

---

---

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

**SCHEDULE 14A**

INFORMATION REQUIRED IN PROXY STATEMENT  
SCHEDULE 14A INFORMATION

**Proxy Statement Pursuant to Section 14(a)  
of the Securities Exchange Act of 1934**

Filed by the Registrant  Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Pursuant to §240.14a-12

**Qorvo, Inc.**

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required.
  - Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.
    - (1) Title of each class of securities to which transaction applies: \_\_\_\_\_
    - (2) Aggregate number of securities to which transaction applies: \_\_\_\_\_
    - (3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined): \_\_\_\_\_
    - (4) Proposed maximum aggregate value of transaction: \_\_\_\_\_
    - (5) Total fee paid: \_\_\_\_\_
  - Fee paid previously with preliminary materials.
  - Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.
    - (1) Amount previously paid: \_\_\_\_\_
    - (2) Form, Schedule or Registration Statement No.: \_\_\_\_\_
    - (3) Filing Party: \_\_\_\_\_
    - (4) Date Filed: \_\_\_\_\_
- 
-



June 30, 2015

Dear Stockholders:

You are cordially invited to attend Qorvo's 2015 Annual Meeting of Stockholders, which will be held on Monday, August 10, 2015, at 7:30 a.m. Central Time at the Grand Hyatt Hotel, 2337 South International Parkway, Dallas, Texas 75261. During the Annual Meeting, we will discuss each item of business described in the Notice of Annual Meeting of Stockholders and Proxy Statement.

On or about June 30, 2015, we began mailing to certain stockholders a Notice of Internet Availability of Proxy Materials containing instructions on how to access our proxy materials, including our 2015 Annual Report, via the Internet. The Notice of Internet Availability of Proxy Materials also contains instructions on how to receive a paper copy of the proxy materials. Stockholders who did not receive the Notice of Internet Availability of Proxy Materials will receive a paper copy of the Notice of Annual Meeting of Stockholders, Proxy Statement, Form of Proxy and 2015 Annual Report, which we also began mailing on or about June 30, 2015. Copies of our Notice of Annual Meeting of Stockholders, Proxy Statement, Form of Proxy and 2015 Annual Report are available at [www.proxyvote.com](http://www.proxyvote.com).

**Your vote is important to us.** It is important that your shares of common stock be represented at the Annual Meeting so that a quorum may be established. Even if you plan to attend the Annual Meeting in person, please read the proxy materials carefully and then vote your proxy as soon as possible. You may vote over the Internet, by telephone, or by mailing a completed proxy card. Additional information is provided in the proxy materials. If you attend the Annual Meeting, you may revoke your proxy and vote your shares in person.

Sincerely,

A handwritten signature in black ink, appearing to read "Steve Buhaly".

Steven J. Buhaly  
Secretary



QORVO, INC.  
7628 THORNDIKE ROAD  
GREENSBORO, NORTH CAROLINA 27409-9421

**NOTICE OF ANNUAL MEETING OF STOCKHOLDERS  
TO BE HELD AUGUST 10, 2015**

Dear Stockholders:

We hereby give notice that the Annual Meeting of Stockholders of Qorvo, Inc. ("Qorvo") will be held on Monday, August 10, 2015, at 7:30 a.m. Central Time at the Grand Hyatt Hotel, 2337 South International Parkway, Dallas, Texas 75261 for the following purposes:

- (1) To elect the ten directors named in the accompanying proxy statement to serve a one-year term and until their respective successors are duly elected and qualified or until their death, resignation or removal.
- (2) To approve, on an advisory basis, the compensation of our Named Executive Officers (as defined in the proxy statement).
- (3) To hold an advisory vote on the frequency of future advisory votes on the compensation of our Named Executive Officers.
- (4) To ratify the appointment of KPMG LLP as our independent registered public accounting firm for the fiscal year ending April 2, 2016.
- (5) To transact such other business as may properly come before the meeting.

Under Delaware law, only stockholders of record at the close of business on the record date, which is June 19, 2015, are entitled to notice of and to vote at the Annual Meeting or any adjournment thereof.

By Order of the Board of Directors,

A handwritten signature in black ink, appearing to read "Steve Buhaly".

Steven J. Buhaly  
Secretary

June 30, 2015

## 2015 PROXY STATEMENT SUMMARY

*This summary highlights information contained elsewhere in this proxy statement. This summary does not contain all of the information that you should consider, and you should read the entire proxy statement carefully before voting.*

### Annual Meeting of Stockholders

- Time and Date      7:30 a.m. Central Time, August 10, 2015
- Place                Grand Hyatt Hotel  
2337 South International Parkway  
Dallas, Texas 75261
- Record Date        June 19, 2015
- Voting                Stockholders as of the record date are entitled to vote. Each share of common stock is entitled to one vote for each director nominee and one vote for each of the other proposals.
- Entry                 If you decide to attend the meeting in person, upon your arrival you will need to present valid photo identification and, if you are not a registered holder, present proof of ownership of Qorvo common stock. See page 1 for further instructions.

### Meeting Agenda

	Board Vote Recommendation	Page Reference (for more detail)
• Election of ten directors	FOR ALL	3
• Approval, on an advisory basis, of the compensation of our Named Executive Officers	FOR	40
• Advisory vote on the frequency of future advisory votes on the compensation of our Named Executive Officers	1 YEAR	41
• Ratification of KPMG LLP as our independent registered public accounting firm for fiscal 2016	FOR	42

Transact other business that properly comes before the meeting

### Board Nominees

- The following table provides summary information about each director nominee. The nominees receiving a majority of the votes cast at the meeting will be elected as directors.

Name	Age	Director Since	Occupation	Independent	AC	CC	GNC	CDC
Ralph G. Quinsey	59	2015	Chairman of the Board of Qorvo					X
Robert A. Bruggeworth	54	2013	President and CEO of Qorvo					X
Daniel A. DiLeo	67	2015	Principal of Dan DiLeo, LLC and Former Executive Vice President of Agere Systems Inc.	X	X			C
Jeffery R. Gardner	55	2015	Principal of Gardner Capital Management and Former President, CEO and director of Windstream Corporation	X	C		X	
Charles Scott Gibson	63	2015	Co-founder and Former President and Co-CEO of Sequent Computer Systems, Inc.	X	X		X	
John R. Harding	60	2015	Co-founder, President and CEO of eSilicon Corporation	X		X		X
David H.Y. Ho	56	2015	Chairman and Founder of Kiina Investment Ltd. and Former President of Greater China for Nokia Corporation	X		X		X
Roderick D. Nelson	55	2015	Chief Technology Officer of Globetouch, Inc. and Co-founder and Principal of Tritech Sales and Services, LLC	X	X			X
Dr. Walden C. Rhines	68	2015	Chief Executive Officer and Chairman of Mentor Graphics Corporation	X		C	X	
Walter H. Wilkinson, Jr.	69	2015	Founder and General Partner of Kitty Hawk Capital	X		X	C	

AC	Audit Committee	CDC	Corporate Development Committee
CC	Compensation Committee	C	Committee Chairman
GNC	Governance and Nominating Committee		

• **Advisory Vote on the Compensation of our Named Executive Officers**

We are asking our stockholders to approve, on a non-binding, advisory basis, the compensation of our Named Executive Officers. The Board believes that our compensation policies and practices are effective in achieving our goals of paying for financial and operating performance and aligning the interests of our Named Executive Officers with those of our stockholders.

• **Advisory Vote on the Frequency of Future Advisory Votes on the Compensation of our Named Executive Officers**

We are asking our stockholders to vote, on an advisory basis, on the frequency of future advisory votes on the compensation of our Named Executive Officers. The Board believes that such a vote should be conducted every year so that stockholders may annually express their views on our executive compensation program.

• **Independent Registered Public Accounting Firm**

As a matter of good governance, we are asking stockholders to ratify the selection of KPMG LLP as our independent registered public accounting firm for fiscal 2016.

**Executive Compensation Elements**

Cash compensation, which accounts for approximately 40% of each Named Executive Officer’s total compensation, consists of base salary and cash bonuses as further described below.

Equity compensation, which accounts for approximately 60% of each Named Executive Officer’s total compensation, consists of performance-based and service-based restricted stock unit awards as further described below.

Type	Form	Terms
Cash	Salary Bonus	Generally eligible for annual increase. Based on attainment of Company performance metrics.
Equity	Performance-Based Restricted Stock Units (RSUs)	One-half earned based on total stockholder return and one-half earned based on Company performance objectives.
	Total Stockholder Return (TSR) RSUs	Based on Qorvo TSR compared to external TSR benchmark index. Earned and vest over one-year, two-year and three-year performance periods.
	Company Objectives RSUs	Based on achievement of Company performance objectives. Earned at end of specified performance period, with 50% vesting at the end of the performance period and remaining 50% vesting in equal installments over following two years.
	Service-Based RSUs	Generally vest in increments of 25% per year over four years.
Other Employee Benefits	Health & Disability Insurance, 401(k) Plan, Employee Stock Purchase Plan & Deferred Compensation Plan	Eligible to participate in same employee benefit plans generally available to all employees.

### Fiscal 2015 Compensation Decisions

On January 1, 2015, RF Micro Devices, Inc. (“RFMD”) and TriQuint Semiconductor, Inc. (“TriQuint”) combined their businesses in a merger of equals (the “Business Combination”) under Qorvo, a new holding company. As a result of our strong financial performance in the three-month period from January 1, 2015, the effective date of the Business Combination, through March 28, 2015, the last day of our fiscal year (the “Post-Combination Period”), our Named Executive Officers received cash bonuses at 148.2% of their target percentage based on their base salary during this quarterly performance period. No equity awards were made to our Named Executive Officers in the Post-Combination Period.

We believe our compensation program provides a balanced and stable foundation for awarding our Named Executive Officers for achieving our corporate objectives. Our compensation philosophy emphasizes team effort, which we believe fosters rapid adjustment and adaptation to fast-changing market conditions and helps not only to achieve our short-term and long-term goals, but also aligns the interests of our management team with those of Qorvo and our stockholders.

### Fiscal 2015 Compensation Summary

The following table summarizes the compensation of our Chief Executive Officer, our Chief Financial Officer and our three other executive officers who were serving at fiscal year-end, to whom we refer to collectively as our Named Executive Officers, for the fiscal year ended March 28, 2015, as determined by the rules of the Securities and Exchange Commission, or SEC.

Name	Year (1)	Salary (\$)	Stock Awards (\$)	Non-Equity Incentive Plan Compensation (\$)	All Other Compensation (\$)	Total Compensation (\$)
Robert A. Bruggeworth, President and CEO	2015	169,332	—	376,426	5,927	551,685
	2014	540,907	3,039,958	1,200,138	2,424	4,783,427
Steven J. Buhaly, CFO and Secretary	2015	109,039	—	267,212	1,908	378,159
	2014	347,614	1,955,962	138,426	6,322	2,448,324
Steven E. Creviston, Corporate VP	2015	100,315	—	118,934	3,511	222,760
	2014	334,141	1,579,531	483,506	5,123	2,402,301
James L. Klein, Corporate VP	2015	103,654	—	215,515	3,628	322,797
	2014	337,442	1,677,060	102,487	7,705	2,124,694
Michael J. Laber, VP and Corporate Controller	2015	67,896	—	69,793	2,429	140,118
	2014	209,786	103,496	39,302	6,856	359,440

(1) For 2015, amounts represent compensation paid to the Named Executive Officers from January 1, 2015, the effective date of the Business Combination, through March 28, 2015, the last day of our fiscal year. For 2014, the amounts represent: (i) the compensation paid to Messrs. Bruggeworth and Creviston by RFMD from March 30, 2014, the beginning of RFMD’s fiscal year, through December 31, 2014 and (ii) the compensation paid to Messrs. Buhaly, Klein and Laber by TriQuint from January 1, 2014, the beginning of TriQuint’s fiscal year, through December 31, 2014.

### 2016 Annual Meeting

- Stockholder proposals submitted pursuant to SEC Rule 14a-8 must be received by us by March 2, 2016.
- Notice of stockholder proposals outside of SEC Rule 14a-8 must be delivered to us no earlier than April 12, 2016 and no later than May 12, 2016.



## TABLE OF CONTENTS

<a href="#">NOTICE OF ANNUAL MEETING OF STOCKHOLDERS</a>	i
<a href="#">2015 PROXY STATEMENT SUMMARY</a>	ii
<a href="#">PROXY STATEMENT</a>	1
<a href="#">GENERAL INFORMATION</a>	1
<a href="#">Solicitation of Proxies</a>	1
<a href="#">Voting Securities Outstanding</a>	2
<a href="#">PROPOSAL 1 – ELECTION OF DIRECTORS</a>	3
<a href="#">Nominees for Election of Directors</a>	3
<a href="#">CORPORATE GOVERNANCE</a>	6
<a href="#">Independent Directors</a>	6
<a href="#">Corporate Governance Guidelines</a>	6
<a href="#">Board Leadership Structure</a>	6
<a href="#">Risk Oversight</a>	7
<a href="#">Risk Oversight in Compensation Programs</a>	7
<a href="#">Code of Ethics</a>	7
<a href="#">Committees and Meetings</a>	8
<a href="#">Audit Committee</a>	8
<a href="#">Compensation Committee</a>	9
<a href="#">Governance and Nominating Committee</a>	9
<a href="#">Corporate Development Committee</a>	10
<a href="#">Meeting Attendance</a>	10
<a href="#">Executive Sessions</a>	10
<a href="#">Procedures for Director Nominations</a>	10
<a href="#">Stockholder Communications with Directors</a>	12
<a href="#">Pre-Approval Policies and Procedures</a>	12
<a href="#">Procedures for Reporting Complaints about Accounting and Auditing Matters</a>	12
<a href="#">COMPENSATION COMMITTEE INTERLOCKS AND INSIDER PARTICIPATION</a>	13
<a href="#">SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT</a>	13
<a href="#">EXECUTIVE OFFICERS</a>	15
<a href="#">EXECUTIVE COMPENSATION</a>	16
<a href="#">Compensation Discussion and Analysis</a>	16
<a href="#">Executive Summary</a>	16
<a href="#">Compensation Program</a>	17
<a href="#">Compensation Decision-Making Processes</a>	18
<a href="#">Elements of Compensation</a>	20
<a href="#">Change in Control Compensation</a>	24
<a href="#">Conclusion</a>	24
<a href="#">Compensation Committee Report</a>	24
<a href="#">Summary Compensation Table</a>	25
<a href="#">2015 Grants of Plan-Based Awards Table</a>	26
<a href="#">Employee Benefit Plans</a>	27
<a href="#">Outstanding Equity Awards at Fiscal 2015 Year-End Table</a>	29
<a href="#">2015 Option Exercises and Stock Vested Table</a>	30
<a href="#">Potential Payments upon Termination or Change-In-Control</a>	31
<a href="#">Equity Awards</a>	31
<a href="#">401(k) Savings Plan; Deferred Compensation Plan</a>	31
<a href="#">Employee Stock Purchase Plan</a>	31
<a href="#">Medical Benefits</a>	32
<a href="#">Individual Agreements</a>	32
<a href="#">Potential Payments Upon a Qualifying Termination after a Change in Control</a>	35
<a href="#">Other Potential Payments Upon Resignation, Termination for Cause, Termination without Cause, Retirement, or Constructive Termination</a>	35

## Table of Contents

<u>Director Compensation</u>	38
<u>Director Compensation for Fiscal Year Ended March 28, 2015</u>	38
<u>Schedule of Director Fees for Fiscal Year Ended March 28, 2015</u>	39
<u>Equity Compensation</u>	39
<u>Other Compensation</u>	39
<u>EQUITY COMPENSATION PLAN INFORMATION</u>	39
<u>Non-Stockholder Approved Plans</u>	40
<u>PROPOSAL 2 – APPROVAL OF THE COMPENSATION OF OUR NAMED EXECUTIVE OFFICERS</u>	40
<u>PROPOSAL 3 – ADVISORY VOTE ON THE FREQUENCY OF FUTURE ADVISORY VOTES ON THE COMPENSATION OF OUR NAMED EXECUTIVE OFFICERS</u>	41
<u>PROPOSAL 4 – RATIFICATION OF APPOINTMENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM</u>	42
<u>REPORT OF THE AUDIT COMMITTEE</u>	43
<u>SECTION 16(a) BENEFICIAL OWNERSHIP REPORTING COMPLIANCE</u>	43
<u>RELATED PERSON TRANSACTIONS</u>	43
<u>Related Person Transactions Policy</u>	43
<u>PROPOSALS FOR 2016 ANNUAL MEETING</u>	44
<u>HOUSEHOLDING OF ANNUAL MEETING MATERIALS</u>	44
<u>FINANCIAL INFORMATION</u>	45
<u>OTHER BUSINESS</u>	45



[Table of Contents](#)

QORVO, INC.  
7628 THORNDIKE ROAD  
GREENSBORO, NORTH CAROLINA 27409-9421

**PROXY STATEMENT**

**GENERAL INFORMATION**

On February 22, 2014, RF Micro Devices, Inc. ("RFMD") and TriQuint Semiconductor, Inc. ("TriQuint") entered into an Agreement and Plan of Merger and Reorganization (as amended on July 15, 2014, the "Merger Agreement") providing for the combination of RFMD and TriQuint in a merger of equals (the "Business Combination") under a new holding company named Qorvo, Inc. (the "Company" or "Qorvo"). The transactions contemplated by the Merger Agreement were consummated on January 1, 2015. Unless otherwise noted, "we," "us" or "our" in this proxy statement refers to Qorvo.

**Solicitation of Proxies**

The accompanying proxy, for use at the Annual Meeting of Stockholders to be held on Monday, August 10, 2015, at 7:30 a.m. Central Time at the Grand Hyatt Hotel, 2337 South International Parkway, Dallas, Texas 75261, and any adjournment thereof (the "annual meeting" or the "meeting"), is solicited on behalf of the Board of Directors of Qorvo. We are first sending and making available these proxy materials to stockholders on or about June 30, 2015. This solicitation is being made by mail and may also be made in person or by fax, telephone or Internet by our officers or employees. We will pay all expenses incurred in this solicitation. Qorvo will request banks, brokerage houses and other institutions, nominees and fiduciaries to forward the soliciting material to beneficial owners and to obtain authorization for the execution of proxies. We will, upon request, reimburse these parties for their reasonable expenses in forwarding proxy materials to beneficial owners.

**Important Notice Regarding the Availability of Proxy Materials  
for the Stockholder Meeting to be held on August 10, 2015:**

**The Notice of Annual Meeting of Stockholders, Proxy Statement, Form of Proxy and 2015 Annual Report to Stockholders are available at [www.proxyvote.com](http://www.proxyvote.com).**

The accompanying proxy is for use at the meeting if a stockholder either will be unable to attend in person or will attend but wishes to vote by proxy. "Registered holders" who have shares registered in the owner's name through our transfer agent may vote by returning a completed proxy card in the enclosed postage-paid envelope. If your shares are held in "street name," that is, shares held in the name of a brokerage firm, bank or other nominee, you may receive a voting instruction form from that institution in lieu of a proxy card. In order to lower costs, we have instructed these nominees to send a notice of internet availability of proxy materials to certain beneficial owners. These beneficial owners will have electronic access to our proxy materials but will not receive paper proxy materials unless they request them as provided for in the notice. The notice or voting instruction form will provide information, if applicable, regarding the process for beneficial owners to vote over the Internet, by telephone or by mail. A large number of banks and brokerage firms participate in the Broadridge Financial Solutions online program, which provides eligible beneficial owners the opportunity to vote over the Internet or by telephone. The Internet and telephone voting facilities will close at 11:59 p.m. Eastern Daylight Time on Sunday, August 9, 2015. The Internet and telephone voting procedures are designed to authenticate the stockholder's identity and to allow stockholders to vote their shares and confirm that their instructions have been properly recorded. If a voting instruction form does not reference Internet or telephone information, or if the stockholder prefers to vote by mail, please complete and return the paper voting instruction form in the self-addressed, postage-paid envelope provided.

Stockholders who elected to access the proxy statement and annual report electronically over the Internet through an arrangement with their brokerage firm, bank or other nominee should receive an e-mail with information on how to access the stockholder information and voting instructions. Stockholders who vote over the Internet or by telephone need not return a proxy card or voting instruction form by mail, but may incur costs, such as usage charges, from telephone companies or Internet service providers, for which the stockholder is responsible. Registered holders may also vote their shares in person at the annual meeting. In order to vote shares held in street name in person at the meeting, a proxy issued in the owner's name must be obtained from the record holder (typically the bank, broker or other nominee) and presented at the annual meeting. If you need directions to the Grand Hyatt Hotel so that you can attend the annual meeting and vote in person, please contact Suzanne B. Rudy, our Compliance Officer, at (336) 664-1233.

If you decide to attend the meeting in person, upon your arrival you will need to present state or government issued photo identification. After a determination that you are a registered holder of Qorvo common stock as of the record date, you will be allowed to attend our annual meeting. If you are not a registered holder, please be sure that you bring your state or government issued photo identification as well as either (i) a proxy issued to you in your name by your brokerage firm, bank or other nominee, or (ii) a brokerage statement showing your beneficial ownership of Qorvo common stock as of the record date (and a legal proxy from your brokerage firm, bank or other nominee if you wish to vote your shares at the meeting), to present to the registration desk upon your arrival.

## Table of Contents

You may revoke your proxy at any time before it is exercised by filing with our corporate secretary an instrument revoking it, filing a duly executed proxy bearing a later date (including a proxy given over the Internet or by telephone) or by attending the meeting and electing to vote in person. All shares of our common stock represented by valid proxies received pursuant to this solicitation, and not revoked before they are exercised, will be voted in the manner specified. If no specification is made, properly executed and returned proxies will be voted "for" all director nominees, "for" approval, on an advisory basis, of the compensation of our Named Executive Officers, for "1 year" on the advisory vote on the frequency of future advisory votes on the compensation of our Named Executive Officers and "for" the ratification of the appointment of KPMG LLP as our independent registered public accounting firm for fiscal 2016. Management is not aware of any matters, other than those specified herein, that will be presented for action at the annual meeting. If other matters are properly presented at the annual meeting for consideration, the agents named on the proxy card will have the discretion to vote on those matters for you.

