001 par value; 5,000 shares authorized; no shares issued and outstanding	—	—
Common stock and additional paid-in capital, \$.0001 par value; 405,000 shares authorized; 92,920 and 95,798 shares issued and outstanding at March 29, 2025 and March 30, 2024, respectively	3,431,308	3,651,067
Accumulated other comprehensive loss	(5,013)	(5,097)
Accumulated deficit	(33,983)	(89,598)
Total stockholders' equity	3,392,312	3,556,372
Total liabilities and stockholders' equity	\$ 5,933,131	\$ 6,554,635

See accompanying notes.

Qorvo, Inc. and Subsidiaries
Consolidated Statements of Operations
(In thousands, except per share data)

	Fiscal Year		
	2025	2024	2023
Revenue	\$ 3,718,971	\$ 3,769,506	\$ 3,569,399
Cost of goods sold	2,183,382	2,281,011	2,272,457
Gross profit	1,535,589	1,488,495	1,296,942
Operating expenses:			
Research and development	747,709	682,249	649,841
Marketing and selling	231,912	217,273	210,690
General and administrative	171,712	171,867	148,100
Goodwill and intangible asset impairment	192,569	221,414	12,411
Other operating expense	96,160	103,991	92,732
Total operating expenses	1,440,062	1,396,794	1,113,774
Operating income	95,527	91,701	183,168
Interest expense	(78,328)	(69,245)	(68,463)
Other income, net	48,700	51,104	9,924
Income before income taxes	65,899	73,560	124,629
Income tax expense	(10,284)	(143,882)	(21,477)
Net income (loss)	\$ 55,615	\$ (70,322)	\$ 103,152
Net income (loss) per share			
Basic	\$ 0.59	\$ (0.72)	\$ 1.01
Diluted	\$ 0.58	\$ (0.72)	\$ 1.00
Weighted-average shares of common stock outstanding:			
Basic	94,586	97,557	102,206
Diluted	95,450	97,557	103,019

See accompanying notes.

Qorvo, Inc. and Subsidiaries
Consolidated Statements of Comprehensive Income (Loss)
(In thousands)

	Fiscal Year		
	2025	2024	2023
Net income (loss)	\$ 55,615	\$ (70,322)	\$ 103,152
Other comprehensive income (loss), net of tax:			
Change in pension liability	358	(123)	1,836
Foreign currency translation adjustment, including intra-entity foreign currency transactions that are of a long-term investment nature	(247)	(1,787)	(10,254)
Reclassification adjustments, net of tax:			
Foreign currency gain realized upon liquidation of subsidiary	(26)	—	(25)
Amortization of pension actuarial (gain) loss	(1)	(12)	36
Other comprehensive income (loss)	84	(1,922)	(8,407)
Total comprehensive income (loss)	\$ 55,699	\$ (72,244)	\$ 94,745

See accompanying notes.

Qorvo, Inc. and Subsidiaries
Consolidated Statements of Stockholders' Equity
(In thousands)

	Common Stock		Accumulated Other Comprehensive (Loss) Income	(Accumulated Deficit) Retained Earnings	Total
	Shares	Amount			
Balance, April 2, 2022	106,303	\$ 4,035,849	\$ 5,232	\$ 512,137	\$ 4,553,218
Net income	—	—	—	103,152	103,152
Other comprehensive loss	—	—	(8,407)	—	(8,407)
Exercise of stock options and vesting of restricted stock units, net of shares withheld for employee taxes	665	(20,847)	—	—	(20,847)
Issuance of common stock in connection with employee stock purchase plan	345	30,169	—	—	30,169
Repurchase of common stock, including transaction costs and excise tax	(8,664)	(331,406)	—	(530,794)	(862,200)
Stock-based compensation	—	107,709	—	—	107,709
Balance, April 1, 2023	98,649	\$ 3,821,474	\$ (3,175)	\$ 84,495	\$ 3,902,794
Net loss	—	—	—	(70,322)	(70,322)
Other comprehensive loss	—	—	(1,922)	—	(1,922)
Exercise of stock options and vesting of restricted stock units, net of shares withheld for employee taxes	629	(25,787)	—	—	(25,787)
Issuance of common stock in connection with employee stock purchase plan	479	35,045	—	—	35,045
Repurchase of common stock, including transaction costs and excise tax	(3,959)	(299,204)	—	(103,771)	(402,975)
Stock-based compensation	—	119,539	—	—	119,539
Balance, March 30, 2024	95,798	\$ 3,651,067	\$ (5,097)	\$ (89,598)	\$ 3,556,372
Net income	—	—	—	55,615	55,615
Other comprehensive income	—	—	84	—	84
Exercise of stock options and vesting of restricted stock units, net of shares withheld for employee taxes	626	(31,214)	—	—	(31,214)
Issuance of common stock in connection with employee stock purchase plan	499	34,234	—	—	34,234
Repurchase of common stock, including transaction costs and excise tax	(4,003)	(358,761)	—	—	(358,761)
Stock-based compensation	—	135,982	—	—	135,982
Balance, March 29, 2025	92,920	\$ 3,431,308	\$ (5,013)	\$ (33,983)	\$ 3,392,312

See accompanying notes.

Qorvo, Inc. and Subsidiaries
Consolidated Statements of Cash Flows
(In thousands)

	Fiscal Year		
	2025	2024	2023
Cash flows from operating activities:			
Net income (loss)	\$ 55,615	\$ (70,322)	\$ 103,152
Adjustments to reconcile net income (loss) to net cash provided by operating activities:			
Depreciation	163,222	193,035	206,423
Intangible assets amortization	133,614	127,898	132,425
Deferred income taxes	(84,737)	19,405	(66,145)
Asset impairments	6,485	36,715	227,101
Goodwill and intangible asset impairment	192,569	221,414	12,411
Stock-based compensation expense	136,346	120,834	105,580
Other, net	25,481	41,806	25,299
Changes in operating assets and liabilities:			
Accounts receivable, net	26,807	(105,776)	264,781
Inventories	18,188	92,909	(81,450)
Prepaid expenses and other assets	(24,348)	(23,174)	43,240
Accounts payable	7,178	89,139	(115,495)
Accrued liabilities	(45,777)	130,979	(17,613)
Income taxes payable and receivable	(4,103)	8,681	(33,240)
Other liabilities	15,662	(50,354)	36,762
Net cash provided by operating activities	622,202	833,189	843,231
Cash flows from investing activities:			
Purchases of property and equipment	(137,600)	(127,230)	(158,953)
Proceeds from sales of property and equipment	7,059	49,548	1,847
Purchases of businesses, net of cash acquired	(791)	(82,974)	(95)
Proceeds from sales of businesses	173,117	20,000	—
Other investing activities	(5,230)	4,186	3,792
Net cash provided by (used in) investing activities	36,555	(136,470)	(153,409)
Cash flows from financing activities:			
Payment and repurchase of debt	(439,124)	(58,309)	—
Net proceeds from sale of inventory subject to repurchase	130,204	—	—
Repurchase of common stock, including transaction costs	(356,336)	(400,054)	(861,751)
Proceeds from the issuance of common stock	35,741	36,918	32,507
Tax withholding paid on behalf of employees for restricted stock units	(31,250)	(27,111)	(23,415)
Other financing activities	(23,597)	(11,018)	(694)
Net cash used in financing activities	(684,362)	(459,574)	(853,353)
Effect of exchange rate changes on cash, cash equivalents and restricted cash	(2,477)	3,170	(331)
Net (decrease) increase in cash, cash equivalents and restricted cash	(28,082)	240,315	(163,862)
Cash, cash equivalents and restricted cash at the beginning of the period	1,049,258	808,943	972,805
Cash, cash equivalents and restricted cash at the end of the period	\$ 1,021,176	\$ 1,049,258	\$ 808,943
Reconciliation of cash, cash equivalents and restricted cash:			
Cash and cash equivalents	\$ 1,021,176	\$ 1,029,258	\$ 808,757
Restricted cash included in "Other current assets" and "Other non-current assets"	—	20,000	186
Total cash, cash equivalents and restricted cash	\$ 1,021,176	\$ 1,049,258	\$ 808,943
Supplemental disclosure of cash flow information:			
Cash paid during the year for interest, net of amounts capitalized	\$ 76,336	\$ 55,270	\$ 66,115
Cash paid during the year for income taxes, net of refunds	\$ 87,256	\$ 103,059	\$ 105,788
Capital expenditures included in liabilities	\$ 65,221	\$ 70,127	\$ 33,107

See accompanying notes.

Qorvo, Inc. and Subsidiaries
Notes to Consolidated Financial Statements
March 29, 2025

1. THE COMPANY AND ITS SIGNIFICANT ACCOUNTING POLICIES

Qorvo, Inc. (the "Company" or "Qorvo") is a global leader in the development and commercialization of technologies and products for wireless, wired and power markets. Qorvo was formed as the result of a business combination (the "Business Combination") of RF Micro Devices, Inc. and TriQuint Semiconductor, Inc. ("TriQuint"), which closed on January 1, 2015.

The Company's design expertise and manufacturing capabilities span multiple process technologies. In fiscal 2025, the Company's primary wafer fabrication facilities were in North Carolina, Oregon and Texas, and its primary assembly and test facilities were in Costa Rica, Germany and Texas. The Company also sources products and materials through external suppliers. The Company operates design, sales and other manufacturing facilities throughout Asia, Europe and North America.

The Company is organized into three operating and reportable segments that align technologies and applications with customers and end markets: High Performance Analog ("HPA"), Connectivity and Sensors Group ("CSG") and Advanced Cellular Group ("ACG").

Principles of Consolidation and Basis of Presentation

The consolidated financial statements include the accounts of the Company and its wholly-owned subsidiaries. All significant intercompany accounts and transactions have been eliminated in consolidation. Certain prior period amounts have been reclassified to conform to the fiscal 2025 presentation.

Accounting Periods

The Company uses a 52- or 53-week fiscal year ending on the Saturday closest to March 31 of each year. Approximately every five to six years, the Company reports a 53-week fiscal year to align with the foregoing policy. The most recent three fiscal years ended on March 29, 2025, March 30, 2024 and April 1, 2023. Fiscal years 2025, 2024, and 2023 were 52-week years, with each fiscal quarter consisting of 13 weeks.

Use of Estimates

The preparation of the consolidated financial statements in conformity with U.S. generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets, liabilities, revenue and expenses and the disclosure of contingent liabilities. The Company evaluates its estimates on an ongoing basis, including those related to revenue recognition, product warranty obligations, valuation of inventories, tax-related contingencies, valuation of long-lived and intangible assets, other contingencies and litigation, among others. The Company generally bases its estimates on historical experience, expected future conditions and third-party evaluations. Actual results could differ materially from these estimates, and such differences could affect the results of operations reported in future periods.

Cash and Cash Equivalents

Cash and cash equivalents consist of demand deposit accounts, money market funds and other short-term, highly liquid investments with original maturities of three months or less when purchased.

Investments

The Company invests in limited partnerships which are accounted for using the equity method. These equity method investments are classified as "Long-term investments" in the Consolidated Balance Sheets. The Company records its share of the financial results of the limited partnerships in "Other income, net" in the Company's Consolidated Statements of Operations.

Qorvo, Inc. and Subsidiaries
Notes to Consolidated Financial Statements (continued)

The Company also invests in other privately held entities. These investments are measured using the most appropriate valuation methodology based on the specific characteristics of the security and are classified as "Long-term investments" in the Consolidated Balance Sheets.

The Company assesses its investments for impairment on a quarterly basis and considers both qualitative and quantitative factors that may have a significant impact on the investee's fair value. Qualitative factors considered include the investee's financial condition and business outlook, market for technology and other relevant events and factors affecting the investee. Investments are impaired when their fair value is less than their carrying value.

Fair Value Measurement

The Company measures and reports certain financial assets and liabilities on a recurring basis. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The Company categorizes its financial instruments carried at fair value into a three-level fair value hierarchy, based on the priority of inputs to the respective valuation technique. The three-level hierarchy for fair value measurement is described as follows:

- Level 1 - includes instruments for which inputs are quoted prices in active markets for identical assets or liabilities that the Company has the ability to access.
- Level 2 - includes instruments for which the inputs are other than quoted prices that are observable for the asset or liability, either directly or indirectly.
- Level 3 - includes instruments for which the valuations are based on inputs that are unobservable and significant to the overall fair value measurement. These inputs are supported by little or no market activity and reflect the use of significant management judgment.

The Company also holds assets whose fair value is measured and recorded on a nonrecurring basis. These assets include equity method investments, equity investments without a readily determinable fair value and certain non-financial assets, such as intangible assets and property and equipment. Goodwill and intangible assets are adjusted to fair value after initial recognition only if an impairment charge is recognized, which is generally determined using a discounted cash flow model based on significant unobservable inputs (Level 3).

The carrying values of cash, cash equivalents and restricted cash, accounts receivable, accounts payable and other accrued liabilities approximate fair values because of the relatively short-term maturities of these instruments.

Inventories

Inventories are stated at the lower of cost or net realizable value (cost is based on standard cost, which approximates actual average cost). Cost includes labor, materials and manufacturing overhead related to the purchase and production of inventories. In accordance with Accounting Standards Codification ("ASC") 330, *"Inventory"* ("ASC 330"), abnormal manufacturing costs are charged to "Cost of goods sold" in the Consolidated Statements of Operations in the period incurred rather than as a portion of inventory cost.

The Company's business is subject to the risk of technological and design changes. The Company evaluates inventory levels quarterly against demand forecasts on a material or product family basis to evaluate its overall inventory risk. Reserves are adjusted to reflect inventory values in excess of demand forecasts and management's analysis and assessment of overall inventory risk. Product-specific facts and circumstances reviewed in the inventory valuation process include a review of the customer base, market conditions and customer acceptance of the Company's products and technologies, as well as an assessment of the selling price in relation to the product cost. In the event the Company sells inventory that had been covered by a specific inventory reserve, the sale is recorded at the actual selling price and the related cost of goods sold is recorded at the full inventory cost, net of the reserve.

In connection with an ongoing supply agreement, legal title to inventory sold by the Company to Luxshare Precision Industry Co., Ltd. ("Luxshare") resides with Luxshare. In accordance with ASC 606 *"Revenue from Contracts with*

Qorvo, Inc. and Subsidiaries
Notes to Consolidated Financial Statements (continued)

Customers" ("ASC 606"), the Company will continue to recognize the inventory on its balance sheet and record a financial liability (which is included in "Other current liabilities" in the Consolidated Balance Sheet) equal to the cash received by the Company attributable to the inventory subject to repurchase. Changes in the amount outstanding under the supply agreement related to inventory subject to repurchase are included in cash flows from financing activities in the Consolidated Statement of Cash Flows. In accordance with ASC 330, the Company capitalizes costs incurred by Luxshare to enhance the inventory by increasing its carrying value on the Company's balance sheet and recognizing a corresponding liability. Cash paid for inventory enhancements is included in cash flows from operating activities in the Consolidated Statement of Cash Flows. Financing costs related to inventory subject to repurchase are included in "Interest expense" in the Consolidated Statement of Operations. Refer to Note 4 for additional information.

Product Warranty

The Company generally sells products with a limited warranty against defects in materials and workmanship and non-conformance to applicable specifications. The majority of the Company's product warranty claims are settled through the return of the defective product and the shipment of replacement product. Accruals are estimated based upon both historical experience as well as specifically identified claims. If there is a significant increase in the rate of customer claims compared with the Company's historical experience or if the Company's estimates of probable losses relating to specifically identified warranty exposures require revision, the Company may record a charge against future cost of sales. Product warranty accruals and related expenses were immaterial for the periods presented.

Property and Equipment

Property and equipment are stated at cost, less accumulated depreciation. Depreciation of property and equipment is computed using the straight-line method over the estimated useful lives of the assets, ranging from one to 39 years. The Company capitalizes interest on borrowings related to eligible capital expenditures. Capitalized interest is added to the cost of qualified assets and depreciated together with the asset cost. The Company's assets acquired under finance leases and leasehold improvements are amortized over the lesser of the asset life or lease term (which is reasonably assured) and included in depreciation. The Company records capital-related government grants earned as a reduction to property and equipment and depreciates the net asset over the estimated useful lives of the associated assets.

The Company periodically evaluates the period over which it expects to recover the economic value of the Company's property and equipment, considering factors such as changes in machinery and equipment technology, the ability to re-use equipment across generations of process technology and historical usage trends. If the Company determines that the useful lives of its assets are shorter or longer than originally estimated, the rate of depreciation is adjusted to reflect the revised useful lives of the assets.

The Company assesses property and equipment for impairment when events or changes in circumstances indicate that the carrying amount of its assets may not be recoverable. Factors that are considered in deciding when to perform an impairment review include an adverse change in the use of the Company's assets or an expectation that the assets will be sold or otherwise disposed. The Company assesses the recoverability of the assets held and used by comparing the projected undiscounted net cash flows associated with the related asset or group of assets over their remaining estimated useful lives against their respective carrying amounts. Assets identified as "held for sale" are recorded at the lesser of their carrying value or their fair market value less costs to sell. Impairment of those assets, if any, is based on the excess of the carrying amount over the fair value less costs to sell.

Leases

The Company determines that a contract contains a lease at lease inception if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. In evaluating whether the right to control an identified asset exists, the Company assesses whether it has the right to direct the use of the identified asset and obtain substantially all of the economic benefit from the use of the identified asset.

Qorvo, Inc. and Subsidiaries
Notes to Consolidated Financial Statements (continued)

Right-of-use assets and lease liabilities are recognized at the lease commencement date based on the present value of lease payments over the lease term. The Company uses its estimated incremental borrowing rate in determining the present value of lease payments considering the term of the lease, which is derived from information available at the lease commencement date. The lease term includes options to extend or terminate the lease when it is reasonably certain such options will be exercised. To the extent that the Company's agreements have variable lease payments, the Company includes variable lease payments that depend on an index or a rate and excludes those that depend on facts or circumstances occurring after the commencement date, other than the passage of time. The Company elected the practical expedient not to separate lease and non-lease components for substantially all of its classes of leases and to account for the combined lease and non-lease components as a single lease component. In addition, the Company made an accounting policy election to exclude from the balance sheet leases with an initial term of 12 months or less. The Company assesses right-of-use assets for impairment in accordance with its long-lived asset impairment policy.

Business Acquisitions

The Company allocates the fair value of the purchase price to the assets acquired and liabilities assumed based on their estimated fair value. The excess of the purchase price over the fair values of the identifiable assets and liabilities is recorded to goodwill. Goodwill is assigned to the Company's reporting unit that is expected to benefit from the synergies of the business combination.

A number of assumptions, estimates and judgments are used in determining the fair value of acquired assets and liabilities, particularly with respect to the intangible assets acquired. The valuation of intangible assets requires the Company to use valuation techniques such as the income approach. The income approach includes management's estimation of future cash flows (including expected revenue growth rates and profitability), the underlying product or technology life cycles and the discount rates applied to future cash flows.

Judgment is also required in estimating the fair values of deferred tax assets and liabilities, uncertain tax positions and tax-related valuation allowances, which are initially estimated as of the acquisition date, as well as inventory, property and equipment, pre-existing liabilities or legal claims, deferred revenue and contingent consideration, each as may be applicable.

While the Company uses its best estimates and assumptions to accurately value assets acquired and liabilities assumed at the acquisition date as well as contingent consideration, where applicable, the Company's estimates are inherently uncertain and subject to refinement. As a result, during the measurement period, which may be up to one year from the acquisition date, the Company may record adjustments to the assets acquired and liabilities assumed with the corresponding offset to goodwill. After the measurement period, any purchase price adjustments are recognized in the Consolidated Statements of Operations.

Goodwill Impairment Testing

In accordance with ASC 350, "*Intangibles - Goodwill and Other*" ("ASC 350"), goodwill is not amortized, but rather is reviewed for impairment at the reporting unit level on the first day of the Company's fourth quarter of each fiscal year, or when there is evidence that events or changes in circumstances indicate it is more likely than not that the fair value of a reporting unit is less than its carrying amount, including goodwill.

Under ASC 350, the Company has the option to first assess qualitatively whether it is more likely than not that the fair value of a reporting unit is less than its carrying amount, including goodwill. In performing qualitative assessments, the Company considers the following factors which could trigger a goodwill impairment review: (i) significant underperformance relative to historical or projected future operating results; (ii) significant changes in the manner or use of the acquired assets or the strategy for the Company's overall business; (iii) significant negative industry or economic trends; (iv) a significant decline in the Company's stock price for a sustained period; and (v) a significant change in the Company's market capitalization relative to its net book value.

If qualitative assessments conclude that it is more likely than not that the fair value of any reporting unit is less than its carrying value, quantitative assessments are performed on the applicable reporting units. The quantitative assessments may consider both the income and market approaches to estimate the fair value of a reporting unit. The

Qorvo, Inc. and Subsidiaries
Notes to Consolidated Financial Statements (continued)

income approach is based on the discounted cash flow method that uses estimates of the reporting unit's revenue growth rates and operating margins as part of the Company's long-term planning process, taking into consideration historical data and industry and market conditions. The discount rate used to determine the present value of future cash flows is based on the weighted-average cost of capital adjusted for the relevant risk associated with business-specific characteristics and the uncertainty related to the ability to execute on the projected cash flows. The market approach estimates fair value based on market multiples of revenue and earnings derived from comparable publicly traded companies with similar operating and investment characteristics.

Identified Intangible Assets

The Company amortizes definite-lived intangible assets (including developed technology, customer relationships, technology licenses and trade names) on a straight-line basis over their estimated useful lives. In-process research and development ("IPRD") assets represent the fair value of incomplete R&D projects that had not reached technological feasibility as of the date of the acquisition and are initially not subject to amortization. Upon completion of development, IPRD assets are transferred to developed technology and are amortized over their useful lives. The asset balances relating to abandoned projects are impaired and expensed to R&D.

The Company evaluates definite-lived intangible assets for impairment in accordance with ASC 360-10-35, "*Impairment or Disposal of Long-Lived Assets*" to determine whether facts and circumstances (including external factors such as industry and economic trends and internal factors such as changes in the Company's business strategy and forecasts) indicate that the carrying amount of the assets may not be recoverable. If such facts and circumstances exist, the Company assesses the recoverability of identified intangible assets by comparing the projected undiscounted net cash flows associated with the related asset or group of assets over their remaining lives against their respective carrying amounts. Impairments, if any, are based on the excess of the carrying amounts over the fair value of those assets and are recognized in the period in which the impairment determination was made.

Revenue Recognition

The Company generates revenue primarily from the sale of semiconductor products, either directly to a customer or to a distributor, or at completion of a consignment process. Revenue is recognized when control of the promised goods or services is transferred to the Company's customers, in an amount that reflects the consideration to which the Company expects to be entitled in exchange for those goods or services. A majority of the Company's revenue is recognized at a point in time, either on shipment or delivery of the product, depending on individual customer terms and conditions. Revenue from sales to the Company's distributors is recognized upon shipment of the product to the distributors (sell-in). Revenue is recognized from the Company's consignment programs at a point in time when the products are pulled from consignment inventory by the customer. Revenue recognized for products and services over time is less than 4% of overall revenue. The Company applies a five-step approach, as defined in ASC 606, in determining the amount and timing of revenue to be recognized: (1) identifying the contract with a customer; (2) identifying the performance obligations in the contract; (3) determining the transaction price; (4) allocating the transaction price to the performance obligations in the contract; and (5) recognizing revenue when the corresponding performance obligation is satisfied.

Sales agreements are in place with certain customers and contain terms and conditions with respect to payment, delivery, warranty and supply, but typically do not require minimum purchase commitments. In the absence of a sales agreement, the Company's standard terms and conditions apply. The Company considers a customer's purchase order, which is governed by a sales agreement or the Company's standard terms and conditions, to be the contract with the customer.

The Company's pricing terms are negotiated independently on a stand-alone basis. In determining the transaction price, the Company evaluates whether the price is subject to refund or adjustment to determine the net consideration to which the Company expects to be entitled. Variable consideration in the form of rebate programs is offered to certain customers, including distributors, and represents approximately 10% of net revenue in fiscal 2025. The Company determines variable consideration by estimating the most likely amount of consideration it expects to receive from the customer. The Company's terms and conditions do not give its customers a right of return associated with the original sale of its products. However, the Company may authorize sales returns under certain circumstances, which include courtesy returns and like-kind exchanges. The Company reduces revenue and records

Qorvo, Inc. and Subsidiaries
Notes to Consolidated Financial Statements (continued)

reserves for product returns and allowances, rebate programs and scrap allowance based on historical experience or specific identification depending on the contractual terms of the arrangement.

The Company's accounts receivable balance is from contracts with customers and represents the Company's unconditional right to receive consideration from its customers. Payments are due upon completion of the performance obligation and subsequent invoicing. Substantially all payments are collected within the Company's standard terms, which do not include any financing components. There have been no material impairment losses on accounts receivable for fiscal years 2025, 2024 or 2023. Contract assets and contract liabilities recorded in the Consolidated Balance Sheets were immaterial as of March 29, 2025 and March 30, 2024.

The Company invoices customers upon shipment and recognizes revenue in accordance with delivery terms. As of March 29, 2025, the Company had \$114.9 million in remaining unsatisfied performance obligations with an original duration greater than one year, of which the majority is expected to be recognized as income over the next 12 months.

The Company includes shipping charges billed to customers in "Revenue" and includes the related shipping costs in "Cost of goods sold" in the Consolidated Statements of Operations. Taxes assessed by government authorities on revenue-producing transactions, including tariffs, value-added taxes and excise taxes, are excluded from revenue in the Consolidated Statements of Operations.

The Company incurs commission expense that is incremental to obtaining contracts with customers. Sales commissions (which are recorded in the "Marketing and selling" expense line item in the Consolidated Statements of Operations) are expensed when incurred because such commissions are not owed until the performance obligation is satisfied, which coincides with the end of the contract term, and therefore, no remaining period exists over which to amortize the commissions.

Research and Development

The Company charges all research and development ("R&D") costs to expense as incurred.

Income Taxes

The Company accounts for income taxes under the liability method, which requires recognition of deferred tax assets and liabilities for the temporary differences between the financial reporting and tax basis of assets and liabilities and for tax carryforwards. Deferred tax assets and liabilities for each tax jurisdiction are measured using the enacted statutory tax rates in effect for the years in which the differences are expected to reverse. A valuation allowance is provided against deferred tax assets to the extent the Company determines it is more likely than not that some portion or all of its deferred tax assets will not be realized.

A more-likely-than-not recognition threshold is required to be met before the Company recognizes the benefit of an income tax position in its financial statements. The Company's policy is to recognize accrued interest and penalties, if incurred, on any unrecognized tax benefits as a component of income tax expense.

In accordance with ASC 740, "*Income Taxes*," the Company recognizes a deferred tax liability for income taxes on unremitted foreign earnings of foreign subsidiaries which the Company intends to repatriate. If the Company asserts that such earnings will be permanently reinvested, a deferred tax liability is not recognized related to such earnings. It is the Company's intent to repatriate all previously taxed earnings of foreign subsidiaries from outside the U.S.

Stock-Based Compensation

In accordance with ASC 718, "*Compensation – Stock Compensation*" ("ASC 718"), stock-based compensation cost is measured at the grant date, based on the estimated fair value of the awards. The fair value of employee stock purchase plan awards is estimated on the date of grant using a Black-Scholes pricing model based on the historical volatility, dividend yield, term and risk-free interest rate. The fair value per unit of each restricted stock unit is

Qorvo, Inc. and Subsidiaries
Notes to Consolidated Financial Statements (continued)

determined on the grant date using market price and is recognized as expense over the requisite service period based on awards ultimately expected to vest.

Foreign Currency Translation

The financial statements of foreign subsidiaries have been translated into U.S. dollars in accordance with ASC 830, "*Foreign Currency Matters*." The functional currency for most of the Company's international operations is the U.S. dollar. The functional currency for the remainder of the Company's foreign subsidiaries is the local currency. Assets and liabilities denominated in foreign currencies are translated using the exchange rates on the balance sheet dates. Revenue and expenses are translated using the weighted-average exchange rates throughout the year. Translation adjustments are shown separately as a component of "Accumulated other comprehensive loss" within "Stockholders' equity" in the Consolidated Balance Sheets. Foreign currency transaction gains or losses (transactions denominated in a currency other than the functional currency) are reported in "Other income, net" in the Consolidated Statements of Operations.

Supplemental Financial Information

The "Accrued liabilities" balance as of March 29, 2025 includes accrued compensation and benefits of \$89.7 million and accrued rebates of \$77.9 million. The "Accrued liabilities" balance as of March 30, 2024 includes accrued compensation and benefits of \$116.0 million and accrued rebates of \$106.9 million.

The "Other current liabilities" balance as of March 29, 2025 includes a liability of \$130.2 million for inventory subject to repurchase in connection with a supply agreement and income taxes payable of \$54.7 million. The "Other current liabilities" balance as of March 30, 2024 includes income taxes payable of \$59.9 million.

"Other income, net" includes \$47.1 million, \$38.3 million and \$21.1 million of interest income in fiscal years 2025, 2024 and 2023, respectively.

Recent Accounting Pronouncements

In November 2023, the Financial Accounting Standards Board (the "FASB") issued Accounting Standards Update ("ASU") 2023-07, "*Segment Reporting (Topic 280): Improvements to Reportable Segment Disclosures*", which requires enhanced disclosures related to significant segment expenses. The Company adopted this standard for the year ended March 29, 2025 retrospectively for all periods presented in the financial statements. Refer to Note 17 for additional information.

In December 2023, the FASB issued ASU 2023-09, "*Improvements to Income Tax Disclosures*" ("ASU 2023-09"), which requires enhanced disclosures related to income taxes. The amendments in this ASU require a public entity to disclose specified additional information in its income tax rate reconciliation and to provide additional information for reconciling items that meet a quantitative threshold. The amendments in this ASU will also require the Company to disaggregate its taxes paid disclosure by federal, state and foreign taxes, with further disaggregation required for significant individual jurisdictions. The provisions of ASU 2023-09 are effective for fiscal years beginning after December 15, 2024, with early adoption permitted. The Company is currently evaluating the effect this new standard will have on its fiscal 2026 disclosures.

2. CONCENTRATIONS OF CREDIT RISK

The Company's principal financial instrument subject to potential concentration of credit risk is accounts receivable, which is unsecured. The Company provides an allowance for doubtful accounts equal to estimated losses expected to be incurred in the collection of accounts receivable. The Company's trade receivables are evaluated on a collective (pool) basis and aggregated on the basis of similar risk characteristics, adjusting for broad-based economic indicators as well as customer-specific factors. The Company has adopted credit policies and standards intended to accommodate industry growth and inherent risk and believes that credit risks are moderated by the financial stability of its major customers, conservative payment terms and the Company's strict credit policies.

Qorvo, Inc. and Subsidiaries
Notes to Consolidated Financial Statements (continued)

The Company provides products to its largest end customer, Apple Inc., through sales to multiple contract manufacturers, which in the aggregate accounted for approximately 47%, 46% and 37% of total revenue in fiscal years 2025, 2024 and 2023, respectively. Samsung Electronics Co., Ltd., accounted for approximately 10%, 12% and 12% of total revenue in fiscal years 2025, 2024 and 2023, respectively. These customers primarily purchase radio frequency ("RF") solutions for a variety of mobile devices from the Company's ACG segment.

The Company's three largest accounts receivable balances comprised approximately 64% and 60% of aggregate gross accounts receivable as of March 29, 2025 and March 30, 2024, respectively.

3. INVENTORIES

The components of inventories, net of reserves, are as follows (in thousands):

	March 29, 2025	March 30, 2024
Raw materials	\$ 184,695	\$ 201,748
Work in process	322,814	347,175
Finished goods	133,483	161,632
Total inventories	<u>\$ 640,992</u>	<u>\$ 710,555</u>

4. BUSINESS DIVESTITURES

Silicon carbide power device business

In the second quarter of fiscal 2025, the Company determined that there was a more-likely-than-not expectation of divesting its silicon carbide ("SiC") power device business and impairment testing was triggered. The inventory and long-lived assets that were held and used by this business were reviewed for impairment in accordance with ASC 330 and ASC 360, "*Property, Plant and Equipment*" ("ASC 360"), respectively, resulting in inventory write-downs of \$13.7 million (for inventory expected to be disposed of) and impairments of intangible assets (primarily developed technology) of \$16.6 million. In addition, as the SiC power device business constituted a reporting unit, the goodwill of the reporting unit was also subject to an impairment assessment in accordance with ASC 350, and it was determined that the carrying value exceeded the fair value of this reporting unit, resulting in a goodwill impairment charge of approximately \$96.5 million (representing the entire goodwill assigned to this reporting unit).

In December 2024, the Company entered into a definitive agreement to divest its SiC power device business (the "SiC Disposal Group") and in January 2025, the sale was completed for net cash proceeds of approximately \$117.5 million. The sale of the SiC Disposal Group, which had a carrying value of \$90.6 million (subsequent to the total impairments recorded in the second quarter of fiscal 2025 of \$126.8 million), resulted in a gain of \$26.9 million, which is recorded in "Other operating expense" in the Consolidated Statements of Operations. The divestiture of the SiC Disposal Group did not meet the criteria to be reported as discontinued operations per ASC 205-20, "*Presentation of Financial Statements: Discontinued Operations*" ("ASC 205-20").

The cash received from the sale of the SiC Disposal Group is included in cash flows from investing activities in the Consolidated Statement of Cash Flows for the fiscal year ended March 29, 2025.

Refer to Note 6 for additional information regarding the impairment of goodwill and intangible assets and refer to Note 12 for information regarding additional charges associated with the sale of the SiC Disposal Group.

Assembly and test operations in Beijing and Dezhou

On December 16, 2023, the Company entered into a definitive agreement (the "Purchase Agreement") with Luxshare to divest its assembly and test operations in Beijing and Dezhou, China (the "China Disposal Group"). The China Disposal Group met the criteria to be classified as held for sale in accordance with ASC 360 in the fourth quarter of fiscal 2024. As the carrying value of the China Disposal Group exceeded the fair value less costs to sell, a loss of \$35.3 million (which included a goodwill write-off of \$22.0 million) was recorded in "Other operating expense" in the fiscal 2024 Consolidated Statement of Operations. The divestiture of the China Disposal Group did not meet the criteria to be reported as discontinued operations per ASC 205-20. As of March 30, 2024, the assets

Qorvo, Inc. and Subsidiaries
Notes to Consolidated Financial Statements (continued)

and the liabilities of the China Disposal Group classified as held for sale totaled \$159.3 million and \$88.4 million, respectively.

The Company completed the sale of its assembly and test operations in China on May 2, 2024 for a purchase price of approximately \$234.0 million, resulting in an incremental loss of \$6.0 million (which included an additional goodwill write-off of \$1.0 million) recorded in "Other operating expense" in the fiscal 2025 Consolidated Statement of Operations. The consideration received was for the cash on hand of the disposed business of \$29.0 million, the assets and liabilities of the China Disposal Group of \$76.0 million and inventory of \$129.0 million. The cash received for inventory related to inventory that the Company sold to Luxshare and is obligated to repurchase at a future date subsequent to the performance of assembly and test services by Luxshare pursuant to a supply agreement.

The cash received from the sale of the assets and liabilities of the China Disposal Group of \$76.0 million is included in cash flows from investing activities in the fiscal 2025 Consolidated Statement of Cash Flows, net of a \$20.0 million deposit received in fiscal 2024 upon execution of the Purchase Agreement (which was included in investing activities in the fiscal 2024 Consolidated Statement of Cash Flows). The net proceeds from the sale of inventory subject to repurchase by the Company is included in cash flows from financing activities in the fiscal 2025 Consolidated Statement of Cash Flows.

5. PROPERTY & EQUIPMENT

The components of property and equipment are as follows (in thousands):

	March 29, 2025	March 30, 2024
Land	\$ 23,039	\$ 23,039
Building and leasehold improvements	366,061	354,037
Machinery and equipment	2,159,937	2,091,268
Construction in progress	98,223	86,230
Total property and equipment, gross	2,647,260	2,554,574
Less accumulated depreciation	(1,845,365)	(1,683,592)
Total property and equipment, net	\$ 801,895	\$ 870,982

6. GOODWILL AND INTANGIBLE ASSETS

The changes in the carrying amount of goodwill for fiscal 2025 are as follows (in thousands):

	HPA	CSG	ACG	Total
Balance as of March 30, 2024 ⁽¹⁾	\$ 517,542	\$ 300,299	\$ 1,716,760	\$ 2,534,601
Goodwill impairment	(96,458)	(47,782)	—	(144,240)
Measurement period adjustments related to a fiscal 2024 acquisition	380	—	—	380
Goodwill written off related to sale of business ⁽²⁾	—	(200)	(800)	(1,000)
Balance as of March 29, 2025 ⁽¹⁾	\$ 421,464	\$ 252,317	\$ 1,715,960	\$ 2,389,741

(1) The Company's goodwill balance is presented net of accumulated impairment losses totaling \$1,047.6 million and \$903.4 million as of March 29, 2025 and March 30, 2024, respectively, which were recognized in fiscal years 2009, 2013, 2014, 2022, 2023, 2024 and 2025.

(2) Refer to Note 4 for additional information.

The Company operates under three segments with a total of six reporting units as of March 29, 2025.

In the second quarter of fiscal 2025, the Company determined that there was a more-likely-than-not expectation of divesting its SiC power device business, which constituted a reporting unit within the HPA segment, and impairment testing was triggered. The impairment testing resulted in impairments of goodwill and intangible assets (primarily developed technology) of approximately \$96.5 million and \$16.6 million, respectively, recorded in "Goodwill and

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Notes to Consolidated Financial Statements (continued)

intangible asset impairment" in the Consolidated Statement of Operations. The estimated fair values of the intangible assets and the reporting unit were determined using a market approach, and the significant inputs related to valuing these assets are classified as Level 3 in the fair value hierarchy. The Company completed the sale of its SiC power device business in January 2025. Refer to Note 4 for additional information.

In March 2025, the Company revised its long-term forecasts for its microelectromechanical system ("MEMS")-based sensing solutions business due to slower than expected market adoption of this technology into mobile handsets as compared to previous assumptions. As part of ongoing efforts to focus on opportunities that align with long-term profitability objectives, the Company began to seek strategic alternatives related to its MEMS-based sensing solutions business, which constitutes a reporting unit within the CSG segment. Given the future funding requirements necessary to further develop these solutions and achieve the desired results, the Company decided not to invest further in this business. Therefore, the Company determined that there was a more-likely-than-not expectation of divesting this reporting unit, and impairment testing was triggered. The impairment testing resulted in impairment charges to goodwill and intangible assets (developed technology) of approximately \$47.8 million and \$31.7 million, respectively, recorded in "Goodwill and intangible asset impairment" in the Consolidated Statement of Operations. The estimated fair values of the intangible assets and the reporting unit were determined using the income approach, and the significant inputs related to valuing these assets are classified as Level 3 in the fair value hierarchy.

In fiscal 2024, the Company recorded goodwill impairment charges totaling \$221.4 million for a reporting unit within the CSG segment as a result of the Company's interim goodwill impairment assessments. In fiscal 2023, the Company recorded a goodwill impairment charge of \$12.4 million related to the expected divestiture of its biotechnology business, which constituted a reporting unit within the CSG segment. These impairment charges are recorded in "Goodwill and intangible asset impairment" in the Consolidated Statements of Operations.

The following summarizes information regarding the gross carrying amounts and accumulated amortization of intangible assets (in thousands):

	March 29, 2025		March 30, 2024	
	Gross Carrying Amount	Accumulated Amortization	Gross Carrying Amount	Accumulated Amortization
Developed technology	\$ 627,038	\$ 427,366	\$ 903,089	\$ 484,347
Customer relationships	80,800	62,111	100,040	67,999
Technology licenses	74,976	29,876	54,869	6,525
Trade names	700	262	1,610	939
IPRD	9,579	N/A	9,585	N/A
Total ⁽¹⁾	<u>\$ 793,093</u>	<u>\$ 519,615</u>	<u>\$ 1,069,193</u>	<u>\$ 559,810</u>

(1) Amounts include the impact of foreign currency translation.

At the beginning of each fiscal year, the Company removes the gross asset and accumulated amortization amounts of intangible assets that have reached the end of their useful lives and have been fully amortized. Useful lives are estimated based on the expected economic benefit to be derived from the intangible assets. The gross carrying amounts and accumulated amortization of fully impaired intangible assets are written off at the time of impairment.

Total intangible assets amortization expense was \$133.6 million, \$127.9 million and \$132.4 million in fiscal years 2025, 2024 and 2023, respectively.

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Notes to Consolidated Financial Statements (continued)

The following table provides the Company's estimated amortization expense for intangible assets for the periods indicated (in thousands):

Fiscal Year	Estimated Amortization Expense
2026	\$ 108,000
2027	84,000
2028	37,000
2029	25,000
2030	13,000

7. INVESTMENTS AND FAIR VALUE OF FINANCIAL INSTRUMENTS

Invested funds under the Company's non-qualified deferred compensation plan are held in a rabbi trust and consist of mutual funds. The fair value of the mutual funds is calculated using the net asset value per share determined by quoted active market prices of the underlying investments and are considered Level 1 in the fair value hierarchy. The fair value of the mutual funds as of March 29, 2025 and March 30, 2024 was \$58.4 million and \$52.3 million, respectively.

8. LEASES

The Company leases certain of its corporate, manufacturing and other facilities from multiple third-party real estate developers. The Company also leases various machinery and office equipment. These operating leases expire at various dates through 2034, and some of these leases have renewal options, with the longest ranging up to two, ten-year periods.

Operating leases are classified in the Consolidated Balance Sheets as follows (in thousands):

	March 29, 2025	March 30, 2024
Other non-current assets	\$ 58,511	\$ 61,293
Other current liabilities	16,562	15,601
Other long-term liabilities	45,283	50,578

Details of operating leases are as follows (in thousands):

	Fiscal Year		
	2025	2024	2023
Operating lease expense	\$ 19,172	\$ 21,531	\$ 20,162
Short-term lease expense	8,342	7,359	7,798
Variable lease expense	4,243	5,323	5,386
Cash paid for amounts included in the measurement of operating lease liabilities	20,392	22,471	21,480
Right-of-use assets obtained in exchange for new operating lease liabilities	14,363	11,750	28,940

The weighted-average remaining lease term and weighted-average discount rate for operating leases are as follows:

	March 29, 2025	March 30, 2024
Weighted-average remaining lease term (years)	5.1	6.3
Weighted-average discount rate	4.27 %	4.02 %

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Notes to Consolidated Financial Statements (continued)

The aggregate future lease payments for operating leases as of March 29, 2025 are as follows (in thousands):

Fiscal Year	Lease Payments
2026	\$ 18,698
2027	15,578
2028	12,761
2029	7,040
2030	3,818
Thereafter	11,356
Total future lease payments	69,251
Less imputed interest	(7,406)
Present value of lease liabilities	\$ 61,845

9. DEBT

The following table summarizes the Company's outstanding debt (in thousands):

	March 29, 2025	March 30, 2024
1.750% senior notes due 2024	\$ —	\$ 439,738
4.375% senior notes due 2029	850,000	850,000
3.375% senior notes due 2031	700,000	700,000
Unamortized premium, discount and issuance costs, net	(785)	(1,726)
Total debt	1,549,215	1,988,012
Less current portion of debt	—	(438,740)
Total long-term debt	\$ 1,549,215	\$ 1,549,272

Credit Agreement

On April 23, 2024, the Company entered into a five-year unsecured senior credit facility pursuant to a credit agreement with Bank of America, N.A., as administrative agent, swing line lender and letter of credit issuer and a syndicate of lenders (the "Credit Agreement"), which replaced the previous credit agreement dated as of September 29, 2020. The Credit Agreement provides for a \$325.0 million senior revolving line of credit (the "Revolving Facility"). Up to \$25.0 million of the Revolving Facility may be used for the issuance of standby letters of credit, and up to \$10.0 million of the Revolving Facility may be used for swing line advances (i.e., short-term borrowings made available from the lead lender). The Company may request at any time that the Revolving Facility be increased by up to \$325.0 million, subject to securing additional funding commitments from existing or new lenders. The Revolving Facility is available to finance working capital, capital expenditures and other lawful corporate purposes. The initial maturity date of the Revolving Facility is April 23, 2029, which may be extended by up to two years by exercising extension options provided in the Credit Agreement.

At the Company's option, loans under the Credit Agreement bear interest at (i) the Applicable Rate (as defined in the Credit Agreement) plus Term SOFR (as defined in the Credit Agreement) or (ii) the Applicable Rate plus a rate equal to the highest of (a) the federal funds rate plus 0.50%, (b) the prime rate of Bank of America, N.A., or (c) Term SOFR plus 1.00% (the "Base Rate"). All swing line loans bear interest at a rate equal to the Applicable Rate plus the Base Rate. Term SOFR is the rate per annum equal to the forward-looking SOFR term rate for interest periods of one, three or six months, as selected by the Company, plus an adjustment of 0.10%. The Applicable Rate is determined by reference to a pricing grid based on the Consolidated Leverage Ratio (as defined in the Credit Agreement) or, at the option of the Company, the Debt Rating (as defined in the Credit Agreement). The Applicable Rate for Term SOFR loans ranges from 1.000% per annum to 1.750% per annum and the Applicable Rate for Base Rate loans ranges from 0.000% per annum to 0.750% per annum. Undrawn amounts under the Revolving Facility are subject to a commitment fee ranging from 0.125% to 0.275%. Interest for Term SOFR loans is payable at the end of each applicable interest period or at three-month intervals, if such interest period exceeds three months. Interest for Base Rate loans is payable quarterly in arrears. The Company pays a letter of credit fee equal to the

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Notes to Consolidated Financial Statements (continued)

Applicable Rate multiplied by the daily amount available to be drawn under any letter of credit, a fronting fee and any customary documentary and processing charges for any letter of credit issued under the Credit Agreement.

During fiscal 2025, there were no borrowings under the Revolving Facility.

The Credit Agreement contains various conditions, covenants and representations with which the Company must be in compliance in order to borrow funds and to avoid an event of default. As of March 29, 2025, the Company was in compliance with these covenants.

Senior Notes due 2024

On December 14, 2021, the Company issued \$500.0 million aggregate principal amount of its 1.750% senior notes due 2024 (the "2024 Notes"). The Company repurchased \$27.3 million and \$60.3 million of the principal amount of the 2024 Notes in fiscal years 2025 and 2024, respectively, plus accrued and unpaid interest, on the open market, and recognized net gains on debt extinguishment of \$0.6 million and \$1.8 million in fiscal years 2025 and 2024, respectively, which is included in "Other income, net" in the Consolidated Statements of Operations. The Company repaid the remaining principal balance of \$412.5 million of the 2024 Notes, plus accrued and unpaid interest, with cash on hand upon maturity in December 2024.

Interest paid on the 2024 Notes during fiscal years 2025, 2024 and 2023 was \$7.2 million, \$8.6 million and \$8.8 million, respectively.

Senior Notes due 2029

On September 30, 2019, the Company issued \$350.0 million aggregate principal amount of its 4.375% senior notes due 2029 (the "Initial 2029 Notes"). On December 20, 2019 and June 11, 2020, the Company issued an additional \$200.0 million and \$300.0 million, respectively, aggregate principal amount of such notes (together, the "Additional 2029 Notes" and collectively with the Initial 2029 Notes, the "2029 Notes"). The 2029 Notes will mature on October 15, 2029, unless earlier redeemed in accordance with their terms. The 2029 Notes are senior unsecured obligations of the Company and are guaranteed, jointly and severally, by certain of the Company's U.S. subsidiaries (the "Guarantors").

The Initial 2029 Notes were issued pursuant to an indenture, dated as of September 30, 2019, by and among the Company, the Guarantors and MUFG Union Bank, N.A., as trustee, and the Additional 2029 Notes were issued pursuant to supplemental indentures, dated as of December 20, 2019 and June 11, 2020 (such indenture and supplemental indentures, collectively, the "2019 Indenture"). The Company may redeem the 2029 Notes, in whole or in part, at the redemption prices specified in the 2019 Indenture, plus accrued and unpaid interest. The 2019 Indenture contains customary events of default, including payment default, exchange default, failure to provide certain notices thereunder and certain provisions related to bankruptcy events. The 2019 Indenture also contains customary negative covenants.

Interest is payable on the 2029 Notes on April 15 and October 15 of each year. Interest paid on the 2029 Notes during each of the fiscal years 2025, 2024 and 2023 was \$37.2 million.

Senior Notes due 2031

On September 29, 2020, the Company issued \$700.0 million aggregate principal amount of its 3.375% senior notes due 2031 (the "2031 Notes"). The 2031 Notes will mature on April 1, 2031, unless earlier redeemed in accordance with their terms. The 2031 Notes are senior unsecured obligations of the Company and are guaranteed, jointly and severally, by the Guarantors.

The 2031 Notes were issued pursuant to an indenture, dated as of September 29, 2020, by and among the Company, the Guarantors and MUFG Union Bank, N.A., as trustee (the "2020 Indenture"). The 2020 Indenture contains substantially the same customary events of default and negative covenants as the 2019 Indenture.

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Notes to Consolidated Financial Statements (continued)

At any time prior to April 1, 2026, the Company may redeem all or part of the 2031 Notes, at a redemption price equal to 100% of their principal amount, plus a "make whole" premium as of the redemption date and accrued and unpaid interest. In addition, at any time prior to April 1, 2026, the Company may redeem up to 40% of the original aggregate principal amount of the 2031 Notes with the proceeds of one or more equity offerings, at a redemption price equal to 103.375%, plus accrued and unpaid interest. Furthermore, at any time on or after April 1, 2026, the Company may redeem the 2031 Notes, in whole or in part, at the redemption prices specified in the 2020 Indenture, plus accrued and unpaid interest.

The 2031 Notes have not been and will not be registered under the Securities Act of 1933, as amended (the "Securities Act"), or any state securities laws, and may not be offered or sold in the United States absent an applicable exemption from the registration requirements of the Securities Act and applicable state securities laws.

Interest is payable on the 2031 Notes on April 1 and October 1 of each year. Interest paid on the 2031 Notes during fiscal years 2025, 2024 and 2023 was \$23.6 million, \$11.8 million and \$23.6 million, respectively.

Fair Value of Debt

The Company's debt is carried at amortized cost and is measured at fair value quarterly for disclosure purposes. The estimated fair value of the 2029 Notes and the 2031 Notes as of March 29, 2025 was \$812.8 million and \$613.5 million, respectively (compared to the outstanding principal amount of \$850.0 million and \$700.0 million, respectively). The estimated fair value of the 2024 Notes, the 2029 Notes and the 2031 Notes as of March 30, 2024 was \$426.9 million, \$797.6 million and \$603.8 million, respectively (compared to the outstanding principal amount of \$439.7 million, \$850.0 million and \$700.0 million, respectively). The Company considers its debt to be Level 2 in the fair value hierarchy. Fair values are estimated based on quoted market prices for identical or similar instruments. The 2029 Notes and the 2031 Notes currently trade over-the-counter and the fair values were estimated based upon the value of the last trade at the end of the period.

Interest Expense

During fiscal 2025, the Company recognized \$82.2 million of interest expense primarily related to the 2024 Notes, the 2029 Notes and the 2031 Notes, which was partially offset by \$3.9 million of interest capitalized to property and equipment. Interest expense in fiscal 2025 also includes financing costs related to certain inventory (subject to repurchase) in connection with a supply agreement. During fiscal 2024, the Company recognized \$72.1 million of interest expense primarily related to the 2024 Notes, 2029 Notes and the 2031 Notes, which was partially offset by \$2.9 million of interest capitalized to property and equipment. During fiscal 2023, the Company recognized \$72.3 million of interest expense primarily related to the 2024 Notes, the 2029 Notes and the 2031 Notes, which was partially offset by \$3.9 million of interest capitalized to property and equipment.

10. RETIREMENT BENEFIT PLANS

Defined Contribution Plans

The Company offers tax-beneficial retirement contribution plans to eligible employees in the U.S. and certain other countries. Eligible employees in certain countries outside of the U.S. are eligible to participate in stakeholder, group or national pension plans with differing eligibility and contributory requirements based on local and national regulations. U.S. employees are eligible to participate in the Company's fully qualified 401(k) plan 30 days after their date of hire. An employee may contribute and invest pretax and/or Roth dollars into the 401(k) plan up to the maximum legal limits (as defined by Federal regulations). Employer contributions to the 401(k) plan are made at the discretion of the Company's Board of Directors. Employees are immediately vested in their own contributions as well as employer matching contributions.

In total, the Company contributed \$23.5 million, \$20.3 million and \$18.8 million to its domestic and foreign defined contribution plans during fiscal years 2025, 2024 and 2023, respectively.

Qorvo, Inc. and Subsidiaries
Notes to Consolidated Financial Statements (continued)

Defined Benefit Pension Plans

The Company maintains two qualified defined benefit pension plans for its subsidiaries located in Germany. One of the plans is funded through a self-paid reinsurance program with assets valued at \$3.8 million as of March 29, 2025 and March 30, 2024 (included in "Other non-current assets" in the Consolidated Balance Sheets). The pension benefit obligations of both plans were \$9.2 million and \$9.6 million as of March 29, 2025 and March 30, 2024, respectively, which is included in "Accrued liabilities" and "Other long-term liabilities" in the Consolidated Balance Sheets. The benefit obligations for the plans are calculated annually by an independent actuary and require the use of significant judgment including assumptions based on local economic conditions. The net periodic benefit cost was approximately \$0.5 million for fiscal years 2025, 2024 and 2023.

Non-Qualified Deferred Compensation Plan

Certain employees and members of the Board of Directors are eligible to participate in the Company's Non-Qualified Deferred Compensation Plan ("NQDC Plan"). The NQDC Plan provides eligible participants the opportunity to defer and invest a specified percentage of their cash compensation. The NQDC Plan is a non-qualified plan that is maintained in a rabbi trust, which restricts the Company's use and access to the assets held but is subject to the claims of the Company's general creditors in the event that the Company becomes insolvent. The amount of compensation to be deferred by each participant is based on their own elections and is adjusted for any investment changes that the participant directs. This plan does not provide for employer contributions. The deferred compensation obligation and the fair value of the investments held in the rabbi trust were \$58.4 million and \$52.3 million as of March 29, 2025 and March 30, 2024, respectively. The current portion of the deferred compensation obligation and fair value of the assets held in the rabbi trust were \$2.9 million and \$2.3 million as of March 29, 2025 and March 30, 2024, respectively, and are included in "Other current assets" and "Accrued liabilities" in the Consolidated Balance Sheets. The non-current portion of the deferred compensation obligation and fair value of the assets held in the rabbi trust were \$55.5 million and \$50.0 million as of March 29, 2025 and March 30, 2024, respectively, and are included in "Other non-current assets" and "Other long-term liabilities" in the Consolidated Balance Sheets. Fluctuations in the market value of the investments held in the rabbi trust result in the recognition of an investment gain or loss and deferred compensation expense or income. The change in the market value of the assets and the corresponding deferred compensation expense are recognized in "Other income, net" and "Other operating expenses," respectively, in the Consolidated Statements of Operations.