The presence in person or by proxy of a majority of the shares of our common stock outstanding on the record date constitutes a quorum for purposes of voting on a particular matter and conducting business at the meeting. Once a share is represented for any purpose at a meeting, it is deemed present for quorum purposes for the remainder of the meeting. Brokers that are members of certain securities exchanges and that hold shares of our common stock in street name on behalf of beneficial owners have authority to vote on certain items when they have not received instructions from beneficial owners. Under applicable securities exchange rules, the proposal to ratify the appointment of KPMG LLP as our independent registered public accounting firm is considered a "discretionary" item. This means that brokers may vote in their discretion on this matter on behalf of beneficial owners who have not furnished voting instructions. In contrast, certain items are considered "non-discretionary," and a "broker non-vote" occurs when brokers do not receive voting instructions from beneficial owners with respect to such items. Proposals 1-3 in this proxy statement are "non-discretionary" items, which means that brokers that have not received voting instructions from beneficial owners with respect to these matters may not vote on these proposals.

Signed proxies that withhold authority or reflect abstentions or broker non-votes will be counted for purposes of determining whether a quorum is present. Assuming the existence of a quorum at the meeting:

- The director nominees receiving a majority of the votes cast at the meeting will be elected as directors. This means that the number of votes cast "for" a director nominee must exceed the number of votes cast "against" or "withheld" for that nominee. Broker non-votes are not counted as votes "for" or "against" a director nominee and will have no effect on the outcome of the vote on this proposal.
- The compensation of our Named Executive Officers will be approved, on an advisory basis, if a majority of the shares present in person or represented by proxy at the meeting and entitled to vote on the proposal vote "for" the proposal. Because abstentions constitute shares present and entitled to vote, they will have the effect of a vote against this proposal. Because broker non-votes are not considered present and entitled to vote for purposes of this proposal, they will not be counted as a vote for or against the proposal and will have no effect on the outcome of the vote on the proposal. Because your vote is advisory, it will not be binding on the Company, our Board of Directors or our Compensation Committee. However, the Board of Directors and the Compensation Committee will consider the outcome of the vote when making future compensation decisions for our executive officers.
- The frequency of the advisory vote on future advisory votes on the compensation of our Named Executive Officers receiving the greatest number of votes cast – one year, two years, or three years – will be deemed by us as the frequency that has been recommended by stockholders. Abstentions and broker non-votes, if any, will have no effect on the outcome of the vote on this proposal. Because your vote is advisory, it will not be binding on the Company, our Board of Directors or our Compensation Committee. However, the Board of Directors and the Compensation Committee will consider the outcome of the vote when making future decisions regarding the frequency of the advisory vote on the compensation of our Named Executive Officers.
- The ratification of the appointment of KPMG LLP will be approved if a majority of the shares present in person or represented by proxy at the meeting and entitled to vote on the proposal vote in favor of the proposal. Because abstentions constitute shares present and entitled to vote, they will have the effect of a vote against the proposal. If your shares are held in street name and you do not provide voting instructions to your broker, bank or other nominee, your broker, bank or other nominee has discretionary authority to vote your shares with respect to the proposal.

## **Voting Securities Outstanding**

In accordance with Delaware law, June 19, 2015 was fixed as the record date for determining holders of our common stock entitled to notice of and to vote at the meeting. Each share of our common stock issued and outstanding on June 19, 2015 is entitled to one vote for each director nominee and one vote for each of the proposals to be voted on. Holders of shares of common stock vote together as a voting group on all proposals. At the close of business on June 19, 2015, there were 149,383,614 shares of Qorvo's common stock outstanding and entitled to vote.

## PROPOSAL 1 - ELECTION OF DIRECTORS

### Nominees for Election of Directors

Under our amended and restated bylaws, the Board of Directors consists of one or more members, as determined by the Board or the stockholders from time to time. Each director is elected annually to serve for a one-year term and until his successor is duly elected and qualified or until his death, resignation or removal. All nominees presently serve as directors. There are no family relationships among any of our directors or officers. We intend that the proxy holders named in the accompanying proxy card will vote properly returned proxies to elect the ten nominees listed below as directors, unless the authority to vote is withheld. Although we expect that each of the nominees will be available for election, if any vacancy in the slate of nominees occurs, we expect that shares of common stock represented by proxies will be voted for the election of a substitute nominee or nominees recommended by the Governance and Nominating Committee and approved by the Board of Directors.

The names of the nominees for election to the Board, their principal occupations and certain other information follow:

#### **Ralph G. Quinsey**

**Age 59**

Mr. Quinsey was appointed Chairman of the Board of Qorvo in January 2015. He was the President and Chief Executive Officer and a director of TriQuint from 2002 until 2015. From September 1999 to January 2002, Mr. Quinsey was Vice President and General Manager of the Analog Division of ON Semiconductor, a manufacturer of semiconductors for a wide array of applications. From 1979 to September 1999, Mr. Quinsey held various positions at Motorola, a manufacturer of semiconductors and communications equipment, including Vice President and General Manager of the RF/IF Circuits Division, which developed both silicon and GaAs technologies for wireless phone applications. As the former Chief Executive Officer of TriQuint, Mr. Quinsey brings to the Board his deep institutional knowledge regarding our company, with an exceptional understanding of our company's strengths, challenges and opportunities. Additionally, Mr. Quinsey has significant experience leading a public company through various phases of growth and brings to the Board his extensive knowledge of and breadth of experience with our business resulting from over 35 years in the semiconductor industry. Mr. Quinsey's strong leadership skills and unique perspective as the long-time leader of TriQuint make him a tremendous asset to the Board.

#### **Robert A. Bruggeworth**

**Age 54**

Mr. Bruggeworth has served as our President and Chief Executive Officer and as a director since Qorvo's incorporation in December 2013 in anticipation of the Business Combination. Prior to the Business Combination, he was RFMD's President from June 2002 until January 2015 and the Chief Executive Officer and a director of RFMD from January 2003 until January 2015. He served as the Vice President of Wireless Products for RFMD from September 1999 to January 2002 and President of Wireless Products from January 2002 to June 2002. Mr. Bruggeworth was previously employed at AMP Inc. (now TE Connectivity LTD), a supplier of electrical and electronic connection devices, from July 1983 to April 1999. He held a number of manufacturing and engineering management positions at AMP Inc., most recently as Divisional Vice President of Global Computer and Consumer Electronics based in Hong Kong. Mr. Bruggeworth is a member of the board of directors of Mine Safety Appliances Company, a publicly traded global leader in the development, manufacture and supply of sophisticated safety products that protect people's health and safety. As President and Chief Executive Officer, Mr. Bruggeworth is directly in a position to understand our business and the challenges and issues that we face. Mr. Bruggeworth brings to the Board strong leadership skills and substantial global business experience. Mr. Bruggeworth also has over 25 years of experience in the technology sector, including specific expertise with respect to manufacturing, marketing and material sourcing for high technology products.

#### **Daniel A. DiLeo**

**Age 67**

Mr. DiLeo was appointed to the Board of Directors in January 2015. From 2002 until 2015, he served as a director of RFMD. He is currently the principal of Dan DiLeo, LLC, a consulting firm that he founded in March 2002. Mr. DiLeo was an Executive Vice President of Agere Systems Inc., a manufacturer of semiconductor components and optoelectronics, from March 2001 to April 2002. He served as President of the Optoelectronics Division of Lucent Technologies, Inc., a manufacturer of semiconductor components and optoelectronics, from November 1999 to March 2001, Vice President from June 1998 to October 1999 and Vice President of the wireless business unit from January 1995 to May 1998. He currently sits on the board of and/or advises several private semiconductor device companies in the U.S. From May 2000 to May 2009, Mr. DiLeo also served as a director of Data I/O Corporation, a publicly traded company that designs and manufactures equipment and software to program devices for original equipment manufacturers. Mr. DiLeo brings to the Board and its committees over 37 years of experience in the semiconductor industry, including specific expertise in device design, development, manufacturing and marketing. In addition, Mr. DiLeo has extensive knowledge of global markets, capital expansion and strategic development.

**Jeffery R. Gardner**

**Age 55**

Mr. Gardner was appointed to the Board of Directors in January 2015. From 2004 until 2015, he served as a director of RFMD. In February 2015, Mr. Gardner started an advisory firm, Gardner Capital Management, which provides strategic, operational and financial advice to private equity firms, corporate boards and management teams. Since January 2015, Mr. Gardner has served as a member of the board of directors of CalAmp Corp., a publicly-traded company that is a leading provider of wireless communications solutions for a broad array of applications to customers globally. From 2005 until December 2014, Mr. Gardner was President and Chief Executive Officer of Windstream Corporation, a leading provider of advanced network communications and technology solutions, including cloud computing and managed services. Mr. Gardner also served as a director of Windstream from 2005 until February 2015. From January 2000 to December 2005, Mr. Gardner was the Executive Vice President and Chief Financial Officer of ALLTEL. From August 1998 to January 2000, he was the Senior Vice President of Finance and Treasurer of ALLTEL. He is currently a National Association of Corporate Directors (NACD) Leadership Fellow, having completed the NACD's program for corporate directors. Mr. Gardner is a former member of the Business Roundtable, an association of chief executive officers of leading U.S. companies. He also served as Chairman of the United States Telecom Association, a telecommunications trade association. Mr. Gardner has been in the communications industry since 1986. Mr. Gardner brings to the Board and its committees valuable industry insight, including extensive knowledge regarding the requirements of downstream customers, resulting from his experience as a former CEO and CFO of public companies in the wireless telecommunications industry. Additionally, Mr. Gardner has specific expertise in the areas of strategic development, finance, financial reporting and accounting and internal controls.

**Charles Scott Gibson**

**Age 63**

Mr. Gibson was appointed to the Board of Directors in January 2015. From 1992 until 2015, he served as a director of TriQuint. Since March 1992, Mr. Gibson's full-time job has been to serve as a director of a number of high technology companies and not-for-profit organizations. He co-founded Sequent Computer Systems Inc., a computer systems company, in 1983 (which was acquired by International Business Machines Corporation), and served as its CFO and Senior VP Operations from 1983 to 1984, was President from January 1988 to March 1992 and was also Co-CEO from 1990 to March 1992. From 1976 to 1983, Mr. Gibson was employed at Intel Corporation as General Manager, Memory Components Operations. He currently serves as Chairman of the board of directors of RadiSys Corporation, an embedded solutions company for the communications industry, and also serves on the boards of directors of Pixelworks, Inc., a fabless semiconductor company, and Northwest Natural Company, a natural gas distribution company. Mr. Gibson also served on the board of directors of Verigy Ltd. from 2006 through July 2011 when it was sold. Mr. Gibson serves on the Board of Trustees of St. Johns Medical Center and the Community Foundation of Jackson Hole. Mr. Gibson brings to the Board and its committees over 20 years of experience serving as a director of technology companies, including companies operating in the semiconductor industry. He also has extensive financial expertise and executive leadership experience.

**John R. Harding**

**Age 60**

Mr. Harding was appointed to the Board of Directors in January 2015. From 2006 until 2015, he served as a director of RFMD. Mr. Harding co-founded and is President and Chief Executive Officer of eSilicon Corporation, a privately held company that designs and manufactures complex, custom chips for a broad and growing portfolio of large and small firms. Before starting eSilicon Corporation in May 2000, Mr. Harding served as President, Chief Executive Officer and director of publicly traded Cadence Design Systems, Inc., which acquired his former employer, Cooper & Chyan Technology, Inc. Mr. Harding has held a variety of senior management positions at Zycad Corporation and his career also includes positions with TXL and IBM Corporation. Since 2012, Mr. Harding has served on the board of directors of Advanced Micro Devices, Inc. Mr. Harding has also held leadership roles at Drew University and Indiana University, where he was Vice Chairman of the Board of Trustees and a member of the School of Public and Environmental Affairs Advisory Board, respectively. In addition, Mr. Harding has served as a member of the Steering Committee at the U.S. Council on Competitiveness and was a former National Academies' Committee member for Software, Growth and Future of the U.S. Economy. Since 2010, Mr. Harding has served as the value chain producer director to the board of directors of the Global Semiconductor Alliance. Mr. Harding is a frequent international speaker on the topics of innovation, entrepreneurship and semiconductor trends and policies. Mr. Harding brings to the Board and its committees a deep understanding of the challenges and issues facing semiconductor companies gained from his experience as Chairman and CEO of eSilicon Corporation. Additionally, Mr. Harding has substantial operational experience, business acumen and expertise in corporate strategy development.

**David H.Y. Ho**

**Age 56**

Mr. Ho was appointed to the Board of Directors in January 2015. From 2010 until 2015, he served as a director of TriQuint. Mr. Ho is Chairman and Founder of Kiina Investment Ltd., a venture capital firm that invests in start-up companies in the technology, media and telecommunications industries. Additionally, Mr. Ho serves as a senior advisor for Permira Advisors LLC, a private equity buyout fund. Mr. Ho previously served as Chairman of Greater China for Nokia Siemens Networks, President of Greater China for Nokia Corporation and Senior Vice President of the Nokia Networks Business Group. He has also held senior leadership roles with Nortel Networks and Motorola in China and Canada. Mr. Ho currently serves as a member of the board of Pentair plc (since 2007) and Air Products and Chemical (since 2013) in the United States and China Ocean Shipping Company (since 2012), a Chinese state-owned enterprise. Mr. Ho previously was a director of Dong Fang Electric Corporation from 2009 through 2015, 3Com Corporation from 2008 through 2010, Owens-Illinois Inc. from 2008 to 2012 and Sinosteel Corporation from 2008 until 2012. Mr. Ho brings to the Board and its committees extensive experience and business knowledge of global markets in diversified industries, with a strong track record in establishing and building mobile handset and infrastructure businesses in China. He also has significant management expertise in operations, mergers, acquisitions and joint ventures in Asia.

**Roderick D. Nelson**

**Age 55**

Mr. Nelson was appointed to the Board of Directors in January 2015. From 2012 until 2015, he served as a director of TriQuint. Mr. Nelson currently serves as the Chief Technology Officer for Globetouch, Inc., a privately held global provider of 3G and LTE mobile broadband services for connected devices and Internet of Things (IoT) applications. Since 2009, he has been the co-founder and principal of Tritech Sales and Services, LLC, a strategic product, business development and sales function consulting firm. He served as Executive Vice President and Chief Technology Officer of AT&T Wireless Services, where he led the Technology Development Group responsible for the development and deployment of the first 3G networks in the U.S. During his career, Mr. Nelson has worked closely with both national and international regulators and standards bodies on the creation of 3G specifications and standards. Mr. Nelson holds numerous patents covering broad and fundamental aspects of wireless communications. Mr. Nelson brings to the Board and its committees his substantial experience in the wireless communications industry, including his extensive knowledge regarding the requirements of downstream customers. He also has significant technical expertise, such as his 3G standards development experience, and a deep understanding of the regulatory environment applicable to our business.

**Dr. Walden C. Rhines**

**Age 68**

Dr. Rhines was appointed to the Board of Directors in January 2015. From 1995 until 2015, he served as a director of TriQuint. He has been the Chief Executive Officer of Mentor Graphics Corporation, an electronic design automation company, since 1993 and chairman of its board of directors since 2000. Prior to joining Mentor Graphics, he spent 21 years at Texas Instruments, a semiconductor manufacturer, with his most recent position as the Executive Vice President of its Semiconductor Group with responsibility for directing its worldwide semiconductor business. Dr. Rhines also served as a director of Cirrus Logic, Inc., a semiconductor company, from 1995 to 2009, is a member of the board of Electronic Design Automation Consortium, a trade association for electronic design companies, and serves on the boards of Semiconductor Research Corporation, a technology research consortium, and GlobalLogic, a private product development services company. Dr. Rhines brings to the Board and its committees over 20 years of experience in the semiconductor industry, including substantial operating experience and management expertise as a chief executive officer of a publicly traded technology company. He also brings strong leadership skills and a significant understanding of international markets.

**Walter H. Wilkinson, Jr.**

**Age 69**

Mr. Wilkinson was appointed to the Board of Directors in January 2015 and has served as the lead outside director. From 1992 until 2015, he served as a director of RFMD, including as the Chairman of the Board from 2008 until 2015. He is the founder and a general partner of Kitty Hawk Capital, a venture capital firm established in 1980, and a founding investor in RFMD. He currently serves on the boards of directors of Gladstone Capital Corporation and its affiliates, Gladstone Commercial Corporation, Gladstone Investment Corporation and Gladstone Land Corporation. He most recently served on the board of the N.C. State University Foundation and has previously served on the boards of other universities and related organizations. He is a past member and director of the National Venture Capital Association and is a past member and Chairman of the National Association of Small Business Investment Companies. He is Founding Chairman of the Carolinas Chapter of the NACD, where he currently serves as a director, and is an NACD Leadership Fellow, having completed the NACD's program for corporate directors. Mr. Wilkinson serves or has served as a director of numerous venture-backed companies, both public and private. Mr. Wilkinson brings to the Board and its committees strong leadership skills and a unique perspective gained from over 35 years of venture capital experience. He also understands the challenges of leading both private and public companies through changing economic conditions.

**THE BOARD OF DIRECTORS RECOMMENDS A VOTE "FOR" THE ELECTION OF THE NOMINEES LISTED ABOVE.**

## **CORPORATE GOVERNANCE**

### **Independent Directors**

In accordance with the listing standards of The NASDAQ Stock Market LLC, or Nasdaq, and our Corporate Governance Guidelines, the Board of Directors must consist of a majority of independent directors. The Board has determined that Messrs. DiLeo, Gardner, Gibson, Harding, Ho, Nelson and Wilkinson and Dr. Rhines each satisfy the definition of “independent director” under these Nasdaq listing standards. The Board, in concert with its Governance and Nominating Committee, performed a review to determine the independence of its members and made a subjective determination as to each of these independent directors that no transactions, relationships or arrangements exist that, in the opinion of the Board, would interfere with the exercise of independent judgment in carrying out the responsibilities of a director of Qorvo. In making these determinations, the Board reviewed the information provided by the directors and Qorvo with regard to each director’s business and personal activities as they may relate to Qorvo and its management.

### **Corporate Governance Guidelines**

Effective January 2015, and as most recently amended in May 2015, the Board implemented written Corporate Governance Guidelines designed to assist the Board in fulfilling its duties and responsibilities. The Corporate Governance Guidelines address a number of matters applicable to directors, including director qualification standards, Board and committee meetings, executive sessions, director compensation, management succession, director continuing education, stock ownership guidelines, “withheld vote” policy, prohibitions on pledging and hedging of our securities and other matters. These Corporate Governance Guidelines are available in the “Investors” section of our website under the heading “Corporate Governance” at <http://www.qorvo.com>. A stockholder may request a copy of the Corporate Governance Guidelines by contacting our Investor Relations Department at 7628 Thorndike Road, Greensboro, North Carolina 27409-9421.

### **Board Leadership Structure**

As described in the Corporate Governance Guidelines, the Board has a general policy that the roles of Chairman of the Board and Chief Executive Officer should be separated and that the independent directors should be led by a Lead Independent Director, who shall be the Chairman of the Board unless the Chairman is not independent. The Board believes this separation of roles promotes communication between the Board, the Chief Executive Officer and other senior management and enhances the Board’s oversight of management.

We believe our leadership structure provides increased accountability of our Chief Executive Officer to the Board and encourages balanced decision-making. We also separate the Chairman and Chief Executive Officer roles in recognition of the differences in the roles. While the Chief Executive Officer is responsible for day-to-day leadership of Qorvo and the setting of strategic direction, the Chairman of the Board provides guidance to the Chief Executive Officer and coordinates and manages the operation of the Board and its committees. Since the closing of the Business Combination on January 1, 2015, non-employee director Ralph G. Quinsey has held the position of Chairman of the Board.

The duties of the Chairman of the Board include presiding at meetings of the Board, establishing, with the Chief Executive Officer, the agenda for each Board meeting and exercising such other powers and performing other duties as may from time to time be assigned to him by the Board.

Although Mr. Quinsey never has been an officer or employee of Qorvo, Mr. Quinsey is not considered an independent director under Nasdaq rules because he previously served as the Chief Executive Officer of TriQuint until the closing of the Business Combination. Accordingly, non-employee independent director Walter H. Wilkinson, Jr. has served as the Lead Independent Director of the Board since January 1, 2015. As the Lead Independent Director, Mr. Wilkinson is responsible for coordinating the activities of the independent directors, including, among other things: (a) determining appropriate schedules of and agendas for Board and committee meetings; (b) advising the Board as to the quality, quantity and timeliness of the flow of information that is necessary for the independent directors to effectively and responsibly perform their duties; and (c) coordinating, developing the agenda for and moderating executive sessions of the independent directors. The Board believes our current leadership structure with a non-employee Chairman of the Board is appropriate for Qorvo and provides many advantages to the effective operation of the Board. Additionally, the Board believes that the Lead Independent Director plays an important role in assisting the Chairman and the remainder of the Board in assuring effective governance in overseeing the direction and management of Qorvo.

## **Risk Oversight**

The Board, acting through itself or one or more of its committees, has general oversight responsibility for corporate risk management, including oversight of management's implementation and application of risk management policies, practices and procedures. The Board directly oversees strategic risks such as those relating to competitive dynamics, market trends and developments and changes in macroeconomic conditions. While the Board is responsible for risk oversight, management is ultimately responsible for assessing and managing material risk exposures. Our senior management typically reports to the Board or one of its committees on key enterprise risk topics, including disaster recovery, network security, quality assurance, global operations and financial risks. The Board and its committees receive these reports at regularly scheduled Board and committee meetings and on an interim basis when potentially significant risks develop. Members of the Board participate in telephone briefings and conduct face-to-face meetings with management to discuss and develop a shared understanding of the potential severity of these risks and management's strategies for addressing these risks. In addition, the Board evaluates our strategic goals and objectives to determine how they may be affected by particular risk exposures.

The Board also exercises a risk oversight role through certain of its committees. Specifically, the Audit Committee discusses certain material risks and exposures with our independent registered public accounting firm and receives reports from our accounting and internal audit management personnel regarding such risks or exposures and how management has attempted to minimize Qorvo's risk. The Audit Committee's primary focus is financial risk, including our internal control over financial reporting. Particular areas of focus by the Audit Committee include risks associated with material litigation, taxes, foreign exchange, liquidity, investments, global operations and information technology security. As part of its oversight role, this committee reviews global insurance coverage to mitigate risk, oversees Qorvo's investment policy and works with management to develop policies and practices to mitigate risks in its areas of focus, including information technology, fraud and anti-corruption risks.