11. COMMITMENTS AND CONTINGENT LIABILITIES**Purchase Obligations**

The Company's purchase obligations include noncancelable purchases of materials, manufacturing services and equipment and software, with the majority of payments due within the next 12 months. The majority of noncancelable purchase obligations are not recorded as liabilities in the Consolidated Balance Sheet because the Company has not received the related goods or services as of March 29, 2025.

Legal Matters

The Company is involved in various legal proceedings and claims that have arisen in the ordinary course of business that have not been fully adjudicated. The Company accrues a liability for legal contingencies when it believes that it is both probable that a liability has been incurred and the amount of the loss can be reasonably estimated. The Company regularly evaluates developments in its legal matters that could affect the amount of the previously accrued liability and records adjustments as appropriate. Although it is not possible to predict with certainty the outcome of the unresolved legal matters, it is the opinion of management that these matters will not, individually or in the aggregate, have a material adverse effect on the Company's consolidated financial position or results of operations. The aggregate range of reasonably possible losses in excess of accrued liabilities, if any, associated with these unresolved legal matters is not material.

Qorvo, Inc. and Subsidiaries
Notes to Consolidated Financial Statements (continued)

12. RESTRUCTURING

2025 Restructuring Initiatives

In fiscal 2025, the Company initiated actions to reduce operating expenses, streamline its manufacturing footprint and focus on opportunities that align with its long-term profitability objectives (the "2025 Restructuring Initiatives"). As part of these actions, the Company determined in the second quarter of fiscal 2025 that there was a more-likely-than-not expectation of divesting its SiC power device business and impairment testing was triggered, which resulted in inventory write-downs of \$13.7 million (for inventory expected to be disposed of, which is recorded in "Cost of goods sold" in the Consolidated Statement of Operations), impairment of intangible assets of \$16.6 million and a goodwill impairment charge of approximately \$96.5 million. The sale of the SiC power device business was completed in the fourth quarter of fiscal 2025, which resulted in a gain of \$26.9 million.

In addition, the Company took actions in the third quarter of fiscal 2025 to streamline its manufacturing footprint and reduce operating expenses, which included workforce reductions primarily targeting the Company's mass-market Android business and the cancellation of certain multiyear projects to update the Company's core business systems. In accordance with ASC 420, "*Exit or Disposal Cost Obligations*," the Company recorded \$6.4 million related to the termination of a contract before the end of its term, \$27.7 million for costs that will continue to be incurred under a contract for its remaining term without economic benefit to the Company and asset impairments of \$15.8 million related to the write-off of capitalized software costs in accordance with ASC 360 (all of which are included in "Other operating expense" in the Consolidated Statement of Operations).

In the fourth quarter of fiscal 2025, the Company began to seek strategic alternatives related to its MEMS-based sensing solutions business. Given the future funding requirements necessary to further develop these solutions and achieve the desired results, the Company decided not to invest further in this business. Therefore, the Company determined that there was a more-likely-than-not expectation of divesting the MEMS-based sensing solutions business, and impairment testing was triggered. The impairment testing resulted in impairment charges to goodwill and intangible assets of approximately \$47.8 million and \$31.7 million, respectively.

Refer to Note 4 for additional information regarding the divestiture of the SiC power device business and Note 6 for additional information regarding the impairment of goodwill and intangible assets.

During fiscal 2026, the Company expects to incur additional charges associated with the 2025 Restructuring Initiatives of approximately \$15.0 million to \$20.0 million, primarily related to employee termination benefits and legal and consulting fees.

The following table summarizes the charges resulting from the 2025 Restructuring Initiatives (in thousands):

	Fiscal 2025			
	Cost of Goods Sold	Goodwill and Intangible Asset Impairment	Other Operating Expense	Total
Contract termination and other costs	\$ 11,622	\$ —	\$ 43,443	\$ 55,065
Asset impairments and gain on sale of business ⁽¹⁾	14,359	192,569	(10,914)	196,014
One-time employee termination benefits	—	—	7,788	7,788
Total	<u>\$ 25,981</u>	<u>\$ 192,569</u>	<u>\$ 40,317</u>	<u>\$ 258,867</u>

(1) "Other Operating Expense" includes a gain on sale of the SiC power device business.

Qorvo, Inc. and Subsidiaries
Notes to Consolidated Financial Statements (continued)

The following table summarizes the liability activity related to the 2025 Restructuring Initiatives (in thousands):

	One-Time Employee Termination Benefits	Contract Termination and Other Costs	Total
Accrued restructuring balance as of March 30, 2024	\$ —	\$ —	\$ —
Costs incurred and charged to expense	7,788	43,443	51,231
Cash payments	(7,311)	(12,955)	(20,266)
Accrued restructuring balance as of March 29, 2025	<u>\$ 477</u>	<u>\$ 30,488</u>	<u>\$ 30,965</u>

The Company incurred additional immaterial legal fees and other costs in fiscal 2025 in connection with other miscellaneous restructuring initiatives.

2024 Restructuring Initiative

In the third quarter of fiscal 2024 the Company entered into a definitive agreement with Luxshare to divest its assembly and test operations in Beijing and Dezhou, China. The sale of these operations (the "2024 Restructuring Initiative") was completed in the first quarter of fiscal 2025 (refer to Note 4 for additional information).

The following tables summarize, by fiscal year, the charges resulting from the 2024 Restructuring Initiative (in thousands):

	Fiscal 2025		
	Cost of Goods Sold	Other Operating Expense	Total
Contract termination and other costs	\$ —	\$ 4,309	\$ 4,309
Asset impairment costs	1,754	5,718	7,472
One-time employee termination benefits	—	6,484	6,484
Total	<u>\$ 1,754</u>	<u>\$ 16,511</u>	<u>\$ 18,265</u>

	Fiscal 2024		
	Cost of Goods Sold	Other Operating Expense	Total
Contract termination and other costs	\$ —	\$ 7,213	\$ 7,213
Asset impairment costs	1,213	35,733	36,946
One-time employee termination benefits	—	8,887	8,887
Total	<u>\$ 1,213</u>	<u>\$ 51,833</u>	<u>\$ 53,046</u>

As of March 29, 2025, the Company has recorded cumulative expenses of approximately \$11.5 million, \$44.4 million and \$15.4 million for contract termination and other costs, asset impairment costs, and one-time employee termination benefits, respectively, as a result of the 2024 Restructuring Initiative. The Company does not expect to incur additional material charges related to the 2024 Restructuring Initiative.

Qorvo, Inc. and Subsidiaries
Notes to Consolidated Financial Statements (continued)

The following table summarizes the liability activity related to the 2024 Restructuring Initiative (in thousands):

	One-Time Employee Termination Benefits	Contract Termination and Other Costs	Total
Accrued restructuring balance, April 1, 2023	\$ —	\$ —	\$ —
Costs incurred and charged to expense	8,887	7,213	16,100
Cash payments	(1,455)	(3,133)	(4,588)
Accrued restructuring balance, March 30, 2024	\$ 7,432	\$ 4,080	\$ 11,512
Costs incurred and charged to expense	6,484	4,309	10,793
Cash payments	(12,512)	(8,156)	(20,668)
Accrued restructuring balance, March 29, 2025	\$ 1,404	\$ 233	\$ 1,637

2023 Restructuring Initiatives

During fiscal 2023, the Company initiated actions to improve efficiencies in its operations and further align the organization with its strategic objectives, which primarily included seeking strategic alternatives related to its biotechnology business (the "2023 Restructuring Initiatives" and, together with the 2025 Restructuring Initiatives and the 2024 Restructuring Initiative, the "Restructuring Initiatives"). The Company completed the sale of its biotechnology business in the third quarter of fiscal 2024.

The Company incurred immaterial costs in fiscal 2025 as a result of the 2023 Restructuring Initiatives.

The following tables summarize, by fiscal year, the charges resulting from the 2023 Restructuring Initiatives (in thousands):

	Fiscal 2024		
	Cost of Goods Sold	Other Operating Expense	Total
Contract termination and other costs	\$ 19,028	\$ 4,244	\$ 23,272
Asset impairment costs	2,159	9,307	11,466
One-time employee termination benefits	—	2,681	2,681
Total	\$ 21,187	\$ 16,232	\$ 37,419

	Fiscal 2023			
	Cost of Goods Sold	Goodwill Impairment	Other Operating Expense	Total
Contract termination and other costs	\$ 3,600	\$ —	\$ 19,183	\$ 22,783
Asset impairment costs	43,004	12,411	45,422	100,837
One-time employee termination benefits	—	—	2,885	2,885
Total	\$ 46,604	\$ 12,411	\$ 67,490	\$ 126,505

As of March 29, 2025, the Company has recorded cumulative expenses of approximately \$46.5 million, \$99.9 million, \$12.4 million and \$5.9 million for contract termination and other costs, asset impairment costs, goodwill impairment charges, and one-time employee termination benefits, respectively, as a result of the 2023 Restructuring Initiatives. The Company does not expect to incur additional material charges related to the 2023 Restructuring Initiatives.

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Notes to Consolidated Financial Statements (continued)

The following table summarizes the liability activity related to the 2023 Restructuring Initiatives (in thousands):

	One-Time Employee Termination Benefits	Contract Termination and Other Costs	Total
Accrued restructuring balance, April 1, 2023	\$ —	\$ 5,248	\$ 5,248
Costs incurred and charged to expense	2,681	23,272	25,953
Cash payments	(2,334)	(19,212)	(21,546)
Accrued restructuring balance, March 30, 2024	\$ 347	\$ 9,308	\$ 9,655
Costs incurred and charged to expense	321	468	789
Cash payments	(668)	(9,585)	(10,253)
Accrued restructuring balance, March 29, 2025	\$ —	\$ 191	\$ 191

13. INCOME TAXES

Income before income taxes consists of the following components (in thousands):

	Fiscal Year		
	2025	2024	2023
United States	\$ (405,546)	\$ (281,790)	\$ (466,070)
Foreign	471,445	355,350	590,699
Total	\$ 65,899	\$ 73,560	\$ 124,629

The components of the income tax provision are as follows (in thousands):

	Fiscal Year		
	2025	2024	2023
Current tax (expense) benefit:			
Federal	\$ (19,482)	\$ (36,155)	\$ (21,704)
State	(92)	(232)	(488)
Foreign	(75,447)	(88,090)	(65,430)
	(95,021)	(124,477)	(87,622)
Deferred tax (expense) benefit:			
Federal	91,101	(6,532)	60,351
State	(49)	1,090	2,371
Foreign	(6,315)	(13,963)	3,423
	84,737	(19,405)	66,145
Total	\$ (10,284)	\$ (143,882)	\$ (21,477)

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Notes to Consolidated Financial Statements (continued)

A reconciliation of the provision for income taxes to income tax expense computed by applying the statutory federal income tax rate to pre-tax income for fiscal years 2025, 2024 and 2023 is as follows (dollars in thousands):

	Fiscal Year					
	2025		2024		2023	
	Amount	Percentage	Amount	Percentage	Amount	Percentage
Income tax expense at statutory federal rate	\$ (13,839)	21.0 %	\$ (15,448)	21.0 %	\$ (26,172)	21.0 %
(Increase) decrease resulting from:						
State benefit (expense), net of federal impact	4,448	(6.7)	(1,028)	1.4	2,259	(1.8)
Tax credits	61,037	(92.6)	67,726	(92.1)	97,809	(78.5)
Effect of changes in income tax rate applied to net deferred tax assets	657	(1.0)	(150)	0.2	(950)	0.8
Foreign tax rate difference	60,131	(91.2)	46,102	(62.7)	73,491	(59.0)
Foreign permanent differences and related items	2,342	(3.6)	(5,540)	7.5	(10,852)	8.7
Change in valuation allowance	(12,812)	19.4	(7,537)	10.2	385	(0.3)
Expiration of state and foreign attributes	(2,444)	3.7	(1,947)	2.6	(1,962)	1.6
Stock-based compensation	(13,054)	19.8	(10,696)	14.5	(9,036)	7.2
Tax reserve adjustments	10,950	(16.6)	(8,451)	11.5	(9,437)	7.6
U.S. tax on foreign earnings, including GILTI & FDII	(76,394)	115.9	(129,692)	176.4	(128,708)	103.3
Tax on unremitted foreign earnings	2,038	(3.1)	(3,283)	4.5	(402)	0.3
Restructuring-related adjustments ⁽³⁾	(32,390)	49.2	(42,715)	58.1	(2,606)	2.1
Impairments and acquisition related adjustments	—	—	(31,717)	43.2	(3,089)	2.4
Other income tax (expense) benefit	(954)	1.4	494	(0.7)	(2,207)	1.8
	<u>\$ (10,284)</u>	<u>15.6 %</u>	<u>\$ (143,882)</u>	<u>195.6 %</u>	<u>\$ (21,477)</u>	<u>17.2 %</u>

(1) The Global Intangible Low-Taxed Income ("GILTI") and Foreign-Derived Intangible Income ("FDII") provisions became effective for the Company in fiscal 2019, at which time the Company elected to treat taxes due on future GILTI inclusions in U.S. taxable income as a period cost.

(2) Beginning in fiscal 2023 and as required by the Tax Cuts and Jobs Act, the Company was required to capitalize and amortize R&D expenses which were previously expensed for U.S. tax purposes.

(3) Includes the tax impacts of impairments and other costs associated with the Restructuring Initiatives, as well as all other tax consequences of the Restructuring Initiatives (refer to Note 12 for additional information).

Other tax consequences include impacts to tax reserves, valuation allowances, tax on remittances, and other related adjustments.

Deferred income taxes reflect the net tax effects of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the basis used for income tax purposes. The deferred income tax assets and liabilities are measured in each taxing jurisdiction using the enacted tax rates and laws that will be in effect when the differences are expected to reverse.

Qorvo, Inc. and Subsidiaries
Notes to Consolidated Financial Statements (continued)

Significant components of the Company's net deferred income taxes are as follows (in thousands):

	March 29, 2025	March 30, 2024
Deferred income tax assets:		
Capitalized research and development expenses	\$ 96,198	\$ 60,875
Research and other tax credits	42,066	54,681
Employee benefits	34,335	28,225
Capital loss carryforwards	29,334	—
Net operating loss carryforwards	25,045	25,563
Inventories	17,485	16,290
Lease liabilities	13,713	14,395
Other	14,012	12,898
Total deferred income tax assets	272,188	212,927
Valuation allowance	(85,722)	(43,636)
Total deferred income tax assets, net of valuation allowance	\$ 186,466	\$ 169,291
Deferred income tax liabilities:		
Property and equipment	\$ (34,912)	\$ (48,139)
Intangible assets	(34,289)	(71,912)
Right-of-use assets	(12,985)	(13,301)
Accrued tax on unremitted foreign earnings	(8,701)	(40,912)
Other	(4,948)	(3,834)
Total deferred income tax liabilities	(95,835)	(178,098)
Net deferred income tax asset (liability)	\$ 90,631	\$ (8,807)
Amounts included in the Consolidated Balance Sheets:		
Other non-current assets	\$ 101,439	\$ 25,400
Other long-term liabilities	(10,808)	(34,207)
Net deferred income tax asset (liability)	\$ 90,631	\$ (8,807)

The Company has recorded a valuation allowance against certain U.S. and foreign deferred tax assets as of March 29, 2025 and March 30, 2024. These valuation allowances were established based upon management's opinion that it is more likely than not (a likelihood of more than 50 percent) that the benefit of these deferred tax assets will not be realized.

The valuation allowance against deferred tax assets increased in fiscal 2025 by \$42.1 million and is primarily attributable to the valuation allowance against federal and state capital loss carryforwards of \$29.3 million, which is presented as a component of the restructuring-related adjustments in the reconciliation of income tax expense.

Qorvo, Inc. and Subsidiaries
Notes to Consolidated Financial Statements (continued)

The components of the change in valuation allowances and ending balances are as follows (in thousands):

	Fiscal Year		
	2025	2024	2023
Beginning valuation allowance	\$ 43,636	\$ 35,896	\$ 36,281
Charged (credited) to income tax provision:			
Domestic tax attributes and deferred tax assets	33,344	(3,367)	583
Foreign tax attributes and deferred tax assets	8,802	10,904	(968)
Translation and other charges ⁽¹⁾	(60)	203	—
Ending valuation allowance	<u>\$ 85,722</u>	<u>\$ 43,636</u>	<u>\$ 35,896</u>
Components of ending valuation allowance:			
Domestic deferred tax assets	\$ 65,769	\$ 32,406	\$ 35,570
Foreign deferred tax assets	19,953	11,230	326
Valuation allowance	<u>\$ 85,722</u>	<u>\$ 43,636</u>	<u>\$ 35,896</u>

(1) Charges outside of income tax primarily relate to purchase accounting adjustments.

As of March 29, 2025, the Company had federal tax loss carryforwards of approximately \$30.4 million, some of which expire in fiscal years 2026 to 2038, and state tax loss carryforwards of approximately \$98.5 million, some of which expire in fiscal years 2026 to 2044, the remainders of which will carry forward indefinitely. Federal research credits of \$72.4 million expire in fiscal years 2043 to 2045, and a portion of the Company's state research credits of \$71.5 million expire in fiscal years 2026 to 2043, while the remainder carry forward indefinitely. The Company had foreign tax loss carryforwards of \$86.0 million as of March 29, 2025, some of which expire in fiscal years 2026 to 2035. Each tax loss carryforward and tax credit expire only if unused prior to their respective expiration date. The utilization of acquired domestic tax assets is subject to certain annual limitations as required under Section 382 of the Internal Revenue Code of 1986, as amended, and similar state income tax provisions.

The Company currently operates in numerous international jurisdictions, which expose the Company to taxation in various regions. The Company continually evaluates its global cash needs and has historically asserted that some of its unremitted earnings were permanently reinvested. In fiscal 2024, as a result of the Company's divestiture of its assembly and test operations in China (refer to Note 4 for additional information), it was determined the Company could no longer support its permanent reinvestment assertion on related, unremitted earnings. As a result, the Company is not permanently reinvested on earnings of its foreign subsidiaries which have been subject to U.S. federal taxation and has recognized a corresponding deferred tax liability for the estimated tax that would be incurred upon repatriation.

The Company has foreign subsidiaries with tax holiday agreements in Costa Rica and Singapore. These tax holiday agreements have varying rates and expire in December 2027 and December 2031, respectively. Incentives from these countries are subject to the Company meeting certain employment and investment requirements. Relative to the statutory tax rate, income tax expense decreased by \$54.0 million (an impact of approximately \$0.57 per basic and diluted share) in fiscal 2025 and \$57.2 million (an impact of approximately \$0.59 per basic and diluted share) in fiscal 2024 as a result of these agreements.

The Company's gross unrecognized tax benefits totaled \$145.7 million, \$158.9 million and \$152.3 million as of March 29, 2025, March 30, 2024 and April 1, 2023, respectively. Of these amounts, \$139.6 million, \$152.6 million and \$145.9 million as of March 29, 2025, March 30, 2024 and April 1, 2023, respectively, represent the amounts of unrecognized tax benefits that, if recognized, would impact the effective tax rate in each of the fiscal years.

The Company's gross unrecognized tax benefits decreased from \$158.9 million as of March 30, 2024 to \$145.7 million as of March 29, 2025, primarily due to the expiration of statute of limitations on prior-year positions and reductions related to the divestiture of the SiC Disposal Group and the China Disposal Group, partially offset by increases in current year tax positions.

Qorvo, Inc. and Subsidiaries
Notes to Consolidated Financial Statements (continued)

A summary of the changes in the amount of gross unrecognized tax benefits is as follows (in thousands):

	Fiscal Year		
	2025	2024	2023
Beginning balance	\$ 158,899	\$ 152,331	\$ 144,055
Additions based on positions related to current year	16,696	5,298	9,718
Additions for tax positions in prior years	1,593	2,280	2,467
Reductions for tax positions in prior years	(536)	(2,416)	(356)
Expiration of statute of limitations	(24,983)	(436)	(3,546)
Other (reductions) additions ⁽¹⁾	(5,952)	1,842	(7)
Ending balance	\$ 145,717	\$ 158,899	\$ 152,331

(1) Relates to divestitures and purchase accounting related adjustments.

It is the Company's policy to recognize interest and penalties related to uncertain tax positions as a component of income tax expense. During fiscal years 2025, 2024 and 2023, the Company recognized \$2.2 million, \$3.5 million and \$0.9 million, respectively, of interest and penalties related to uncertain tax positions. Accrued interest and penalties related to unrecognized tax benefits totaled \$7.5 million, \$5.3 million and \$1.9 million as of March 29, 2025, March 30, 2024 and April 1, 2023, respectively.

The unrecognized tax benefits of \$145.7 million and accrued interest and penalties of \$7.5 million as of March 29, 2025 are recorded in the Consolidated Balance Sheet as a \$49.5 million other long-term liability, with the balance reducing the carrying value of the gross deferred tax assets.

Due to uncertainties regarding the timing of examinations and the amount of settlements that may be paid, if any, to tax authorities, the Company believes it is reasonably possible that \$2.2 million of gross unrecognized tax benefits will be reduced within the next 12 months.

The Company files a consolidated U.S. federal income tax return, as well as separate and combined income tax returns in numerous state and international jurisdictions. The Company's fiscal 2021 U.S. federal and state tax returns and subsequent tax years remain open for examination, as well as all attributes brought forward into those years. The Company is also subject to examination by various international tax authorities. The tax years subject to examination vary by jurisdiction.

14. NET INCOME (LOSS) PER SHARE

The following table sets forth the computation of basic and diluted net income (loss) per share (in thousands, except per share data):

	Fiscal Year		
	2025	2024	2023
Numerator:			
Numerator for basic and diluted net income (loss) per share — net income (loss) available to common stockholders	\$ 55,615	\$ (70,322)	\$ 103,152
Denominator:			
Denominator for basic net income (loss) per share — weighted-average shares	94,586	97,557	102,206
Effect of dilutive securities:			
Stock-based awards	864	—	813
Denominator for diluted net income (loss) per share — adjusted weighted-average shares and assumed conversions	95,450	97,557	103,019
Basic net income (loss) per share	\$ 0.59	\$ (0.72)	\$ 1.01
Diluted net income (loss) per share	\$ 0.58	\$ (0.72)	\$ 1.00

Qorvo, Inc. and Subsidiaries
Notes to Consolidated Financial Statements (continued)

In the computation of diluted net income per share for fiscal 2025, approximately 1.0 million shares of outstanding stock-based awards were excluded because the effect of their inclusion would have been anti-dilutive. In the computation of net loss per share for fiscal 2024, approximately 1.5 million shares of outstanding stock-based awards were excluded because the effect of their inclusion would have been anti-dilutive. In the computation of diluted net income per share for fiscal 2023, approximately 0.8 million shares of outstanding stock-based awards were excluded because the effect of their inclusion would have been anti-dilutive.

15. STOCK-BASED COMPENSATION

Total pre-tax stock-based compensation expense recognized in the Consolidated Statements of Operations was \$136.3 million, \$120.8 million and \$105.6 million for fiscal years 2025, 2024 and 2023, respectively. The net tax benefit realized for the tax deduction from stock-based compensation was \$17.3 million, \$16.2 million and \$14.5 million, for fiscal years 2025, 2024 and 2023, respectively.

Equity Incentive Award Plans

2012 Stock Incentive Plan – Qorvo, Inc.

The 2012 Stock Incentive Plan (the "2012 Plan") was assumed by the Company in connection with the Business Combination and reapproved by the Company's stockholders on August 8, 2017 for purposes of Section 162(m) of the Internal Revenue Code. Under the 2012 Plan, the Company was permitted to grant stock options and other types of equity incentive awards, such as stock appreciation rights, restricted stock awards, performance shares and performance units. No further awards can be granted under this plan.

2013 Incentive Plan – Qorvo, Inc.

Effective upon the closing of the Business Combination, the Company assumed the TriQuint, Inc. 2013 Incentive Plan (the "2013 Incentive Plan"), originally adopted by TriQuint, allowing the Company to issue awards under this plan. The 2013 Incentive Plan replaced the TriQuint 2012 Incentive Plan and provided for the grant of stock options, restricted stock units, stock appreciation rights and other stock or cash awards to employees, officers, directors, consultants, agents, advisors and independent contractors of TriQuint and its subsidiaries and affiliates who were such prior to the Business Combination or who became employed by the Company or its affiliates after the closing of the Business Combination. No further awards can be granted under this plan.

2022 Stock Incentive Plan – Qorvo, Inc.

The Company currently grants equity-based awards to eligible employees, directors and independent contractors under the 2022 Stock Incentive Plan (the "2022 Plan"), which was approved by the Company's stockholders on August 9, 2022. Under the 2022 Plan, the Company is permitted to grant awards, such as restricted stock units, restricted stock awards, performance shares, performance units, stock options, stock appreciation rights and phantom stock awards, to eligible participants. The maximum number of shares issuable under the 2022 Plan may not exceed 4.5 million shares (subject to adjustment for anti-dilution purposes). As of March 29, 2025, approximately 1.7 million shares were available for issuance under the 2022 Plan.

Restricted Stock Units

Restricted stock units ("RSUs") granted by the Company in fiscal years 2025, 2024 and 2023 are either service-based or performance-based. Service-based RSUs generally vest over a four-year period from the grant date. Performance-based awards are comprised of corporate objective-based awards and gross margin-based awards. Corporate objective-based awards are earned based on Company achievement of specific performance targets and, if earned, generally vest one-half when earned and the remaining balance vests in equal installments over each of the following two years. Gross margin-based awards are earned based on Company achievement of gross margin targets and, if earned, generally vest when earned. RSUs granted to non-employee directors generally vest over a one-year period from the grant date. In fiscal 2025, each non-employee director was eligible to receive an annual grant of RSUs.

The RSUs granted to certain officers of the Company generally will, in the event of the officer's termination other than for cause and subject to the officer executing certain agreements in favor of the Company, continue to vest pursuant to the same vesting schedule as if the officer had remained an employee of the Company and, as a result,

Qorvo, Inc. and Subsidiaries
Notes to Consolidated Financial Statements (continued)

these awards are expensed at grant date. In fiscal 2025, stock-based compensation of \$38.5 million was recognized upon the grant of 0.1 million service-based RSUs and 0.3 million performance-based RSUs to certain officers of the Company.

The fair value per unit of each RSU is determined on the grant date, and the compensation expense is based on awards ultimately expected to vest. The Company has elected to estimate forfeitures at the time of grant and if actual forfeitures differ from those estimates, the Company revises the estimates in subsequent periods. Based upon historical pre-vesting forfeiture experience, the Company assumed an annualized forfeiture rate of 1.4% for restricted stock units.

A summary of activity with respect to RSUs under the Company's director and employee stock plans follows:

	RSUs (in thousands)	Weighted-Average Grant-Date Fair Value
Unvested balance as of March 31, 2024	2,224	\$ 111.32
Granted	1,703	98.00
Vested	(931)	116.20
Forfeited	(176)	109.24
Unvested balance as of March 29, 2025	2,820	102.45

As of March 29, 2025, total remaining unearned compensation cost related to unvested RSUs was \$186.8 million, which will be amortized over the weighted-average remaining service period of approximately 1.4 years.

The total intrinsic value of RSUs that vested during fiscal years 2025, 2024 and 2023 was \$96.3 million, \$85.8 million and \$74.1 million, respectively, based upon the fair market value of the Company's common stock on the vesting date. The Company settles RSUs with newly issued shares of the Company's common stock. For the majority of RSUs, shares are issued on the vesting date net of the amount of shares needed to satisfy statutory tax withholding obligations to be paid by the Company on behalf of the employees. As a result, the actual number of shares issued will be fewer than the number of RSUs unvested.