The Compensation Committee makes a determination regarding risks associated with our compensation policies and practices, and specifically evaluates risks associated with equity overhang and regulatory risks in regard to equity and retirement plans.

The Governance and Nominating Committee performs risk oversight in the areas of management succession and corporate governance. This includes adoption and administration of our Code of Business Conduct and Ethics, development of succession plans for our Chief Executive Officer and other senior management positions and serving as the Board's primary independent decision-making authority for assessing and resolving matters, such as potential conflicts of interest, that fall within the broader category of corporate governance.

Each of the above committees reports to the full Board with respect to the risk categories it oversees. These ongoing discussions enable the Board, and other committees, to monitor our exposure and evaluate the mitigation of risk.

## **Risk Oversight in Compensation Programs**

We have assessed our compensation programs and have concluded that risks arising from our compensation policies and practices are not reasonably likely to have a material adverse effect on us. The risk assessment process included a review of program policies and practices, focusing on programs with variable compensation provisions and identifying the risks related to the programs. The Compensation Committee determined that our compensation programs encourage our employees to take appropriate risk in the performance of our business, but do not encourage excessive risk. We encourage our employees to make decisions that should result in positive short-term and long-term results for our business and our stockholders without providing an incentive for unnecessary risk. The Compensation Committee will continue to monitor our compensation programs on an ongoing basis to ensure that risks arising from our compensation policies and practices are not reasonably likely to have a material adverse effect on us.

## **Code of Ethics**

Effective January 2015, the Board adopted a Code of Business Conduct and Ethics to provide guidance on maintaining our commitment to high ethical standards. The Code of Business Conduct and Ethics applies to employees, officers, directors, agents and designated representatives of Qorvo and our subsidiaries.

A copy of the code is available in the "Investors" section of our website under the heading "Corporate Governance" at <http://www.qorvo.com> or may be obtained by contacting the Investor Relations Department at the address set forth above. In the event that we amend one or more of the provisions of our code that requires disclosure under applicable law, SEC rules or Nasdaq listing standards, we intend to disclose such amendment on our website. Any waiver of the code with respect to any executive officer or director of Qorvo must be approved by the Board and will be promptly disclosed, along with the reasons for the waiver, as required by applicable law or Nasdaq rules.

## Committees and Meetings

The Board maintains four standing committees: the Audit Committee; the Compensation Committee; the Governance and Nominating Committee; and the Corporate Development Committee. Each committee operates under a written charter and reports regularly to the Board. A copy of each of these committee charters is available in the “Investors” section of our website under the heading “Corporate Governance” at <http://www.qorvo.com> and may also be obtained by contacting the Investor Relations Department at the address set forth above.

Each of the Audit Committee, the Compensation Committee, the Governance and Nominating Committee and the Corporate Development Committee must be comprised of no fewer than three members, each of whom must satisfy membership requirements imposed by the applicable committee charter and, where applicable, Nasdaq listing standards and SEC rules and regulations. Each of the members of the Audit Committee, the Compensation Committee, and the Governance and Nominating Committee has been determined by the Board to be independent under applicable Nasdaq listing standards and, in the case of the Audit Committee and the Compensation Committee, under the independence requirements established by the SEC. A majority of the members of the Corporate Development Committee has been determined by the Board to be independent under applicable Nasdaq listing standards. A brief description of the responsibilities of each of these committees and their current membership follows.

Director	Committee Membership			
	Audit	Compensation	Governance and Nominating	Corporate Development
Ralph G. Quinsey				X
Robert A. Bruggeworth				X
Daniel A. DiLeo	X			C
Jeffery R. Gardner	C		X	
Charles Scott Gibson	X		X	
John R. Harding		X		X
David H.Y. Ho		X		X
Roderick D. Nelson	X			X
Dr. Walden C. Rhines		C	X	
Walter H. Wilkinson, Jr.		X	C	

C = Committee Chairman

### Audit Committee

The Audit Committee is a separately-designated standing Audit Committee established in accordance with section 3(a)(58)(A) of the Exchange Act. The Audit Committee operates under a written charter adopted in January 2015. The Audit Committee is appointed by the Board to assist the Board in its duty to oversee our accounting, financial reporting and internal control functions and the audit of our financial statements. The Committee’s responsibilities include, among others, direct responsibility for: (a) appointment, compensation, retention and oversight of our independent registered public accounting firm, which reports directly to the Audit Committee; (b) establishing policies and procedures for the review and pre-approval by the Committee of, and approving or pre-approving, all auditing services and permissible non-audit services to be performed by the independent registered public accounting firm, and any non-audit services to be performed by any other accounting firm; (c) periodically reviewing major issues regarding accounting principles and financial statement presentations, including any significant changes in our selection or application of accounting principles; (d) approving the report of the Audit Committee required by SEC rules to be included in our proxy statement; (e) discussing with management policies with respect to risk assessment and risk management, including our major financial risk exposures and the steps management has taken to monitor and control such exposures; and (f) establishing and overseeing procedures for the receipt, retention and treatment of complaints received by Qorvo regarding accounting, internal accounting controls or auditing matters and for the confidential, anonymous submission by employees of concerns regarding questionable accounting or auditing matters.

The current members of the Audit Committee are Messrs. DiLeo, Gardner (Chairman), Gibson and Nelson, none of whom is an employee of Qorvo and each of whom is independent under existing Nasdaq listing standards and SEC requirements. The Board has examined the SEC’s definition of “audit committee financial expert” and determined that Messrs. Gardner and Gibson each satisfy this definition. See “Report of the Audit Committee,” below.



## **Compensation Committee**

The Compensation Committee operates under a written charter adopted in January 2015, as most recently amended in May 2015. The Compensation Committee is appointed by the Board to exercise the Board's authority concerning compensation of our officers and employees and administration of our stock-based and incentive compensation plans. In fulfilling its duties, the Compensation Committee has the authority to, among other things: (a) evaluate and fix the compensation of our officers, including our Chief Executive Officer, in accordance with our compensation philosophy; (b) prepare the Compensation Committee report that SEC rules require to be included in our Annual Report on Form 10-K (or timely filed proxy statement); (c) evaluate and make recommendations to the Board concerning compensation of directors; (d) periodically review, and modify if necessary, our philosophy concerning executive compensation and the components of executive compensation; (e) review and discuss with management our Compensation Discussion and Analysis disclosure and formally recommend to the Board that it be included in our Annual Report on Form 10-K (or timely filed proxy statement); (f) make the determination required under SEC rules regarding risks associated with our compensation policies and practices; (g) oversee our compliance with SEC rules and regulations regarding stockholder approval of certain executive compensation matters, including advisory votes on executive compensation and the frequency of such votes; (h) retain (or obtain the advice of) and terminate a compensation consultant, independent legal counsel or other adviser to assist the Committee with the discharge of its duties under the charter, after taking into consideration factors and criteria required by applicable law; and (i) discharge certain other responsibilities generally relating to the administration of our incentive and employee benefit plans. The Compensation Committee may condition its approval of any compensation matter on ratification by the Board if Board action is required by applicable law or otherwise deemed appropriate.

The Compensation Committee regularly consults with members of our executive management team regarding our executive compensation program. Our executive compensation program, including the level of participation by our executive officers in assisting with establishing compensation, is discussed below under "Executive Compensation – Compensation Discussion and Analysis."

The Board has the discretion to delegate certain areas of authority that are reserved to the Board or the Compensation Committee under our equity compensation plans. The Board has delegated to the Chief Executive Officer, in his capacity as a member of the Board, the authority to grant equity awards: (a) generally to new or promoted Company employees provided that such employees are not directors or executive officers; and (b) to Company employees to reward and recognize outstanding engineering performance and other technical achievements. Pursuant to these delegations, no equity awards may be granted to persons who report directly to the Chief Executive Officer, are subject to Section 16 under the Securities Exchange Act of 1934, as amended, or the Exchange Act, or are deemed to be covered employees under Section 162(m) of the Internal Revenue Code of 1986, as amended, or the Code. Additionally, these delegations are subject to predetermined limits per individual and in the aggregate, as established by the Board, and are subject to all terms and conditions of the applicable plan. The Chief Executive Officer is required to report all grants made under these delegations to the Compensation Committee at its next regularly scheduled meeting.

To assist the Committee with its review and analysis of executive, non-employee director and employee compensation matters during fiscal 2015, the Compensation Committee engaged an independent compensation consulting firm, Compensia, Inc., which we refer to as Compensia. Compensia was instructed to analyze and provide recommendations on our peer group and non-employee director compensation, and provide input on executive officer total cash compensation and our short- and long-term incentive plans. Additionally, the Committee has engaged Compensia for advice regarding executive compensation performance metrics for fiscal 2016. Prior to the Business Combination, Compensia served as a compensation consultant to RFMD and TriQuint. For a more detailed discussion of the nature and scope of the role of Compensia, see "Executive Compensation – Compensation Discussion and Analysis – Compensation Decision-Making Processes – Role of the Compensation Consultant," below.

The current members of the Compensation Committee are Mr. Harding, Mr. Ho, Dr. Rhines (Chairman) and Mr. Wilkinson, none of whom is an employee of Qorvo and each of whom is independent under existing Nasdaq listing standards, SEC requirements and requirements of Section 162(m) of the Code. See "Executive Compensation – Compensation Discussion and Analysis," below for details of the processes and procedures involved in setting executive compensation.

## **Governance and Nominating Committee**

The Governance and Nominating Committee operates under a written charter adopted in January 2015. The Governance and Nominating Committee is appointed by the Board to: (a) assist the Board in identifying individuals qualified to become Board and committee members and to recommend to the Board the director nominees; (b) develop and recommend to the Board the policies and guidelines relating to, and generally overseeing matters of, corporate governance and conflicts of interest; (c) lead the Board in its annual review of the performance of the Board and its committees; and (d) carry out the duties and responsibilities delegated by the Board relating to any matters required by the federal securities laws. The current members of the Governance and Nominating Committee are Mr. Gardner, Mr. Gibson, Dr. Rhines and Mr. Wilkinson (Chairman), none of whom is an employee of Qorvo and each of whom is independent under existing Nasdaq listing standards. For information regarding stockholder nominations to the Board, see "Procedures for Director Nominations" and "Proposals for 2016 Annual Meeting," below.

## Corporate Development Committee

The Corporate Development Committee operates under a written charter adopted in January 2015. The Corporate Development Committee is appointed by the Board to (a) assist the Board in fulfilling its responsibilities for overseeing and facilitating the development, implementation and monitoring of our business strategies and plans; and (b) exercise the Board's authority with respect to the review, evaluation and approval of certain strategic transactions, subject to the limitations and requirements of applicable law and our governance documents. The current members of the Corporate Development Committee are Messrs. Bruggeworth, DiLeo (Chairman), Harding, Ho, Nelson and Quinsey. Messrs. DiLeo, Harding, Ho and Nelson are not employees of Qorvo and are each independent under existing Nasdaq listing standards.

## Meeting Attendance

Under our Corporate Governance Guidelines, all directors are expected to make every effort to attend meetings of the Board, assigned committees and annual meetings of stockholders. All incumbent directors attended at least 75% of the aggregate of the Board meetings and assigned committee meetings held during the Post-Combination Period. During the Post-Combination Period, the Board held two in-person meetings and one telephonic meeting, the Audit Committee held two in-person meetings and two telephonic meetings, the Compensation Committee held two in-person meetings and two telephonic meetings, the Governance and Nominating Committee held one in-person meeting and the Corporate Development Committee held two in-person meetings.

## Executive Sessions

Pursuant to our Corporate Governance Guidelines, independent directors are expected to meet in executive session at all regularly scheduled meetings of the Board with no members of management present. The Chairman of the Governance and Nominating Committee or the Lead Independent Director presides at each executive session, unless the independent directors determine otherwise. During fiscal 2015, Mr. Wilkinson presided as Lead Independent Director at the executive sessions. During fiscal 2015, the independent directors met in executive session at both of the regularly scheduled Board meetings.

## Procedures for Director Nominations

In accordance with our Corporate Governance Guidelines, members of the Board are expected to collectively possess a broad and diverse range of skills, industry and other knowledge and expertise, and business and other experience useful for the effective oversight of our business. The Governance and Nominating Committee is responsible for identifying, screening and recommending to the Board qualified candidates for membership. All candidates must meet the minimum qualifications and other criteria established from time to time by the Board, and potential nominees will also be evaluated based on the other criteria identified in the Corporate Governance Guidelines. These minimum qualifications include, but are not limited to:

- having substantial or significant business or professional experience or an understanding of technology, finance, marketing, financial reporting, international business or other disciplines relevant to the business of Qorvo; and
- being free from any conflict of interest that would violate any applicable law or regulation or having any other relationship that, in the opinion of the Board, would interfere with the exercise of the individual's judgment as a member of the Board or of a Board committee.

We also consider the following criteria, among others, in our selection of directors:

- economic, technical, scientific, academic, financial and other expertise, skills, knowledge and achievements useful to the oversight of our business;
- integrity, demonstrated sound business judgment and high moral and ethical character;
- diversity of viewpoints, backgrounds, experiences and other demographics;
- business or other relevant professional experience;
- capacity and desire to represent the balanced, best interests of Qorvo and its stockholders as a whole and not primarily a special interest group or constituency;
- ability and willingness to devote time to the affairs and success of Qorvo and to fulfill the responsibilities of a director; and
- the extent to which the interplay of the candidate's expertise, skills, knowledge and experience with that of other Board members will build a Board that is effective, collegial and responsive to the needs of Qorvo.

The Governance and Nominating Committee is authorized to develop and review on a periodic basis policies regarding Board size, composition and member qualification.

## [Table of Contents](#)

The Governance and Nominating Committee evaluates suggestions concerning possible candidates for election to the Board submitted to Qorvo, including those submitted by Board members, stockholders and third parties. All candidates, including those submitted by stockholders, will be similarly evaluated by the Governance and Nominating Committee using the Board membership criteria described above and in accordance with applicable procedures. Once candidates have been identified, the Governance and Nominating Committee will determine whether such candidates meet the minimum qualifications for director nominees established in the Corporate Governance Guidelines. The Board, taking into consideration the recommendations of the Governance and Nominating Committee, is responsible for selecting the nominees for director and for appointing directors to fill vacancies, with primary emphasis on the criteria set forth in the Corporate Governance Guidelines.

The Governance and Nominating Committee has authority to retain and approve the compensation of search firms to be used to identify director candidates.

As noted above, the Governance and Nominating Committee will consider qualified director nominees recommended by stockholders when such recommendations are submitted in accordance with applicable SEC requirements, our bylaws and Corporate Governance Guidelines and any other applicable law, rule or regulation regarding director nominations. Under our bylaws, nominations of persons for election to the Board may be made at an annual meeting of stockholders by any Qorvo stockholder who: (a) was a stockholder of record at the time of giving of notice provided for in our bylaws and at the time of the annual meeting; (b) is entitled to vote at the meeting and (c) provides timely notice and otherwise complies with the procedures set forth in our bylaws.

To be timely, a stockholder's notice must be delivered to our secretary at our principal executive offices not later than the close of business on the 90th day and not earlier 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 60 days after such anniversary date, notice by the stockholder must be delivered not earlier than the close of business on the 120th day prior to the date of such annual meeting and not later than the close of business on the later of the 90th day prior to the date of such annual meeting.

To be in proper form, a stockholder's notice must set forth, as to the stockholder giving the notice and the beneficial owner, if any, on whose behalf the nomination is made:

- the name and address of such stockholder, as they appear on our books, and of such beneficial owner, if any;
- the number of shares of our common stock that are, directly or indirectly, owned beneficially and of record by such stockholder and such beneficial owner;
- any derivative instruments with respect to our common stock directly or indirectly owned beneficially by such stockholder;
- any proxy, contract, arrangement, understanding, or relationship pursuant to which such stockholder has a right to vote any of our securities;
- any short interest in any of our securities;
- any rights to dividends on the shares our common stock owned beneficially by such stockholder that are separated or separable from the underlying shares of our common stock;
- any proportionate interest in shares of our common stock or derivative instruments held, directly or indirectly, by a general or limited partnership in which such stockholder is a general partner or, directly or indirectly, beneficially owns an interest in a general partner;
- any performance-related fees (other than an asset-based fee) that such stockholder is entitled to based on any increase or decrease in the value of shares of our common stock or derivative instruments, if any, as of the date of such notice; and
- any other information relating to such stockholder and beneficial owner, if any, that would be required to be disclosed in a proxy statement or other filings required to be made pursuant to applicable federal securities laws.

The stockholder's notice must also set forth, as to each nominee whom the stockholder proposes to nominate for election to the Board, together with a completed and signed questionnaire, representation and agreement from such person:

- all information relating to such nominee that would be required to be disclosed in a proxy statement or other filings required to be made pursuant to applicable federal securities laws; and
- 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 and beneficial owner, if any, and their respective affiliates and associates, or others acting in concert therewith, on the one hand, and the nominee, and his or her respective affiliates and associates, or others acting in concert therewith, on the other hand.

## [Table of Contents](#)

No candidates for director nominations were submitted to the Governance and Nominating Committee by any stockholder in connection with the annual meeting. Any stockholder desiring to present a nomination for consideration by the Governance and Nominating Committee prior to the 2016 annual meeting must do so in accordance with our bylaws and policies. See “Proposals for 2016 Annual Meeting,” below.

### **Stockholder Communications with Directors**

Any stockholder desiring to contact the Board, or any specific director(s), may send written communications to: Board of Directors (Attention: (Name(s) of director(s), as applicable)), c/o Qorvo’s Secretary, Steven J. Buhaly, 2300 NE Brookwood Parkway, Hillsboro, Oregon 97124. Any proper communication so received will be processed by the Secretary. If it is unclear from the communication received whether it was intended or appropriate for the Board, the Secretary will (subject to any applicable regulatory requirements) use his judgment to determine whether such communication should be conveyed to the Board or, as appropriate, to the member(s) of the Board named in the communication.

### **Pre-Approval Policies and Procedures**

The Audit Committee has established a pre-approval policy for certain audit and non-audit services, up to a specified amount, for each identified service that may be provided by the independent registered public accounting firm. The pre-approval fee levels for all services to be provided by the independent registered public accounting firm are reviewed annually by the Audit Committee. The Audit Committee has authorized management to engage accounting firms other than KPMG LLP to perform certain audit-related, tax and other non-audit services, as set forth in the policy, provided that the fees do not exceed \$250,000 per year for each separate engagement, project or assignment. The Audit Committee has delegated to the Chairman of the Audit Committee the authority to approve, in between meetings of the Audit Committee, certain audit, audit-related, tax and other permissible non-audit services to be provided by KPMG LLP in an amount not to exceed \$50,000. Additionally, the Audit Committee has delegated to the Chairman of the Audit Committee the authority to approve, in between meetings of the Audit Committee, certain audit-related, tax and other permissible non-audit services to be provided by any accounting firm other than KPMG LLP in an amount in excess of \$250,000 for each separate engagement, project or assignment, but not to exceed \$500,000 per year for each separate engagement, project or assignment. Any such approval by the Chairman must be reported to the Audit Committee at its next meeting.

### **Procedures for Reporting Complaints about Accounting and Auditing Matters**

The Audit Committee has adopted procedures for receiving and handling complaints from employees and third parties regarding accounting, internal accounting controls or auditing matters, including procedures for confidential, anonymous submissions by employees of complaints or concerns regarding questionable accounting or auditing matters. Employees or third parties may report their concerns by mail to the attention of Suzanne B. Rudy, our Compliance Officer, at 7628 Thorndike Road, Greensboro, North Carolina 27409-9421 or by e-mail at [complianceofficer@qorvo.com](mailto:complianceofficer@qorvo.com). If the Compliance Officer is the subject of the concern or the employee or third party otherwise believes that the Compliance Officer has not given or will not give proper attention to his or her concerns, the employee or third party may report his or her concerns directly to the Chairman of the Audit Committee. An employee or third party also may forward concerns on a confidential and/or anonymous basis to the Compliance Officer by calling Qorvo’s toll-free Ethics and Compliance hotline at (800) 481-7088, which is operated by a third-party agency to ensure confidentiality, or by delivering a written statement setting forth his or her concerns in a sealed envelope addressed to the Chairman of the Audit Committee labeled “Confidential: To be opened by the Chairman of the Audit Committee only.” Employees may also raise concerns via Qorvo’s Ethics and Compliance website at <http://qorvo.ethicspoint.com>.

Upon receipt of a complaint relating to the matters set forth above, the Compliance Officer (or Chairman of the Audit Committee, as the case may be) will promptly notify the Audit Committee. The Audit Committee will oversee the review of any such complaint and will maintain the confidentiality of an employee or third-party complaint to the fullest extent possible, consistent with the need to conduct an adequate review. Prompt and appropriate corrective action will be taken when and as warranted in the judgment of the Audit Committee. The Compliance Officer and the Chairman of the Audit Committee will maintain a log of all complaints received by them, tracking their receipt, investigation and resolution, and will prepare a periodic report summarizing the complaints for submission by the Audit Committee to the Board. The Compliance Officer and the Chairman of the Audit Committee will maintain copies of complaints and the complaint log for a reasonable time but in no event for less than five years.

The Procedures for Reporting Complaints about Accounting and Auditing Matters (or the Whistleblower Policy) are available in the “Investors” section of our website under the heading “Corporate Governance” at <http://www.qorvo.com> or may be obtained by contacting our Investor Relations Department at 7628 Thorndike Road, Greensboro, North Carolina 27409-9421.

**COMPENSATION COMMITTEE INTERLOCKS AND INSIDER PARTICIPATION**

The current members of the Compensation Committee are Dr. Rhines (Chairman) and Messrs. Harding, Ho and Wilkinson. None of the current members of the Compensation Committee has ever served as an officer or employee of Qorvo or had any relationship during fiscal 2015 that would be required to be disclosed pursuant to Item 404 of Regulation S-K. No interlocking relationships exist between our current Board of Directors or Compensation Committee and the board of directors or compensation committee of any other company.

**SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT**

The following table sets forth information with respect to the beneficial ownership of Qorvo's common stock as of June 19, 2015 (unless otherwise indicated) by (a) each person known by Qorvo to own beneficially more than five percent of the outstanding shares of our common stock, (b) each director and nominee for director, (c) the Named Executive Officers, and (d) all current directors and executive officers as a group. Beneficial ownership is determined in accordance with the rules of the SEC. In computing the number of shares beneficially owned by a person and the percentage ownership of that person, shares of common stock subject to options or warrants held by that person that are currently exercisable or that are or may become exercisable within 60 days of June 19, 2015, and shares of restricted stock or restricted stock units that have vested or that will vest within 60 days of June 19, 2015, are deemed outstanding. These shares, however, are not deemed outstanding for purposes of computing the percentage ownership of any other person. Except as indicated in the footnotes to this table and under applicable community property laws, each stockholder named in the table has sole voting and dispositive power with respect to the shares set forth opposite the stockholder's name. Unless otherwise indicated, the address of all listed stockholders is c/o Qorvo, Inc., 7628 Thorndike Road, Greensboro, North Carolina 27409-9421. As of June 19, 2015, none of our directors or executive officers has pledged our common stock.

Name of Beneficial Owner	Beneficial Ownership	
	Number of Shares (1)	Percent of Class
Capital Research Global Investors (2)	16,331,843	10.93%
Fidelity Management and Research (3)	15,752,534	10.55%
The Vanguard Group (4)	10,393,654	6.96%
Ralph G. Quinsey (5)	752,961	*
Robert A. Bruggeworth (6)	298,421	*
Steven J. Buhaly (7)	236,006	*
Steven E. Creviston (8)	206,297	*
Walter H. Wilkinson, Jr. (9)	73,398	*
Daniel A. DiLeo (10)	68,750	*
James L. Klein (11)	27,233	*
Walden C. Rhines (12)	75,800	*
Jeffery R. Gardner (13)	35,262	*
John R. Harding (14)	20,350	*
Roderick D. Nelson (15)	15,629	*
David H.Y. Ho (16)	10,660	*
Charles S. Gibson	2,742	*
Michael J. Laber (17)	1,127	*
Directors and executive officers as a group (14 persons) (18)	1,824,636	1.15%

\* Indicates less than one percent

- (1) As noted above, shares of common stock subject to options exercisable within 60 days of June 19, 2015 and shares of restricted stock or restricted stock units that have vested or that will vest within 60 days of June 19, 2015, are included.
- (2) Based upon information set forth in a Schedule 13G filed with the SEC on February 10, 2015 by Capital Research Global Investors ("Capital Investors") reporting the sole power to vote or to direct the vote and sole power to dispose or to direct the disposition of 16,331,843 shares. Various persons have the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, Qorvo common stock. No one person's interest in such Qorvo common stock is more than 5% of the total outstanding common shares. The address of Capital Investors is 333 South Hope Street, Los Angeles, CA 90071.

## Table of Contents

- (3) Based upon information set forth in a Schedule 13G filed with the SEC on February 10, 2015 by FMR LLC (“Fidelity”) reporting the sole power to vote or direct the vote of 391,221 shares, and sole power to dispose or direct the disposition of 15,752,534 shares. The address of Fidelity is 245 Summer Street, Boston, MA 02210.
- (4) Based upon (1) information set forth in a Schedule 13G/A filed with the SEC on February 10, 2015 by The Vanguard Group, Inc. (“Vanguard”) with respect to shares of RFMD and (2) information set forth in a Schedule 13G/A filed with the SEC on February 10, 2015 by Vanguard with respect to shares of TriQuint, with each filing reporting pre-merger ownership as of December 31, 2014. Applying the applicable RFMD merger exchange ratio, the filing with respect to RFMD reported the sole power to vote or direct the vote of 144,279 Qorvo shares, sole power to dispose or direct the disposition of 5,584,011 Qorvo shares, and shared power to dispose or direct the disposition of 132,104 Qorvo shares, with a total beneficial ownership of 5,716,115 Qorvo shares. Applying the applicable TriQuint merger exchange ratio, the filing with respect to TriQuint reported the sole power to vote or direct the vote of 89,862 Qorvo shares, sole power to dispose or direct the disposition of 4,587,676 Qorvo shares, and shared power to dispose or direct the disposition of 89,862 Qorvo shares, with a total beneficial ownership of 4,677,539 Qorvo shares. According to these filings, Vanguard Fiduciary Trust Company, a wholly-owned subsidiary of Vanguard, is the beneficial owner of 181,566 Qorvo shares as a result of its serving as investment manager of collective trust accounts. Vanguard Investments Australia, Ltd., a wholly-owned subsidiary of Vanguard, is the beneficial owner of 92,975 Qorvo shares as a result of its serving as investment manager of Australian investment offerings. The address of Vanguard is 100 Vanguard Blvd., Malvern, PA 19355.
- (5) Includes 668,784 shares of common stock issuable upon exercise of stock options.
- (6) Includes 148,179 shares of common stock issuable upon exercise of stock options.
- (7) Includes 180,205 shares of common stock issuable upon exercise of stock options.
- (8) Includes 68,161 shares of common stock issuable upon exercise of stock options.
- (9) Includes 28,425 shares of common stock issuable upon exercise of stock options.
- (10) Includes 53,550 shares of common stock issuable upon exercise of stock options.
- (11) Includes 17,853 shares of common stock issuable upon exercise of stock options.
- (12) Includes 55,912 shares of common stock issuable upon exercise of stock options.
- (13) Includes 8,400 shares of common stock issuable upon exercise of stock options.
- (14) Includes 20,350 shares of common stock issuable upon exercise of stock options.
- (15) Includes 11,442 shares of common stock issuable upon exercise of stock options.
- (16) Includes 10,660 shares of common stock issuable upon exercise of stock options.
- (17) Includes 1,127 shares of common stock issuable upon exercise of stock options.
- (18) Includes 1,273,048 shares of common stock issuable upon exercise of stock options.

## EXECUTIVE OFFICERS

Qorvo's current executive officers are as follows:

<b>Name</b>	<b>Age</b>	<b>Title</b>
Robert A. Bruggeworth	54	President and Chief Executive Officer
Steven J. Buhaly	58	Chief Financial Officer and Secretary
Steven E. Creviston	51	Corporate Vice President and President of Mobile Products
James L. Klein	50	Corporate Vice President and President of Infrastructure & Defense Products
Michael J. Laber (1)	47	Vice President and Corporate Controller

- (1) On June 11, 2015, Mr. Laber notified the Company of his decision to resign from his position with the Company effective July 10, 2015, in order to accept a position as the Chief Financial Officer of another company.

Certain information with respect to our executive officers is provided below. Officers are appointed to serve at the discretion of the Board. Information regarding Mr. Bruggeworth is included in the director profiles set forth above.

**Steven J. Buhaly** has served as Chief Financial Officer and Secretary of Qorvo since January 2015. Prior to the Business Combination, he was Chief Financial officer for TriQuint from September 2007 until January 2015. Prior to joining TriQuint, Mr. Buhaly was Chief Financial Officer at Longview Fibre Company, a manufacturer of paper container products, from 2006 to 2007. He joined Planar Systems, Inc., a provider of specialty display solutions, in 1999 as Medical Business Vice President. From 2000 to 2006 he served first as Chief Financial Officer, then Chief Operating Officer of Planar Systems. Prior to 1999, he held positions of increasing responsibility in finance and operations at Tektronix, Inc., a supplier of test, measurement, and monitoring products, solutions and services.

**Steven E. Creviston** has served as Corporate Vice President and President of Mobile Products for Qorvo since January 2015. Prior to the Business Combination, he was Corporate Vice President and President of Cellular Products Group, or CPG, for RFMD from August 2007 to January 2015. From May 2002 to August 2007, he served as Corporate Vice President of CPG, which was known as Wireless Products until 2004, for RFMD. Prior to 2002, he held various positions of increasing responsibilities at RFMD.

**James L. Klein** has served as Corporate Vice President and President of Infrastructure & Defense Products for Qorvo since January 2015. Mr. Klein joined Qorvo with more than 20 years of experience in the RF industry. Prior to the Business Combination, Mr. Klein was Vice President and General Manager of Infrastructure & Defense Products for TriQuint from September 2012 until January 2015 and he was Vice President Defense Products and Foundry Services from July 2011 until September 2012. Prior to joining TriQuint, Mr. Klein spent 13 years with Raytheon Space and Airborne Systems, most recently as the General Manager of the Advanced Products Center at Raytheon Space and Airborne Systems division where he was responsible for the design and manufacturing of advanced RF and microwave subsystems and components. Prior to Raytheon, Mr. Klein held positions with Texas Instruments where he focused on MMIC and Transmit/Receive module engineering.

**Michael J. Laber** has served as Vice President and Corporate Controller for Qorvo since January 2015. Prior to the Business Combination, he was Corporate Controller for TriQuint from April 2009 until January 2015. Prior to joining TriQuint, Mr. Laber held financial and accounting positions at Harland Financial Solutions from 2000 to 2008 and at Arthur Andersen from 1991 to 2000. On June 11, 2015, Mr. Laber notified the Company of his decision to resign from his position with the Company effective July 10, 2015, in order to accept a position as the Chief Financial Officer of another company.

## EXECUTIVE COMPENSATION

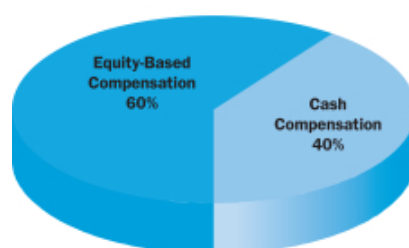
### Compensation Discussion and Analysis

#### Executive Summary

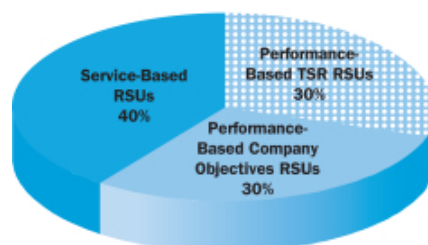
It is Qorvo's policy to ensure that the total compensation of each of our Chief Executive Officer, Chief Financial Officer and our three other executive officers, to whom we refer to collectively as the Named Executive Officers, reflects individual performance and rewards strong operating performance in the near term and completion of key initiatives that drive profitability and stockholder value in the longer term. Cash compensation consists of base salary and cash bonuses, and is intended to account for approximately 40% of each Named Executive Officer's total compensation. Cash bonuses are based on corporate performance relative to financial goals established by the Compensation Committee on a semi-annual basis. Equity-based compensation is also set by the Compensation Committee and consists of performance-based and service-based restricted stock units and is intended to account for approximately 60% of each Named Executive Officer's total compensation opportunity. Performance-based and service-based restricted stock unit awards generally account for 60% and 40%, respectively, of the total equity compensation opportunity of our Named Executive Officers. One-half of our performance-based awards is based upon our total stockholder return, or TSR, over a three-year period in comparison to the total stockholder return of a benchmark index, and the other half is linked to achievement during the year of key Company projects or initiatives. Performance-based TSR awards provide both short- and medium-term incentives by directly linking our Named Executive Officers' compensation to our creation of stockholder value in comparison to the semiconductor industry as a whole. Performance-based awards linked to the Company objectives provide both short-term incentives to complete annual business goals that we believe drive longer-term stockholder value and longer-term incentives because, once earned, they vest over time. Service-based restricted stock units provide important retention and medium-term and long-term incentives for our Named Executive Officers as they vest over a four-year period.

The following charts show the components of our Named Executive Officers' total compensation and equity-based compensation:

#### TOTAL COMPENSATION MIX



#### EQUITY COMPENSATION MIX



In the Post-Combination Period, we provided for a cash bonus opportunity and did not grant any equity compensation awards to our Named Executive Officers. As a result of our strong financial performance in the Post-Combination Period, the Named Executive Officers received cash bonuses at 148.2% of their target percentage based on their base salary paid during this quarterly performance period. In the Post-Combination Period, our GAAP quarterly revenue increased 46% year-over-year to \$634.9 million, when compared to the combined quarterly March 2014 revenue of RFMD and TriQuint. On a GAAP basis, in the Post-Combination Period we generated net income of \$13 million, or \$.09 per share, and an operating loss of \$102.5 million. Our GAAP results reflected significant Business Combination-related accounting entries and costs. On a non-GAAP basis, gross margin was 50.4%, reflecting favorable product mix, improved yields and synergies, operating income was \$169.6 million and diluted earnings per share was \$1.11.



## [Table of Contents](#)

We believe our compensation program provides a balanced and stable foundation for achieving our intended objectives. Our compensation philosophy emphasizes team effort, which we believe fosters quick adjustment and adaptation to rapidly changing market conditions we routinely face in our industry and helps to achieve not only our short-term and long-term goals, but also aligns the interests of our management team with those of the whole company and our stockholders.

We refer to comparative industry data and consider other factors to establish each Named Executive Officer's range of base salary and equity-based compensation award opportunities, and attempt to ensure that all compensation components are tax deductible to the extent practicable. Our compensation policies and practices also include the following:

- We prohibit the backdating or spring-loading of equity awards.
- We prohibit the repricing of stock options or stock appreciation rights without stockholder approval.
- We do not provide "perquisites" to our executive officers.
- We prohibit any hedging of our securities by our directors and employees, including our executive officers.
- We prohibit any pledging of our securities by our directors and employees, including our executive officers.
- We have established stock ownership guidelines for our directors and our Named Executive Officers and impose "clawback" restrictions in our senior officer equity awards in the event of certain prohibited conduct.
- We set aggregate equity awards at a level at or below the median of our peer group run rate to avoid a level of stock plan overhang greater than the average of our peer group.

### **Compensation Program**

#### *Compensation Program Objectives and Philosophy*

The objectives of Qorvo's compensation program are to enhance our ability to recruit and retain qualified management, motivate executives and other employees to achieve established performance goals and ensure an element of congruity between the financial interests of the executive management team and our stockholders. We believe the competition in our industry for qualified executives, including our Named Executive Officers, is extremely strong. To attract and retain highly qualified employees, we must maintain an overall compensation package that is competitive with those offered by our peer group companies and other competitors within our industry.

We do not establish subjective or objective goals or performance criteria based on individual performance for each Named Executive Officer or other members of management, although we do evaluate individual performance when making compensation decisions. Rather, we believe strongly that focusing on the management team as a group and company performance as a whole results in greater long-term success, and we currently condition all cash incentive and performance-based equity awards on the performance of our stock price or achievement of corporate financial and operational goals established by the Compensation Committee.

We believe that substantial equity ownership provides important medium- and long-term incentives and encourages the Named Executive Officers to take actions favorable to the long-term interests of Qorvo and our stockholders. Accordingly, equity-based compensation makes up a significant portion of the overall compensation of our Named Executive Officers. Also, our Named Executive Officers are required to own shares of our common stock in accordance with our stock ownership guidelines.

#### *Compensation Program Design*

Our compensation program is designed to meet the objectives described above and consists of cash compensation and equity awards. Cash compensation is comprised of base salary and cash bonus opportunities and accounts for approximately 40% of total compensation, while equity compensation is comprised of performance- and service-based restricted stock awards and accounts for approximately 60% of total compensation.

Approximately 60% of the total equity compensation awards are performance-based, while the balance is service-based. The performance-based awards are generally divided equally between three-year awards linked to our TSR when compared to an industry benchmark index and awards linked to the achievement of annual Company objectives, which, if earned, vest over an additional two-year period. All performance-based awards are at risk and do not contain any minimum guaranteed award.

Shortly after the effective date of the Business Combination, the Compensation Committee set the base salary and cash bonus target percentages for our Named Executive Officers for the remainder of fiscal 2015. The salary levels were reassessed at the end of fiscal 2015 and increased by between 3.5% and 5% for fiscal 2016, while the cash bonus target percentages were unchanged. These compensation levels were set based both on the performance, experience and criticality to us of our Named Executive Officers on the one hand and compensation packages for executives who have similar positions and levels of

## [Table of Contents](#)

responsibility at other publicly held U.S. manufacturers of semiconductors and other relevant products in similar markets on the other. The initial performance-based equity awards to our Named Executive Officers and other management team members were made in May 2015 based on similar criteria.

Our qualified defined contribution 401(k) plans and nonqualified deferred compensation plan are the only retirement plans available to our employees in the United States. To complement these plans, we have made or plan to make significant annual performance-based and service-based equity awards to our Named Executive Officers that have extended vesting periods or award terms. The purpose of these awards, which are discussed in more detail below, is to serve as both a retention and incentive mechanism in order to create value for both the award recipient and our stockholders. Each Named Executive Officer has a substantial portion of his potential compensation at risk because it is equity-based, and thus its value is dependent on and determined by our future performance, or is not guaranteed of being earned.

### **Compensation Decision-Making Processes**

#### *The Compensation Committee*

The Compensation Committee is appointed by the Board to exercise the Board's authority concerning compensation of the executive management team (including the Named Executive Officers), to make recommendations to the Board regarding compensation of our non-employee directors and to administer our stock-based and incentive compensation plans. See "Corporate Governance – Committees and Meetings – Compensation Committee," above. The Committee typically meets in separate session in connection with regularly-scheduled meetings of the Board. In addition, the Committee often schedules special meetings, either by telephone or in person, as necessary in order to fulfill its duties. Meeting agendas are established by the Chairman after consultation with the Vice President of Human Resources, other members of the Committee and our Chief Executive Officer.

The current members of the Committee are Mr. Harding, Mr. Ho, Dr. Rhines (Chairman) and Mr. Wilkinson. Each of these Committee members has served on the Committee since the closing of the Business Combination.

#### *Role of the Compensation Consultant*

During the Post-Combination Period, the Committee retained the independent compensation consulting firm Compensia, Inc., which we refer to as Compensia, to assist it with executive and non-employee director compensation matters. Prior to the Business Combination, Compensia served as the independent compensation consulting firm to the compensation committees of the RFMD and TriQuint boards of directors. The Committee selected Compensia based primarily on its principals' depth of experience in the technology industry and its prior performance as a consultant to the compensation committees of the RFMD and TriQuint boards of directors. During the Post-Combination Period, Compensia worked with the Committee to help ensure that our compensation practices were appropriate for our industry and also updated our peer group, provided an analysis of director compensation and assessed the relative merits of the historical compensation practices at RFMD and TriQuint, in each case for the Committee's use in designing the Company's overall compensation program and setting fiscal 2016 compensation. Compensia's recommendations to the Committee generally included suggested ranges for compensation or descriptions of policies that Compensia currently considers "best practices" in our industry.

During fiscal 2015, Compensia only worked for the Committee (and prior to the Business Combination as a consultant to the compensation committees of the RFMD and TriQuint boards of directors) and performed no additional services for Qorvo or any of the Named Executive Officers. The Committee Chairman approved all work performed by Compensia.

During the Post-Combination Period, neither the Committee nor our management used the services of any other compensation consultant other than Compensia.

All of the work performed by Compensia is performed at the direction of the Committee. In connection with its engagement of Compensia, the Committee determined that Compensia was independent and that its engagement did not present any conflicts of interest.

#### *Role of Executives in Establishing Compensation*

During the Post-Combination Period, there was a continuing dialogue among our Chief Executive Officer, other members of management (particularly the Vice President of Human Resources), Compensia and Committee members regarding various compensation considerations, particularly with respect to consideration of the relative merits of the historical compensation practices of RFMD and TriQuint and the design of a compensation program for the Company that took into account these considerations. Each of these parties was and continues to be encouraged to propose ideas or issues for the Committee to consider and evaluate with respect to our compensation structure and philosophy.

The Committee establishes the annual base salary, bonus opportunities and equity incentive awards for our Chief Executive Officer, Mr. Bruggeworth. Mr. Bruggeworth typically recommends to the Committee the annual base salary, bonus opportunities and equity award opportunities for the other members of the executive management team, including the other Named Executive Officers, for the Committee's review, modification and approval.

## Table of Contents

To assist the Committee in overseeing compensation practices, the Committee periodically requests that the Human Resources, Finance, Legal and Treasury Departments' personnel gather and present information on compensation-related topics. Certain members of the executive management team or other employees therefore attended portions of some Committee meetings during the Post-Combination Period in order to fulfill these requests. Our Vice President of Human Resources attends most of the Committee's meetings and typically serves as secretary of the meeting, but did not participate in executive sessions or any portion of any meeting where his own compensation was being determined. Our Chief Executive Officer also attended all of the Committee's meetings during the Post-Combination Period, but did not participate in any portion of any meeting where his own compensation was being determined. In addition, when deemed appropriate, the Committee held a portion of certain meetings during the Post-Combination Period in executive session with only Committee members and Committee advisors present.

### *Use of Industry Comparative Data*

We operate in a highly competitive industry in which retention of qualified personnel is a critical factor in operating a successful business. As such, we try to understand as much as possible about the total compensation levels and practices at other companies in our industry. Determining the relevant companies to use for such comparative purposes is not a simple task. With the help of Compensia and our Human Resources Department, the Committee has developed a peer group of companies that it will review at least annually and, if appropriate, adjust periodically. The companies included in this peer group generally have revenues ranging from one-half to two times our annual revenue and are in the semiconductor, semiconductor equipment and communications equipment businesses. The peer group is comprised such that the median revenue size of the peer group is at or close to our projected annual revenue. At the time of the development of the peer group, Qorvo was at the 55<sup>th</sup> percentile of revenues and the 36<sup>th</sup> percentile of market capitalization of these companies. The peer group used in the Post-Combination Period consisted of the following 17 companies:

Altera Corporation	International Rectifier Corporation	Maxim Integrated Products, Inc.
Atmel Corporation	KLA-Tencor Corporation	Microchip Technology Incorporated
Cree, Inc.	Lam Research Corporation	NVIDIA Corporation
Fairchild Semiconductor International, Inc.	Linear Technology Corporation	OmniVision Technologies, Inc.
Finisar Corp.	Marvell Technology Group Ltd.	ON Semiconductor Corp.
Freescale Semiconductor, Ltd		Skyworks Solutions, Inc.

In addition to peer group data, the Committee also considers proprietary, broader-based semiconductor industry and technology sector compensation data for comparative purposes in setting compensation levels for certain executive positions for which data is not generally publicly available.