Employee Stock Purchase Plan

Effective upon closing of the Business Combination, the Company assumed the TriQuint Employee Stock Purchase Plan (the "ESPP"), which is intended to qualify as an "employee stock purchase plan" under Section 423 of the Internal Revenue Code. All regular full-time employees of the Company (including officers) and all other employees who meet the eligibility requirements of the plan may participate in the ESPP. The ESPP provides eligible employees an opportunity to acquire the Company's common stock at 85% of the lower of the closing price per share of the Company's common stock on the first or last day of each six-month purchase period. As of March 29, 2025, 1.7 million shares were available for future issuance under this plan. The Company makes no cash contributions to the ESPP but bears the expenses of its administration. The Company issued 0.5 million shares under the ESPP in fiscal 2025, 0.5 million shares in fiscal 2024 and 0.3 million shares in fiscal 2023.

Cash received from participation in the employee stock purchase plan (excluding accrued unremitted employee funds) was approximately \$34.2 million for fiscal 2025 and is reflected in cash flows from financing activities in the Consolidated Statement of Cash Flows. The Company settles employee stock purchase plan purchases with newly issued shares of the Company's common stock. The fair value of each award is estimated on the date of grant using a Black-Scholes pricing model based on the historical volatility, dividend yield, term and risk-free interest rate.

Qorvo, Inc. and Subsidiaries
Notes to Consolidated Financial Statements (continued)

16. STOCKHOLDERS' EQUITY

Stock Repurchase

On November 2, 2022, the Company announced that its Board of Directors authorized a share repurchase program to repurchase up to \$2.0 billion of the Company's outstanding common stock, which included the remaining authorized dollar amount under a prior program terminated concurrent with the new authorization.

Under this program, share repurchases are made in accordance with applicable securities laws on the open market or in privately negotiated transactions. The extent to which the Company repurchases its shares, the number of shares and the timing of any repurchases depends on general market conditions, regulatory requirements, alternative investment opportunities and other considerations. The program does not require the Company to repurchase a minimum number of shares, does not have a fixed term, and may be modified, suspended or terminated at any time without prior notice. As of January 1, 2023, the Company's share repurchases in excess of issuances are subject to a 1% excise tax enacted by the Inflation Reduction Act. The excise tax is recognized as part of the cost basis of shares acquired in the Consolidated Statements of Stockholders' Equity.

During fiscal years 2025, 2024 and 2023, the Company repurchased approximately 4.0 million shares, 4.0 million shares and 8.7 million shares of its common stock, respectively, for approximately \$358.8 million, \$403.0 million and \$862.2 million, respectively (including transaction costs and excise tax, as applicable) under the prior and current share repurchase programs. As of March 29, 2025, approximately \$948.7 million remains authorized for repurchases under the current share repurchase program.

Common Stock Reserved For Future Issuance

As of March 29, 2025, the Company had reserved a total of approximately 6.1 million of its authorized 405.0 million shares of common stock for possible future issuance as follows (in thousands):

Company stock incentive plans	1,662
Employee stock purchase plan	1,661
Unvested restricted stock units	2,820
Total shares reserved	6,143

17. OPERATING SEGMENT AND GEOGRAPHIC INFORMATION

The Company's three operating and reportable segments, HPA, CSG and ACG, are based on the organizational structure and information reviewed by the Company's Chief Executive Officer, who is also the Company's chief operating decision maker ("CODM"). The CODM primarily uses segment operating income (loss) to evaluate each segment's performance and allocate resources. This measure is utilized during the budgeting and forecasting process to assess profitability and enable decision making regarding strategic initiatives, capital investments and personnel across all operating segments. The Company's manufacturing facilities service and provide benefit to all three operating segments, and the operating costs of the facilities are reflected in the cost of goods sold for each operating segment. The Company's operating segments do not record intercompany revenue. The Company does not allocate gains and losses from investments, interest expense, other income (expense), or taxes to operating segments. The CODM does not evaluate operating segments using discrete asset information.

HPA is a leading global supplier of RF, analog mixed signal and power management solutions. HPA leverages a diverse portfolio of differentiated process technologies and products to serve customers in consumer, defense and aerospace, infrastructure, industrial and enterprise, and mobile markets.

CSG is a leading global supplier of connectivity and sensor solutions, with broad expertise spanning ultra-wideband, Matter®, Bluetooth® Low Energy, Zigbee®, Thread®, Wi-Fi®, cellular solutions for the Internet of Things and microelectromechanical system-based sensors to serve customers in automotive, consumer, industrial and enterprise, and mobile markets.

Qorvo, Inc. and Subsidiaries
Notes to Consolidated Financial Statements (continued)

ACG is a leading global supplier of advanced cellular solutions for smartphones, wearables, laptops, tablets and other devices. ACG leverages world-class technology and systems-level expertise to deliver a broad portfolio of high-performance discrete and highly integrated cellular products.

The unallocated amounts include operating expenses such as stock-based compensation expense, amortization of acquired intangible assets, restructuring-related charges, acquisition and integration-related costs, goodwill and other asset impairments, net adjustments related to a terminated capacity reservation agreement, gain or loss on assets, costs associated with upgrading certain of the Company's core business systems and other miscellaneous corporate overhead expenses that the Company does not allocate to its operating segments because these expenses are not included in the segment operating performance measures evaluated by the Company's CODM. Except as discussed above regarding the unallocated amounts, the Company's accounting policies for segment reporting are the same as for the Company as a whole.

Qorvo, Inc. and Subsidiaries
Notes to Consolidated Financial Statements (continued)

The following tables present details of the Company's operating and reportable segments and a reconciliation of segment operating income to consolidated income before income taxes (in thousands):

	Fiscal Year		
	2025	2024	2023
Revenue:			
HPA	\$ 637,261	\$ 572,953	\$ 727,187
CSG	472,521	434,537	474,364
ACG	2,609,189	2,762,016	2,367,848
Total revenue	\$ 3,718,971	\$ 3,769,506	\$ 3,569,399
Segment expenses:			
HPA			
Cost of goods sold	\$ 288,847	\$ 279,516	\$ 328,346
Research and development	151,139	130,000	125,611
Marketing and selling	63,006	52,565	51,134
General and administrative	25,374	28,371	23,276
Segment operating income	108,895	82,501	198,820
CSG			
Cost of goods sold	293,664	291,350	320,849
Research and development	135,580	133,252	137,702
Marketing and selling	76,583	74,455	64,284
General and administrative	22,536	24,129	23,609
Segment operating loss	(55,842)	(88,649)	(72,080)
ACG			
Cost of goods sold	1,456,799	1,523,025	1,266,347
Research and development	406,776	373,473	346,293
Marketing and selling	61,654	56,687	59,355
General and administrative	81,513	80,925	68,145
Segment operating income	602,447	727,906	627,708
Total segment operating income	\$ 655,500	\$ 721,758	\$ 754,448
Unallocated amounts:			
Stock-based compensation expense	(136,346)	(120,834)	(105,580)
Amortization of acquired intangible assets	(110,081)	(121,809)	(132,126)
Restructuring-related charges ⁽¹⁾	(88,182)	(92,764)	(114,094)
Acquisition and integration-related costs	(9,570)	(11,172)	(23,311)
Goodwill and intangible asset impairment ⁽²⁾	(192,569)	(221,414)	(12,411)
Net adjustments related to a terminated capacity reservation agreement	5,444	(38,419)	(181,000)
Other	(28,669)	(23,645)	(2,758)
Consolidated operating income	95,527	91,701	183,168
Interest expense	(78,328)	(69,245)	(68,463)
Other income, net	48,700	51,104	9,924
Income before income taxes	\$ 65,899	\$ 73,560	\$ 124,629

(1) Refer to Note 12 for additional information.

(2) Refer to Note 6 for additional information.

Qorvo, Inc. and Subsidiaries
Notes to Consolidated Financial Statements (continued)

The consolidated financial statements include revenue to customers by geographic region (based on the location of the customers' headquarters) that are summarized as follows (in thousands):

	Fiscal Year		
	2025	2024	2023
Revenue:			
United States	\$ 2,227,177	\$ 2,175,937	\$ 1,817,960
China	620,423	726,810	741,405
Other Asia	444,352	517,683	498,966
Taiwan	341,161	260,839	308,642
Europe	85,858	88,237	202,426
Total revenue	\$ 3,718,971	\$ 3,769,506	\$ 3,569,399

The consolidated financial statements include the following long-lived tangible asset amounts related to operations of the Company by geographic region (in thousands):

	March 29, 2025	March 30, 2024
Long-lived tangible assets:		
United States	\$ 725,620	\$ 795,466
Other countries	76,275	75,516

Report of Independent Registered Public Accounting Firm

To the Stockholders and the Board of Directors of Qorvo, Inc.

Opinion on the Financial Statements

We have audited the accompanying consolidated balance sheets of Qorvo, Inc. and subsidiaries (the Company) as of March 29, 2025 and March 30, 2024, the related consolidated statements of operations, comprehensive income (loss), stockholders’ equity and cash flows for each of the three years in the period ended March 29, 2025, and the related notes (collectively referred to as the “consolidated financial statements”). In our opinion, the consolidated financial statements present fairly, in all material respects, the financial position of the Company at March 29, 2025 and March 30, 2024, and the results of its operations and its cash flows for each of the three years in the period ended March 29, 2025, in conformity with U.S. generally accepted accounting principles.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States) (PCAOB), the Company's internal control over financial reporting as of March 29, 2025, based on criteria established in Internal Control—Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (2013 framework), and our report dated May 19, 2025 expressed an unqualified opinion thereon.

Basis for Opinion

These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on the Company’s financial statements based on our audits. We are a public accounting firm registered with the PCAOB and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audits in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement, whether due to error or fraud. Our audits included performing procedures to assess the risks of material misstatement of the financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the financial statements. Our audits also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the financial statements. We believe that our audits provide a reasonable basis for our opinion.

Critical Audit Matter

The critical audit matter communicated below is a matter arising from the current period audit of the financial statements that was communicated or required to be communicated to the audit committee and that: (1) relates to accounts or disclosures that are material to the financial statements and (2) involved our especially challenging, subjective or complex judgments. The communication of the critical audit matter does not alter in any way our opinion on the consolidated financial statements, taken as a whole, and we are not, by communicating the critical audit matter below, providing a separate opinion on the critical audit matter or on the account or disclosure to which it relates.

Inventory - Valuation

Description of the Matter

The Company’s inventory, net totaled \$641.0 million as of March 29, 2025, representing approximately 10.8% of total assets. As explained in Note 1 to the consolidated financial statements, the Company assesses the valuation of inventories on a material or product family basis each reporting period. Obsolete inventory or inventory in excess of management’s demand forecasts is written down to its estimated net realizable value if less than cost by recording an inventory reserve at each reporting period.

Auditing management’s estimates for inventory reserves involved significant judgment because the assessment considers a number of factors, including demand forecasts, changes in the customer base, and customer acceptance of the Company’s products and technologies that are affected at least partially by market and economic conditions outside the Company’s control.

How We Addressed the Matter in Our Audit

We obtained an understanding, evaluated the design and tested the operating effectiveness of controls that address the risk of material misstatement relating to the Company’s inventory reserves estimation process, including controls over management’s development and review of the assumptions and data underlying the inventory reserves.

Our audit procedures included, among others, testing the reasonableness of the significant assumptions and testing the accuracy and completeness of underlying data used in management’s assessment of inventory reserves. We evaluated inventory levels compared to forecasted demand, historical sales and specific product considerations. We also assessed the historical accuracy of management’s estimates for both the demand forecast assumptions and the reserve estimate by comparing management’s historical estimates to actual results.

/s/ Ernst & Young LLP

We have served as the Company’s auditor since 2018.
Charlotte, North Carolina
May 19, 2025

Report of Independent Registered Public Accounting Firm

To the Stockholders and the Board of Directors of Qorvo, Inc.

Opinion on Internal Control Over Financial Reporting

We have audited Qorvo, Inc. and subsidiaries' internal control over financial reporting as of March 29, 2025, based on criteria established in Internal Control—Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (2013 framework) (the COSO criteria). In our opinion, Qorvo, Inc. and subsidiaries (the Company) maintained, in all material respects, effective internal control over financial reporting as of March 29, 2025, based on the COSO criteria.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States) (PCAOB), the consolidated balance sheets of the Company as of March 29, 2025 and March 30, 2024, the related consolidated statements of operations, comprehensive income (loss), stockholders' equity and cash flows for each of the three years in the period ended March 29, 2025, and the related notes and our report dated May 19, 2025 expressed an unqualified opinion thereon.

Basis for Opinion

The Company's management is responsible for maintaining effective internal control over financial reporting and for its assessment of the effectiveness of internal control over financial reporting included in the accompanying Management's assessment of internal control over financial reporting. Our responsibility is to express an opinion on the Company's internal control over financial reporting based on our audit. We are a public accounting firm registered with the PCAOB and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audit in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether effective internal control over financial reporting was maintained in all material respects.

Our audit included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, testing and evaluating the design and operating effectiveness of internal control based on the assessed risk, and performing such other procedures as we considered necessary in the circumstances. We believe that our audit provides a reasonable basis for our opinion.

Definition and Limitations of Internal Control Over Financial Reporting

A company's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

/s/ Ernst & Young LLP
Charlotte, North Carolina
May 19, 2025

ITEM 9. CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS ON ACCOUNTING AND FINANCIAL DISCLOSURE.

Not applicable.

ITEM 9A. CONTROLS AND PROCEDURES.

(a) Evaluation of disclosure controls and procedures

Disclosure controls and procedures refer to controls and other procedures designed to ensure that information required to be disclosed in the reports we file or submit under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in the rules and forms of the SEC. Disclosure controls and procedures include, without limitation, controls and procedures designed to ensure that information required to be disclosed by us in our reports that we file or submit under the Exchange Act is accumulated and communicated to our management, including our Chief Executive Officer and Chief Financial Officer, as appropriate, to allow timely decisions regarding our required disclosure. In designing and evaluating our disclosure controls and procedures, our management recognizes that any controls and procedures, no matter how well designed and operated, can provide only reasonable assurance of achieving the desired control objectives.

As of the end of the period covered by this report, the Company's management, including our Chief Executive Officer and Chief Financial Officer, evaluated the effectiveness of the Company's disclosure controls and procedures in accordance with Rule 13a-15 under the Exchange Act. Based on this evaluation, our Chief Executive Officer and Chief Financial Officer concluded that the Company's disclosure controls and procedures were effective, as of such date, to enable the Company to record, process, summarize and report in a timely manner the information that the Company is required to disclose in its Exchange Act reports. Our Chief Executive Officer and Chief Financial Officer also concluded that the Company's disclosure controls and procedures were effective, as of the end of the period covered by this report, in ensuring that information required to be disclosed by the Company in the reports that it files or submits under the Exchange Act is accumulated and communicated to the Company's management, including our Chief Executive Officer and Chief Financial Officer, as appropriate, to allow timely decisions regarding required disclosure.

(b) Management's assessment of internal control over financial reporting

The Company's management is responsible for establishing and maintaining adequate internal control over financial reporting and for the assessment of the effectiveness of internal control over financial reporting as defined in Rules 13a-15(f) and 15d-15(f) under the Exchange Act. Our internal control over financial reporting is a process designed by and under the supervision of our Chief Executive Officer and Chief Financial Officer and effected by our board of directors, management and other personnel, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of consolidated financial statements for external purposes in accordance with U.S. generally accepted accounting principles. Our internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of assets of the Company, (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of consolidated financial statements for external purposes in accordance with U.S. generally accepted accounting principles and that receipts and expenditures of the Company are being made only in accordance with authorizations of management and directors of the Company, and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use or disposition of assets that could have a material effect on the consolidated financial statements.

Management assessed the effectiveness of our internal control over financial reporting as of March 29, 2025. Management based this assessment on criteria for effective internal control over financial reporting described in *Internal Control-Integrated Framework* (2013) issued by the Committee of Sponsoring Organizations of the Treadway Commission ("COSO").

Based on this assessment, management concluded that the Company's internal control over financial reporting was effective as of March 29, 2025, based on the criteria in the *Internal Control-Integrated Framework* (2013) issued by the COSO.

Ernst & Young LLP, an independent registered public accounting firm, has issued an unqualified opinion on the effectiveness of the Company's internal control over financial reporting, as of March 29, 2025, which is included in this Annual Report on Form 10-K under Part II, Item 8, "Financial Statements and Supplementary Data."

(c) Changes in internal control over financial reporting

There were no changes in our Company's internal control over financial reporting during the quarter ended March 29, 2025 that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

ITEM 9B. OTHER INFORMATION.

Rule 10b5-1 and Non-Rule 10b5-1 Trading Arrangements

During the fourth quarter of fiscal 2025, no director or Section 16 officer adopted or terminated a "Rule 10b5-1 trading agreement" or a "non-Rule 10b5-1 trading arrangement," as each term is defined in Item 408 of Regulation S-K.

ITEM 9C. DISCLOSURE REGARDING FOREIGN JURISDICTIONS THAT PREVENT INSPECTIONS.

Not applicable.

PART III

ITEM 10. DIRECTORS, EXECUTIVE OFFICERS AND CORPORATE GOVERNANCE.

Information required by this Item may be found in our definitive proxy statement for our 2025 Annual Meeting of Stockholders under the captions "Committees and Meetings," "Corporate Governance," "Executive Officers," "Procedures for Director Nominations," "Securities Trading Policy and Prohibition on Hedging and Pledging," and "Proposal 1 - Election of Directors," and the information therein is incorporated herein by reference.

The Company has adopted its "Code of Business Conduct and Ethics," and a copy is posted on the Company's website at www.qorvo.com, on the "Corporate Governance" tab under the "Investor Relations" page. In the event that we amend any of the provisions of the Code of Business Conduct and Ethics that requires disclosure under applicable law, we intend to disclose such amendment on our website. Any waiver of the Code of Business Conduct and Ethics for any executive officer or director must be approved by the Board and will be promptly disclosed in accordance with applicable law.

ITEM 11. EXECUTIVE COMPENSATION.

Information required by this Item may be found in our definitive proxy statement for our 2025 Annual Meeting of Stockholders under the captions "Executive Compensation" and "Compensation Committee Interlocks and Insider Participation," "Compensation Committee Report," "Compensation of Executive Officers," "Compensation of Directors," "CEO Pay Ratio Disclosure," "Pay Versus Performance," and the information therein is incorporated herein by reference.

ITEM 12. SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT AND RELATED STOCKHOLDER MATTERS.

Information required by this Item may be found in our definitive proxy statement for our 2025 Annual Meeting of Stockholders under the captions "Security Ownership of Certain Beneficial Owners and Management" and "Equity Compensation Plan Information," and the information therein is incorporated herein by reference.

ITEM 13. CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS, AND DIRECTOR INDEPENDENCE.

Information required by this Item may be found in our definitive proxy statement for our 2025 Annual Meeting of Stockholders under the captions "Related Person Transactions" and "Corporate Governance," and the information therein is incorporated herein by reference.

ITEM 14. PRINCIPAL ACCOUNTANT FEES AND SERVICES.

Information required by this Item may be found in our definitive proxy statement for our 2025 Annual Meeting of Stockholders under the captions "Proposal 5 - Ratification of Appointment of Qorvo's Independent Registered Public Accounting Firm" and "Corporate Governance," and the information therein is incorporated herein by reference.

PART IV

ITEM 15. EXHIBITS AND FINANCIAL STATEMENT SCHEDULES.

(a) The following documents are filed as part of this report:

(1) Financial Statements

- i. Consolidated Balance Sheets as of March 29, 2025 and March 30, 2024.
- ii. Consolidated Statements of Operations for fiscal years 2025, 2024 and 2023.
- iii. Consolidated Statements of Comprehensive Income (Loss) for fiscal years 2025, 2024 and 2023.
- iv. Consolidated Statements of Stockholders' Equity for fiscal years 2025, 2024 and 2023.
- v. Consolidated Statements of Cash Flows for fiscal years 2025, 2024 and 2023.
- vi. Notes to Consolidated Financial Statements.

Reports of Independent Registered Public Accounting Firm.

(2) The financial statement schedules are not included in this item as they are either included within the consolidated financial statements or the notes thereto in this Annual Report on Form 10-K or are inapplicable and, therefore, have been omitted.

(3) The exhibits listed in the accompanying Exhibit Index are filed as a part of this Annual Report on Form 10-K.

(b) Exhibits.
See the Exhibit Index.

(c) Separate Financial Statements and Schedules.
None.

ITEM 16. FORM 10-K SUMMARY.

None.

EXHIBIT INDEX

Exhibit No.	Description
3.1	Amended and Restated Certificate of Incorporation of Oorvo, Inc., as amended (incorporated by reference to Exhibit 3.1 to the Company's Quarterly Report on Form 10-Q filed with the SEC on February 3, 2015)
3.2	Third Amended and Restated Bylaws of Oorvo, Inc., adopted on May 16, 2025
4.1	Specimen Certificate of Common Stock of Oorvo, Inc. (incorporated by reference to Exhibit 4.1 to the Company's Annual Report on Form 10-K filed with the SEC on May 27, 2015)
4.2	Indenture, dated as of September 30, 2019, among Oorvo, Inc., the Guarantors party thereto and Computershare Trust Company, N.A., as Successor Trustee to MUFG Union Bank, N.A. (incorporated by reference to Exhibit 4.1 to the Company's Current Report on Form 8-K filed with the SEC on October 1, 2019)
4.3	Supplemental Indenture, dated as of December 20, 2019, among Oorvo, Inc., the Guarantors party thereto and Computershare Trust Company, N.A., as Successor Trustee to MUFG Union Bank, N.A. (incorporated by reference to Exhibit 4.1 to the Company's Current Report on Form 8-K filed with the SEC on December 20, 2019)
4.4	Second Supplemental Indenture, dated as of June 11, 2020, among Oorvo, Inc., the Guarantors party thereto and Computershare Trust Company, N.A., as Successor Trustee to MUFG Union Bank, N.A. (incorporated by reference to Exhibit 4.1 to the Company's Current Report on Form 8-K filed with the SEC on June 11, 2020)
4.5	Indenture, dated as of September 29, 2020, among Oorvo, Inc., the Guarantors and Computershare Trust Company, N.A., as Successor Trustee to MUFG Union Bank, N.A. (incorporated by reference to Exhibit 4.1 to the Company's Current Report on Form 8-K filed with the SEC on September 29, 2020)
4.6	Description of Securities (incorporated by reference to Exhibit 4.8 to the Company's Annual Report on Form 10-K filed with the SEC on May 19, 2023)
10.1	Oorvo, Inc. 2007 Employee Stock Purchase Plan (As Assumed and Amended by Oorvo, Inc., and as further amended, effective February 8, 2017) (incorporated by reference to Exhibit 10.1 to the Company's Annual Report on Form 10-K filed with the SEC on May 23, 2017)*
10.2	Oorvo, Inc. 2013 Incentive Plan (As Assumed and Amended by Oorvo, Inc.) (incorporated by reference to Exhibit 99.2 to the Company's Registration Statement on Form S-8 filed with the SEC on January 5, 2015 (File No. 333-201357))*
10.3	Oorvo, Inc. 2012 Incentive Plan (As Assumed by Oorvo, Inc.) (incorporated by reference to Exhibit 99.3 to the Company's Registration Statement on Form S-8 filed with the SEC on January 5, 2015 (File No. 333-201357))*
10.4	Oorvo, Inc. 2012 Stock Incentive Plan (As Assumed by Oorvo, Inc. and Amended and Restated Effective January 1, 2015) (incorporated by reference to Exhibit 99.1 to the Company's Registration Statement on Form S-8 filed with the SEC on January 5, 2015 (File No. 333-201358))*
10.5	Oorvo, Inc. 2006 Directors Stock Option Plan (As Assumed by Oorvo, Inc. and Amended Effective January 1, 2015) (incorporated by reference to Exhibit 99.3 to the Company's Registration Statement on Form S-8 filed with the SEC on January 5, 2015 (File No. 333-201358))*
10.6	Nonemployee Directors' Stock Option Plan of Oorvo, Inc. (As Assumed by Oorvo, Inc. and Amended Effective January 1, 2015) (incorporated by reference to Exhibit 99.4 to the Company's Registration Statement on Form S-8 filed with the SEC on January 5, 2015 (File No. 333-201358))*
10.7	Oorvo, Inc. Form of Indemnification Agreement (incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K filed with the SEC on January 5, 2015)*
10.8	Oorvo, Inc. Form of Change in Control Agreement (incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K filed with the SEC on February 10, 2015)*
10.9	Oorvo, Inc. Nonqualified Deferred Compensation Plan (As Assumed and Amended and Restated Effective January 1, 2015) (incorporated by reference to Exhibit 10.15 to the Company's Annual Report on Form 10-K filed with the SEC on May 27, 2015)*
10.10	Oorvo, Inc. Cash Bonus Plan (As Assumed and Amended and Restated Effective January 1, 2015) (incorporated by reference to Exhibit 10.16 to the Company's Annual Report on Form 10-K filed with the SEC on May 27, 2015)*
10.11	Employment Agreement, dated as of November 12, 2008, between RF Micro Devices, Inc. and Robert A. Bruggeworth (As Assumed by Oorvo, Inc.) (incorporated by reference to Exhibit 10.1 to RFMD's Current Report on Form 8-K filed with the SEC on November 14, 2008 (File No. 000-22511))*
10.12	Form of Stock Option Agreement (Senior Officers) pursuant to the Oorvo, Inc. 2012 Stock Incentive Plan (incorporated by reference to Exhibit 10.3 to the Company's Quarterly Report on Form 10-Q filed with the SEC on August 5, 2015)*

10.13	Form of Restricted Stock Unit Agreement (Service-Based Award for Senior Officers) pursuant to the Oorvo, Inc. 2012 Stock Incentive Plan (incorporated by reference to Exhibit 10.4 to the Company's Quarterly Report on Form 10-Q filed with the SEC on August 5, 2015)*
10.14	Form of Restricted Stock Unit Agreement (Performance-Based and Service-Based Award for Senior Officers) pursuant to the Oorvo, Inc. 2012 Stock Incentive Plan (incorporated by reference to Exhibit 10.5 to the Company's Quarterly Report on Form 10-Q filed with the SEC on August 5, 2015)*
10.15	Form of Restricted Stock Unit Agreement (Performance-Based Award for Senior Officers (TSR)) pursuant to the Oorvo, Inc. 2012 Stock Incentive Plan (incorporated by reference to Exhibit 10.6 to the Company's Quarterly Report on Form 10-Q filed with the SEC on August 5, 2015)*
10.16	Oorvo, Inc. Amended and Restated Severance Benefits Plan and Summary Plan Description (incorporated by reference to Exhibit 10.1 to the Company's Quarterly Report on Form 10-Q filed with the SEC on January 29, 2025)*
10.17	Form of Stock Option Agreement (Senior Officers) pursuant to the Oorvo, Inc. 2012 Stock Incentive Plan (incorporated by reference to Exhibit 10.30 to the Company's Annual Report on Form 10-K filed with the SEC on May 31, 2016)*
10.18	Form of Restricted Stock Unit Agreement (Service-Based Award for Senior Officers) pursuant to the Oorvo, Inc. 2012 Stock Incentive Plan (incorporated by reference to Exhibit 10.31 to the Company's Annual Report on Form 10-K filed with the SEC on May 31, 2016)*
10.19	Form of Restricted Stock Unit Agreement (Performance-Based and Service-Based Award for Senior Officers) pursuant to the Oorvo, Inc. 2012 Stock Incentive Plan (incorporated by reference to Exhibit 10.32 to the Company's Annual Report on Form 10-K filed with the SEC on May 31, 2016)*
10.20	Form of Restricted Stock Unit Agreement (Performance-Based Award for Senior Officers (TSR)) pursuant to the Oorvo, Inc. 2012 Stock Incentive Plan (incorporated by reference to Exhibit 10.33 to the Company's Annual Report on Form 10-K filed with the SEC on May 31, 2016)*
10.21	Form of Restricted Stock Unit Award Agreement (Director Annual/Supplemental RSU) pursuant to the Oorvo, Inc. 2012 Stock Incentive Plan (incorporated by reference to Exhibit 10.34 to the Company's Annual Report on Form 10-K filed with the SEC on May 31, 2016)*
10.22	Form of Restricted Stock Unit Award Agreement (Director Annual/Supplemental RSUs) (deferral election) pursuant to the Oorvo, Inc. 2012 Stock Incentive Plan (incorporated by reference to Exhibit 10.1 to the Company's Quarterly Report on Form 10-Q filed with the SEC on August 5, 2016)*
10.23	Oorvo, Inc. Cash Bonus Plan (As Amended and Restated Through June 9, 2016) (incorporated by reference to Exhibit 10.1 to the Company's Quarterly Report on Form 10-Q filed with the SEC on November 7, 2016)*
10.24	Oorvo, Inc. Short-Term Incentive Plan (As Amended and Restated Through February 14, 2024) (incorporated by reference to Exhibit 10.24 to the Company's Annual Report on Form 10-K filed with the SEC on May 20, 2024)*
10.25	2018 Declaration of Amendment to Oorvo, Inc. Nonqualified Deferred Compensation Plan, effective as of April 1, 2018 (incorporated by reference to Exhibit 10.37 to the Company's Annual Report on Form 10-K filed with the SEC on May 21, 2018)*
10.26	Second 2018 Declaration of Amendment to Oorvo, Inc. Nonqualified Deferred Compensation Plan, dated as of October 8, 2018 (incorporated by reference to Exhibit 10.1 to the Company's Quarterly Report on Form 10-Q filed with the SEC on February 7, 2019)*
10.27	2019 Declaration of Amendment to Oorvo, Inc. 2007 Employee Stock Purchase Plan, dated as of October 30, 2019 (incorporated by reference to Exhibit 10.1 to the Company's Quarterly Report on Form 10-Q filed with the SEC on January 30, 2020)*
10.28	2019 Declaration of Amendment to Oorvo, Inc. Nonqualified Deferred Compensation Plan, dated as of October 30, 2019 (incorporated by reference to Exhibit 10.2 to the Company's Quarterly Report on Form 10-Q filed with the SEC on January 30, 2020)*
10.29	2020 Declaration of Amendment to Oorvo, Inc. Nonqualified Deferred Compensation Plan, dated as of December 17, 2020 (incorporated by reference to Exhibit 10.1 to the Company's Quarterly Report on Form 10-Q filed with the SEC on February 4, 2021)*
10.30	2021 Declaration of Amendment to Oorvo, Inc. 2007 Employee Stock Purchase Plan (incorporated by reference to Exhibit 10.38 to the Company's Annual Report on Form 10-K filed with the SEC on May 24, 2021)*
10.31	Oorvo, Inc. 2022 Stock Incentive Plan (incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K filed with the SEC on August 10, 2022)*
10.32	Form of Restricted Stock Unit Agreement (Service-Based Award for Senior Officers) pursuant to the Oorvo, Inc. 2022 Stock Incentive Plan (incorporated by reference to Exhibit 10.2 to the Company's Quarterly Report on Form 10-Q filed with the SEC on November 3, 2022)*

10.33	Form of Restricted Stock Unit Agreement (Director Annual/Supplemental RSUs) pursuant to the Qorvo, Inc. 2022 Stock Incentive Plan (incorporated by reference to Exhibit 10.3 to the Company's Quarterly Report on Form 10-Q filed with the SEC on November 3, 2022)*
10.34	Form of Restricted Stock Unit Agreement (Performance-Based and Service-Based Award for Senior Officers) pursuant to the Qorvo, Inc. 2022 Stock Incentive Plan (incorporated by reference to Exhibit 10.4 to the Company's Quarterly Report on Form 10-Q filed with the SEC on November 3, 2022)*
10.35	Form of Restricted Stock Unit Agreement (Performance-Based and Service-Based Award for Senior Officers - Multi-Year Performance Objectives) pursuant to the Qorvo, Inc. 2022 Stock Incentive Plan (incorporated by reference to Exhibit 10.2 to the Company's Quarterly Report on Form 10-Q filed with the SEC on July 31, 2024)*
10.36	Credit Agreement, dated as of April 23, 2024, by and among Qorvo, Inc., as the Borrower, Bank of America, N.A., as Administrative Agent, Swing Line Lender and L/C Issuer, and the other lenders and co-syndication agents party thereto (incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K filed with the SEC on April 26, 2024)
19	Qorvo, Inc. Securities Trading Policy (incorporated by reference to Exhibit 19 to the Company's Annual Report on Form 10-K filed with the SEC on May 20, 2024)
21	Subsidiaries of Qorvo, Inc.
22	List of Subsidiary Guarantors
23.1	Consent of Independent Registered Public Accounting Firm
31.1	Certification of Periodic Report by Robert A. Bruggeworth, as Chief Executive Officer, pursuant to Rule 13a-14(a) or 15d-14(a) of the Exchange Act, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
31.2	Certification of Periodic Report by Grant A. Brown, as Chief Financial Officer, pursuant to Rule 13a-14(a) or 15d-14(a) of the Exchange Act, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
32.1	Certification of Periodic Report by Robert A. Bruggeworth, as Chief Executive Officer, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
32.2	Certification of Periodic Report by Grant A. Brown, as Chief Financial Officer, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
97.1	Qorvo, Inc. Compensation Recoupment Policy (incorporated by reference to Exhibit 97.1 to the Company's Annual Report on Form 10-K filed with the SEC on May 20, 2024)
101	The following materials from our Annual Report on Form 10-K for the fiscal year ended March 29, 2025, formatted in iXBRL (Inline eXtensible Business Reporting Language): (i) the Consolidated Balance Sheets; (ii) the Consolidated Statements of Operations; (iii) the Consolidated Statements of Comprehensive Income (Loss); (iv) the Consolidated Statements of Stockholders' Equity; (v) the Consolidated Statements of Cash Flows; and (vi) the Notes to Consolidated Financial Statements.
104	The cover page from our Annual Report on Form 10-K for the year ended March 29, 2025, formatted in iXBRL

* Executive compensation plan or agreement

Our SEC file number for documents filed with the SEC pursuant to the Securities Exchange Act of 1934, as amended, is 001-36801. The SEC file number for RFMD is 000-22511.

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

Date: May 19, 2025

Qorvo, Inc.

/s/ Robert A. Bruggeworth
By: Robert A. Bruggeworth
President and Chief Executive Officer

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Robert A. Bruggeworth and Grant A. Brown and each of them, as true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution for him and in his name, place and stead, in any and all capacities, to sign any and all amendments to this report, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all which said attorneys-in-fact and agents or any of them, or their or his substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the registrant and in the capacities indicated on May 19, 2025.

<u>/s/ Robert A. Bruggeworth</u>	Name: Robert A. Bruggeworth Title: President, Chief Executive Officer and Director (Principal Executive Officer)
<u>/s/ Grant A. Brown</u>	Name: Grant A. Brown Title: Senior Vice President and Chief Financial Officer (Principal Financial Officer)
<u>/s/ Gina B. Harrison</u>	Name: Gina B. Harrison Title: Vice President and Corporate Controller (Principal Accounting Officer)
<u>/s/ Dr. Walden C. Rhines</u>	Name: Dr. Walden C. Rhines Title: Chair of the Board of Directors
<u>/s/ Judy Bruner</u>	Name: Judy Bruner Title: Director
<u>/s/ Richard L. Clemmer</u>	Name: Richard L. Clemmer Title: Director
<u>/s/ John R. Harding</u>	Name: John R. Harding Title: Director
<u>/s/ Christopher R. Koopmans</u>	Name: Christopher R. Koopmans Title: Director
<u>/s/ Alan S. Lowe</u>	Name: Alan S. Lowe Title: Director
<u>/s/ Roderick D. Nelson</u>	Name: Roderick D. Nelson Title: Director
<u>/s/ Susan L. Spradley</u>	Name: Susan L. Spradley Title: Director

Exhibit 3.2

THIRD AMENDED AND RESTATED
BYLAWS
OF
QORVO, INC.
a Delaware corporation
Adopted May 16, 2025

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THIRD AMENDED AND RESTATED
BYLAWS
OF
QORVO, INC.
(a Delaware corporation)

ARTICLE I.
CORPORATE OFFICES

1.1 REGISTERED OFFICE

The registered office of the corporation shall be fixed in the certificate of incorporation of the corporation.

1.2 OTHER OFFICES

The corporation may at any time have offices at any place or places within or outside the State of Delaware as the board of directors may determine or as the business or affairs of the corporation may require.

ARTICLE II.
MEETINGS OF STOCKHOLDERS

2.1 PLACE OF MEETINGS

Meetings of stockholders shall be held at any place within or outside the State of Delaware designated by the board of directors. In lieu of holding a stockholders' meeting at a designated place, the board of directors, in its sole discretion, may determine that any stockholders' meeting may be held solely by means of remote communication. In the absence of any such designation, stockholders' meetings shall be held at the principal executive office of the corporation.

2.2 ANNUAL MEETING

(a) The annual meeting of stockholders shall be held each year on a date and at a time designated by the board of directors. At the meeting, directors shall be elected, and any other business properly brought before the meeting may be transacted. The board of directors may postpone, reschedule or cancel any annual meeting of stockholders previously scheduled by the board of directors.

(b) Nominations of persons for election to the board of directors and the proposal of other business to be considered by the stockholders may be made at an annual meeting of stockholders only (i) pursuant to the corporation's notice of meeting given by or at the direction of the board of directors; (ii) by or at the direction of the board of directors; (iii) by any stockholder of the corporation who (A) was a stockholder of record at the time of giving of notice provided for in this bylaw and at the time of the annual meeting, (B) is entitled to vote at the meeting and (C) complies with the notice procedures and information requirements set forth in Section 2.2(c) of these bylaws as to

such business or nomination, including without limitation providing timely updates and supplements to the information contained therein; or (iv) with respect to the nominations of persons for election to the board of directors pursuant to Section 2.5 of these bylaws, by an Eligible Stockholder (as defined in Section 2.5(b) of these bylaws) who complies with the requirements of Section 2.5 of these bylaws; clauses (iii) and (iv) shall be the exclusive means for a stockholder to make nominations or submit other business (other than matters properly brought under Rule 14a-8 under the Securities Exchange Act of 1934, as amended (the “Exchange Act”) and included in the corporation’s notice of meeting) before an annual meeting of stockholders.

(c) Without qualification, for any nominations (other than nominations made pursuant to Section 2.5) or any other business to be properly brought before an annual meeting by a stockholder pursuant to Section 2.2(b)(iii) of these bylaws, the stockholder must have given timely notice thereof in writing to the Secretary and such other business must otherwise be a proper matter for stockholder action. To be timely, a stockholder’s notice shall be delivered to the Secretary at the principal executive offices of the corporation not earlier than the close of business on the 150th day and not later than the close of business on the 120th day prior to the first anniversary of the preceding year’s annual meeting; provided, however, that in the event that the date of the annual meeting is more than 30 days before or more than 70 days after such anniversary date (or if no annual meeting was held in the previous year), notice by the stockholder to be timely must be so delivered not earlier than the close of business on the 150th day prior to the date of such annual meeting and not later than the close of business on the later of (x) the 120th day prior to the date of such annual meeting or (y) the 10th day following the day on which public announcement of the date of such meeting is first made by the corporation. In no event shall any adjournment, rescheduling or postponement of an annual meeting for which notice has been given or a public announcement of the meeting date has been made, for the announcement thereof commence a new time period (or extend any time period) for the giving of a stockholder’s notice as described above. The number of nominees a stockholder may nominate for election at an annual meeting (or in the case of a stockholder giving the notice on behalf of a beneficial owner, the number of nominees a stockholder may nominate for election at an annual meeting on behalf of such beneficial owner) shall not exceed the number of directors to be elected at such annual meeting. To be in proper form, a stockholder’s notice to the Secretary, given pursuant to this Section 2.2(c) or Section 2.3(b) of these bylaws, must: (i) set forth, as to the stockholder giving the notice and the beneficial owner, if any, on whose behalf the nomination or proposal is made (A) the name and address of such stockholder, as they appear on the corporation’s books, and of any stockholder associated person, (B) (1) the class or series and number of shares of the corporation that are, directly or indirectly, owned beneficially and of record by such stockholder or any stockholder associated person, including any class or series of shares of the corporation that the stockholder and stockholder associated person has the right to acquire beneficial ownership of, (2) any option, warrant, convertible security, stock appreciation right, or similar right with an exercise or conversion privilege or a settlement payment or mechanism at a price related to any class or series of shares of the corporation or with a value derived in whole or in part from the value of any class or series of shares of the corporation, whether or not such instrument or right is subject to settlement in the underlying class or series of capital stock of the corporation or otherwise (a “Derivative Instrument”) directly or indirectly owned beneficially by such stockholder or any stockholder associated person, and any other direct or indirect opportunity to profit or share in any profit derived from any increase or decrease in the value of shares of the corporation, (3) any proxy, contract, arrangement, understanding, or relationship pursuant to which such stockholder or any

stockholder associated person has a right to vote any shares of any security of the corporation, (4) any short interest in any security of the corporation (for purposes of this Section 2.2, a person shall be deemed to have a short interest in a security if such person directly or indirectly, through any contract, arrangement, understanding, relationship or otherwise, has the opportunity to profit or share in any profit derived from any decrease in the value of the subject security (any of the foregoing, a "Short Interest")), (5) any rights to dividends on the shares of the corporation owned beneficially by such stockholder or any stockholder associated person that are separated or separable from the underlying shares of the corporation, (6) any proportionate interest in shares of the corporation or Derivative Instruments or Short Interest held, directly or indirectly, by a general or limited partnership in which such stockholder or any stockholder associated person is a general partner or, directly or indirectly, beneficially owns an interest in a general partner of such general or limited partnership, (7) any performance-related fees (other than an asset-based fee) that such stockholder or any stockholder associated person is entitled to based on any increase or decrease in the value of shares of the corporation or Derivative Instruments or Short Interest, if any, as of the date of such notice, including without limitation any such interests held by members of such stockholder's immediate family sharing the same household, (8) any significant equity interests or any Derivative Instruments or Short Interests in any principal competitor of the corporation (a list of which will be provided promptly following a request therefor by the stockholder) held by such stockholder or any stockholder associated person, (9) any direct or indirect interest of such stockholder or any stockholder associated person in any contract with the corporation, any affiliate of the corporation or any principal competitor of the corporation (including without limitation, in any such case, any employment agreement, collective bargaining agreement or consulting agreement), and (10) a description of any agreement, arrangement or understanding with respect to the nomination or other proposal between or among such stockholder, any stockholder associated person and any other person (including without limitation the identities of all parties thereto), including without limitation any agreements that would be required to be disclosed pursuant to Item 5 or Item 6 of Exchange Act Schedule 13D (regardless of whether the requirement to file a Schedule 13D is applicable), (C) all information that would be required to be set forth in a Schedule 13D filed pursuant to Rule 13d-1(a) under the Exchange Act or an amendment pursuant to Rule 13d-2(a) under the Exchange Act if such a statement were required to be filed under the Exchange Act and the rules and regulations promulgated thereunder by such stockholder or any stockholder associated person, and (D) any other information relating to such stockholder or any stockholder associated person that would be required to be disclosed in a proxy statement or other filings required to be made in connection with solicitations of proxies for, as applicable, the proposal and/or for the election of directors in a contested election pursuant to Section 14 of the Exchange Act and the rules and regulations promulgated thereunder; (ii) if the notice relates to any business other than a nomination of a director or directors that the stockholder proposes to bring before the meeting, set forth a brief description of the business desired to be brought before the meeting, the text of the proposal or business (including the text of any resolutions proposed for consideration and, in the event that such business includes a proposal to amend the bylaws, the text of the proposed amendment), the reasons for conducting such business at the meeting and any material interest (including without limitation any substantial interest within the meaning of Item 5 of Schedule 14A under the Exchange Act) of such stockholder or any stockholder associated person in such business; (iii) set forth, as to each person, if any, whom the stockholder proposes to nominate for election or reelection to the board of directors (A) all information relating to such person that would be required to be disclosed in a proxy statement or other filings required to be

made in connection with solicitations of proxies for election of directors in a contested election pursuant to Section 14 of the Exchange Act and the rules and regulations promulgated thereunder (including without limitation such person's written consent to being named in a proxy statement as a nominee and a written statement of intent to serve as a director for the full term if elected) and (B) a description of all direct and indirect compensation and other material monetary agreements, arrangements and understandings during the past three years, and any other material relationships, between or among such stockholder or any stockholder associated person, on the one hand, and each proposed nominee, and his or her respective affiliates and associates, on the other hand, including, without limitation, all information that would be required to be disclosed pursuant to Item 404 promulgated under Regulation S-K under the Exchange Act if the stockholder making the nomination or any stockholder associated person were the "registrant" for purposes of such rule and the nominee were a director or executive officer of such registrant; (iv) with respect to each nominee for election or reelection to the board of directors, include completed and signed questionnaire(s), representation(s) and agreement(s) required by Section 2.4(b) of these bylaws; and (v) with respect to the stockholder and any stockholder associated person, include completed and signed representation(s) (A) as to whether such stockholder is a holder of record of stock of the corporation entitled to vote at the meeting for which such notice is being delivered and intends to appear in person or by proxy at such meeting to bring such nomination or other business before such meeting, (B) as to whether such stockholder or any stockholder associated person intends or is part of a group that intends to (1) deliver a proxy statement and/or form of proxy to holders (including any beneficial owners pursuant to Rule 14b-1 and Rule 14b-2 of the Exchange Act) of, in the case of a business proposal, at least the percentage of the voting power of stock issued and outstanding that is required to approve or adopt the proposal, and, in the case of a nominee, at least the percentage of the voting power of stock issued and outstanding that is reasonably believed by such stockholder or stockholder associated person to be sufficient to elect each such nominee, (2) otherwise to solicit proxies from stockholders in support of such proposal or nomination, (3) solicit proxies in support of any proposed nominee in accordance with Rule 14a-19 under the Exchange Act, and if so, that such stockholder will comply with all legal requirements set forth in Rule 14a-19 under the Exchange Act (including without limitation the requirement to solicit the holders of shares representing at least 67% of the voting power of shares entitled to vote on the election of directors in support of director nominees other than the corporation's nominees) and/or (4) nominate directors or propose business at the meeting, and (C) as to whether such stockholder and any stockholder associated person has complied with all applicable legal requirements in connection with its acquisition of shares or other securities of the corporation. The corporation may require any proposed nominee to furnish such other information as may reasonably be required by the corporation to determine the eligibility of such proposed nominee to serve as an independent director of the corporation or that could be material to a reasonable stockholder's understanding of the independence, or lack thereof, of such nominee. In addition, to be considered timely, a stockholder's notice shall further be updated and supplemented, if necessary, so that the information provided or required to be provided in such notice shall be true and correct as of the record date for the meeting and as of the date that is 10 days prior to the meeting or any adjournment or postponement thereof, and such update and supplement shall be delivered to the Secretary at the principal executive offices of the corporation not later than 5 days after the record date for the meeting in the case of the update and supplement required to be made as of the record date, and not later than 8 days prior to the date for the meeting or any adjournment or postponement thereof in the case of the update and supplement required to be made as of 10 days prior to the

meeting or any adjournment or postponement thereof. For the avoidance of doubt, the obligation to update and supplement as set forth in this Section 2.2(c) or any other Section of these bylaws shall not limit the corporation's rights with respect to any deficiencies in any notice provided by a stockholder, extend any applicable deadlines under these bylaws or enable or be deemed to permit a stockholder who has previously submitted a notice under these bylaws to amend or update any proposal or to submit any new proposal, including without limitation by changing or adding nominees, matters, business and/or resolutions proposed to be brought before a meeting of stockholders.

(d) For purposes of these bylaws, "stockholder associated person" of any stockholder means: (i) any beneficial owner of shares of stock of the corporation on whose behalf any proposal or nomination is made by such stockholder; (ii) any affiliates or associates of such stockholder or any beneficial owner described in clause (i); and (iii) any affiliate who controls such stockholder or any beneficial owner described in clause (i).

2.3 SPECIAL MEETING

(a) (A) A special meeting of stockholders may be called only (i) at any time by the board of directors, or (ii) upon the written request delivered to the Secretary of the corporation at the principal executive offices of the corporation, signed and dated by one or more stockholders of record, or beneficial owners, if any, of the corporation (the "Requesting Stockholders") who own not less than 25% of the voting power of the outstanding shares of common stock of the corporation entitled to vote on each of the matters proposed to be considered at such special meeting (the "Requisite Percentage") and who have complied with all respects of this Section 2.3. Except as otherwise required by law, notice of the special meeting shall be given in accordance with Section 2.6 of these bylaws. The board of directors may postpone, reschedule or cancel any special meeting of stockholders previously scheduled by the board of directors.

(B) To be in proper form, any request or requests for a special meeting pursuant to clause (ii) of the first sentence of Section 2.3(a)(A) above (each, a "Special Meeting Request" and, collectively, the "Special Meeting Requests"): (i) must be delivered in accordance with clause (ii) of the first sentence of Section 2.3(a)(A) by one or more Requesting Stockholders who (a) at the time each Special Meeting Request is delivered, own or are acting on behalf of persons who own, the Requisite Percentage, (b) shall not revoke such Special Meeting Request and (c) shall continue to own not less than the Requisite Percentage through the date of the special meeting; (ii) must provide a statement of the specific purpose or purposes of the special meeting, the matter(s) proposed to be acted on at the special meeting, the reasons for conducting such business at the special meeting and any material interest in such business of each Requesting Stockholder; (iii) must contain such information, statements, representations, agreements and other documents required by these bylaws as though such Requesting Stockholders are intending to nominate a candidate for director or propose other business to be brought before an annual meeting of stockholders pursuant to Sections 2.2 and 2.4 of these bylaws; (iv) must contain (a) an agreement by the Requesting Stockholders to notify the corporation promptly in the event of any disposition following the date of the Special Meeting Request of shares of common stock of the corporation owned by the Requesting Stockholders and (b) an acknowledgement that any such disposition prior to the date of the special meeting shall be deemed to be a revocation of such Special Meeting Request with respect to such disposed shares and that such shares will no longer be included in

determining whether the Requisite Percentage has been satisfied; and (v) must provide documentary evidence that, at the time the Special Meeting Request is delivered to the Secretary of the corporation, the Requesting Stockholders own the Requisite Percentage; provided, however, that if the Requesting Stockholders are not the beneficial owners of the shares representing the Requisite Percentage, then to be valid, the Special Meeting Request must also include documentary evidence (or, such evidence must be delivered to the Secretary of the corporation within 10 days after delivery of the Special Meeting Request) that the beneficial owners on whose behalf the Special Meeting Request is made beneficially own the Requisite Percentage at the time such Special Meeting Request is delivered to the Secretary.

In determining whether a request for a special meeting has been properly made in accordance with clause (ii) of the first sentence of Section 2.3(a)(A), multiple Special Meeting Requests delivered to the Secretary of the corporation will be considered together only if (i) each Special Meeting Request identifies substantially the same purpose or purposes of the special meeting and substantially the same matters proposed to be acted on at such meeting (which, if such purpose is the removal of directors, will mean that the exact same person or persons are proposed for removal in each relevant Special Meeting Request), and in each case, as determined by the board of directors in accordance with the directors' fiduciary duties, and (ii) such Special Meeting Requests have been delivered to, and received by, the Secretary of the corporation at the principal executive offices of the corporation no later than the close of business on the 10th day following the earliest dated Special Meeting Request (whether or not such earliest dated Special Meeting Request later is revoked). Any Requesting Stockholder may revoke their Special Meeting Request at any time prior to the date of the special meeting by written revocation to the Secretary of the corporation delivered to, and received by, the Secretary of the corporation at the principal executive offices of the corporation. If, following such revocation, there are unrevoked requests from Requesting Stockholders holding in the aggregate less than the Requisite Percentage, the board of directors, in its discretion, may cancel the special meeting. If none of the Requesting Stockholders who submitted a Special Meeting Request appears or sends a qualified representative (as defined in Section 2.4 of these bylaws) to present the business proposed to be conducted at the special meeting, the corporation need not present such business for a vote at such special meeting, notwithstanding that proxies in respect of such matter may have been received by the corporation.

For purposes of this Section 2.3(a), the terms "owned," "owning" and other variations of the word "own" shall have the meaning set forth in Section 2.5(c)(iv) of these bylaws.

(C) The Secretary of the corporation shall not be required to call a special meeting pursuant to clause (ii) of the first sentence of Section 2.3(a)(A) if, in the determination of the board of directors made in accordance with the directors' fiduciary duties: (i) the Special Meeting Request does not comply with these bylaws; (ii) the matter(s) set forth in the Special Meeting Request relates to an item of business that is not a proper matter for stockholder action under the Delaware General Corporation Law; (iii) the Special Meeting Request is received by the Secretary of the corporation during the period commencing 150 days prior to the first anniversary of the date of the immediately preceding annual meeting of stockholders and ending on the earlier of the close of business (x) on the date of the next annual meeting and (y) 30 days after the first anniversary of the date of the previous meeting; (iv) an identical or substantially similar item of business, as determined by the board of directors in accordance with the directors' fiduciary duties (a "Similar Item"), other than the election of directors, was presented at a meeting of stockholders held not

more than 12 months before the Special Meeting Request is received by the Secretary of the corporation; (v) a Similar Item was presented at a meeting of stockholders held not more than 120 days before the Special Meeting Request is received by the Secretary of the corporation; (vi) a Similar Item is included in the corporation's notice of meeting as an item of business to be brought before an annual meeting or special meeting that has been called but not yet held or that is called for 150 days after the Special Meeting Request is received by the Secretary of the corporation; or (vii) the Special Meeting Request was made in a manner that involved a violation of Regulation 14A under the Exchange Act or other applicable law. For purposes of this Section 2.3(a)(C), the nomination, election or removal of directors shall be deemed to be a Similar Item with respect to all actions involving the nomination, election or removal of directors, changing the size of the board of directors and filling of vacancies and/or newly created directorships resulting from any increase in the authorized number of directors.

(D) A special meeting called pursuant to clause (ii) of the first sentence of Section 2.3(a)(A) shall be held at such date, time and place, if any, as may be fixed by the board of directors in accordance with these bylaws, provided, however, that the special meeting shall not be held more than 150 days after receipt by the corporation of a valid Special Meeting Request. In fixing a date and time for any Stockholder Requested Special Meeting, the board of directors may consider such factors as it deems relevant, including, without limitation, the nature of the matters to be considered, the facts and circumstances surrounding any request for the meeting and any plan of the board of directors to call an annual meeting or a special meeting. Each Requesting Stockholder is required to (i) update and supplement the Special Meeting Request delivered pursuant to Section 2.3(a)(B), if necessary so that it is true and correct as of the record date for the special meeting, not later than 10 days following the later of the record date for the meeting day or the date notice of the record date is first publicly disclosed to provide any material changes in the foregoing information as of such record date, (ii) update and supplement the Special Meeting Request delivered pursuant to Section 2.3(a)(B) in accordance with the requirements under Section 2.2 of these bylaws as if such requirements apply herein mutatis mutandis and (ii) promptly provide any other information reasonably requested by the corporation. For the avoidance of doubt, the obligation to update and supplement as set forth in this Section 2.3(a)(D) shall not limit the corporation's rights with respect to any deficiencies in any request provided by a stockholder, extend any applicable deadlines under these bylaws or enable or be deemed to permit a stockholder who has previously submitted a request under these bylaws to amend or update any proposal or to submit any new proposal, including by changing or adding nominees, matters, business and/or resolutions proposed to be brought before the special meeting of stockholders.