### *Other Compensation Policies*

With the assistance of the Committee, Compensia and the executive management team, we have developed a number of policies and practices that we relied upon during the Post-Combination Period and expect to continue to rely upon during fiscal 2016:

- We generally have referred to peer group data to help establish base salaries and target total cash compensation for each Named Executive Officer. When considering the peer group data, we also consider each Named Executive Officer's performance, level of responsibility in comparison to the other Named Executive Officers and internal equitable and other considerations when establishing base salaries and bonus opportunities and then make adjustments we deem appropriate. We generally do not "benchmark" compensation at specific market percentiles.
- Cash bonus opportunities are linked to specified objective metrics for our operating performance during two six-month periods each fiscal year. As discussed in more detail below under "Elements of Compensation – Cash Incentive Opportunities," the bonus target is expressed as a percentage of the Named Executive Officer's base salary that is paid during the applicable performance period. The bonus program is structured so that the higher the level of the respective Named Executive Officer's responsibility at Qorvo, the greater the individual's percentage of potential total performance-based cash compensation.
- We work to ensure that a substantial amount of each Named Executive Officer's total equity compensation is performance-based, linked either to our operating performance or our stock price performance relative to an external industry benchmark. While each individual compensation component, as well as the allocation of the cash components between base salary and the performance-based bonus opportunity, is set with reference to peer group comparables, based on recommendations of Compensia as to best practices in our industry, we have established a policy that approximately 60% of the value of each Named Executive Officer's potential equity awards will be performance-based. See "Elements of Compensation – Performance-Based Restricted Stock Units" below for more information.
- Targeted levels of equity awards (including both performance-based and service-based awards) for each Named Executive Officer, as is the case with cash compensation, are established after consideration of (a) peer group comparable data; (b) each officer's base salary and cash bonus award opportunities; (c) past accomplishments and performance; (d) overall responsibilities and anticipated performance required for the upcoming fiscal year; and (e) internal equitable and other considerations.

## Table of Contents

- For performance-based equity awards, one-half are based upon our total stockholder return, or TSR, over a one-, two- and three-year period in comparison to the total stockholder return of a benchmark semiconductor industry index, and the other half are linked to achievement during the year of key Company projects or initiatives that the Committee believes have a strong potential to impact longer-term stockholder value creation.
- In order to support the surviving family of an executive in the event of his or her death, commencing in fiscal 2016 both performance- and service-based equity awards will be treated as earned (at target levels if applicable) and fully vested in the event of the death of the executive prior to the end of the applicable performance or vesting period. Performance-based awards will be eligible to be fully earned and vested to the extent performance goals are met in the event of death on or after the end of a performance period.
- To encourage our executives to keep a longer-term perspective of the Company as they approach retirement and to augment retirement savings, both performance- and service-based equity awards will remain outstanding and capable of being earned and/or of vesting in accordance with their terms following an executive's termination of employment unless the executive's employment is terminated for cause, in which case any unearned or unvested portion of the award will be forfeited. Continuation of the award is conditioned on the departing executive's agreement to refrain from working for another company during the remaining vesting period and compliance with severance obligations imposed by the Company in its discretion and specified non-disclosure, confidentiality and other covenants. If the individual fails to satisfy these obligations, the remaining unearned or unvested portion of the award will be forfeited and any underlying shares that were earned and vested following termination and any gain from the sale of such shares will be subject to recoupment, or "clawback," by Qorvo.
- We expect to establish an aggregate level of restricted stock unit awards that is at or below the median peer group run rate for such awards and that will not produce a level of stock plan overhang that is greater than the average of the peer group.
- We use stockholder-approved plans that are intended to comply with Section 162(m) of the Code to ensure whenever reasonably feasible that cash and equity components of total compensation are tax deductible.
- We prohibit the backdating or spring-loading of equity awards. To further that goal, we generally plan to grant service-based restricted stock units once a year to existing employees on or around the annual stockholder meeting date, and performance-based restricted stock unit opportunities generally are established shortly after the beginning of the fiscal year within the time constraints required under Section 162(m) of the Code.
- We prohibit the repricing of stock options or stock appreciation rights without stockholder approval.
- We do not provide "perquisites" to our executive officers.
- Our securities trading policy and corporate governance guidelines prohibit any hedging of our securities by directors or employees, including our executive officers. This includes purchasing any financial instrument or contract, including prepaid variable forward contracts, equity swaps, collars and exchange traded funds, which is designed to hedge or offset any risk of decrease in the market value of our common stock.
- Our securities trading policy and corporate governance guidelines prohibit any pledging of our securities by directors or employees, including our executive officers. Accordingly, as of June 19, 2015, none of our directors or executive officers has pledged our common stock.
- Under our corporate governance guidelines, we have established stock ownership guidelines for our directors, Chief Executive Officer and other Named Executive Officers, which provide that within five years of first becoming a director or officer, as applicable, they must own shares of Company common stock with a defined value in the following amounts: for directors, three (3) times their annual retainer; for the Chief Executive Officer, three (3) times his base salary; and for other Named Executive Officers, one (1) times his base salary.
- As part of the Committee's regular process for determining whether performance-based compensation goals have been met, our Internal Audit Department will review our performance against the applicable metrics for cash bonus and performance-based equity compensation, confirm the level of achievement of the applicable metrics and issue a report to the Committee certifying the applicable calculations.

The Committee also has additional responsibilities with respect to our compensation practices, which are set forth in its charter and described in more detail under "Corporate Governance – Committees and Meetings – Compensation Committee," above.

### **Elements of Compensation**

Compensation arrangements for our Named Executive Officers under our Post-Combination Period compensation program consisted of three components: (a) a base salary; (b) a formula-based, stockholder-approved cash bonus program intended to be compliant with Code Section 162(m) to the extent practicable; and (c) other compensation and employee benefits generally available to all of our employees, such as health insurance, group life and disability insurance and participation in our 401(k) plan, our nonqualified deferred compensation plan and our Employee Stock Purchase Plan, or ESPP. Going forward, our compensation program will consist of these three primary components plus a fourth component, the grant of equity incentives in the form of performance- and service-based restricted stock units. We believe our overall and individual grant practices will be well within comparable industry levels and contain sufficient performance-based elements.

## [Table of Contents](#)

### *Base Salaries*

The Committee reviews and establishes individual salaries for the Named Executive Officers annually. In determining individual salaries, the Committee considers peer group data, overall responsibilities and anticipated performance, past accomplishments and performance, labor market conditions and our overall annual budget guidelines for merit and performance increases. Effective as of the beginning of fiscal 2016, the Committee approved increases in the base salaries of our Named Executive Officers ranging from 3.5% to 5%. We generally do not “benchmark” base salaries at specific peer group percentiles.

### *Cash Incentive Opportunities*

A large part of each Named Executive Officer’s potential total annual cash compensation is intended to be at risk and linked to our operating performance. Cash incentives for our Named Executive Officers, as well as for all of our other employees, when earned, are awarded pursuant to our Cash Bonus Plan. No minimum bonus is guaranteed.

The bonus target for each Named Executive Officer is expressed as a percentage of the Named Executive Officer’s base salary that is paid during the applicable performance period. The bonus program is structured so that the higher the level of the respective Named Executive Officer’s responsibility at Qorvo, the greater the individual’s percentage of potential total performance-based cash compensation. For the Post-Combination Period, the performance-based cash compensation target was 150% of base salary for Mr. Bruggeworth, 80% for each of Messrs. Buhaly, Creviston and Klein and 50% for Mr. Laber. This reflects the Committee’s view that Mr. Bruggeworth, as our CEO, bears overall management responsibility for Qorvo, while our other Named Executive Officers have more narrow responsibilities tied to a particular business unit or function. The Committee has established the same target percentages for fiscal 2016 performance-based cash compensation because it believes these targets are reasonable and generally consistent with industry and peer group practices.

For the Post-Combination Period, the metrics used to measure performance were sales and non-GAAP operating income. Each metric had an established minimum, target and maximum level, and constituted 50% of the total bonus opportunity during this performance period. Each Named Executive Officer had the opportunity to earn a cash bonus award in an amount between 50% and 200% of his target bonus percentage depending on our level of sales and non-GAAP operating income during the performance period. No minimum bonus was guaranteed. The bonus earned for each metric was pro-rated for performance between minimum and maximum levels for such metric. As a result of our strong performance in the Post-Combination Period, our Named Executive Officers received cash bonuses at 148.2% of their target percentage based on their base salary paid during this quarterly performance period. The following table sets forth the cash bonus metrics and results achieved for the Post-Combination Period:

**Post-Combination Period Cash Bonus Award Components, Performance Range and Results Achieved**

<b>Performance Metric</b>	<b>Minimum</b>	<b>Target</b>	<b>Maximum</b>	<b>Achieved Results</b>	<b>Bonus Percentage Achieved</b>	<b>Weighting</b>	<b>Payout % Factor</b>
Sales	\$ 558.0M	\$620.0M	\$ 682.0M	\$ 633.9M	122.4%	50%	61.2%
Operating Income	\$ 107.3M	\$143.0M	\$ 178.8M	\$ 169.5M	174.0%	50%	87.0%
							148.2%

For fiscal 2016, the Committee has determined to measure cash bonus award opportunities based on two separate six-month performance periods, again using sales and non-GAAP operating income as the metrics for the first six-month period. Each metric has an established minimum, target and maximum level, and will constitute 50% of the total bonus opportunity. The Committee continues to believe that sales and non-GAAP operating income are the two key metrics that will drive stockholder value in fiscal 2016. Each Named Executive Officer has the opportunity to earn a cash bonus award in an amount between 50% and 200% of his fiscal 2016 target bonus percentage based on his base salary during the first six-month period, depending on our level of sales and non-GAAP operating income. The fiscal 2015 target bonus percentage for each of our Named Executive Officers discussed above was unchanged for fiscal 2016. The bonus earned for each metric will be pro-rated for performance between minimum and maximum levels for such metric. The Committee expects to establish the performance metrics for the second component of the cash bonus award for fiscal 2016, which is expected to be based on performance during the third and fourth quarters of fiscal 2016, during the third quarter of fiscal 2016.

Consistent with our industry and based on advice from Compensia, the Committee has capped the fiscal 2016 potential cash bonus awards at two times each employee’s respective bonus target (subject also to the fiscal year award limitation of \$5,000,000 per participant applicable under the Cash Bonus Plan). In order to deduct the bonus compensation for tax purposes, the bonus program is stockholder-approved and intended to qualify under Code Section 162(m) to the extent practicable.

The fiscal 2016 minimum, target and maximum levels of sales and non-GAAP operating income were derived from our internal annual operating plan, which is not disclosed publicly for competitive reasons. These target levels constitute confidential

## [Table of Contents](#)

commercial and strategic financial information, and we believe that prospective disclosure of these targets would result in competitive harm to us. The Committee believes that the targeted levels of performance are challenging and reflect desired above-market performance, and thus typically would not be achieved all of the time. At the time the performance goals were established, the Committee also believed that performance at a level above the target level would be difficult, but not impossible, to achieve. The Committee recognizes that the likelihood of achievement in any given year may be different, and believes that the payout should be appropriate for the performance, regardless of how often it may happen.

### *Performance-Based Restricted Stock Units*

During the Post-Combination Period we did not award performance-based restricted stock units to any members of the executive management team, including our Named Executive Officers, due to the abbreviated nature of the Post-Combination Period.

For fiscal 2016, on May 15, 2015, each Named Executive Officer received a performance-based restricted stock unit award based upon our total stockholder return, or TSR, in comparison to the total stockholder return of a benchmark index, or TSR Performance RSUs, and a performance-based restricted stock unit award based on our achievement of certain Company performance objectives, or Objectives-based RSUs. The TSR Performance RSUs are designed to ensure that approximately 30% of the total value of each Named Executive Officer's annual equity award opportunity is linked to total stockholder return relative to the external index. The Objectives-based RSUs are designed to ensure that approximately 30% of the total value of each Named Executive Officer's annual equity award opportunity is linked to milestones on projects or key initiatives that the Committee believed had a strong potential to impact longer-term stockholder value creation. No minimum level of equity award is guaranteed for either type of performance-based award.

The TSR Performance RSUs will be earned and vest over a one-year, two-year and three-year performance period, beginning with a one-year period for fiscal year 2016. The number of TSR Performance RSUs earned will be determined based on our TSR performance measured against the TSR of the S&P SPDR semiconductor ETF index during a TSR performance period. Total stockholder return is measured by taking the average share price during the final 90 days of the relevant TSR performance period divided by the average share price during the Post-Combination Period preceding the start of fiscal 2016. If a threshold TSR level specified in the relevant award agreement is met in a TSR performance period, the Named Executive Officer will be granted an award for a number of shares equal to the target number of common shares multiplied by the applicable percentage assigned to such TSR performance level. If the threshold is not met, no award will be earned. Depending on our relative TSR performance over the three TSR performance periods, the Named Executive Officer may earn up to 200% of the target number of TSR Performance RSUs.

For fiscal 2016, the target and maximum number of shares of our common stock subject to TSR Performance RSUs that may be earned by each Named Executive Officer over a three-year period are as follows:

<b>Name</b>	<b>Target TSR-Based RSUs</b>	<b>Maximum TSR-Based RSUs</b>
Robert A. Bruggeworth	16,560	33,120
Steven J. Buhaly	5,460	10,920
Steven E. Creviston	6,240	12,480
James L. Klein	5,260	10,520
Michael J. Laber	1,360	2,720

The Objectives-based RSUs will be earned, if at all, based upon our achievement of six performance objectives established by the Committee that we believe advance our achievement of longer-term goals, and help ensure our continued performance as an industry leader. These goals are Company-based and the performance achieved applies to the executive management team as a group; none of the objectives are individually-based. The performance objectives for fiscal 2016 have been assigned different weightings based on the perceived strategic importance of each goal. Two of the performance objectives contain three related separate sub-goals that carry separate weightings. The performance period is during our current fiscal year ending April 2, 2016, except two goals have performance periods that end on May 31, 2016. The fiscal 2016 objectives relate to the successful integration of key IT business processes and systems, accomplishment of specific significant manufacturing and assembly cost improvement projects, securing a specific design win with a key customer and release of specific new products identified as strategic to our business.

We believe that the level of performance required to satisfy the objectives and reach the targeted award level should not be easily achievable. When we established the objectives for fiscal 2016, we assigned an expected degree of difficulty of achieving each objective as either "medium" or "high" and two of the objectives were rated as highly difficult to accomplish within the performance period. We believe that obtaining any awards equal to or greater than the target level of 100% should be difficult, but not impossible, to achieve. We recognize, however, that the likelihood of achievement of any level of award in any given year may be different, and believe that the amount of the award should be appropriate for the performance, regardless of how often it may

## [Table of Contents](#)

happen. No minimum level of award is guaranteed. In addition, the Committee believes it is inherently difficult to predict whether these performance goals will be met. The Committee believes that one of the most important benefits to Qorvo from the use of the Objectives-based RSUs will be the sharp focus by all participating employees toward attaining the objectives as a team, including review on a monthly basis of the status of each objective by responsible employees.

The number of shares of our common stock subject to Objectives-based RSUs to be earned by each Named Executive Officer, if any, will be determined following the end of the applicable performance period. The shares of restricted stock earned by each Named Executive Officer at the end of the performance period, if any, generally will vest over a three-year period, with 50% vesting following completion of the performance period and the remaining 50% vesting in equal annual installments over each of the following two years. No shares will be issued unless, and then only to the extent that, an award is both earned and vested. For fiscal 2016, the target and maximum number of performance-based shares of our common stock subject to Objectives-based RSUs that may be earned (150% of the targeted number) by each Named Executive Officer is as follows:

<b>Name</b>	<b>Target Objectives-Based RSUs</b>	<b>Maximum Objectives-Based RSUs</b>
Robert A. Bruggeworth	16,560	24,840
Steven J. Buhaly	5,460	8,190
Steven E. Creviston	6,240	9,360
James L. Klein	5,260	7,890
Michael J. Laber	1,360	2,040

### *Service-Based Restricted Stock Units*

During the Post-Combination Period, we did not award service-based restricted stock units to any of our Named Executive Officers due to the abbreviated nature of the Post-Combination Period.

We expect that our executive officers will be awarded service-based restricted stock units in the second quarter of fiscal 2016. We believe that these equity awards will increase executive retention by providing important medium-term and long-term incentives for our Named Executive Officers and aligning their interests with the interests of Qorvo and our stockholders. The amount of each award will be determined by the Committee following our annual stockholders meeting after consideration of (a) peer group data, (b) each officer's base salary, cash bonus award opportunities and performance-based restricted stock unit opportunities, (c) overall responsibilities and anticipated performance required for the upcoming fiscal year, and (d) past accomplishments and performance. Consistent with the Committee's philosophy of encouraging performance-based compensation, service-based restricted stock generally approximates 40% of the total value of all annual equity awards. The restricted stock units generally are expected to vest over a four-year period, with 25% vesting on each anniversary of the award date.

### *Other Employee Benefits*

Our Named Executive Officers are eligible to participate in the same employee benefit plans generally available to all of our employees, including health insurance, group life and disability insurance, 401(k) and employee stock purchase plan. We also maintain a non-qualified deferred compensation plan that was assumed from TriQuint as part of the Business Combination under which in calendar 2015, our Named Executive Officers may elect to defer receipt of a portion of their base salary and, for legacy TriQuint executives, some or all of their cash bonus compensation. Commencing in calendar 2016, all of our Named Executive Officers will be entitled to defer receipt of some or all of their salary and cash bonus compensation. We do not provide any matching contributions under our deferred compensation plan nor do we guarantee any minimum rate of return.

### *Perquisites*

Our Named Executive Officers do not receive any perquisites or personal benefits, as it has never been part of our predecessor companies' cultures to provide them. We believe that perquisites are viewed by some of our stockholders and employees as being discriminatory in nature and, as such, we have taken the position that these highly visible (and sometimes controversial) compensation components are not necessary to implement our current compensation philosophy and structure.

### *Employment Agreements and Offer Letter Agreements*

In connection with the Business Combination, Qorvo assumed the employment agreement previously entered into between RFMD and our Chief Executive Officer, Mr. Bruggeworth, as required by the terms of that agreement. The Committee believes the employment agreement helps ensure that Mr. Bruggeworth will devote a significant portion of his time on longer-term strategic initiatives that are in our best interests, including those that may not be in his personal best interests. Mr. Buhaly and Mr. Klein are also each a party to an employment offer letter agreement with TriQuint pursuant to which the executive will receive benefits in

## [Table of Contents](#)

the event of termination by the Company without cause or by the executive for good reason other than in connection with a change in control. Qorvo assumed these offer letter agreements in connection with the Business Combination. The terms of Mr. Bruggeworth's agreement and these offer letter agreements are described in more detail below in the section entitled "Potential Payments upon Termination or Change-in-Control."

### **Change in Control Compensation**

We have maintained policies covering or entered into change in control agreements with each of our Named Executive Officers and certain other members of our executive management team. We entered into these arrangements in order to acknowledge the respective employee's importance to us and our stockholders and to attempt to avoid the distraction and loss of key management personnel that may occur in connection with rumored or actual fundamental corporate organizational changes. The terms of these change in control arrangements are described in more detail below in the section entitled "Potential Payments Upon Termination or Change-in-Control."

### **Conclusion**

We believe our compensation program provides a balanced and stable foundation for awarding our Named Executive Officers for achieving our corporate objectives. As a result of our strong financial performance in the Post-Combination Period, the Named Executive Officers received cash bonuses at 148.2% of their the Post-Combination Period target percentage of base salary paid in the Post-Combination Period.

Our compensation philosophy emphasizes team effort, which we believe fosters rapid adjustment and adaptation to fast-changing market conditions. We believe that our combination of shorter-term cash incentive awards and longer-term service-based and performance-based restricted stock units will help us achieve our long-term goals and will continue to align the interests of the executive management team, including the Named Executive Officers, with those of Qorvo and our stockholders during fiscal 2016 and beyond.

### **Compensation Committee Report**

The Compensation Committee has reviewed and discussed the Compensation Discussion and Analysis that accompanies this report with our management. Based on such review and discussions, the Compensation Committee recommended to the Board that the Compensation Discussion and Analysis be included in our Annual Report on Form 10-K for the year ended March 28, 2015 by incorporation by reference to this proxy statement.

Except for the Annual Report on Form 10-K described above, this Compensation Committee Report is not incorporated by reference into any of our previous or future filings with the SEC, unless any such filing explicitly incorporates this Report.

### **The Compensation Committee**

**Walden C. Rhines (Chairman)**

**John R. Harding**

**David H.Y. Ho**

**Walter H. Wilkinson, Jr.**



## Summary Compensation Table

The following table summarizes the compensation of the Named Executive Officers from January 1, 2015, the date of the Business Combination, through March 28, 2015, the end of Qorvo's fiscal year. Additionally, the table summarizes the compensation paid to Messrs. Bruggeworth and Creviston by RFMD from March 30, 2014, the beginning of RFMD's fiscal year, through December 31, 2014. The table also summarizes the compensation paid to Messrs. Buhaly, Klein and Laber by TriQuint from January 1, 2014, the beginning of TriQuint's fiscal year, through December 31, 2014. The Named Executive Officers are: (i) our Chief Executive Officer, (ii) our Chief Financial Officer and (iii) our other three executive officers serving Qorvo at March 28, 2015. We use a 52- or 53-week fiscal year ending on the Saturday closest to March 31 of each year.