(E) To be properly brought before a special meeting, business must be (i) specified in the notice of the meeting (or any supplement thereto) given by or at the direction of the board of directors or (ii) otherwise properly brought before the meeting by or at the direction of the board of directors. Business transacted at any special meeting as a result of a valid Special Meeting Request shall be limited to (x) the purpose(s) stated in the Special Meeting Request(s) received from the Requisite Percentage of Requesting Stockholders and (y) any additional matters the board of directors determines to include in the corporation's notice of the special meeting. Except as otherwise provided by the Delaware General Corporation Law, the certificate of incorporation of the corporation or these bylaws, the chairman of the special meeting shall have the power and authority, subject to the supervision of the board of directors, to determine whether any business proposed to be brought before a special meeting was proposed in accordance with the foregoing

procedures. No business shall be conducted at a special meeting of stockholders except in accordance with this Section 2.3 or as required by the Delaware General Corporation Law.

(b) Only such business shall be conducted at a special meeting of stockholders as shall have been brought before the meeting pursuant to the corporation's notice of meeting pursuant to Section 2.3(a) above. Nominations of persons for election to the board of directors (other than pursuant to Section 2.5 of these bylaws) may be made at a special meeting of stockholders at which directors are to be elected pursuant to the corporation's notice of meeting only (i) by or at the direction of the board of directors, (ii) if and to the extent the board of directors has determined that directors shall be elected at such meeting, by any stockholder of the corporation who (A) is a stockholder of record at the time of giving of notice provided for in these bylaws and at the time of the special meeting, (B) is entitled to vote at the meeting, and (C) complies with the notice procedures and information requirements set forth in these bylaws as to such nomination, including without limitation providing timely updates and supplements to the information contained therein, or (iii) in the case of a stockholder-requested meeting called pursuant to clause (ii) of Section 2.3(a)(A) above, by any stockholder pursuant to Section 2.3(a) above. In the event the corporation calls a special meeting of stockholders (other than a stockholder-requested special meeting) for the purpose of electing one or more directors to the board of directors, any such stockholder entitled to vote in such election of directors may nominate (other than pursuant to Section 2.5 of these bylaws) a person or persons (as the case may be) for election to such position(s) as specified in the corporation's notice of meeting, if the stockholder's notice required by Section 2.2(c) of these bylaws with respect to any such nomination (including the completed and signed questionnaire(s), representation(s) and agreement(s) required by Section 2.4(b) of these bylaws) shall be delivered to the Secretary at the principal executive offices of the corporation not earlier than the close of business on the 150th day prior to the date of such special meeting and not later than the close of business on the later of (x) the 120th day prior to the date of such special meeting or (y) the 10th day following the day on which public announcement is first made of the date of the special meeting and of the nominees proposed by the board of directors to be elected at such meeting. In no event shall any adjournment or postponement of a special meeting or the announcement thereof commence a new time period (or extend any time period) for the giving of a stockholder's notice as described above. The number of nominees a stockholder may nominate for election at a special meeting (or in the case of a stockholder giving the notice on behalf of a beneficial owner, the number of nominees a stockholder may nominate for election at the special meeting on behalf of such beneficial owner) shall not exceed the number of directors to be elected at such special meeting. In addition, to be considered timely, a stockholder's notice shall further be updated and supplemented, if necessary, so that the information provided or required to be provided in such notice shall be true and correct as of the record date for the special meeting and as of the date that is 10 days prior to the meeting or any adjournment or postponement thereof, and such update and supplement shall be delivered to the Secretary at the principal executive offices of the corporation not later than 5 days after the record date for the special meeting in the case of the update and supplement required to be made as of the record date for the special meeting, and not later than 8 days prior to the date for the meeting or any adjournment or postponement thereof in the case of the update and supplement required to be made as of 10 days prior to the meeting or any adjournment or postponement thereof. For the avoidance of doubt, the obligation to update and supplement as set forth in this Section 2.3(b) or any other Section of these bylaws shall not limit the corporation's rights with respect to any deficiencies in any notice provided by a stockholder, extend any applicable deadlines hereunder or under any other provision of the bylaws or enable or

be deemed to permit a stockholder who has previously submitted notice hereunder or under any other provision of the bylaws to amend or update any proposal or to submit any new proposal, including without limitation by changing or adding nominees, matters, business and/or resolutions proposed to be brought before a meeting of the stockholders. In the case of a stockholder-requested special meeting called pursuant to clause (ii) of Section 2.3(a)(A), notwithstanding any other provision of these bylaws, no stockholder may nominate a person for election to the board of directors or propose any other business to be considered at the meeting, except pursuant to the Special Meeting Request(s) delivered for such special meeting pursuant to Section 2.3(a) above.

2.4 GENERAL PROVISIONS REGARDING STOCKHOLDER NOMINATIONS AND PROPOSALS; ELIGIBILITY OF NOMINEES

(a) Subject to Section 3.4 of these bylaws, only such persons who are nominated in accordance with the procedures set forth in Section 2.2 through Section 2.5 of these bylaws shall be eligible to serve as directors and only such business shall be conducted at a meeting of stockholders as shall have been brought before the meeting in accordance with the procedures set forth in Section 2.2 through Section 2.4 of these bylaws, and, except as otherwise required by the Delaware General Corporation Law, any failure to comply with these procedures shall result in the nullification of such nomination or proposal. Except as otherwise provided by the Delaware General Corporation Law, the certificate of incorporation or these bylaws, the Chairman of the meeting shall have the power and duty to determine whether a nomination (other than a nomination made pursuant to Section 2.5 of these bylaws) or any business proposed to be brought before the meeting was made or proposed, as the case may be, in accordance with the procedures set forth in these bylaws (including without limitation satisfying the information requirements set forth therein with accurate and complete information) and, if any proposed nomination or business is not in compliance with these bylaws (or any applicable rule or regulation identified therein), to declare that such defective proposal or nomination shall be disregarded (and in which case any such nominee shall be disqualified), notwithstanding that proxies or votes in respect of such nomination or proposal may have been received by the corporation. Notwithstanding the provisions of Sections 2.2 through 2.4, unless otherwise required by law, if (i) a stockholder (or a qualified representative of the stockholder) does not appear at the annual or special meeting of stockholders of the corporation to present a nomination (other than a nomination made pursuant to Section 2.5 of these bylaws) or proposed business made by such stockholder pursuant to Section 2.2 or 2.3, or (ii) if such stockholder, any stockholder associated person, or any nominee for director (as applicable) acted contrary to any representation, certification or agreement required by Sections 2.2 through 2.4, such proposal or nomination shall be disregarded (and such nominee shall be disqualified), notwithstanding that proxies or votes in respect of such nomination or proposal may have been received by the corporation. To be considered a qualified representative of the stockholder, a person must be a duly authorized officer, manager or partner of such stockholder or must be authorized by a writing executed by such stockholder or an electronic transmission delivered by such stockholder to act for such stockholder as a proxy at the meeting of stockholders and such person must provide to the corporation such writing or electronic transmission, or a reliable reproduction of the writing or electronic transmission, at least five days prior to the meeting of stockholders. Any stockholder directly or indirectly soliciting proxies from other stockholders must use a proxy card color other than white, which shall be reserved for the exclusive use by the board of directors.

(b) A stockholder's notice pursuant to Section 2.2 or Section 2.3 shall include, with respect to each nominee, all fully completed and signed questionnaires prepared by the corporation (including those questionnaires required of the corporation's directors and any other questionnaire the corporation determines is necessary or advisable to assess whether a nominee will satisfy any qualifications or requirements imposed by the certificate of incorporation of the corporation or these bylaws, any law, rule, regulation or listing standard that may be applicable to the corporation, and the corporation's corporate governance policies and guidelines), which questionnaires shall be provided by the Secretary upon written request, and a written representation and agreement (in the form provided by the Secretary upon written request) that such person (i) is not and will not become a party to (A) any agreement, arrangement or understanding with, and has not given any commitment or assurance to, any person or entity as to how such person, if elected as a director of the corporation, will act or vote on any issue or question (a "Voting Commitment") except as has been disclosed to the corporation or (B) any Voting Commitment that could limit or interfere with such person's ability to comply, if elected as a director of the corporation, with such person's fiduciary duties under applicable law, (ii) is not and will not become a party to any agreement, arrangement or understanding with any person or entity other than the corporation with respect to any direct or indirect compensation, reimbursement or indemnification in connection with service or action as a nominee or director that has not been disclosed therein, and (iii) in such person's individual capacity and on behalf of any person or entity on whose behalf the nomination is being made, would be in compliance, if elected as a director of the corporation, and will comply with all applicable publicly disclosed corporate governance, conflict of interest, confidentiality and stock ownership and trading policies and guidelines of the corporation.

(c) Notwithstanding the foregoing provisions of Sections 2.2 and 2.3, a stockholder shall also comply with all applicable requirements of the Exchange Act and the rules and regulations thereunder with respect to the matters set forth in those Sections; provided, however, that any references in those Sections to the Exchange Act or the rules promulgated thereunder are not intended to and shall not limit the requirements applicable to nominations or proposals as to any other business to be considered pursuant to Section 2.2(b)-(c) or Section 2.3(b) of these bylaws. Nothing in these bylaws shall be deemed to affect any rights (i) of stockholders to request inclusion of proposals in the corporation's proxy statement pursuant to Rule 14a-8 under the Exchange Act or (ii) of the holders of any series of Preferred Stock if and to the extent provided for under law, the certificate of incorporation or these bylaws.

(d) For purposes of these bylaws, "public announcement" shall mean disclosure in a press release reported by a national news service or in a document publicly filed by the corporation with the Securities and Exchange Commission pursuant to Section 13, 14 or 15(d) of the Exchange Act and the rules and regulations promulgated thereunder. For purposes of Sections 2.2 through 2.5, "close of business" shall mean 5:00 p.m. local time at the principal executive offices of the company on any calendar day, whether or not a business day.

(e) Notwithstanding anything to the contrary in these bylaws, unless otherwise required by law, if any stockholder, or stockholder associated person (i) provides notice pursuant to Rule 14a-19(b) promulgated under the Exchange Act with respect to any proposed nominee for election as a director of the corporation and (ii) subsequently fails to comply with the requirements of Rule 14a-19(a)(2) or Rule 14a-19(a)(3) promulgated under the Exchange Act (or fails to timely provide reasonable evidence sufficient to satisfy the corporation that such stockholder or stockholder

associated person has met the requirements of Rule 14a-19(a)(3) promulgated under the Exchange Act in accordance with the following sentence), then the nomination of each such proposed nominee shall be disregarded, notwithstanding that proxies or votes in respect of the election of such proposed nominees may have been received by the corporation (which proxies and votes shall be disregarded). Upon request by the corporation, if any stockholder or stockholder associated person provides notice pursuant to Rule 14a-19(b) promulgated under the Exchange Act, such stockholder or stockholder associated person shall deliver to the corporation, no later than 5 business days prior to the applicable meeting, reasonable evidence that it has met the requirements of Rule 14a-19(a)(3) promulgated under the Exchange Act.

2.5 PROXY ACCESS FOR DIRECTOR NOMINATIONS

(a) Subject to the terms and conditions of these bylaws, in connection with an annual meeting of stockholders at which directors are to be elected, the corporation will include in its proxy statement and on its form of proxy the name of a nominee for election to the board of directors submitted pursuant to this Section 2.5 (a “Stockholder Nominee”), and will include in its proxy statement the “Required Information” (as defined below in Section 2.5(d) of these bylaws), if: (i) the Stockholder Nominee satisfies the eligibility requirements in this Section 2.5; (ii) the Stockholder Nominee is identified in a timely notice (the “Stockholder Notice”) that satisfies this Section 2.5 and is delivered by a stockholder that qualifies as, or is acting on behalf of, an Eligible Stockholder (as defined below in Section 2.5(b) of these bylaws); (iii) the Eligible Stockholder expressly elects at the time of the delivery of the Stockholder Notice to have the Stockholder Nominee included in the corporation’s proxy materials; and (iv) the additional requirements of these bylaws are met.

(b) To qualify as an “Eligible Stockholder,” a stockholder or a group of stockholders as described in this Section 2.5(b) must: (i) own and have owned (as defined below in Section 2.5(c) of these bylaws), continuously for at least three years as of the date of the Stockholder Notice, a number of shares that represents at least three percent (3%) of the outstanding shares of the corporation that are entitled to vote in the election of directors as of the date of the Stockholder Notice (the “Required Shares”); and (ii) thereafter continue to own the Required Shares through such annual meeting of stockholders. For purposes of satisfying the percentage ownership requirements of this Section 2.5(b), a group of no more than twenty (20) stockholders and/or beneficial owners may aggregate the number of shares of the corporation that each group member has itself individually owned continuously for at least three years as of the date of the Stockholder Notice. No stockholder or beneficial owner, alone or together with any of its affiliates, may individually or as a member of a group qualify as more than one Eligible Stockholder under this Section 2.5, and the same shares may not be attributed to more than one Eligible Stockholder. A group of any two or more funds that are under common management and investment control shall be treated as one stockholder or beneficial owner for purposes of this Section 2.5. Whenever an Eligible Stockholder consists of a group of stockholders and/or beneficial owners, any and all requirements and obligations for an Eligible Stockholder set forth in this Section 2.5 must be satisfied by and as to each such stockholder or beneficial owner, except that shares may be aggregated as specified in this Section 2.5(b) and except as otherwise provided in this Section 2.5.

(c) For purposes of this Section 2.5:

(i) A stockholder or beneficial owner shall be deemed to “own” only those outstanding shares of the corporation as to which such person possesses both: (A) the full voting and investment power pertaining to the shares; and (B) the full economic interest in (including the opportunity for profit and risk of loss on) such shares; provided that the number of shares calculated in accordance with clauses (A) and (B) shall not include any shares (1) sold by such person or any of its affiliates in any transaction that has not been settled or closed, (2) borrowed by such person or any of its affiliates for any purposes or purchased by such person or any of its affiliates pursuant to an agreement to resell, or (3) subject to any option, warrant, forward contract, swap, contract of sale, or other derivative or similar agreement entered into by such person or any of its affiliates, whether any such instrument or agreement is to be settled with shares or with cash based on the notional amount or value of outstanding shares of the corporation, in any such case which instrument or agreement has, or is intended to have, or if exercised would have, the purpose or effect of (I) reducing in any manner, to any extent or at any time in the future, such person’s or its affiliates’ full right to vote or direct the voting of any such shares and/or (II) hedging, offsetting or altering to any degree any gain or loss arising from the full economic ownership of such shares by such person or its affiliates.

(ii) A stockholder or beneficial owner shall “own” shares held in the name of a nominee or other intermediary so long as such stockholder or beneficial owner: (A) retains the right to instruct how the shares are voted with respect to the election of directors and the right to direct the disposition thereof; and (B) possesses the full economic interest in the shares. The stockholder’s or beneficial owner’s ownership of shares shall be deemed to continue during any period in which such person has delegated any voting power by means of a proxy, power of attorney or other instrument or arrangement that is revocable at any time by the stockholder.

(iii) A stockholder’s or beneficial owner’s ownership of shares shall be deemed to continue during any period in which such person has loaned such shares, provided that the person has the power to recall such loaned shares on not more than five (5) business days’ notice. A stockholder or beneficial owner that is deemed to own loaned shares in accordance with the immediately preceding sentence also must, in order for such loaned shares to be deemed owned for purposes of this Section 2.5: (A) recall the loaned shares within five (5) business days of being notified that its Stockholder Nominee will be included in the corporation’s proxy materials for the relevant annual meeting and (B) hold the recalled shares through the relevant annual meeting.

(iv) The terms “owned,” “owning” and other variations of the word “own,” when used with respect to a stockholder or beneficial owner in this Section 2.5, shall have correlative meanings.

(d) For purposes of this Section 2.5, the “Required Information” that the corporation will include in its proxy statement is: (i) the information set forth in the Schedule 14N provided with the Stockholder Notice concerning each Stockholder Nominee and the Eligible Stockholder that is required to be disclosed in the corporation’s proxy statement by the applicable requirements of the Exchange Act and the rules and regulations thereunder; and (ii) if the Eligible Stockholder so elects, a written statement of the Eligible Stockholder (or, in the case of a group, a single written statement of the group), not to exceed 500 words, in support of each Stockholder Nominee, which must be provided at the same time as the Stockholder Notice, for inclusion in the corporation’s proxy statement for the annual meeting (the “Statement”). Notwithstanding anything to the contrary contained in this Section 2.5, the corporation may omit from its proxy materials any information

or Statement that it, in good faith, believes is untrue in any material respect (or omits a material fact necessary in order to make the statements made, in light of the circumstances under which they are made, not misleading) or would violate any applicable law, rule, regulation or listing standard. Nothing in this Section 2.5 shall limit the corporation's ability to solicit against and include in its proxy materials its own statements relating to any Eligible Stockholder or Stockholder Nominee.

(e) The Stockholder Notice shall set forth all information, representations and agreements required under Section 2.2(c) of these bylaws, and in addition, such Stockholder Notice shall include: (i) a copy of the Schedule 14N (or any successor form) that has been or concurrently is filed with the SEC as required by Rule 14a-18 under the Exchange Act (or any successor provision); (ii) the details of any relationship that existed within the past three years and that would have been described pursuant to Item 6(e) of Schedule 14N if the relationship existed on the date of submission of the Schedule 14N; (iii) a statement of the Eligible Stockholder (and in the case of a group, the written agreement of each stockholder or beneficial owner whose shares are aggregated for purposes of constituting an Eligible Stockholder), which statement(s) shall also be included in the Schedule 14N (or any successor form) filed with the SEC, (A) setting forth and certifying to the number of shares of the corporation the Eligible Stockholder owns and has owned (as defined in Section 2.5(c) of these bylaws) continuously for at least three years as of the date of the Stockholder Notice and (B) agreeing to continue to own such shares through the annual meeting; and (iv) the written agreement of the Eligible Stockholder (and in the case of a group, the written agreement of each stockholder or beneficial owner whose shares are aggregated for purposes of constituting an Eligible Stockholder) addressed to the corporation, setting forth the following additional agreements, representations, and warranties: (A) it will provide (1) within five (5) business days of the record date for the annual meeting, the information required under Section 2.2(c) as of the record date, (2) notification in writing verifying the Eligible Stockholder's continuous ownership of the Required Shares as of the record date within five (5) business days of such record date, and (3) immediate notice to the corporation if the Eligible Stockholder ceases to own any of the Required Shares prior to the annual meeting of stockholders; (B) it (1) acquired the Required Shares in the ordinary course of business and not with the intent to change or influence control at the corporation, and does not presently have any such intent, (2) has not nominated and will not nominate for election to the board at the annual meeting any person other than its Stockholder Nominee(s) nominated pursuant to this Section 2.5, (3) has not engaged and will not engage in, and has not been and will not be a participant (as defined in Item 4 of Exchange Act Schedule 14A) in, a solicitation within the meaning of Exchange Act Rule 14a-1(l), in support of the election of any individual as a director at the annual meeting other than its Stockholder Nominee(s) or a nominee of the board of directors, and (4) will not distribute to any stockholder any form of proxy for the annual meeting other than the form distributed by the corporation; (C) it will (1) assume all liability stemming from any legal or regulatory violation arising out of the Eligible Stockholder's communications with the stockholders of the corporation or out of the information that the Eligible Stockholder provided to the corporation, (2) indemnify and hold harmless the corporation and its affiliates and each of its directors, officers and employees individually against any liability, loss or damages in connection with any threatened or pending action, suit or proceeding, whether legal, administrative or investigative, against the corporation or any of its directors, officers or employees arising out of any nomination, solicitation or other activity by the Eligible Stockholder in connection with its efforts to elect the Stockholder Nominee(s) pursuant to this Section 2.5, (3) comply with all laws, rules, regulations and listing

standards applicable to its nomination and any solicitation in connection with the annual meeting, (4) file all materials described below in Section 2.5(g)(ii) with the SEC, regardless of whether any such filing is required under Exchange Act Regulation 14A or whether any exemption from filing is available, and (5) at the request of the corporation, promptly, but in any event within five (5) business days after such request, provide to the corporation prior to the date of the annual meeting such additional information as reasonably requested by the corporation; and (D) in the case of a nomination by a group of stockholders that together is an Eligible Stockholder, the designation by all group members of one group member that is authorized to act on behalf of all members of the group with respect to the nomination and matters related thereto, including without limitation withdrawal of the nomination.

(f) To be timely under this Section 2.5, the Stockholder Notice and Required Information must be delivered to the Secretary at the principal executive offices of the corporation not later than the close of business on the 120th day and not earlier than the close of business on the 150th day prior to the first anniversary of the date (as stated in the corporation's proxy materials) the definitive proxy statement was first sent to stockholders in connection with the preceding year's annual meeting of stockholders; provided, however, that in the event the annual meeting is more than thirty (30) days before or sixty (60) after the anniversary of the previous year's annual meeting, or if no annual meeting was held in the preceding year, to be timely, the Stockholder Notice must be so delivered not earlier than the close of business on the 150th day prior to such annual meeting and not later than the close of business on the later of the 120th day prior to such annual meeting or the 10th day following the day on which public announcement (as defined in Section 2.4(d) of these bylaws) of the date of such meeting is first made by the corporation. In no event shall an adjournment or recess of an annual meeting, or a postponement of an annual meeting for which notice has been given or with respect to which there has been a public announcement of the date of the meeting, commence a new time period (or extend any time period) for the giving of the Stockholder Notice as described above.

(g) An Eligible Stockholder must: (i) within five (5) business days after the date of the Stockholder Notice, provide to the corporation one or more written statements from the record holder(s) of the Required Shares and from each intermediary through which the Required Shares are or have been held, in each case during the requisite three-year holding period, specifying the number of shares that the Eligible Stockholder owns, and has owned continuously, in compliance with this Section 2.5; (ii) file with the SEC any solicitation or other communication by or on behalf of the Eligible Stockholder relating to the corporation's annual meeting of stockholders, one or more of the corporation's directors or director nominees or any Stockholder Nominee, regardless of whether any such filing is required under Exchange Act Regulation 14A or whether any exemption from filing is available for such solicitation or other communication under Exchange Act Regulation 14A; and (iii) in the case of any group, within five (5) business days after the date of the Stockholder Notice, provide to the corporation documentation reasonably satisfactory to the corporation demonstrating that the number of stockholders and/or beneficial owners within such group does not exceed twenty (20), including without limitation whether a group of funds qualifies as one stockholder or beneficial owner within the meaning of Section 2.5(b) of these bylaws. The information provided pursuant to this Section 2.5(g) shall be deemed part of the Stockholder Notice for purposes of this Section 2.5.

(h) Within the time period for delivery of the Stockholder Notice, a written representation and agreement of each Stockholder Nominee shall be delivered to the Secretary at the principal executive offices of the corporation, which shall be signed by each Stockholder Nominee and shall represent and agree that such Stockholder Nominee: (i) consents to being named in the corporation's proxy statement and form of proxy as a nominee and to serving as a director if elected, together with the information and representations that would be required to be set forth in a stockholder's notice of a nomination pursuant to Section 2.2(c) and provided pursuant to Section 2.4(b) of these bylaws; (ii) is not and will not become a party to any Voting Commitment except as has been disclosed to the corporation; (iii) is not and will not become a party to any agreement, arrangement or understanding with any person or entity other than the corporation with respect to any direct or indirect compensation, reimbursement or indemnification in connection with service or action as a Stockholder Nominee or director, which such agreement, arrangement or understanding has not been disclosed to the corporation; (iv) if elected as a director, will comply with all of the corporation's corporate governance, conflict of interest, confidentiality, and stock ownership and trading policies and guidelines, any other corporation policies and guidelines applicable to directors, and any applicable law, rule or regulation or listing standard; and (v) at the request of the corporation, the Stockholder Nominee must promptly, but in any event within five (5) business days after such request, submit all completed and signed questionnaires required of the corporation's directors and provide to the corporation such other information as it may reasonably request. The corporation may request such additional information as necessary to permit the board of directors to determine if each Stockholder Nominee satisfies the requirements of this Section 2.5.

(i) In the event that any information or communications provided by the Eligible Stockholder or any Stockholder Nominees to the corporation or its stockholders is not, when provided, or thereafter ceases to be, true, correct and complete in all material respects (including without limitation by omitting a material fact necessary to make the statements made, in light of the circumstances under which they were made, not misleading), such Eligible Stockholder or Stockholder Nominee, as the case may be, shall promptly notify the Secretary and provide the information that is required to make such information or communication true, correct, complete and not misleading; it being understood that providing any such notification shall not be deemed to cure any defect or limit the corporation's right to omit a Stockholder Nominee from its proxy materials as provided in this Section 2.5.

(j) Notwithstanding anything to the contrary contained in this Section 2.5, the corporation may omit from its proxy materials any Stockholder Nominee, and such nomination shall be disregarded and no vote on such Stockholder Nominee will occur, notwithstanding that proxies in respect of such vote may have been received by the corporation if: (i) the Eligible Stockholder or Stockholder Nominee breaches any of its respective agreements, representations, or warranties set forth in the Stockholder Notice (or otherwise submitted pursuant to this Section 2.5), any of the information in the Stockholder Notice (or otherwise submitted pursuant to this Section 2.5) was not, when provided, true, correct and complete, or otherwise fails to comply with its obligations pursuant to these bylaws, including but not limited to its obligations under this Section 2.5; (ii) the Stockholder Nominee (A) is not independent under any applicable listing standards, any applicable rules of the SEC, and any publicly disclosed standards used by the board of directors in determining and disclosing the independence of the corporation's directors, (B) does not qualify as independent under the audit committee independence requirements set forth in the rules of the principal U.S.

exchange on which shares of the corporation are listed, as a “non-employee director” under Exchange Act Rule 16b-3, or as an “outside director” for the purposes of Section 162(m) of the Internal Revenue Code (or any successor provisions), (C) is a party to any agreement, arrangement or understanding with any person or entity that would compromise the Stockholder Nominee’s ability to fulfill its fiduciary duties as an independent director, (D) is or has been, within the past three years, an officer or director of a competitor, as defined in Section 8 of the Clayton Antitrust Act of 1914, as amended, (E) is a named subject of a pending criminal proceeding (excluding traffic violations and other minor offenses) or has been convicted in a criminal proceeding (excluding traffic violations and other minor offenses) within the past ten (10) years, or (F) is subject to any order of the type specified in Rule 506(d) of Regulation D promulgated under the Securities Act of 1933, as amended; (iii) the corporation has received a notice (whether or not subsequently withdrawn) that a stockholder intends to nominate any candidate for election to the board of directors pursuant to Section 2.2(b)(iii) of these bylaws and such stockholder does not expressly elect at the time of providing the notice to have its nominee included in the corporation’s proxy materials pursuant to this Section 2.5; (iv) the Eligible Stockholder who has nominated such Stockholder Nominee has engaged in or is currently engaged in, or has been or is a participant (as defined in Item 4 of Exchange Act Schedule 14A) in another person’s, solicitation within the meaning of Rule 14a-1(l) under the Exchange Act in support of the election of any individual as a director at the annual meeting other than its Stockholder Nominee(s) or a nominee of the board of directors; or (v) the election of the Stockholder Nominee to the board of directors would cause the corporation to violate the certificate of incorporation of the corporation, these bylaws, or any applicable law, rule, regulation or listing standard.