Name & Principal Position	Year (1)	Salary (\$)	Stock Awards (\$)(2)	Non-Equity Incentive Plan Compensation (\$)(3)	All Other Compensation (\$)(4)	Total Compensation (\$)
Robert A. Bruggeworth, President and Chief Executive Officer	2015	169,332	–	376,426	5,927	551,685
	2014	540,907	3,039,958	1,200,138	2,424	4,783,427
Steven J. Buhaly, Chief Financial Officer and Secretary	2015	109,039	–	267,212	1,908	378,159
	2014	347,614	1,955,962	138,426	6,322	2,448,324
Steven E. Creviston, Corporate Vice President and President of Mobile Products	2015	100,315	–	118,934	3,511	222,760
	2014	334,141	1,579,531	483,506	5,123	2,402,301
James L. Klein, Corporate Vice President and President of Infrastructure & Defense Products	2015	103,654	–	215,515	3,628	322,797
	2014	337,442	1,677,060	102,487	7,705	2,124,694
Michael J. Laber, Vice President and Corporate Controller	2015	67,896	–	69,793	2,429	140,118
	2014	209,786	103,496	39,302	6,856	359,440

- (1) For 2015, the table summarizes the compensation of the Named Executive Officers from January 1, 2015, the date of the Business Combination, through March 28, 2015, the end of Qorvo's fiscal year. For 2014, the table summarizes the compensation paid to Messrs. Bruggeworth and Creviston by RFMD from March 30, 2014, the beginning of RFMD's fiscal year, through December 31, 2014 and summarizes the compensation paid to Messrs. Buhaly, Klein and Laber by TriQuint from January 1, 2014, the beginning of TriQuint's fiscal year, through December 31, 2014.
- (2) Represents the aggregate grant date fair value of performance-based and service-based restricted stock units and stock options granted during the fiscal years shown calculated in accordance with Financial Accounting Standards Board Accounting Standards Codification Topic 718, Compensation-Stock Compensation, or ASC Topic 718, rather than an amount paid to or realized by the Named Executive Officer, disregarding the estimate of forfeitures related to performance-based and service-based, as applicable, vesting conditions. The aggregate grant date fair value is the amount we expect to expense in our financial statements over the award's vesting schedule. See "Stock-Based Compensation" in Note 14 of the Notes to the Consolidated Financial Statements included in our Annual Report on Form 10-K for the year ended March 28, 2015 (the "10-K") for the assumptions used to calculate grant date fair value. The actual amounts, if any, ultimately realized may differ from the ASC Topic 718 grant date fair value amounts. See "2015 Grants of Plan-Based Awards Table" on page 26 for information on grants awarded in fiscal year 2015.
- (3) Represents amounts paid under our Cash Bonus Plan.
- (4) Represents amounts contributed by Qorvo, RFMD or TriQuint, as applicable, to the accounts of the Named Executive Officers under the applicable 401(k) plan.

## 2015 Grants of Plan-Based Awards Table

The following table provides information on restricted stock units and plan-based cash incentive awards granted to or earned by each of our Named Executive Officers from January 1, 2015, the date of the Business Combination, through March 28, 2015, the end of Qorvo's fiscal year. No equity awards were made to the Named Executive Officers during this period. Additionally, the table summarizes equity awards granted to or earned by Messrs. Bruggeworth and Creviston with respect to RFMD from March 30, 2014, the beginning of RFMD's fiscal year, through December 31, 2014. The table also summarizes equity awards granted to or earned by Messrs. Buhaly, Klein and Laber with respect to TriQuint from January 1, 2014, the beginning of TriQuint's fiscal year, through December 31, 2014. The actual amounts, if any, ultimately realized may differ from the amounts set forth in the "Grant Date Fair Value of Stock and Option Awards" column.

Name	Grant Date (1)	Estimated Possible Payouts Under Non-Equity Incentive Plan Awards (2)			Estimated Possible Payouts Under Equity Incentive Plan Awards (3)			All Other Stock Awards: Number of Shares of Stock or Units (#) (4)	All Other Option Awards: Number of Securities Underlying Options (#)	Exercise or Grant Price of Option Awards (\$/Sh)	Grant Date Fair Value of Stock and Option Awards (\$) (5)
		Threshold (\$)	Target (\$)	Maximum (\$)	Threshold (#)	Target (#)	Maximum (#)				
Robert A. Bruggeworth	N/A	0	710,239	1,420,478							
	5/14/2014 8/15/2014				9,743	43,300	75,775	22,425		45.64	1,023,477
Steven J. Buhaly	N/A	0	241,500	483,000							
	4/7/2014 (6)				0	8,792	13,188				
	9/8/2014 (6)				0	3,768	5,652				
	4/7/2014 9/8/2014								14,654 6,280	31.08 48.42	539,609 166,130
Steven E. Creviston	N/A	0	325,842	651,685							
	5/14/2014 8/15/2014				5,063	22,500	39,375	11,650		45.64	531,706
James L. Klein	N/A	0	191,700	383,400							
	4/7/2014 (6)				0	7,327	10,991				
	9/8/2014 (6)				0	3,140	4,710				
	4/7/2014 9/8/2014								13,188 5,652	31.08 48.42	485,624 149,517
Michael J. Laber	N/A	0	62,684	125,728							
	4/7/2014							639		66.36	42,404
	9/8/2014							159		66.36	10,551
	4/7/2014 9/8/2014								1,158 297	31.08 48.42	42,651 7,889

- (1) Equity awards granted to the Named Executive Officers were made pursuant to the 2012 Stock Incentive Plan (RFMD) for Messrs. Bruggeworth and Creviston, and were made pursuant to the 2013 Incentive Plan (TriQuint) for Messrs. Buhaly, Klein and Laber. The grant date above is determined in accordance with ASC Topic 718.
- (2) Each of the Named Executive Officers participates in our Cash Bonus Plan. The cash incentive award earned by each Named Executive Officer is shown in the Summary Compensation Table under the column captioned "Non-Equity Incentive Plan Compensation." Cash incentive awards are earned based on attainment of Company operating performance goals based on established performance periods. The annual cash incentive opportunities available under the Cash Bonus Plan are described in greater detail under "Compensation Discussion and Analysis – Elements of Compensation – Cash Incentive Opportunities."
- (3) Represents the number of shares of performance-based restricted stock granted under the 2012 Stock Incentive Plan (RFMD) for Messrs. Bruggeworth and Creviston and the 2013 Incentive Plan (TriQuint) for Messrs. Buhaly, Klein and Laber. For Messrs. Bruggeworth and Creviston, this includes both TSR Performance RSUs and Objectives-based RSUs granted by RFMD. TSR Performance RSUs, if earned, vest one third per year over three years. Objectives-based RSUs are earned, if at all, at the end of a specified performance period based on achievement of specific goals, with 50% vesting at the end of the performance period and the remaining 50% vesting in equal installments over the following two years. In the event of termination of employment other than for cause, the performance-based RSUs granted to a Named Executive Officer will continue to be capable of being earned and vest over the original vesting term as if the Named Executive Officer had remained an employee of Qorvo subject to the officer's compliance with certain restrictive covenant and other conditions. For Messrs. Buhaly and Klein, this includes performance-vesting restricted stock units, referred to as market stock units (MSUs), which were granted by TriQuint. These MSUs vest with respect to between 0 and 150% of the target number of shares based on TriQuint's Total Shareholder Return (TSR) as compared to the SPDR S&P Semiconductor ETF Index over a 3-year

performance period. For a detailed discussion of the performance-based RSUs, see “Compensation Discussion and Analysis – Elements of Compensation – Performance-Based Restricted Stock Units,” above.

- (4) For Messrs. Bruggeworth and Creviston, these service-based restricted stock units were granted under the 2012 Stock Incentive Plan (RFMD) and vest over a period of four years. Any unvested portion of such awards is generally forfeited upon termination of employment. However, in the event of termination of employment other than for cause, certain of the service-based restricted stock units granted to a Named Executive Officer generally will continue to vest over the original vesting term as if the Named Executive Officer had remained an employee of Qorvo subject to the executive’s compliance with certain restrictive covenants and other conditions. For Mr. Laber, these service-based restricted stock units were granted under the 2013 Incentive Plan (TriQuint). Approximately 20% of Mr. Laber’s awards vest annually over four years and approximately 80% of Mr. Laber’s awards vest in full at the end of three years. For a detailed discussion of the service-based restricted stock units, see “Compensation Discussion and Analysis – Elements of Compensation – Service-Based Restricted Stock Units.”
- (5) These amounts do not reflect compensation actually received by the Named Executive Officer. Amounts presented represent the aggregate grant date fair value calculated in accordance with ASC Topic 718 of our common stock awards granted during the year. See “*Stock-Based Compensation*” in Note 14 of the Notes to the Consolidated Financial Statements set forth in the 10-K for the assumptions used to calculate grant date fair value. The actual amount of the stock award ultimately realized upon vesting may differ from the aggregate grant date fair value.
- (6) No market stock units (MSUs) will be earned at threshold performance.

## Employee Benefit Plans

The discussion that follows describes the material terms of our principal equity plans in which the Named Executive Officers participate. The material terms of the employment agreement entered into by RFMD and Mr. Bruggeworth and assumed by Qorvo in connection with the Business Combination, the offer letter agreements entered into by TriQuint and Messrs. Buhaly and Klein and assumed by Qorvo in connection with the Business Combination and the change in control arrangements applicable to our Named Executive Officers are described under “Potential Payments Upon Termination or Change-in-Control” below.

### *2003 Stock Incentive Plan – RF Micro Devices, Inc.*

Effective upon the closing of the Business Combination, the Company assumed the 2003 Stock Incentive Plan of RF Micro Devices, Inc. (the “2003 Plan”), which was approved by RFMD shareholders on July 22, 2003. Under the 2003 Plan, RFMD 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.

### *2012 Stock Incentive Plan – RF Micro Devices, Inc.*

Effective upon the closing of the Business Combination, the Company assumed the RF Micro Devices, Inc. 2012 Stock Incentive Plan (the “2012 Plan”), which was approved by RFMD stockholders on August 16, 2012. The Company is permitted to grant stock options and other types of equity incentive awards, under the 2012 Plan, such as stock appreciation rights, restricted stock awards, performance shares and performance units.

The maximum number of shares issuable under the 2012 Plan may not exceed the sum of (a) 4.3 million shares, plus (b) any shares of common stock (i) remaining available for issuance as of the effective date of the 2012 Plan under the Company’s prior plans and (ii) subject to an award granted under a prior plan, which awards are forfeited, canceled, terminated, expire or lapse for any reason. The Company currently grants equity awards to employees and directors under the 2012 Plan. As of March 28, 2015, approximately 4.8 million shares were available for issuance under the 2012 Plan.

### *1996 Stock Incentive Program – TriQuint Semiconductor, Inc.*

Effective upon the closing of the Business Combination, the Company assumed the TriQuint, Inc. 1996 Stock Incentive Program (the “TriQuint 1996 Stock Incentive Program”), originally adopted by TriQuint. The TriQuint 1996 Stock Incentive Program provided for the grant of incentive and non-qualified stock options to officers, outside directors and other employees of TriQuint or any parent or subsidiary. The TriQuint 1996 Stock Incentive Program was amended in 2002 to provide that options granted thereunder must have an exercise price per share no less than 100% of the fair market value of the share price on the grant date. In 2005, the TriQuint 1996 Stock Incentive Program was further amended to extend the term of the program to 2015 and permit the award of restricted stock, restricted stock units, stock appreciation rights, performance shares and performance units in addition to the grant of stock options. In addition, the amendment provided specific performance criteria that the plan administrator may use to establish performance objectives. The terms of each grant under the TriQuint 1996 Stock Incentive Program may not exceed ten years. No further awards can be granted under this program.

## [Table of Contents](#)

### *2009 Incentive Plan – TriQuint Semiconductor, Inc.*

Effective upon the closing of the Business Combination, the Company assumed the TriQuint, Inc. 2009 Incentive Plan (the “TriQuint 2009 Incentive Plan”), originally adopted by TriQuint. The TriQuint 2009 Incentive Plan 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. The options granted thereunder must have an exercise price per share no less than 100% of the fair market value per share on the date of grant. The terms of each grant under the TriQuint 2009 Incentive Plan may not exceed ten years. No further awards can be granted under this plan.

### *2012 Incentive Plan – TriQuint Semiconductor, Inc.*

Effective upon the closing of the Business Combination, the Company assumed the TriQuint, Inc. 2012 Incentive Plan (the “TriQuint 2012 Incentive Plan”), originally adopted by TriQuint. The TriQuint 2012 Incentive Plan replaced the TriQuint 2009 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. The options granted thereunder must have an exercise price per share no less than 100% of the fair market value per share on the date of grant. The terms of each grant under the TriQuint 2012 Incentive Plan may not exceed ten years. No further awards can be granted under this plan.

### *2013 Incentive Plan – TriQuint Semiconductor, Inc.*

Effective upon the closing of the Business Combination, the Company assumed the TriQuint, Inc. 2013 Incentive Plan (the “TriQuint 2013 Incentive Plan”), originally adopted by TriQuint, allowing Qorvo to issue awards under this plan. The TriQuint 2013 Incentive Plan replaced the TriQuint 2012 Incentive Plan and provides 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 become employed by the Company or its affiliates after the closing of the Business Combination. Former employees, officers and directors of RFMD are not eligible for awards under the TriQuint 2013 Incentive Plan. The options granted thereunder must have an exercise price per share no less than 100% of the fair market value per share on the date of grant. The terms of each grant under the TriQuint 2013 Incentive Plan may not exceed ten years. As of March 28, 2015, approximately 4.0 million shares were available for issuance under the TriQuint 2013 Incentive Plan.

### *Employee Stock Purchase Plan – Qorvo, Inc.*

Effective upon closing of the Business Combination, the Company assumed the TriQuint Employee Stock Purchase Plan (“ESPP”), which is intended to qualify as an “employee stock purchase plan” under Section 423 of the 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. At March 28, 2015, approximately 6.2 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.

For a discussion of the May 2015 grants of performance-based restricted stock units, which are capable of being earned based on total stockholder return and objective performance goals, see “Compensation Discussion and Analysis – Elements of Compensation – Performance-Based Restricted Stock Units.” For a discussion of the methodology with respect to the grants of service-based restricted stock units, see “Compensation Discussion and Analysis – Elements of Compensation – Service-Based Restricted Stock Units.” For a discussion of our Named Executive Officers’ equity award compensation in proportion to their total compensation, see “Compensation Discussion and Analysis – Compensation Program – Compensation Program Design.”

## Outstanding Equity Awards at Fiscal 2015 Year-End Table

The following table shows the number of shares of our common stock covered by exercisable and unexercisable options and unvested restricted stock units held by our Named Executive Officers on March 28, 2015.

Name	Grant Date (1)	Option Awards				Stock Awards	
		Number of Securities Underlying Unexercised Options Exercisable (#)	Number of Securities Underlying Unexercised Options Unexercisable (#)	Option Exercise Price (\$ (2)	Option Expiration Date (3)	Number of Shares or Units of Stock That Have Not Vested (#)	Market Value of Shares or Units of Stock That Have Not Vested (\$ (4)
Robert A. Bruggeworth	8/15/2014 (5)					22,425	1,777,854
	5/14/2014 (5)					29,305	2,323,300
	8/14/2013 (5)					38,719	3,069,642
	6/6/2013 (5)					31,637	2,508,181
	8/16/2012 (5)					33,950	2,691,556
	5/2/2012 (5)					27,211	2,157,288
	8/3/2011 (5)					9,844	780,432
	8/9/2007 (12)	55,679		25.24	8/9/2017		
	8/1/2006 (12)	92,500		24.60	8/1/2016		
	8/9/2005 (12)	17,500		23.88	8/9/2015		
Steven J. Buhaly	9/8/2014 (5)					5,652	448,091
	4/7/2014 (5)					13,188	1,045,545
	6/7/2013 (5)					9,060	718,277
	5/14/2013 (5)					11,198	887,777
	9/8/2014 (6)		6,280	48.42	9/8/2021		
	4/7/2014 (6)		14,654	31.08	4/7/2021		
	6/7/2013 (6)		13,602	16.75	6/7/2023		
	4/5/2013 (6)		19,531	11.59	4/5/2023		
	4/9/2012 (6)	47,102	15,702	14.19	4/9/2022		
	4/1/2011 (6)	50,243		30.00	4/1/2021		
Steven E. Creviston	4/1/2010 (6)	58,617		16.89	4/1/2020		
	5/21/2008 (7)	15,259		15.58	5/21/2018		
	8/15/2014 (5)					11,650	923,612
	5/14/2014 (5)					15,227	1,207,197
	8/14/2013 (5)					20,119	1,595,034
	6/6/2013 (5)					16,426	1,302,253
	8/16/2012 (5)					17,638	1,398,341
	5/2/2012 (5)					14,141	1,121,098
	8/3/2011 (5)					5,113	405,359
	8/9/2007 (12)	26,911		25.24	8/9/2017		
James L. Klein	8/1/2006 (12)	41,250		24.60	8/1/2016		
	9/8/2014 (5)					3,554	281,761
	4/7/2014 (5)					8,294	657,548
	6/7/2013 (5)					2,882	228,485
	5/14/2013 (5)					3,562	282,395
	9/8/2014 (6)		5,652	48.42	9/8/2021		
	4/7/2014 (6)		13,188	31.08	4/7/2021		
	6/7/2013 (6)		10,306	16.75	6/7/2023		
	4/5/2013 (6)		14,799	11.59	4/5/2023		
	4/9/2012 (6)	10,524	9,421	14.19	4/9/2022		
Michael J. Laber	8/5/2011 (8)		8,112	16.70	8/5/2021		
	9/8/2014 (10)					126	9,989
	9/8/2014 (5)					33	2,616
	4/7/2014 (10)					504	39,957
	4/7/2014 (5)					135	10,703
	9/8/2014 (6)		234	48.42	9/8/2021		
	9/8/2014 (11)	10	53	48.42	9/8/2021		
	4/7/2014 (6)		937	31.08	4/7/2021		
	4/7/2014 (11)	15	206	31.08	4/7/2021		
	6/7/2013 (6)		1,842	16.75	6/7/2023		
6/7/2013 (11)		459	16.75	6/7/2023			
4/5/2013 (6)		1,842	11.59	4/5/2023			
4/5/2013 (8)		459	11.59	4/5/2023			
4/9/2012 (6)		984	14.19	4/9/2022			
4/9/2012 (8)		445	14.19	4/9/2022			
4/1/2011 (6)		66	30.00	4/1/2021			

## Table of Contents

- (1) The grant date is determined in accordance with ASC Topic 718.
- (2) The option price is equal to the closing price of our common stock as reported by Nasdaq on the trading date immediately preceding the grant date for Messrs. Bruggeworth and Creviston. The option price is equal to the closing price of our common stock as reported by Nasdaq on the grant date for Messrs. Buhaly, Klein and Laber.
- (3) Options generally expire 7 or 10 years after grant.
- (4) Based upon \$79.28, which was the closing price of Qorvo's common stock as reported by Nasdaq on March 27, 2015, the last trading day of our last fiscal year, multiplied by the number of shares subject to restricted stock units that had not yet vested.
- (5) Performance-based restricted stock units, if earned, generally vest over a period of three years. Service-based restricted stock units generally vest over a period of four years.
- (6) Option vests in four quarterly installments commencing the ninth quarter after grant.
- (7) Option vests quarterly over four years commencing on the first quarterly vest date after grant. Quarterly vesting dates are March 1, June 1, September 1 and December 1.
- (8) Option vests 25% 12 months from the date of grant and 6.25% each of the next twelve quarters.
- (9) Option vests 25% on the first quarterly vest date following 12 months from the date of grant and 6.25% on each of the next twelve quarterly vest dates. Quarterly vest dates are March 1, June 1, September 1 and December 1.
- (10) Award vests 100% on May 1, 2017.
- (11) Options generally vest and become exercisable quarterly.
- (12) Options generally vested and became exercisable in four equal installments on the first four anniversaries of the date of grant, subject to continued employment.

## 2015 Option Exercises and Stock Vested Table

The table below shows the number of shares of our common stock acquired by the Named Executive Officers upon the vesting of restricted stock units and the exercise of stock options from January 1, 2015, the date of the Business Combination, through March 28, 2015, the end of Qorvo's fiscal year. Additionally, the table shows the number of shares acquired by Messrs. Bruggeworth and Creviston with respect to RFMD from March 30, 2014, the beginning of RFMD's fiscal year, through December 31, 2014. The table also shows the number of shares acquired by Messrs. Buhaly, Klein and Laber with respect to TriQuint from January 1, 2014, the beginning of TriQuint's fiscal year, through December 31, 2014.

Name	(1)	Option Awards		Stock Awards	
		Number of Shares Acquired on Exercise (#)	Value Realized on Exercise (\$)	Number of Shares Acquired on Vesting (#)	Value Realized on Vesting (\$)
		(#)	(2)	(3)	(4)
Robert A. Bruggeworth	2015	45,000	1,978,643	80,098	5,272,511
	2014	67,499	1,418,411	132,251	5,228,619
Steven J. Buhaly	2015	-	-	-	-
	2014	112,444	4,052,627	-	-
Steven E. Creviston	2015	37,500	2,104,500	41,594	2,737,953
	2014	23,749	265,420	68,701	2,716,173
James L. Klein	2015	10,000	552,040	12,761	901,054
	2014	64,523	1,684,711	-	-
Michael J. Laber	2015	1,238	68,194	-	-
	2014	29,706	501,560	-	-

- (1) For Messrs. Bruggeworth and Creviston amounts in 2014 represent the period March 30, 2014 through December 31, 2014. For Messrs. Buhaly, Klein and Laber amounts in 2014 represent the period January 1, 2014 through December 31, 2014. Amounts in 2015 represent the Post-Combination Period, January 1, 2015 through March 28, 2015, for all Named Executive Officers.

## [Table of Contents](#)

- (2) Values are calculated by subtracting the aggregate exercise price of the options exercised, which is calculated by multiplying the number of shares being purchased by the exercise price of the options, from the aggregate market value of the shares of common stock acquired on the date of exercise, which is calculated by multiplying the number of shares being purchased by the actual exercise price of the stock.
- (3) Share amounts are represented on a pre-tax basis. Our stock plans permit withholding of shares upon vesting to satisfy applicable withholding taxes.
- (4) Values represent the market value of our common stock on the vesting date multiplied by the number of shares vested, rounded to the nearest dollar.

## **Potential Payments upon Termination or Change-In-Control**

As described above under “Executive Compensation – Compensation Discussion and Analysis – Elements of Compensation – Employment Agreements and Offer Letter Agreements,” Mr. Bruggeworth has an employment agreement with Qorvo and Messrs. Buhaly and Klein have employment offer letter agreements that they entered into when they first joined TriQuint (and which have been subsequently assumed by Qorvo). The employment agreement, the offer letter agreements and the change in control agreements between the Named Executive Officers and Qorvo are discussed below under the heading “Individual Agreements.”