(k) The maximum number of Stockholder Nominees submitted by all Eligible Stockholders that may be included in the corporation’s proxy materials pursuant to this Section 2.5 shall not exceed the greater of: (i) two or (ii) twenty percent (20%) of the number of directors in office as of the last day on which a Stockholder Notice may be delivered pursuant to this Section 2.5, or if such amount is not a whole number, the closest whole number (rounding down) below twenty percent (20%) (such resulting number, the “Permitted Number”); provided that the Permitted Number shall be reduced by (A) any Stockholder Nominee whose name was submitted for inclusion in the corporation’s proxy materials pursuant to this Section 2.5 but who the board of directors decides to nominate as a board nominee and (B) any nominees who were previously elected to the board of directors as Stockholder Nominees at any of the preceding two annual meetings and who are nominated for election at such annual meeting by the board of directors as a board nominee. In the event that one or more vacancies for any reason occurs after the date of the Stockholder Notice but before the annual meeting and the board of directors resolves to reduce the size of the board of directors in connection therewith, the Permitted Number shall be calculated based on the number of directors in office as so reduced. An Eligible Stockholder submitting more than one Stockholder Nominee for inclusion in the corporation’s proxy materials pursuant to this Section 2.5 shall rank such Stockholder Nominees based on the order that the Eligible Stockholder desires such Stockholder Nominees to be selected for inclusion in the corporation’s proxy statement and include such specified rank in its Stockholder Notice submitted to the corporation. In the event that the number of Stockholder Nominees submitted by Eligible Stockholders pursuant to this Section 2.5 exceeds the Permitted Number, the corporation shall determine which Stockholder Nominees shall be included in the corporation’s proxy materials in accordance with the following provisions: the highest ranking Stockholder Nominee of each Eligible Stockholder will be selected for inclusion in the corporation’s proxy materials until the Permitted Number is reached, going in order of the

amount (largest to smallest) of shares of the corporation each Eligible Stockholder disclosed as owned in its respective Stockholder Notice submitted to the corporation. If the Permitted Number is not reached after each Eligible Stockholder has had one Stockholder Nominee selected, this selection process will continue as many times as necessary, following the same order each time, until the Permitted Number is reached. Following such determination, if any Stockholder Nominee who satisfies the eligibility requirements in this Section 2.5 thereafter is nominated by the board of directors, thereafter is not included in the corporation's proxy materials or thereafter is not submitted for director election for any reason (including without limitation the Eligible Stockholder's or Stockholder Nominee's failure to comply with this Section 2.5), no other nominee or nominees shall be included in the corporation's proxy materials or otherwise submitted for election as a director at the applicable annual meeting in substitution for such Stockholder Nominee.

(l) Any Stockholder Nominee who is included in the corporation's proxy materials for a particular annual meeting of stockholders, but who either (i) withdraws from or becomes ineligible or unavailable for election at the annual meeting for any reason, including without limitation for the failure to comply with any provision of these bylaws (provided that in no event shall any such withdrawal, ineligibility or unavailability commence a new time period (or extend any time period) for the giving of a Stockholder Notice) or (ii) does not receive a number of votes cast in favor of his or her election at least equal to twenty-five percent (25%) of the shares present in person or represented by proxy and entitled to vote in the election of directors, will be ineligible to be a Stockholder Nominee pursuant to this Section 2.5 for the next two annual meetings.

(m) The board of directors (and any other person or body authorized by the board of directors) shall have the power and authority to interpret this Section 2.5 and to make any and all determinations necessary or advisable to apply this Section 2.5 to any persons, facts or circumstances, including without limitation the power to determine in good faith: (i) whether one or more stockholders or beneficial owners qualifies as an Eligible Stockholder; (ii) whether a Stockholder Notice complies with this Section 2.5 and has otherwise met the requirements of this Section 2.5; (iii) whether a Stockholder Nominee satisfies the qualifications and requirements in this Section 2.5; and (iv) whether any and all requirements of this Section 2.5 have been satisfied. Notwithstanding the foregoing provisions of this Section 2.5, unless otherwise required by law or otherwise determined by the chairman of the meeting or the board of directors, if the Stockholder Nominee(s) and/or the applicable Eligible Stockholder shall have breached its or their obligations, agreements or representations under this Section 2.5, or if the Eligible Stockholder (or a qualified representative of the stockholder, as defined in Section 2.4(a) of these bylaws) does not appear at the annual meeting of stockholders of the corporation to present its Stockholder Nominee or Stockholder Nominees, such nomination or nominations shall be disregarded, notwithstanding that proxies in respect of the election of the Stockholder Nominee or Stockholder Nominees may have been received by the corporation. This Section 2.5 shall be the exclusive method for stockholders to include nominees for director election in the corporation's proxy materials.

2.6 NOTICE OF MEETINGS OF STOCKHOLDERS

Except as otherwise provided by the Delaware General Corporation Law, all notices of meetings of stockholders shall be sent or otherwise given to each stockholder entitled to vote at the meeting as of the record date for determining stockholders entitled to notice of the meeting in

accordance with Section 2.7 of these bylaws not less than ten (10) nor more than sixty (60) days before the date of the meeting. The notice shall specify the place (if any), date and time of the meeting and the means of remote communications, if any, by which stockholders and proxyholders may be deemed to be present, in person, and vote at the meeting, the record date for determining stockholders entitled to vote at the meeting, if such date is different from the record date for determining stockholders entitled to notice of the meeting and, in the case of a special meeting, the purpose or purposes for which the meeting is called. The notice of any meeting at which directors are to be elected shall include the name of any nominee or nominees who, at the time of the notice, the board intends to present for election. Such notice shall also include the name of any Stockholder Nominees that will be included in the corporation's proxy materials pursuant to Section 2.5 of these bylaws.

2.7 MANNER OF GIVING NOTICE; AFFIDAVIT OF NOTICE

Notice of any meeting of stockholders shall be given in accordance with Section 232 of the Delaware General Corporation Law. Notice shall be deemed given as set forth in Article VIII.

2.8 QUORUM

The holders of a majority in voting power of the stock issued and outstanding and entitled to vote thereat, present in person or represented by proxy, shall constitute a quorum at all meetings of the stockholders for the transaction of business except as otherwise required by law or by the certificate of incorporation. If, however, such quorum is not present or represented at any meeting of the stockholders, then either (a) the chairman of the meeting or (b) the stockholders entitled to vote thereat, present in person or represented by proxy, shall have power to adjourn the meeting in accordance with Section 2.9 of these bylaws.

When a quorum is present at any meeting, the vote of the holders of a majority of the stock having voting power present in person or represented by proxy shall decide any question brought before such meeting, unless (a) the question is one upon which, by express provision of the laws of the State of Delaware or of the certificate of incorporation or these bylaws, a different vote is required, in which case such express provision shall govern and control the decision of the question; or (b) the matter is brought pursuant to the rules of an exchange upon which the securities of the corporation are listed, in which case such rules will determine the required vote.

If a quorum be initially present, the stockholders may continue to transact business until adjournment, notwithstanding the withdrawal of enough stockholders to leave less than a quorum.

2.9 ADJOURNED MEETING; NOTICE

Any meeting of the stockholders may be adjourned for such periods as the chairman of the meeting shall direct. When a meeting is adjourned to another time or place (if any), including without limitation an adjournment taken to address a technical failure to convene or continue a meeting using remote communication, unless these bylaws otherwise require, notice need not be given of the adjourned meeting if the time and place, if any, thereof and the means of remote communication, if any, by which stockholders and proxyholders may be deemed to be present in person and vote at such adjourned meeting are (i) announced at the meeting at which the adjournment is taken, (ii) displayed, during the time scheduled for the meeting, on the same

electronic network used to enable stockholders and proxyholders to participate in the meeting by means of remote communication or (iii) set forth in the notice of meeting given in accordance with Section 222(a) of the Delaware General Corporation Law. At the adjourned meeting the corporation may transact any business that might have been transacted at the original meeting.

If the adjournment is for more than thirty (30) days, a notice of the adjourned meeting shall be given to each stockholder of record entitled to vote at the adjourned meeting. If, after the adjournment, a new record date for stockholders entitled to vote is fixed for the adjourned meeting, the board of directors shall fix a new record date for notice of such adjourned meeting in accordance with Section 213(a) of the Delaware General Corporation Law and shall give notice of the adjourned meeting to each stockholder of record entitled to vote at the adjourned meeting as of the record date fixed for notice of such adjourned meeting.

2.10 VOTING

The stockholders entitled to vote at any meeting of stockholders shall be determined in accordance with the provisions of Section 2.12 of these bylaws, subject to the provisions of Sections 217 and 218 of the Delaware General Corporation Law (relating to voting rights of fiduciaries, pledgors and joint owners, and to voting trusts and other voting agreements).

Except as may be otherwise provided in the certificate of incorporation, each stockholder will be entitled to one vote for each share of capital stock registered in such stockholder's name on the books of the corporation on the record date fixed for determination of stockholders entitled to vote at such meeting.

2.11 STOCKHOLDER ACTION BY WRITTEN CONSENT

Unless otherwise provided by the certificate of incorporation and applicable law, the stockholders of the corporation may not take action by written consent without a meeting, and any such actions must be taken at a duly called annual or special meeting.

2.12 RECORD DATE FOR STOCKHOLDER NOTICE; VOTING

For purposes of determining the stockholders entitled to notice of any meeting of stockholders, the board of directors may fix a record date, which shall not precede the date upon which the resolution fixing such record date is adopted by the board of directors and which shall not be more than sixty (60) days nor less than ten (10) days before the date of any such meeting. If the board of directors so fixes a date, such date shall also be the record date for determining the stockholders entitled to vote at such meeting unless the board of directors determines, at the time it fixes such record date, that a later date on or before the date of the meeting shall be the date for making such determination. If no record date is fixed by the board of directors, the record date for determining stockholders entitled to notice of and to vote at a meeting of stockholders shall be at the close of business on the business day next preceding the day on which notice is given, or, if notice is waived, at the close of business on the business day next preceding the day on which the meeting is held.

A determination of stockholders of record entitled to notice of or to vote at a meeting of stockholders shall apply to any adjournment of the meeting; provided, however, that the board of

directors may fix a new record date for determining stockholders entitled to vote at the adjourned meeting, and in such case shall also fix as the record date for stockholders entitled to notice of such adjourned meeting the same or an earlier date as that fixed for determining stockholders entitled to vote in accordance with the foregoing provisions of this Section 2.12.

The record date for any other purpose shall be as provided in Section 7.1 of these bylaws.

2.13 PROXIES

Every stockholder entitled to vote at a meeting of stockholders may authorize another person or persons to act for such stockholder by proxy, but no such proxy shall be voted or acted upon after 3 years from its date, unless the proxy provides for a longer period. Without limiting the manner in which a stockholder may authorize another person or persons to act for such stockholder as proxy pursuant to this Section 2.13, the following shall constitute a valid means by which a stockholder may grant such authority: (a) a stockholder may execute a document authorizing another person or persons to act for such stockholder as proxy (and execution may be accomplished by the stockholder or such stockholder's authorized officer, director, employee or agent), or (b) a stockholder may authorize another person or persons to act for such stockholder as proxy by transmitting or authorizing the transmission of a telegram, cablegram, or other means of electronic transmission to the person who will be the holder of the proxy or to a proxy solicitation firm, proxy support service organization or like agent duly authorized by the person who will be the holder of the proxy to receive such transmission, provided that any such telegram, cablegram or other means of electronic transmission must either set forth or be submitted with information from which it can be determined that the telegram, cablegram or other electronic transmission was authorized by the stockholder. The revocability of a proxy that states on its face that it is irrevocable shall be governed by the provisions of Section 212(e) of the Delaware General Corporation Law.

2.14 ORGANIZATION

The board of directors shall designate a chairman to preside over all annual meetings or special meetings of stockholders, provided that if the board of directors does not so designate such a presiding officer, then the chairman of the board, if one is elected, shall preside over such meetings. If the board of directors does not so designate such a presiding officer and there is no chairman of the board or the chairman of the board is unable to so preside or is absent, then the chief executive officer shall preside over such meetings, provided further that if there is no chief executive officer or the chief executive officer is unable to so preside or is absent, then the president shall preside over such meetings. The secretary of the corporation, or a person designated by the chairman of the meeting, shall act as secretary of the meeting. The board of directors may adopt such rules and regulations for the conduct of any meeting of stockholders as it shall deem appropriate. Except to the extent inconsistent with such rules and regulations as adopted by the board of directors, and/or to the extent the board of directors shall have not adopted any such rules or regulations, the chairman of the meeting shall have the authority to adopt and enforce such rules and regulations for the conduct of any meeting of stockholders and the safety of those in attendance as, in the judgment of the chairman, are necessary, appropriate or convenient for the conduct of the meeting. Subject to any rules and regulations adopted by the board of directors, the chairperson

of the meeting may convene and, for any reason, from time to time, adjourn and/or recess any meeting of stockholders.

2.15 LIST OF STOCKHOLDERS ENTITLED TO VOTE

The officer who has charge of the stock ledger of the corporation shall prepare and make, at least ten (10) days before every meeting of stockholders, a complete list of the stockholders entitled to vote at the meeting (provided, however, if the record date for determining the stockholders entitled to vote is less than ten (10) days before the date of the meeting, the list shall reflect the stockholders entitled to vote as of the tenth (10th) day before the meeting), arranged in alphabetical order, and showing the address of each stockholder and the number of shares registered in the name of each stockholder. Nothing contained in this section shall require the corporation to include electronic mail addresses or other electronic contact information on such list. Such list shall be open to the examination of any stockholder, for any purpose germane to the meeting, during ordinary business hours, for a period of at least ten (10) days prior to the meeting, (i) on a reasonably accessible electronic network, provided that the information required to gain access to such list is provided with the notice of the meeting, or (ii) during ordinary business hours, at the principal place of business of the corporation. In the event that the corporation determines to make the list available on an electronic network, the corporation may take reasonable steps to ensure that such information is available only to stockholders of the corporation.

2.16 REMOTE COMMUNICATION

For the purposes of these bylaws, if authorized by the board of directors in its sole discretion, and subject to such guidelines and procedures as the board of directors may adopt, the stockholders and proxyholders may, by means of remote communication:

(a) participate in a meeting of stockholders; and

(b) be deemed present in person and vote at a meeting of stockholders whether such meeting is to be held at a designated place or solely by means of remote communication, provided that (i) the corporation will implement reasonable measures to verify that each person deemed present and permitted to vote at the meeting by means of remote communication is a stockholder or proxyholder, (ii) the corporation will implement reasonable measures to provide such stockholders and proxyholders a reasonable opportunity to participate in the meeting and to vote on matters submitted to the stockholders, including an opportunity to read or hear the proceedings of the meeting substantially concurrently with such proceedings, and (iii) if any stockholder or proxyholder votes or takes other action at the meeting by means of remote communication, the corporation will maintain a record of such vote or other action.

2.17 DELIVERY OF INFORMATION BY STOCKHOLDERS

Whenever Article II of these bylaws requires one or more persons (including without limitation a record or beneficial owner of stock) to deliver a document or information to the corporation or any officer, employee or agent thereof (including without limitation any notice, request, questionnaire, revocation, representation or other document or agreement), the corporation shall not be required to accept delivery of such document or information unless the document or information is in writing exclusively (and not in an electronic transmission) and

delivered exclusively by hand (including without limitation an overnight courier service) or by certified or registered mail, return receipt requested.

ARTICLE III.

DIRECTORS

3.1 POWERS

Subject to the provisions of the Delaware General Corporation Law and to any limitations in the certificate of incorporation or these bylaws relating to action required to be approved by the stockholders, the business and affairs of the corporation shall be managed and all corporate powers shall be exercised by or under the direction of the board of directors.

3.2 NUMBER OF DIRECTORS

The number of directors may be set by resolution duly adopted by the board of directors, or by an amendment to this bylaw duly adopted by the board of directors or by the stockholders, or by a duly adopted amendment to the certificate of incorporation, at one or more directors.

3.3 ELECTION AND TERM OF OFFICE OF DIRECTORS

Except as provided in Section 3.4 of these bylaws, directors shall be elected at each annual meeting of stockholders. Each director, including a director elected or appointed to fill a vacancy or newly created directorship, shall hold office until the next annual meeting of stockholders for the election of directors and until his or her successor has been elected and qualified, or until his or her earlier death, resignation or removal.

Except as otherwise provided by the certificate of incorporation or these bylaws, each director shall be elected by the vote of the majority of votes cast with respect to the nominee at any meeting for the election of directors at which a quorum is present, provided that if (a) the secretary receives a notice that a stockholder has nominated a person for election to the board of directors in compliance with the requirements of Section 2.2, Section 2.3 or, with respect to annual meetings only, Section 2.5, and (b) such nomination has not been withdrawn by such stockholder on or before the date the corporation files its definitive proxy statement (regardless of whether or not thereafter revised or supplemented) with the Securities and Exchange Commission such that the number of nominees exceeds the number of directors to be elected (a "Contested Election"), the directors shall be elected by the vote of a plurality of the votes cast. For purposes of this Section 3.3, "a majority of votes cast" means that the number of shares voted "for" a nominee exceeds the votes cast "against" a nominee's election, with "abstentions" and "broker non-votes" not counted as votes cast either "for" or "against" a nominee's election.

3.4 RESIGNATION AND VACANCIES

Any director may resign effective on giving written notice or notice by electronic transmission to the chairman of the board, the president, the secretary or the board of directors, unless the notice specifies a later time for that resignation to become effective or specifies that the

resignation shall occur upon the happening of an event or events. If the resignation of a director is effective at a future time or upon the happening of an event or events, the remaining directors, including the director who has submitted such resignation, may elect a successor to take office when the resignation becomes effective.

Unless otherwise provided by the certificate of incorporation, vacancies and newly created directorships in the board of directors may be filled by a majority of the remaining directors, even if less than a quorum, or by a sole remaining director. Each director so elected shall hold office until the next annual meeting of the stockholders and until a successor has been elected and qualified.

3.5 REMOVAL OF DIRECTORS

Except as otherwise provided by the certificate of incorporation or applicable law, any director may be removed, with or without cause, by the holders of a majority in voting power of the outstanding shares then entitled to vote for the election of such director. No reduction of the authorized number of directors shall have the effect of removing any director prior to the expiration of such director's term of office.

3.6 PLACE OF MEETINGS; MEETINGS BY TELEPHONE

Regular meetings of the board of directors may be held at any place within or outside the State of Delaware that has been designated from time to time by the board. In the absence of such a designation, regular meetings shall be held at the principal executive office of the corporation. Special meetings of the board may be held at any place within or outside the State of Delaware that has been designated in the notice of the meeting or, if not stated in the notice or if there is no notice, at the principal executive office of the corporation.

Any meeting of the board, regular or special, and any meeting of any committee of the board, may be held by conference telephone or similar communication equipment, so long as all directors participating in the meeting can hear one another; and all such participating directors shall be deemed to be present in person at the meeting.

3.7 REGULAR MEETINGS

Regular meetings of the board of directors may be held without notice at such time as shall from time to time be determined by the board of directors. If any regular meeting day shall fall on a legal holiday, then the meeting shall be held at the same time and place on the next succeeding full business day.

3.8 SPECIAL MEETINGS; NOTICE

Special meetings of the board of directors for any purpose or purposes may be called at any time by the chairman of the board, the president, any vice president, the secretary or any two directors.

Notice of the time and place of special meetings shall be delivered personally or by telephone to each director or sent by first-class mail, express mail, courier service, or facsimile,

charges prepaid, or by any means of electronic transmission, including electronic mail, addressed to each director at that director's address, telephone number, facsimile number or address for electronic transmission, as the case may be, as it is shown on the records of the corporation. If the notice is mailed, it shall be deposited in the United States mail at least four (4) days before the time of the holding of the meeting. If the notice is delivered personally or by telephone, facsimile, or means of electronic transmission, it shall be delivered personally or by telephone or means of electronic transmission at least forty-eight (48) hours before the time of the holding of the meeting. Any oral notice given personally or by telephone may be communicated either to the director or to a person at the office of the director who the person giving the notice has reason to believe will promptly communicate it to the director. The notice need not specify the purpose or the place of the meeting, if the meeting is to be held at the principal executive office of the corporation or by conference telephone or similar communications equipment. Moreover, a notice of meeting need not state the purpose of such meeting, and, unless indicated in the notice thereof, any and all business may be transacted at a meeting.

3.9 QUORUM

Except as otherwise provided by the certificate of incorporation or applicable law, a majority of the authorized number of directors shall constitute a quorum for the transaction of business, and every act or decision done or made by a majority of the directors present at a duly held meeting at which a quorum is present shall be the act of the board of directors.

3.10 ADJOURNMENT

A majority of the directors present, whether or not constituting a quorum, may adjourn any meeting of the board to another time and place.

3.11 NOTICE OF ADJOURNMENT

Notice of the time and place of holding an adjourned meeting of the board of directors need not be given unless the meeting is adjourned for more than twenty-four (24) hours. If the meeting is adjourned for more than twenty-four (24) hours, then notice of the time and place of the adjourned meeting shall be given before the adjourned meeting takes place, in the manner specified in Section 3.8 of these bylaws, to the directors who were not present at the time of the adjournment.

3.12 BOARD ACTION BY WRITTEN CONSENT WITHOUT A MEETING

Unless otherwise restricted by the certificate of incorporation or these bylaws, any action required or permitted to be taken at any meeting of the board of directors, or of any committee thereof, may be taken without a meeting if all members of the board of directors or committee, as the case may be, consent thereto in writing or by electronic transmission. After an action is taken, the writing or writings or electronic transmission or transmissions shall be filed with the minutes of proceedings of the board of directors or committee. Such filing shall be in paper form if the minutes are maintained in paper form and shall be in electronic form if the minutes are maintained in electronic form.

3.13 FEES AND COMPENSATION OF DIRECTORS

Directors and members of committees may receive such compensation, if any, for their services and such reimbursement of expenses as may be fixed or determined by resolution of the board of directors. This Section 3.13 shall not be construed to preclude any director from serving the corporation in any other capacity as an officer, agent, employee or otherwise and receiving compensation for those services.

3.14 SOLE DIRECTOR PROVIDED BY CERTIFICATE OF INCORPORATION

In the event only one director is required by these bylaws or the certificate of incorporation, then any reference herein to notices, waivers, consents, meetings or other actions by a majority or quorum of the directors shall be deemed to refer to such notice, waiver, etc., by such sole director, who shall have all the rights and duties and shall be entitled to exercise all of the powers and shall assume all the responsibilities otherwise herein described as given to the board of directors.

ARTICLE IV. **COMMITTEES**

4.1 COMMITTEES OF DIRECTORS

The board of directors may designate one (1) or more committees, each consisting of one or more directors, to serve at the pleasure of the board. The board may designate one (1) or more directors as alternate members of any committee, who may replace any absent or disqualified member at any meeting of the committee. In the absence or disqualification of a member of a committee, the member or members present at any meeting and not disqualified from voting, whether or not he, she or they constitute a quorum, may unanimously appoint another member of the board of directors to act at the meeting in the place of any such absent or disqualified member. Any committee, to the extent provided in the resolution of the board, shall have and may exercise all the powers and authority of the board, but no such committee shall have the power or authority to (i) approve or adopt, or recommend to the stockholders, any action or matter (other than the election or removal of directors) expressly required by the Delaware General Corporation Law to be submitted to stockholders for approval, or (ii) adopt, amend or repeal the bylaws of the corporation. Unless otherwise provided in the certificate of incorporation or the resolutions of the board of directors designating a committee, a committee may create one (1) or more subcommittees, each subcommittee to consist of one (1) or more members of the committee, and delegate to a subcommittee any or all of the powers and authority of the committee.

4.2 MEETINGS AND ACTION OF COMMITTEES

Meetings and actions of committees shall be governed by, and held and taken in accordance with, the following provisions of Article III of these bylaws: Section 3.6 (place of meetings; meetings by telephone), Section 3.7 (regular meetings), Section 3.8 (special meetings; notice), Section 3.9 (quorum), Section 3.10 (adjournment), Section 3.11 (notice of adjournment) and Section 3.12 (board action by written consent without a meeting), with such changes in the context of those bylaws as are necessary to substitute the committee and its members for the board of directors and its members; provided, however, that the time of regular meetings of committees may be determined either by resolution of the board of directors or by resolution of the committee,

and that special meetings of committees may also be called by resolution of the board of directors. The board of directors may adopt rules for the government of any committee not inconsistent with the provisions of these bylaws.

4.3 COMMITTEE MINUTES

Each committee shall keep regular minutes of its meetings and report the same to the board of directors when required.

ARTICLE V. OFFICERS

5.1 OFFICERS

The Corporate Officers of the corporation shall be a chief executive officer, a president, a secretary and a chief financial officer. The corporation may also have, at the discretion of the board of directors, a chairman of the board, a treasurer, one or more vice presidents (however denominated), one or more assistant secretaries, one or more assistant treasurers, and such other officers as may be appointed in accordance with the provisions of Section 5.3 of these bylaws. Any number of offices may be held by the same person.

In addition to the Corporate Officers of the corporation described above, there may also be such Administrative Officers of the corporation as may be designated and appointed from time to time by the president or the chief executive officer of the corporation in accordance with the provisions of Section 5.12 of these bylaws.

5.2 ELECTION OF OFFICERS

The Corporate Officers of the corporation, except such officers as may be appointed in accordance with the provisions of Section 5.3 or Section 5.5 of these bylaws, shall be chosen by the board of directors, subject to the rights, if any, of an officer under any contract of employment, and shall hold their respective offices for such terms as the board of directors may from time to time determine.

5.3 SUBORDINATE OFFICERS

The board of directors may appoint, or may empower the president or the chief executive officer to appoint, such other Corporate Officers as the business of the corporation may require, each of whom shall hold office for such period, have such power and authority, and perform such duties as are provided in these bylaws or as the board of directors, may from time to time determine.

The president may from time to time designate and appoint Administrative Officers of the corporation in accordance with the provisions of Section 5.12 of these bylaws.

5.4 REMOVAL AND RESIGNATION OF OFFICERS

Any Corporate Officer may be removed, either with or without cause, by the board of directors at any regular or special meeting of the board or, except in case of a Corporate Officer

chosen by the board of directors, by any Corporate Officer upon whom such power of removal may be conferred by the board of directors.

Any Corporate Officer may resign at any time by giving written notice to the corporation. Any resignation shall take effect at the date of the receipt of that notice or at any later time specified in that notice; and, unless otherwise specified in that notice, the acceptance of the resignation shall not be necessary to make it effective. Any resignation is without prejudice to the rights, if any, of the corporation under any contract to which the Corporate Officer is a party.

Any Administrative Officer designated and appointed by the president or the chief executive officer may be removed, either with or without cause, at any time by the president. Any Administrative Officer may resign at any time by giving written notice to the president or to the secretary of the corporation.

5.5 VACANCIES IN OFFICES

A vacancy in any office because of death, resignation, removal, disqualification or any other cause shall be filled in the manner prescribed in these bylaws for regular appointments to that office.

5.6 CHAIRMAN OF THE BOARD

The chairman of the board, if such an officer be elected, shall, if present, preside at meetings of the board of directors and exercise such other powers and perform such other duties as may from time to time be assigned to him by the board of directors or as may be prescribed by these bylaws. If there is no president, then the chairman of the board shall also be the chief executive officer of the corporation and shall have the powers and duties prescribed in Section 5.7 of these bylaws.

5.7 CHIEF EXECUTIVE OFFICER; PRESIDENT

Subject to (i) such supervisory powers, if any, as may be given by the board of directors to the chairman of the board, if there be such an officer, and (ii) the contrary determination of the board of directors, the president shall be the chief executive officer of the corporation and shall, subject to the control of the board of directors, have general supervision, direction and control of the business and the officers of the corporation. He or she shall have the general powers and duties of management usually vested in the office of president of a corporation, and shall have such other powers and perform such other duties as may be prescribed by the board of directors or these bylaws.