The information below describes and quantifies certain compensation that would become payable under existing plans and arrangements if the Named Executive Officers’ employment had terminated on March 28, 2015 and the price per share of our common stock on the date of termination was \$79.28, which was the closing price of our common stock on March 27, 2015 (the last business day of our fiscal year). These benefits are in addition to benefits available generally to employees, such as distributions under our 401(k) plan and deferred compensation plan, disability benefits and accrued vacation pay.

Due to the number of factors that affect the nature and amount of any benefits provided upon the events discussed below, any actual amounts paid or distributed may be different. Factors that could affect these amounts include the timing during the year of any such event and our stock price.

### **Equity Awards**

Under our equity incentive plans, the option holder generally has three months to exercise vested options after the date employment ends (other than for death, disability, or, for options granted under the 2012 Plan, termination for cause). The option holder or his or her estate in the case of death may exercise the option upon the holder’s respective disability or death (excluding unvested amounts) for a period of one year. If a 2012 Plan option holder is terminated for cause, all options are canceled immediately. However, options granted to the Named Executive Officers under the 2012 Plan generally will continue to vest pursuant to the same vesting schedule in the event of termination of employment, other than for cause, as if such individual had remained an employee of Qorvo and, with respect to such options, the vested portions will be exercisable for the full option term under certain circumstances, subject to compliance with certain restrictive covenants, clawback provisions and other conditions.

Under our equity incentive plans, unvested restricted stock units are generally forfeited upon termination. However, restricted stock units granted to the Named Executive Officers under the 2012 Plan generally will continue to vest pursuant to the same vesting schedule in the event of termination of employment, other than death or for cause, as if such individual had remained an employee of Qorvo, subject to certain restrictive covenants, clawback provisions and other conditions. In May 2015, the Compensation Committee approved performance-based RSU awards under the 2012 Plan that would vest in full at target in the event of a Named Executive Officer’s death and that will continue to be capable of being earned and vest in the event of a termination of employment without cause, subject to satisfaction of certain restrictive covenants and clawback provisions.

### **401(k) Savings Plan; Deferred Compensation Plan**

Effective upon the closing of the Business Combination, the Company assumed the RFMD and TriQuint qualified defined contribution 401(k) plans and the TriQuint deferred compensation plan. These plans are the only retirement plans available to U.S. employees, which includes each of our Named Executive Officers. We match 100% of the first 1%, and 50% of the next 5%, of each employee’s eligible earnings contributed to the 401(k) plans, and employees immediately vest in our contributions. Under the deferred compensation plan, employees who are eligible to participate, which includes each of our Named Executive Officers, are provided with the opportunity to defer a specified percentage of their cash compensation which the Company will be obligated to deliver on a future date.

### **Employee Stock Purchase Plan**

Upon termination of employment, all amounts in a participant’s ESPP account are paid to the participant.

## Medical Benefits

All insurance benefits terminate effective midnight of the last day of employment. Health care continuation coverage rules, commonly referred to as COBRA, require us to provide employees enrolled in our health, dental and vision plans with an opportunity to purchase continued health care coverage at their own expense upon the occurrence of a qualifying event, such as termination of employment for reasons other than gross misconduct, reduction in hours worked, divorce, death or loss of dependency status.

## Individual Agreements

*Employment Agreement with Mr. Bruggeworth.* In connection with the Business Combination, Qorvo assumed the November 12, 2008 employment agreement previously entered into between RFMD and Mr. Bruggeworth, our President and Chief Executive Officer. Pursuant to this assumed employment agreement, the term of the employment agreement continues until the earliest of (a) November 11, 2010 (as extended as described in the following sentence); (b) Mr. Bruggeworth's death; (c) termination by Qorvo for "Cause," as defined in the employment agreement or otherwise upon 30 days' notice; (d) termination by Mr. Bruggeworth for "Good Reason," as defined in the employment agreement or otherwise on 30 days' notice; or (e) the end of any 180-day Disability Period, as defined in the employment agreement. The employment agreement is subject to automatic daily extension of the two-year term until notice of non-extension is given in accordance with the terms of the employment agreement.

Under the employment agreement, Mr. Bruggeworth is entitled to an annual base salary of \$610,000, which amount will be reviewed annually by the Compensation Committee and may be increased or reduced by the Compensation Committee if part of a salary reduction plan for similarly situated officers. Mr. Bruggeworth also is eligible to receive the following compensatory benefits:

- A bonus opportunity under the Cash Bonus Plan for each performance period during the term of the employment agreement. The target annual bonus opportunity in each performance period cannot be less than 100% of Mr. Bruggeworth's base salary.
- The opportunity to receive periodic grants of equity compensation under the 2003 Plan or successor equity plans, in the Compensation Committee's discretion, so long as he is treated similarly to other senior executive officers.
- The right to participate in other bonus or incentive plans, paid time off and other retirement plans and welfare benefits in which other senior executive officers may participate in accordance with our policies as in effect from time to time.

If the employment agreement is terminated, Mr. Bruggeworth would be entitled to be compensated in the following manner:

- Termination for any reason: Mr. Bruggeworth would be entitled to receive (a) base salary through the date of termination; (b) any previously earned but unpaid bonus under the Cash Bonus Plan for a completed performance period; (c) rights under equity plans, retirement plans and welfare benefit plans, which would be determined based on respective plan terms; and (d) unpaid paid time off per our policy.
- Termination due to death or total disability: Mr. Bruggeworth, or, in the case of his death, his beneficiary, would be entitled to receive the benefits described above under "Termination for any reason" plus the greater of Mr. Bruggeworth's accrued annual bonus or accrued target bonus for the performance period in which the termination date occurs, in each case pro-rated based on the termination date.
- Termination by Qorvo without cause or by Mr. Bruggeworth with good reason: Mr. Bruggeworth would be entitled to receive the benefits described above under "Termination for any reason" plus (a) salary continuation equal to two times base salary; (b) his accrued annual bonus (payable after end of performance period), pro-rated based on the termination date; (c) a special bonus equal to two times his target annual bonus; (d) continuation coverage of health care benefits (or substantially identical individual coverage, plus special health care benefit) for two years; (e) equity awards (other than performance-based equity awards), which will be governed by terms of the respective equity plan and individual equity award agreement (including the right of the Compensation Committee to determine if post-termination vesting and/or exercise rights apply); (f) performance-based equity awards and any previously earned equity-based awards, which will be deemed earned, if at all, on a pro rata basis only if performance goals are met during the performance period, with such earned awards being deemed fully vested at grant or as of the date of termination in the case of previously earned awards; and (g) eligibility to participate in other welfare benefit plans on the same terms and conditions as available to active employees.
- Termination by Qorvo for cause or by Mr. Bruggeworth without good reason: Mr. Bruggeworth would be entitled to receive the benefits described above under "Termination for any reason."
- Change of Control: Benefits (if any) paid under Mr. Bruggeworth's existing change in control agreement would offset benefits (if any) paid under the employment agreement following Mr. Bruggeworth's termination.



## [Table of Contents](#)

The employment agreement also establishes certain employment and post-termination obligations for Mr. Bruggeworth. He is required to assist in any Qorvo litigation and also is required to comply with certain confidentiality, nondisparagement, noncompetition and nonsolicitation covenants contained in the employment agreement.

Further, the employment agreement provides that if independent accountants determine that part or all of the payments and benefits to be paid to Mr. Bruggeworth under the employment agreement and all other plans or arrangements of Qorvo (a) constitute “parachute payments” under Code Section 280G, and (b) will more likely than not cause Mr. Bruggeworth to incur an excise tax under Code Section 4999 as a result of such payments or other benefits, Qorvo will pay a gross-up payment so that the net amount Mr. Bruggeworth will receive after payment of any excise tax equals the amount that he would have received if the excise tax had not been imposed. If the excise tax would not apply if the total payments to Mr. Bruggeworth were reduced by an amount less than 5%, then the amounts payable will be so reduced and gross-up payments would not be made to Mr. Bruggeworth.

The employment agreement also contains certain forfeiture and recoupment rights. Generally, during the term of the employment agreement and the 24-month period following the expiration thereof, if Mr. Bruggeworth engages in a “Prohibited Activity,” then (a) any equity awards granted or subject to vesting during the Prohibited Activity Term would be forfeited; (b) any and all shares issued to Mr. Bruggeworth under an equity award granted during the Prohibited Activity Term would be forfeited (without payment of consideration); (c) any gain realized by Mr. Bruggeworth with respect to any shares issued pursuant to an equity award granted during the Prohibited Activity Term would be required to be immediately paid to Qorvo; (d) any cash/incentive payments made during the Prohibited Activity Term would be required to be returned to Qorvo; and (e) any rights to future cash/incentive payments granted during the Prohibited Activity Term would be forfeited. Qorvo also has an offset right to recover such amounts against amounts otherwise due to Mr. Bruggeworth. For purposes of the employment agreement, “Prohibited Activity” includes (a) violation of certain restrictive covenants; (b) Mr. Bruggeworth’s engaging in willful conduct that results in an obligation to reimburse Qorvo under Section 304 of the Sarbanes-Oxley Act of 2002; or (c) Mr. Bruggeworth’s engaging in fraud, theft, misappropriation, embezzlement or dishonesty to the material detriment of Qorvo. “Prohibited Activity Term” means the period starting when Mr. Bruggeworth first engaged in Prohibited Activity conduct and continuing without time limitation.

*Offer Letter Agreements.* In connection with their initial employment by TriQuint, Messrs. Buhaly and Klein entered into employment offer letter agreements in 2007 and 2011, respectively, that specified their initial salary, target bonus and equity awards. These offer letter agreements were subsequently assumed by Qorvo in connection with the Business Combination. Under these offer letter agreements, in the event of a termination of employment without cause or a resignation by the officer for good reason, the officer is entitled to a lump sum severance payment equal to one year of base salary and continuation of health and life insurance benefits for 12 months.

Pursuant to the offer letter agreements, the term “termination for cause” means a termination of employment by the Company for any of the following reasons: (a) intentional failure to perform assigned duties; (b) personal dishonesty; (c) incompetence, as measured against standards generally prevailing in the industry; (d) willful misconduct; (e) any breach of fiduciary duty involving personal profit; (f) willful violation of any domestic or international law, rule, regulation or final cease and desist order; or (g) any sexual or other harassment of others.

Pursuant to the offer letter agreements, a “resignation for good reason” is deemed to occur if the officer resigns employment within sixty (60) days of the occurrence of any of the following that occur without the officer’s written consent: (a) a loss of the title; (b) a material reduction in duties or responsibilities; (c) any reduction in base salary or any target bonus (other than a reduction comparable in percentage to a reduction affecting other officers generally); (d) any material reduction in benefits (other than a reduction affecting the Company’s personnel generally); or (e) a company-mandated relocation of the officer’s principal place of employment or current principal residence by more than 50 miles from its respective location immediately prior to the resignation.

*Change in Control Agreements.* Mr. Klein is covered by a legacy TriQuint Change of Control Policy, which Qorvo assumed in connection with the Business Combination. Under this policy, the Business Combination constituted a change in control. Therefore, if the employment of a participant is terminated by death or disability, by us for reasons other than cause or by the participant for good reason within 12 months following the closing of the Business Combination, the participant is entitled to certain payments and benefits if the participant executes a release and complies with certain covenants. Benefits under this policy generally include 12 months continuation of base salary, a cash severance payment equal to the participant’s target bonus for the previous 12 months, payment of COBRA premiums for up to 12 months and accelerated vesting of options outstanding immediately prior to the closing of the Business Combination, with the participant generally having up to 12 months following his termination date to exercise the options. Mr. Buhaly is covered by a similar legacy TriQuint Change of Control Policy, which policy provides the benefits described in the preceding sentence upon any termination of employment during the 24 months following closing of the Business Combination.

Messrs. Bruggeworth and Creviston entered into change in control agreements with RFMD, which Qorvo assumed in connection with the Business Combination. Under these agreements, the Business Combination constituted a change in control. Therefore, if the officer’s employment is terminated for a reason other than death, disability, retirement or cause, or is terminated by the officer

## [Table of Contents](#)

for good reason, within 24 months following the date of the change in control (as defined in the agreements), the officer will be entitled to certain benefits. Such benefits generally include a severance benefit equal to the sum of: (a) one times (two times in the case of Mr. Bruggeworth) the highest annual rate of the officer's base salary during the 12-month period before termination plus (b) one times (two times in the case of Mr. Bruggeworth) the officer's bonus amount and (c) a special monthly benefit equal to any difference between the premium paid by the officer for health insurance pre- and post-termination. In addition, all stock options, stock appreciation rights or similar stock-based awards will be accelerated and exercisable in full as of the date of termination of employment, all restrictions on restricted stock, restricted stock units, performance stock awards or similar stock-based awards will be removed and such awards deemed vested and earned in full, and the officer would be entitled to gross-up payments under Code Section 280G, if applicable. The change in control agreement also provides that the officers are subject to certain confidentiality, nonsolicitation and noncompetition provisions. The agreements terminate upon the second anniversary of the change in control and fulfillment by the Company and the officers of all of their obligations under the agreements.

On February 4, 2015, the Compensation Committee of the Board approved a new form change in control agreement, and we have entered into new change in control agreements with each of our Named Executive Officers. Under the new Qorvo change in control agreements, an officer with benefits under a change in control agreement with RFMD or TriQuint's change in control policy will not receive duplicate benefits under this agreement and the applicable change in control agreement or policy. The new agreements will end on the earliest of: (a) the first anniversary of the effective date, subject to automatic renewal for additional one-year periods unless we give notice to the officer that we do not wish to extend it; (b) the termination of the officer's employment with us for any reason during the period from the effective date until the date that is ninety (90) days prior to a change in control; (c) the termination of the officer's employment with us by the officer without good reason or by us with cause; or (d) the end of a two-year period following a change in control and the fulfillment by us and the officer of all obligations under the agreement.

Under these agreements, if a change in control occurs while the officer is our employee, and a qualifying termination of his employment with us occurs within the two-year period following the change in control (which will include the ninety (90) days prior to the date of the change in control in the case of a termination by us without cause), then he (or his legal representative) is entitled to certain compensation payments and benefits provided he has executed a general release of claims. A "qualifying termination" means: (a) our termination of the officer's employment for a reason other than death, disability or cause; (b) the officer's termination of his employment for good reason; or (c) the termination of the officer's employment due to death following delivery of a notice of good reason by the officer, which condition constituting good reason remains uncured by us.

A "change in control" is deemed to have occurred under the new change in control agreements on the earliest of the following dates: (a) the acquisition by a person or entity of voting control over more than forty percent (40%) of the total voting power of our then outstanding voting stock; (b) a merger, consolidation or reorganization of us, in which holders of our common stock immediately prior to the transaction have voting control over less than sixty percent (60%) of the voting securities of the surviving corporation immediately after the transaction, or the sale or disposition of all or substantially all of our assets; or (c) a change in a majority of the Board within a 12-month period unless the nomination for election by our stockholders of each new director was approved by the vote of two-thirds of the members of the Board then still in office who were in office at the beginning of the 12-month period.

The agreement provides that, upon a qualifying termination after a change in control, we will pay a severance benefit to the officer. The severance benefit is equal to the sum of: (a) one times the highest annual rate of the officer's base salary during the 12-month period before termination (two times in the case of Messrs. Bruggeworth and Buhaly) plus (b) one times the officer's target annual bonus opportunity based on the officer's target bonus opportunity for the period in which the termination occurs (two times in the case of Messrs. Bruggeworth and Buhaly).

In addition, the agreement provides that upon a qualifying termination after a change in control, all of our stock options, stock appreciation rights or similar stock-based awards held by the officer will be accelerated and exercisable in full, and all restrictions on any restricted stock, performance stock or similar stock-based awards granted by us will be removed and such awards will be fully vested. If the officer receives any payments or benefits under the agreement or under any other arrangement with us that may separately or in the aggregate constitute "parachute payments" within the meaning of Section 280G of the Code and it is determined that any of such payments will be subject to any excise tax pursuant to applicable provisions of the Code, we will pay to the officer either: (i) the full amount of such payments; or (ii) an amount equal to such payments reduced by the minimum amount necessary to prevent any portion of such payments from being an "excess parachute payment" (within the meaning of the Code), whichever amount results in the officer's receipt, on an after-tax basis, of the greatest amount of payments notwithstanding that all or some portion of the payments may be subject to the excise tax (that is, there is no gross up provision). The agreement also provides that if the officer elects continuation coverage through our health plan, we will reimburse the officer for the difference between the monthly COBRA premium paid by the officer and the monthly premium amount required to be paid by our active employees for the same level of coverage under our health plan for a one-year period following termination. We will also provide an annual payment equal to the amount necessary to pay any taxes imposed on the officer as a result of the officer's receipt of health care reimbursements from us.

The agreement also provides that the officer is subject to certain confidentiality, nonsolicitation and noncompetition provisions. In the event the officer fails to comply with any of these provisions, he will not be entitled to receive any payment or benefits under the agreement. These payments also are subject to "clawback" restrictions in the event of certain prohibited conduct.

## [Table of Contents](#)

The following table sets forth information about potential payments to the Named Executive Officers, assuming that their employment was terminated following a change in control of Qorvo as of March 27, 2015 (the last business day of the fiscal year) and that the price per share of our common stock on that date was \$79.28. The table also assumes prior payment of any remaining accrued annual bonus in accordance with the terms of our Cash Bonus Plan and any portion of base salary that would have been accrued but not yet paid as of March 28, 2015.

### Potential Payments Upon a Qualifying Termination after a Change in Control

Name		Robert A. Bruggeworth	Steven J. Buhaly	Steven E. Creviston	James L. Klein	Michael J. Laber
Base Salary	(1)	\$ 1,420,478	\$ 850,512	\$ 434,456	\$ 404,248	\$ 277,389
Bonus	(2)	2,130,717	680,410	347,565	323,398	138,694
Option Awards	(3)	–	4,094,753	–	3,577,123	459,852
Stock Awards	(4)	15,308,254	1,801,162	7,952,894	1,450,190	63,265
Benefits Continuation	(5)	31,626	28,512	10,338	17,465	12,154
Accrued Vacation	(6)	63,194	51,889	40,778	632	15,796
Total		\$ 18,954,269	\$ 7,507,238	\$ 8,786,031	\$ 5,773,056	\$ 967,150

- (1) For Messrs. Bruggeworth and Buhaly, the amount represents two times the highest annual rate of base salary during the twelve-month period before termination. For the other Named Executive Officers, the amount represents one times the highest annual rate of base salary during the twelve-month period before termination. A portion of these amounts would be payable in a lump sum within 30 days following the date of termination, with the remainder to be paid in periodic installments, in accordance with our normal payroll practices, over a two-year period for Messrs. Bruggeworth and Buhaly, and over a one-year period for the other Named Executive Officers.
- (2) For Messrs. Bruggeworth and Buhaly, the amount represents two times the target annual bonus opportunity as defined in our Cash Bonus Plan for the year of termination. For the other Named Executive Officers, the amount represents one times the target annual bonus opportunity as defined in our Cash Bonus Plan for the year of termination. A portion of these amounts would be payable in a lump sum within 30 days following the date of termination, with the remainder to be paid in periodic installments, in accordance with our normal payroll practices, over a two-year period for Messrs. Bruggeworth and Buhaly, and over a one-year period for the other Named Executive Officers.
- (3) Represents the intrinsic value of unvested options as of March 28, 2015.
- (4) Represents the intrinsic value of unvested performance- and service-based restricted stock units as of March 28, 2015.
- (5) Represents the value of continuing health and welfare based on the monthly premiums paid by Qorvo at March 28, 2015 (for two years with respect to Messrs. Bruggeworth and Buhaly, and one year with respect to the other Named Executive Officers).
- (6) Represents accrued vacation earned but not utilized, which would be payable in a lump sum within 30 days following the date of termination.

### Other Potential Payments Upon Resignation, Termination for Cause, Termination without Cause, Retirement, or Constructive Termination

Other than potential receipt of a cash payment worth up to 26 weeks of base salary under our general severance program following an involuntary termination, Messrs. Creviston and Laber are not entitled to any cash payments from Qorvo in the event of their resignation, termination with or without cause, retirement or constructive termination without a change in control. However, their unvested options and unvested restricted stock units listed below may be subject to acceleration or may continue to vest if and as provided in individual agreements.

Name		Steven E. Creviston	Michael J. Laber
Stock Awards	(1)	\$ 7,952,894	\$ 63,265
Option Awards	(2)	–	459,852
Total		\$ 7,952,894	\$ 523,117

- (1) Represents the intrinsic value of service-based restricted stock units for these Named Executive Officers at March 28, 2015.
- (2) Represents the intrinsic value of unvested options as of March 28, 2015.

## Table of Contents

In accordance with the terms of his employment agreement, Mr. Bruggeworth would have been entitled to the following payments from Qorvo upon the occurrence of any of the termination events described in the table below as of March 28, 2015. The table below assumes prior payment of any portion of base salary that would have been accrued but not yet paid as of March 28, 2015.

Although Mr. Bruggeworth is also entitled to change of control benefits under his employment agreement, pursuant to the terms of his employment agreement, any benefits payable under his change in control agreement with Qorvo offset any benefits paid under his employment agreement following his termination. As of March 28, 2015, the benefits payable under his change in control agreement, as set forth in the above table, would have been equal to the change in control benefits payable under his employment agreement.