5.8 VICE PRESIDENTS

In the absence or disability of the president, and if there is no chairman of the board, the vice presidents, if any, in order of their rank as fixed by the board of directors or, if not ranked, a vice president designated by the board of directors, shall perform all the duties of the president and

when so acting shall have all the powers of, and be subject to all the restrictions upon, the president. The vice presidents shall have such other powers and perform such other duties as from time to time may be prescribed for them respectively by the board of directors, these bylaws, the president or the chairman of the board.

5.9 SECRETARY

The secretary shall keep or cause to be kept, at the principal executive office of the corporation or such other place as the board of directors may direct, a book of minutes of all meetings and actions of the board of directors, committees of directors and stockholders. The minutes shall show the time and place of each meeting, whether regular or special (and, if special, how authorized and the notice given), the names of those present at directors' meetings or committee meetings, the number of shares present or represented at stockholders' meetings and the proceedings thereof.

The secretary shall keep, or cause to be kept, at the principal executive office of the corporation or at the office of the corporation's transfer agent or registrar, as determined by resolution of the board of directors, a stock ledger or a duplicate stock ledger, showing the names of all stockholders and their addresses, the number and classes of shares held by each, the number and date of certificates evidencing such shares and the number and date of cancellation of every certificate surrendered for cancellation.

The secretary shall give, or cause to be given, notice of all meetings of the stockholders and of the board of directors required to be given by law or by these bylaws. He or she shall keep the seal of the corporation, if one be adopted, in safe custody and shall have such other powers and perform such other duties as may be prescribed by the board of directors or by these bylaws.

5.10 CHIEF FINANCIAL OFFICER

The chief financial officer shall keep and maintain, or cause to be kept and maintained, adequate and correct books and records of accounts of the properties and business transactions of the corporation, including accounts of its assets, liabilities, receipts, disbursements, gains, losses, capital, retained earnings and shares. The books of account shall at all reasonable times be open to inspection by any director for a purpose reasonably related to his position as a director.

The chief financial officer shall deposit all money and other valuables in the name and to the credit of the corporation with such depositaries as may be designated by the board of directors. He or she shall disburse the funds of the corporation as may be ordered by the board of directors, shall render to the president and directors, whenever they request it, an account of all of his or her transactions as chief financial officer and of the financial condition of the corporation, and shall have such other powers and perform such other duties as may be prescribed by the board of directors or these bylaws. The president may direct the treasurer or any assistant treasurer to assume and perform the duties of the chief financial officer in the absence or disability of the chief financial officer, and the treasurer and each assistant treasurer shall perform other duties commonly incident to his or her office and shall also perform such other duties and have such other powers as the board of directors or the president shall designate from time to time.

5.11 ASSISTANT SECRETARY

The assistant secretary, if any, or, if there is more than one, the assistant secretaries in the order determined by the board of directors (or if there be no such determination, then in the order of their election) shall, in the absence of the secretary or in the event of his or her inability or refusal to act, perform the duties and exercise the powers of the secretary and shall perform such other duties and have such other powers as the board of directors may from time to time prescribe.

5.12 ADMINISTRATIVE OFFICERS

In addition to the Corporate Officers of the corporation as provided in Section 5.1 of these bylaws and such subordinate Corporate Officers as may be appointed in accordance with Section 5.3 of these bylaws, there may also be such Administrative Officers of the corporation as may be designated and appointed from time to time by the president or chief executive officer of the corporation. Administrative Officers shall perform such duties and have such powers as from time to time may be determined by the president, chief executive officer or board of directors in order to assist the Corporate Officers in the furtherance of their duties. In the performance of such duties and the exercise of such powers, however, such Administrative Officers shall have limited authority to act on behalf of the corporation as the board of directors, or president or chief executive officer, as applicable, shall establish, including but not limited to limitations on the dollar amount and on the scope of agreements or commitments that may be made by such Administrative Officers on behalf of the corporation, which limitations may not be exceeded by such individuals or altered without further approval by the board of directors, president or chief executive officer, as applicable.

5.13 AUTHORITY AND DUTIES OF OFFICERS

In addition to the foregoing powers, authority and duties, all officers of the corporation shall respectively have such authority and powers and perform such duties in the management of the business of the corporation as may be designated from time to time by the board of directors.

ARTICLE VI.

INDEMNIFICATION OF DIRECTORS, OFFICERS, EMPLOYEES AND OTHER AGENTS

6.1 INDEMNIFICATION OF DIRECTORS AND OFFICERS

The corporation shall, to the maximum extent and in the manner permitted by the Delaware General Corporation Law as the same now exists or may hereafter be amended, indemnify any person against expenses, liabilities and losses (including attorneys' fees, judgments, fines, ERISA excise taxes or penalties and amounts paid or to be paid in settlement) actually and reasonably incurred in connection with any threatened, pending or completed action, suit, or proceeding in which such person was or is a party or is threatened to be made a party by reason of the fact that such person is or was a director or officer of the corporation. For purposes of this Section 6.1, a "director" or "officer" of the corporation shall mean any person (i) who is or was a director or officer of the corporation, (ii) who, while a director or officer of the corporation, is or was serving at the request of the corporation as a director or officer of another corporation, partnership, joint venture, trust or other enterprise, or (iii) who was a director or officer of a corporation which was a predecessor corporation of the corporation or, while serving as a director or officer of such

predecessor corporation, is or was serving at the request of such predecessor corporation as a director or officer of another enterprise. Notwithstanding the foregoing, but subject to Section 6.10, the corporation shall be required to indemnify a director or officer in connection with an action, suit, or proceeding (or part thereof) initiated by such director or officer only if the initiation of such action, suit, or proceeding (or part thereof) by the director or officer was authorized in the specific case by the board of directors of the corporation.

6.2 INDEMNIFICATION OF OTHERS

The corporation shall have the power, to the maximum extent and in the manner permitted by the Delaware General Corporation Law as the same now exists or may hereafter be amended, to indemnify any person (other than directors and officers) against expenses, liabilities and losses (including attorneys' fees, judgments, fines, ERISA excise taxes or penalties and amounts paid or to be paid in settlement) actually and reasonably incurred in connection with any threatened, pending or completed action, suit, or proceeding, in which such person was or is a party or is threatened to be made a party by reason of the fact that such person is or was an employee or agent of the corporation. For purposes of this Section 6.2, an "employee" or "agent" of the corporation shall mean any person (other than a director or officer of the corporation) (i) who is or was an employee or agent of the corporation, (ii) who is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, or (iii) who was an employee or agent of a corporation which was a predecessor corporation of the corporation or was serving at the request of a predecessor corporation of the corporation as an officer, director, employee or agent of another enterprise.

6.3 INSURANCE

The corporation may purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against him or her and incurred by him or her in any such capacity, or arising out of his or her status as such, whether or not the corporation would have the power to indemnify him or her against such liability under the provisions of the Delaware General Corporation Law.

6.4 EXPENSES

The corporation shall advance to any person eligible for indemnification pursuant to Section 6.1 hereof, and may advance to any person eligible for indemnification pursuant to Section 6.2 hereof, prior to the final disposition of the proceeding, all expenses reasonably incurred by any such person in connection with defending such proceeding, upon receipt of a request therefor and an undertaking by or on behalf of such person to repay such amounts if it should be determined ultimately that such person is not entitled to be indemnified under this Article VI or otherwise. Notwithstanding the foregoing, but subject to Section 6.10, the corporation shall not be required to advance expenses in connection with any proceeding (or part thereof) initiated by any person unless the proceeding was authorized in advance by the board of directors of the corporation.

Notwithstanding anything to the contrary set forth herein, unless otherwise determined pursuant to Section 6.5, the corporation shall not be obligated to advance or continue to advance expenses to any person (other than any current or former director of the corporation, as to whom this paragraph shall not apply) in any proceeding if a determination is reasonably and promptly made (i) by the board of directors by a majority vote of Disinterested Directors, even though less than a quorum, (ii) if there are no Disinterested Directors or the Disinterested Directors so direct, by Independent Counsel in a written opinion, or (iii) by a majority vote of a committee of Disinterested Directors designated by a majority vote of Disinterested Directors, that the facts known to the decision-making party at the time such determination is made demonstrate clearly and convincingly that such person acted in bad faith or in a manner that such person did not believe to be in or not opposed to the best interests of the corporation.

6.5 NON-EXCLUSIVITY OF RIGHTS; OTHER SOURCES

The rights conferred on any person by this Article VI will not be exclusive of any other right which such person may have or hereafter acquire under any statute, provision of the certificate of incorporation, bylaws, agreement, vote of stockholders or Disinterested Directors or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding office. The corporation is specifically authorized to enter into individual contracts with any or all of its directors, officers, employees or agents respecting indemnification and advances, to the fullest extent not prohibited by the Delaware General Corporation Law.

The corporation's obligation, if any, to indemnify or to advance expenses to any person who is or was serving at its request as a director, officer, employee or agent of another enterprise shall be reduced by any amount such person may collect as indemnification or advancement of expenses from such other enterprise.

6.6 SURVIVAL OF RIGHTS

The rights conferred on any person by this Article VI will continue as to a person who has ceased to be a director, officer, employee or other agent and will inure to the benefit of the heirs, executors and administrators of such a person.

6.7 AMENDMENTS

Any repeal or modification of this Article VI will only be prospective and will not affect the rights under this Article VI in effect at the time of the alleged occurrence of any action or omission to act that is the cause of any proceeding against any agent of the corporation.

6.8 SEVERABILITY

If any provision or provisions of this Article VI will be held to be invalid, illegal or unenforceable for any reason whatsoever: (i) the validity, legality and enforceability of the remaining provisions of this Article VI (including, without limitation, each portion of any

paragraph of this Article VI containing any such provision held to be invalid, illegal or unenforceable, that is not itself held to be invalid, illegal or unenforceable) will not in any way be affected or impaired thereby; and (ii) to the fullest extent possible, the provisions of this Article VI (including, without limitation, each such portion of any paragraph of this Article VI containing any such provision held to be invalid, illegal or unenforceable) will be construed so as to give effect to the intent manifested by the provision held invalid, illegal or unenforceable.

6.9 NOTICE

Any notice, request or other communication required or permitted to be given to the corporation under this Article VI will be in writing and either delivered in person or sent by confirmed telecopy, electronic mail, overnight mail or courier service, or certified or registered mail, postage or charges prepaid, return copy requested, to the secretary of the corporation and will be effective only upon receipt by the secretary.

6.10 CLAIMS

If a claim for indemnification required by this Article VI (following the final disposition of such proceeding) is not paid in full within sixty days after the corporation has received a claim therefor by the person entitled thereto, or if a claim for any advancement of expenses required by this Article VI is not paid in full within thirty days after the corporation has received a statement or statements from the person entitled thereto requesting such amounts to be advanced, such person shall thereupon (but not before) be entitled to file suit to recover the unpaid amount of such claim. If successful in whole or in part, such person shall be entitled to be paid the expense of prosecuting such claim to the fullest extent permitted by law.

6.11 DEFINITIONS

For purposes of this bylaw:

“Disinterested Director” will mean a director of the corporation who is not and was not a party to the matter in respect of which indemnification or advancement of expenses is sought by the claimant.

“Independent Counsel” will mean a law firm, a member of a law firm, or an independent practitioner, that is experienced in matters of corporation law and will include any person who, under the applicable standards of professional conduct then prevailing, would not have a conflict of interest in representing either the corporation or the claimant in an action to determine the claimant’s rights under this Article VI.

ARTICLE VII. GENERAL MATTERS

7.1 RECORD DATE FOR PURPOSES OTHER THAN NOTICE AND VOTING

For purposes of determining the stockholders entitled to receive payment of any dividend or other distribution or allotment of any rights or the stockholders entitled to exercise any rights in

respect of any change, conversion or exchange of stock, or for the purpose of any other lawful action, the board of directors may fix, in advance, a record date, which shall not precede the date upon which the resolution fixing the record date is adopted and which shall not be more than sixty (60) days before any such action.

If the board of directors does not so fix a record date, then the record date for determining stockholders for any such purpose shall be at the close of business on the day on which the board of directors adopts the applicable resolution.

7.2 CHECKS; DRAFTS; EVIDENCES OF INDEBTEDNESS

From time to time, the board of directors shall determine by resolution which person or persons may sign or endorse all checks, drafts, other orders for payment of money, notes or other evidences of indebtedness that are issued in the name of or payable to the corporation, and only the persons so authorized shall sign or endorse those instruments.

7.3 CORPORATE CONTRACTS AND INSTRUMENTS: HOW EXECUTED

The board of directors, except as otherwise provided in these bylaws, may authorize and empower any officer or officers, or agent or agents, to enter into any contract or execute any instrument in the name of and on behalf of the corporation; such power and authority may be general or confined to specific instances. Unless so authorized or ratified by the board of directors or within the agency power of an officer, no officer, agent or employee shall have any power or authority to bind the corporation by any contract or engagement or to pledge its credit or to render it liable for any purpose or for any amount.

7.4 STOCK CERTIFICATES; TRANSFER; PARTLY PAID SHARES

The shares of the corporation shall be represented by certificates, provided that the board of directors of the corporation may provide by resolution or resolutions that some or all of any or all classes or series of its stock shall be uncertificated shares. Any such resolution shall not apply to shares represented by a certificate until such certificate is surrendered to the corporation. Notwithstanding the adoption of such a resolution by the board of directors, every holder of stock represented by certificates shall be entitled to have a certificate signed by, or in the name of the corporation by any two authorized officers of the corporation, including without limitation, the chairman of the board of directors, vice-chairman of the board of directors, the president, a vice-president, the treasurer, an assistant treasurer, the secretary or an assistant secretary of the corporation representing the number of shares registered in certificate form. Any or all of the signatures on the certificate may be a facsimile. In case any officer, transfer agent or registrar who has signed or whose facsimile signature has been placed upon a certificate has ceased to be such officer, transfer agent or registrar before such certificate is issued, it may be issued by the corporation with the same effect as if he or she were such officer, transfer agent or registrar at the date of issue.

In the case of certificated shares of stock, upon surrender to the secretary or transfer agent of the corporation of a certificate for shares duly endorsed or accompanied by proper evidence of succession, assignment or authority to transfer, it shall be the duty of the corporation to issue a new certificate to the person entitled thereto, cancel the old certificate and record the transaction

upon its books. In the case of uncertificated shares of stock, upon delivery to the secretary or transfer agent of the corporation of proper transfer instructions from the registered holder of the shares or by such person's attorney lawfully constituted in writing and upon compliance with appropriate procedures for transferring shares in uncertificated form, it shall be the duty of the corporation to record the transaction upon its books.

7.5 LOST CERTIFICATES

The corporation may issue a new certificate of stock or uncertificated shares in place of any certificate theretofore issued by it that is alleged to have been lost, stolen or destroyed, and the corporation may require the owner of the lost, stolen or destroyed certificate, or such owner's legal representative, to give the corporation a bond sufficient to indemnify it against any claim that may be made against it on account of the alleged loss, theft or destruction of any such certificate or the issuance of such new certificate or uncertificated shares.

7.6 TRANSFER AGENTS AND REGISTRARS

The board of directors may appoint one or more transfer agents or transfer clerks, and one or more registrars, at such times and places as the requirements of the corporation may necessitate.

7.7 CONSTRUCTION; DEFINITIONS

Unless the context requires otherwise, the general provisions, rules of construction and definitions in the Delaware General Corporation Law shall govern the construction of these bylaws. Without limiting the generality of this provision, as used in these bylaws, the singular number includes the plural, the plural number includes the singular, and the term "person" includes both an entity and a natural person.

ARTICLE VIII.

MANNER OF GIVING NOTICE AND WAIVER

8.1 NOTICE OF STOCKHOLDERS' MEETINGS

Notice of any meeting of stockholders shall be deemed given as provided in Section 232 of the Delaware General Corporation Law. An affidavit of the secretary or an assistant secretary of the corporation or of the transfer agent or other agent of the corporation that the notice has been given shall, in the absence of fraud, be prima facie evidence of the facts stated therein.

8.2 NOTICE BY ELECTRONIC TRANSMISSION

Without limiting the manner by which notice otherwise may be given effectively to stockholders pursuant to the Delaware General Corporation Law, the certificate of incorporation or these bylaws, any notice to stockholders given by the corporation under any provision of the Delaware General Corporation Law, the certificate of incorporation or these bylaws shall be effective if given by a form of electronic transmission (as defined in Section 232(d)(1) of the Delaware General Corporation Law) in the manner permitted by Section 232 of the Delaware General Corporation Law.

8.3 NOTICE TO STOCKHOLDERS SHARING AN ADDRESS

Except as otherwise prohibited under the Delaware General Corporation Law, without limiting the manner by which notice otherwise may be given effectively to stockholders, any notice to stockholders given by the corporation under the provisions of the Delaware General Corporation Law, the certificate of incorporation or these bylaws shall be effective if given by a single written notice to stockholders who share an address if consented to by the stockholders at that address to whom such notice is given. Any such consent shall be revocable by the stockholder by written notice to the corporation. Any stockholder who fails to object in writing to the corporation, within 60 days of having been given written notice by the corporation of its intention to send the single notice, shall be deemed to have consented to receiving such single written notice.

8.4 EXCEPTIONS TO REQUIREMENT OF NOTICE

(a) Whenever notice is required to be given under the Delaware General Corporation Law, the certificate of incorporation or these bylaws to any person with whom communication is unlawful, the giving of such notice to such person shall not be required and there shall be no duty to apply to any governmental authority or agency for a license or permit to give such notice to such person. Any action or meeting which shall be taken or held without notice to any such person with whom communication is unlawful shall have the same force and effect as if such notice had been duly given. In the event that the action taken by the corporation is such as to require the filing of a certificate under the Delaware General Corporation Law, the certificate shall state, if such is the fact and if notice is required, that notice was given to all persons entitled to receive notice except such persons with whom communication is unlawful.

(b) Whenever notice is required to be given under the Delaware General Corporation Law or the certificate of incorporation or these bylaws to any stockholder to whom (i) notice of two (2) consecutive annual meetings, and all notices of meetings to such person during the period between such two (2) consecutive annual meetings, or (ii) all, and at least two (2), payments (if sent by first-class mail) of dividends or interest on securities during a 12-month period, have been mailed addressed to such person at such person's address as shown on the records of the corporation and have been returned undeliverable, the giving of such notice to such person shall not be required. Any action or meeting which shall be taken or held without notice to such person shall have the same force and effect as if such notice had been duly given. If any such person shall deliver to the corporation a written notice setting forth such person's then current address, the requirement that notice be given to such person shall be reinstated. In the event that the action taken by the corporation is such as to require the filing of a certificate under any of the other sections of this title, the certificate need not state that notice was not given to persons to whom notice was not required to be given pursuant to this subsection. The exception in Section 8.4(b)(i) to the requirement that notice be given shall not be applicable to any notice returned as undeliverable if the notice was given by electronic transmission. The exception in Section 8.4(b)(i) of this section to the requirement that notice be given shall not be applicable to any stockholder whose electronic mail address appears on the records of the corporation and to whom notice by electronic transmission is not prohibited by Section 232 of the Delaware General Corporation Law.

8.5 WAIVER OF NOTICE

Whenever notice is required to be given under any provision of the Delaware General Corporation Law, the certificate of incorporation or these bylaws, a written waiver, signed by the person entitled to notice, or a waiver by electronic transmission by the person entitled to notice, whether before or after the time stated therein, shall be deemed equivalent to notice. Attendance of a person at a meeting shall constitute a waiver of notice of such meeting, except when the person attends a meeting for the express purpose of objecting at the beginning of the meeting, to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of stockholders, directors or members of a committee of directors need be specified in any written waiver of notice or any waiver by electronic transmission unless so required by the certificate of incorporation or these bylaws.

ARTICLE IX. **AMENDMENTS**

The original or other bylaws of the corporation may be adopted, amended or repealed by the affirmative vote of the holders of a majority in voting power of the stock issued and outstanding and entitled to vote at meetings of stockholders as of the record date; provided, however, that the corporation may, in its certificate of incorporation, confer the power to adopt, amend or repeal bylaws upon the directors. The fact that such power has been so conferred upon the directors shall not divest the stockholders of the power, nor limit their power to adopt, amend or repeal bylaws.

Whenever an amendment or new bylaw is adopted, it shall be copied in the book of bylaws with the original bylaws, in the appropriate place. If any bylaw is repealed, the fact of repeal with the date of the meeting at which the repeal was enacted or the filing of the operative written consent(s) shall be stated in said book.

ARTICLE X. **FORUM FOR ADJUDICATION OF DISPUTES**

Unless the corporation consents in writing to the selection of an alternative forum, the Court of Chancery of the State of Delaware shall, to the fullest extent permitted by law, be the sole and exclusive forum for (i) any derivative action or proceeding brought on behalf of the corporation, (ii) any action asserting a claim of breach of a fiduciary duty owed by any director, officer, other employee or stockholder of the corporation to the corporation or its stockholders, (iii) any action asserting a claim arising pursuant to any provision of the Delaware General Corporation Law, the certificate of incorporation or these bylaws, or as to which the Delaware General Corporation Law confers jurisdiction on the Court of Chancery of the State of Delaware, or (iv) any action asserting a claim governed by the internal affairs doctrine.

EXHIBIT 21

<u>Name</u>	<u>State or Other Jurisdiction of Incorporation</u>
<u>Domestic</u>	
Active-Semi, Inc.	California
Amalfi Semiconductor, Inc.	Delaware
Decawave Inc.	California
NextInput, Inc.	Delaware
Premier Devices - A Sirenza Company	California
Qorvo Asia, LLC	Delaware
Qorvo California, Inc.	California
Qorvo Europe Holding Company	Delaware
Qorvo International Holding, Inc.	North Carolina
Qorvo International Services, Inc.	Delaware
Qorvo Oregon, Inc.	Oregon
Qorvo Texas, LLC	Texas
Qorvo US, Inc.	Delaware
RFMD Infrastructure Product Group, Inc.	North Carolina
RFMD, LLC	North Carolina
Sevenhugs, Inc.	Delaware
TriQuint WJ, Inc.	Delaware
WJ Newco LLC	Delaware
Xemod Incorporated	California
<u>International</u>	
Active-Semi International, Inc.	Cayman Islands
Active-Semi (Shanghai) Co., Ltd.	People's Republic of China
Decawave Limited	Ireland
Qorvo Austria GmbH	Austria
Qorvo Barcelona S.L.	Spain
Qorvo Belgium NV	Belgium
Qorvo Costa Rica S.R.L.	Costa Rica
Qorvo Denmark ApS	Denmark
Qorvo Finland Oy	Finland
Qorvo Germany GmbH	Germany
Qorvo Germany Holding GmbH	Germany
Qorvo Hong Kong Limited	Hong Kong
Qorvo International Pte. Ltd.	Singapore
Qorvo Ireland Holding Limited	Ireland
Qorvo Japan YK	Japan
Qorvo Malaysia Sdn Bhd	Malaysia
Qorvo Munich GmbH	Germany
Qorvo Paris	France
Qorvo Semiconductor Private Limited	India
Qorvo Shanghai Ltd.	People's Republic of China
Qorvo Toulouse SAS	France
Qorvo UK Limited	United Kingdom
Qorvo Utrecht B.V.	The Netherlands
Qorvo Vietnam Company Limited	Vietnam
RF Micro Devices Svenska AB	Sweden

All of the above listed entities are 100% directly or indirectly owned by Qorvo, Inc., and their results of operations are included in the consolidated financial statements.

List of Subsidiary Guarantors

The 4.375% Senior Notes due 2029 and the 3.375% Senior Notes due 2031 are guaranteed, jointly and severally, on an unsecured basis, by the following 100% owned subsidiaries of Qorvo, Inc., a Delaware corporation, as of March 29, 2025:

Entity	Jurisdiction of Incorporation or Organization
Amalfi Semiconductor, Inc.	Delaware
RFMD, LLC	North Carolina
Qorvo California, Inc.	California
Qorvo US, Inc.	Delaware
Qorvo Texas, LLC	Texas
Qorvo Oregon, Inc.	Oregon

EXHIBIT 23.1

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the incorporation by reference in the following Registration Statements:

1. Registration Statement (Form S-4 No. 333-195236) of Qorvo, Inc.,
2. Registration Statement (Form S-8 No. 333-201357) pertaining to the Qorvo, Inc. 2007 Employee Stock Purchase Plan, Qorvo, Inc. 2013 Incentive Plan, Qorvo, Inc. 2012 Incentive Plan, Qorvo, Inc. 2009 Incentive Plan, Qorvo, Inc. 2008 Inducement Program, and the Qorvo, Inc. 1996 Stock Incentive Program,
3. Registration Statement (Form S-8 No. 333-201358) pertaining to the Qorvo, Inc. 2012 Stock Incentive Plan, 2003 Stock Incentive Plan of Qorvo, Inc., Qorvo, Inc. 2006 Directors Stock Option Plan, Nonemployee Directors' Stock Option Plan of Qorvo, Inc., and the Qorvo, Inc. 2015 Inducement Stock Plan,
4. Registration Statement (Form S-8 No. 333-266687) pertaining to the Qorvo, Inc. 2012 Stock Incentive Plan, and
5. Registration Statement (Form S-8 No. 333-266752) pertaining to the Qorvo, Inc. 2022 Stock Incentive Plan;

of our reports dated May 19, 2025, with respect to the consolidated financial statements of Qorvo, Inc. and subsidiaries and the effectiveness of internal control over financial reporting of Qorvo, Inc. and subsidiaries included in this Annual Report (Form 10-K) of Qorvo, Inc. for the year ended March 29, 2025.

/s/ Ernst & Young LLP
Charlotte, North Carolina
May 19, 2025

EXHIBIT 31.1

**CERTIFICATION PURSUANT TO RULE 13a-14(a) OR 15d-14(a) OF THE EXCHANGE ACT, AS ADOPTED
PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002**

I, Robert A. Bruggeworth, certify that:

1. I have reviewed this annual report on Form 10-K of Qorvo, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - a. Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - b. Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - c. Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - d. Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - a. All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - b. Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: May 19, 2025

/s/ ROBERT A. BRUGGEWORTH
Robert A. Bruggeworth
President and Chief Executive Officer

EXHIBIT 31.2

**CERTIFICATION PURSUANT TO RULE 13a-14(a) OR 15d-14(a) OF THE EXCHANGE ACT, AS ADOPTED
PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002**

I, Grant A. Brown, certify that:

1. I have reviewed this annual report on Form 10-K of Qorvo, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: May 19, 2025

/s/ GRANT A. BROWN

Grant A. Brown

Senior Vice President and Chief Financial Officer

EXHIBIT 32.1

CERTIFICATION PURSUANT TO 18 U.S.C. SECTION 1350, AS ADOPTED PURSUANT TO SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

I, Robert A. Bruggeworth, President and Chief Executive Officer of Qorvo, Inc. (the “Company”), certify pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, 18 U.S.C. Section 1350, that, to my knowledge:

- (1) the Annual Report on Form 10-K of the Company for the fiscal year ended March 29, 2025 (the “Report”) fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended; and
- (2) the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

/s/ ROBERT A. BRUGGEWORTH

Robert A. Bruggeworth
President and Chief Executive Officer
May 19, 2025

EXHIBIT 32.2

CERTIFICATION PURSUANT TO 18 U.S.C. SECTION 1350, AS ADOPTED PURSUANT TO SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

I, Grant A. Brown, Senior Vice President and Chief Financial Officer of Qorvo, Inc. (the “Company”), certify pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, 18 U.S.C. Section 1350, that, to my knowledge:

- (1) the Annual Report on Form 10-K of the Company for the fiscal year ended March 29, 2025 (the “Report”) fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended; and
- (2) the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

/s/ GRANT A. BROWN

Grant A. Brown
Senior Vice President and Chief Financial Officer
May 19, 2025