<b>Robert A. Bruggeworth</b>		<b>Termination for Any Reason</b>	<b>Termination Due to Death or Total Disability</b>	<b>Termination without Cause or for Good Reason</b>	<b>Termination for Cause</b>	<b>Termination without Good Reason</b>
Base Salary	(1)	\$ -	\$ -	\$ 1,420,478	\$ -	\$ -
Accrued Annual Bonus	(2)	-	-	-	-	-
Special Bonus	(3)	-	-	2,130,717	-	-
Option Awards	(4)	-	-	-	-	-
Stock Awards	(5)	15,308,254	15,308,254	15,308,254	-	15,308,254
Benefits Continuation	(6)	-	-	31,626	-	-
Accrued Vacation	(7)	63,194	63,194	63,194	63,194	63,194
<b>Total</b>		<b>\$ 15,371,448</b>	<b>\$ 15,371,448</b>	<b>\$ 18,954,269</b>	<b>\$ 63,194</b>	<b>\$ 15,371,448</b>

- (1) With respect to the "Termination without Cause or for Good Reason" column, the amount shown represents two times base salary and would be payable in equal periodic installments, in accordance with the payroll schedule for our salaried personnel, over a two-year period.
- (2) Represents previously earned but unpaid cash bonus under our Cash Bonus Plan for a completed performance period, which would be payable in a lump sum within 30 days of the termination date. With respect to the "Termination Due to Death or Total Disability" column, the amount payable is the greater of the accrued annual bonus or the accrued target bonus, in each case for the performance period in which the termination date occurs, which would be payable in a lump sum within 45 days following the end of the performance period in which the termination date occurs. With respect to the "Termination without Cause or for Good Reason" column, the amount shown represents the accrued annual bonus, which would be payable within 45 days following the end of the performance period in which the termination date occurs. Under these severance scenarios, all or a portion of the accrued annual bonus may have already been paid or would nevertheless be payable without regard to the nature of Mr. Bruggeworth's termination.
- (3) With respect to the "Termination without Cause or for Good Reason" column, the Special Bonus amount shown represents two times the target annual bonus opportunity as defined in our Cash Bonus Plan for the year in which the termination occurs, which would be payable in equal periodic installments, in accordance with the payroll schedule for our salaried personnel, over a two-year period. Mr. Bruggeworth is not entitled to a Special Bonus under the other severance scenarios set forth in the above table.
- (4) Represents the intrinsic value of unvested options as of March 28, 2015. The fair market value of the unvested option awards was \$79.28 per share.
- (5) Represents the intrinsic value of unvested performance- and service-based restricted stock units as of March 28, 2015. With respect to the "Termination for Any Reason," "Termination Due to Death or Total Disability," "Termination Without Cause or For Good Reason" and "Termination Without Good Reason" columns, the amount shown: (a) reflects the value of unvested service-based restricted stock units which shall continue to vest if and as provided in an individual award agreement and (b) reflects that if and to the extent performance goals are deemed met, Mr. Bruggeworth shall be deemed to have earned a pro-rata number of performance-based restricted stock units for the relevant performance period. With respect to the "Termination for Cause" column, the amount shown: (a) reflects that Mr. Bruggeworth's unvested service-based restricted stock units will be forfeited unless the Compensation Committee determines otherwise and (b) reflects that Mr. Bruggeworth's unvested performance-based restricted stock units will be forfeited unless the Compensation Committee determines otherwise.
- (6) Represents the value of continuing health, welfare and other benefits through April 1, 2017, based on the monthly premiums paid by Qorvo at March 28, 2015.
- (7) Represents accrued vacation earned but not utilized, which would be payable in a lump sum within 30 days following the date of termination.

[Table of Contents](#)

As described above, in accordance with the terms of their offer letter agreements, Messrs. Buhaly and Klein are entitled to a lump sum severance payment equal to one year of base salary and continuation of health and life insurance benefits for 12 months in the event of a termination of his employment without cause or a resignation by the officer for good reason. The table below shows the termination benefits that Messrs. Buhaly and Klein would have been entitled to receive from Qorvo upon the occurrence of the termination events described as of March 28, 2015. The table below assumes prior payment of any portion of base salary that would have been accrued but not yet paid as of March 28, 2015.

		Steven J. Buhaly			James L. Klein		
		Termination for Any Reason	Termination without Cause or for Good Reason	Termination for Cause	Termination for Any Reason	Termination without Cause or for Good Reason	Termination for Cause
Base Salary	(1)	\$ -	\$ 425,256	\$ -	\$ -	\$ 404,248	\$ -
Option Awards	(2)	4,094,753	4,094,753	-	3,577,123	3,577,123	-
Stock Awards	(3)	1,801,162	1,801,162	-	1,450,190	1,450,190	-
Benefits Continuation	(4)	-	14,256	-	-	17,465	-
Accrued Vacation	(5)	51,889	51,889	51,889	632	632	632
<b>Total</b>		<b>\$ 5,947,804</b>	<b>\$ 6,387,316</b>	<b>\$ 51,889</b>	<b>\$ 5,027,945</b>	<b>\$ 5,449,658</b>	<b>\$ 632</b>

- (1) Represents one year of base salary payable in a lump sum pursuant to the terms of the officer's employment offer letter agreement.
- (2) Represents the intrinsic value of unvested options as of March 28, 2015 that may be subject to acceleration or may continue to vest if and as provided in individual agreements.
- (3) Represents the intrinsic value of unvested service-based restricted stock units as of March 28, 2015 that may be subject to acceleration or may continue to vest if and as provided in individual agreements.
- (4) Represents the value of continuing health and life insurance benefits for 12 months, based on the monthly premiums paid by Qorvo at March 28, 2015.
- (5) Represents accrued vacation earned but not utilized, which would be payable in a lump sum within 30 days following the date of termination.

## Director Compensation

As described more fully below, this chart summarizes the annual compensation paid to our non-employee directors from January 1, 2015, the date of the Business Combination, through March 28, 2015, the end of Qorvo's fiscal year. Additionally, the table summarizes the compensation paid to Messrs. DiLeo, Gardner, Harding and Wilkinson by RFMD from March 30, 2014, the beginning of RFMD's fiscal year, through December 31, 2014. The table also summarizes the compensation paid to Messrs. Gibson, Ho, Nelson and Quinsey and Dr. Rhines by TriQuint from January 1, 2014, the beginning of TriQuint's fiscal year, through December 31, 2014. A director who is a Qorvo employee, such as Mr. Bruggeworth, does not receive any compensation for service as a director.

### Director Compensation for Fiscal Year Ended March 28, 2015

Name	(1)	Fees Earned or Paid in			Total
		Cash (\$)	Stock Awards (\$ (2))	Option Awards (\$ (2) (3))	
Daniel A. DiLeo	2015	22,500	–	–	22,500
	2014	67,500	–	145,918	213,418
Jeffery R. Gardner	2015	25,000	–	–	25,000
	2014	76,875	74,914	72,959	224,748
Charles S. Gibson	2015	20,000	–	–	20,000
	2014	61,000	–	163,057	224,057
John R. Harding	2015	20,000	–	–	20,000
	2014	76,875	–	145,918	222,793
David H.Y. Ho	2015	14,000	–	–	14,000
	2014	39,900	–	163,057	202,957
Roderick D. Nelson	2015	20,000	–	–	20,000
	2014	57,000	–	163,057	220,057
Ralph G. Quinsey (4)	2015	34,500	–	–	34,500
	2014	675,711	1,389,180	1,143,225	3,208,116
Walden C. Rhines	2015	25,000	–	–	25,000
	2014	65,000	–	163,057	228,057
Walter H. Wilkinson, Jr.	2015	25,000	–	–	25,000
	2014	93,750	179,850	–	273,600

- (1) For Messrs. DiLeo, Gardner, Harding and Wilkinson, amounts in 2014 represent the period March 30, 2014 through December 31, 2014. For Messrs. Gibson, Ho, Nelson and Quinsey and Dr. Rhines, amounts in 2014 represent the period January 1, 2014 through December 31, 2014. Amounts in 2015 represent the Post-Combination Period, January 1, 2015 through March 28, 2015, for all directors.
- (2) These amounts represent the aggregate grant date fair value for restricted stock units and stock options granted to the indicated director computed in accordance with FASB ASC Topic 718 "Compensation-Stock Compensation," excluding the effect of any estimated forfeitures. A summary of the assumptions we apply in calculating these amounts is set forth in Note 14 to the Consolidated Financial Statements included in the 10-K. The aggregate number of shares that were outstanding and granted during the fiscal year ended March 28, 2015 for each of the directors were as follows:

Name	Aggregate Number of Restricted Awards Outstanding at March 28, 2015 (#)	Number of Restricted Awards Granted in FY15 (#)	Aggregate Number of Options Awards Outstanding at March 28, 2015 (#)	Number of Option Awards Granted in FY15 (#)
Daniel A. DiLeo	–	–	53,550	7,850
Jeffery R. Gardner	1,562	1,562	8,400	3,925
Charles S. Gibson	–	–	–	5,100
John R. Harding	–	–	20,350	7,850
David H.Y. Ho	–	–	10,660	5,100
Roderick D. Nelson	–	–	17,796	5,100
Ralph G. Quinsey	–	20,934	668,784	37,681
Walden C. Rhines	–	–	55,912	5,100
Walter H. Wilkinson, Jr.	3,750	3,750	35,925	–

The outstanding restricted stock units held by Messrs. Gardner and Wilkinson vest one year following the grant date.

## [Table of Contents](#)

- (3) The per-share grant date fair value was \$18.59 for options granted to Messrs. DiLeo, Gardner and Harding. The per-share grant date fair value was \$31.97 for options granted to Messrs. Gibson, Ho and Nelson and Dr. Rhines. The per-share grant date fair value ranged from \$18.81 to \$35.28 for options granted to Mr. Quinsey.
- (4) Amounts reported for Mr. Quinsey in 2014 are related to his compensation as CEO of TriQuint and not as a director of TriQuint.

Directors who were not employees of Qorvo were compensated for their service as a director as shown in the table below:

### Schedule of Director Fees for Fiscal Year Ended March 28, 2015

Compensation Item	Amount
<b>Annual Retainers</b>	
Chairman of the Board	\$ 138,000
Lead Director	90,000
Board Service	80,000
Audit Committee Chairman (Additional Fee)	20,000
Compensation Committee Chairman (Additional Fee)	20,000
Governance and Nominating Committee Chairman (Additional Fee)	10,000
Corporate Development Committee Chairman (Additional Fee)	10,000

### Equity Compensation

No equity awards were granted to non-employee directors during the Post-Combination Period. Upon recommendation of the Compensation Committee, the Board has determined that each participating non-employee director who is re-elected at our 2015 Annual Meeting will receive a restricted stock unit grant, which we refer to as the annual RSU, pursuant to the 2012 Plan, with a value of \$170,000. See "Employee Benefit Plans – 2012 Stock Incentive Plan – RF Micro Devices, Inc.," above for more information.

Our securities trading policy prohibits any pledging or hedging of our securities by directors. This includes purchasing any financial instrument or contract, including prepaid variable forward contracts, equity swaps, collars and exchange traded funds, which is designed to hedge or offset any risk of decrease in the market value of our common stock.

### Other Compensation

We reimburse all directors for expenses incurred in their capacity as directors. Directors may defer all or a portion of their cash retainers by participating in our Nonqualified Deferred Compensation Plan. In addition, we offer participation in our group medical insurance program to any non-employee director who agrees to pay the full amount of the premium.

## EQUITY COMPENSATION PLAN INFORMATION

The following table summarizes information as of March 28, 2015 relating to our equity compensation plans, under which grants of stock options, restricted stock and other rights to acquire shares of our common stock may be made from time to time.

Plan Category	(a) Number of securities to be issued upon exercise of outstanding options, warrants and rights	(b) Weighted-average exercise price of outstanding options, warrants and rights <sup>(1)</sup>	(c) Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a))
Equity compensation plans approved by security holders	9,785,678	\$ 18.70	15,044,267 <sup>(2)</sup>
Equity compensation plans not approved by security holders <sup>(3)</sup>	180,878	\$ 13.60	250,000
Total	9,966,556 <sup>(4)</sup>		15,294,267

- (1) The weighted-average exercise price does not take into account restricted stock units because such units do not have an exercise price.
- (2) The total shares available for future issuance in column (c) may be the subject of awards other than options, warrants or rights granted under our 2012 Stock Incentive Plan (RFMD) and 2013 Incentive Plan (TriQuint). For a more detailed discussion of these and other equity plans that have been approved by our stockholders, see "Employee Benefit Plans," above. The number of securities remaining available for future issuance also includes securities that may be issued pursuant to the ESPP.
- (3) For a more detailed description of these plans, see "Non-Stockholder Approved Plans," below.

## [Table of Contents](#)

- (4) Includes shares subject to issuance pursuant to outstanding stock options and restricted stock units if certain performance-based and service-based conditions are met. For more detailed information, see “Performance-Based Restricted Stock Units” and “Service-Based Restricted Stock Units” under “Compensation Discussion and Analysis – Elements of Compensation,” above.

### **Non-Stockholder Approved Plans**

The inducement plans described below are intended to comply with NASDAQ Listing Rule 5635(c)(4), which provides an exception to the stockholder approval requirements for the grant of equity awards as a material inducement to an individual entering into employment with the Company.

#### *2008 Inducement Award Program*

Effective upon the closing of the Business Combination, the Company assumed the 2008 Inducement Award Program from TriQuint (the “2008 Program”). The 2008 Program provided for the issuance of a maximum number of 921,140 shares. No new awards can be granted under the 2008 Program.

The purposes of the 2008 Program were to attract and retain the best available personnel for positions of substantial responsibility, to provide additional incentive to employees and consultants and to promote the success of our business. The 2008 Program authorized the grant of nonstatutory stock options, restricted stock, restricted stock units, stock appreciation rights and other stock or cash awards at the discretion of the compensation committee to new employees.

#### *2015 Inducement Award Plan*

Effective January 1, 2015, the Company adopted the 2015 Inducement Stock Plan (the “2015 Plan”). The 2015 Plan provides for the issuance of a maximum number of the sum of 250,000 shares and any shares subject to an award granted under the 2008 Program outstanding as of January 1, 2015, which award is later forfeited, cancelled, terminated or lapses for any reason.

The purposes of the 2015 Plan are to provide a material inducement for the best available persons to become employees of the Company or its affiliates, to attract and retain such employees, and to align the interests of such persons with the interests of the Company and its stockholders. The 2015 Plan authorizes the grant of nonstatutory stock options, restricted stock, restricted stock units, stock appreciation rights, performance awards, phantom stock awards and other stock or cash awards at the discretion of the compensation committee to new employees. No awards were made under the 2015 Plan during the Post-Combination Period.

The exercise price of an option may not be less than the fair market value of our common stock on the date of grant and the term of each option will be stated in the stock option agreement.

The number of shares subject to the 2015 Plan and the terms of awards are subject to adjustment for any future stock dividends, splits, mergers, combinations, reclassification of the common stock or other changes in capitalization as described in the 2015 Plan.

In the event of change of control (as defined in the 2015 Plan) each outstanding award under the 2015 Plan will vest and, if applicable, become exercisable if the award is not assumed or substituted, or in the event of such assumption or substitution, the award will still fully vest and, if applicable, become exercisable as to all of the shares subject to the award, including shares which would not otherwise be vested or exercisable if the participant’s employment is terminated by the Company not for cause or by the participant for good reason within six months before or one year after a change of control.

The 2015 Plan provides that the Board may amend or terminate the 2015 Plan without stockholder approval, unless stockholder approval is required by applicable law or rules of an applicable stock exchange, but no amendment or termination of the 2015 Plan or any award agreement may adversely affect any award previously granted under the 2015 Plan without the written consent of the recipient of the award.

## **PROPOSAL 2 – APPROVAL OF THE COMPENSATION OF OUR NAMED EXECUTIVE OFFICERS**

As required by Section 14A of the Exchange Act, we are asking our stockholders to approve, on a non-binding, advisory basis, the compensation of our Named Executive Officers as disclosed in accordance with the SEC’s rules in the “Executive Compensation” section of this proxy statement. This proposal, commonly known as a “say-on-pay” proposal, gives our stockholders the opportunity to express their views on our Named Executive Officers’ compensation as a whole. This vote is not intended to address any specific item of compensation or any specific Named Executive Officer, but rather the overall compensation of all of our Named Executive Officers and the philosophy, policies and practices described in this proxy statement. The say-on-pay vote is advisory, and therefore not binding on the Company, the Compensation Committee or the Board. The say-on-pay vote will, however, provide information to us regarding investor sentiment about our executive compensation philosophy, policies and practices, which the Compensation Committee will be able to consider when determining executive compensation for the remainder of the current fiscal year and beyond. Our Board of Directors and our Compensation Committee value the opinion of our stockholders and to the extent there is any significant vote against the Named Executive Officer compensation as disclosed in this proxy statement, the Compensation Committee will evaluate whether any actions are necessary to address those concerns.



## [Table of Contents](#)

We believe that the information provided within the “Executive Compensation” section of this proxy statement demonstrates that our executive compensation program was designed appropriately and is working to ensure management’s interests are aligned with our stockholders’ interests to support long-term value creation. Highlights of our compensation program include the following:

- A large part of each Named Executive Officer’s potential total annual cash compensation is intended to be at risk and is linked to our operating performance.
- Equity-based compensation, consisting of performance-based and service-based restricted stock units, makes up a significant portion of the overall compensation of our Named Executive Officers. For performance-based equity awards, one-half are based upon our total stockholder return and the other half are linked to achievement during the year of key Company projects or initiatives that the Compensation Committee believes have a strong potential impact to longer-term stockholder value creation. No minimum equity award is guaranteed.
- We generally have referred to peer group data to help establish base salaries and target total compensation for each Named Executive Officer. When considering the peer group data, we also consider each Named Executive Officer’s performance, level of responsibility in comparison to the other Named Executive Officers and other internal equitable considerations when establishing base salaries and bonus opportunities and then make adjustments we deem appropriate.
- We prohibit the backdating or spring-loading of equity awards.
- We prohibit the repricing of stock options or stock appreciation rights without stockholder approval.
- We do not provide “perquisites” to our Named Executive Officers.
- Our securities trading policy and corporate governance guidelines prohibit any hedging of our securities by our employees, including our executive officers. This includes purchasing any financial instrument or contract, including prepaid variable forward contracts, equity swaps, collars and exchange traded funds, which is designed to hedge or offset any risk of decrease in the market value of our common stock.
- Our securities trading policy and corporate governance guidelines prohibit any pledging of our securities by our employees, including our executive officers. Accordingly, as of June 19, 2015, none of our executive officers has pledged our common stock.
- We have established stock ownership guidelines for our Named Executive Officers and impose “clawback” restrictions in our senior officer equity awards in the event of certain prohibited conduct.
- We set aggregate equity awards at a level at or below the median of our peer group run rate to avoid a level of stock plan overhang greater than the average of our peer group.

Accordingly, we are asking our stockholders to vote “FOR” the following resolution at the Annual Meeting:

“RESOLVED, that the compensation paid to the Company’s Named Executive Officers, as disclosed in the proxy statement for the Company’s 2015 Annual Meeting of Stockholders pursuant to the compensation disclosure rules of the Securities and Exchange Commission, including the Compensation Discussion and Analysis, the compensation tables and related narrative discussion, is hereby APPROVED.”

## **THE BOARD OF DIRECTORS RECOMMENDS A VOTE “FOR” APPROVAL OF THE COMPENSATION OF OUR NAMED EXECUTIVE OFFICERS AS DISCLOSED IN THIS PROXY STATEMENT.**

### **PROPOSAL 3 – ADVISORY VOTE ON THE FREQUENCY OF FUTURE ADVISORY VOTES ON THE COMPENSATION OF OUR NAMED EXECUTIVE OFFICERS**

As required by Section 14A of the Exchange Act, we are also seeking the input of our stockholders on the frequency with which we will hold a non-binding, advisory vote on the compensation of our Named Executive Officers. In voting on this proposal, stockholders are provided with four choices. Stockholders may indicate their preference as to whether the advisory vote on the compensation of our Named Executive Officers should occur every (a) one year, (b) two years or (c) three years; or stockholders may abstain from voting on this proposal.

It is the opinion of the Board that the frequency of the stockholder vote on the compensation of our Named Executive Officers should be every year. We view the manner in which we compensate our Named Executive Officers as an essential part of our strategy for achieving sustainable economic growth. We believe that a vote on the compensation of our Named Executive Officers should be conducted every year so that stockholders may annually express their views on our executive compensation program. The Company and the Compensation Committee, which is responsible for designing and administering our executive officer compensation program, values the opinions expressed by stockholders and will consider the outcome of the vote on the compensation of our Named Executive Officers in making decisions on executive compensation.

## [Table of Contents](#)

While the Board recommends an annual vote, stockholders are not voting to approve or disapprove of the Board's recommendation. Rather, stockholders are being provided with the opportunity to cast a non-binding, advisory vote on whether the stockholder advisory vote on the compensation of our Named Executive Officers should occur every (a) one year, (b) two years or (c) three years, or to abstain from voting on the matter.

As an advisory vote, this proposal is not binding on the Company, the Compensation Committee or the Board. Notwithstanding the advisory nature of the vote on this proposal, the Board and the Compensation Committee value the opinions expressed by stockholders and will consider the outcome of the vote when making a determination as to the frequency of future advisory votes on the compensation of our Named Executive Officers. The frequency receiving the greatest number of votes cast – one year, two years or three years – will be deemed by us as the frequency that has been recommended by our stockholders.

### **THE BOARD OF DIRECTORS RECOMMENDS A VOTE FOR “1 YEAR” ON THE ADVISORY VOTE ON THE FREQUENCY OF FUTURE ADVISORY VOTES ON THE COMPENSATION OF OUR NAMED EXECUTIVE OFFICERS.**

### **PROPOSAL 4 – RATIFICATION OF APPOINTMENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

The Audit Committee has reappointed KPMG LLP to audit the consolidated financial statements of Qorvo for fiscal 2016. KPMG LLP, an independent registered public accounting firm, served as TriQuint's independent auditor continuously from 1991 until the Business Combination and as Qorvo's independent auditor during the Post-Combination Period. A representative from KPMG LLP is expected to be present at the annual meeting and will have the opportunity to make a statement if he or she desires to do so and is expected to be available to respond to appropriate questions.

Although stockholder ratification of the appointment is not required by law, we desire to solicit such ratification. If the appointment of KPMG LLP is not approved by a majority of the shares cast at the annual meeting, the Audit Committee will consider the appointment of another independent registered public accounting firm for fiscal 2016.

### **THE BOARD OF DIRECTORS RECOMMENDS A VOTE “FOR” RATIFICATION OF THE APPOINTMENT OF KPMG LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING APRIL 2, 2016.**

#### **Independent Registered Public Accounting Firm Fee Information**

On November 25, 2014, in connection with the expected closing of the Business Combination, Qorvo's Board of Directors approved the engagement of KPMG LLP as Qorvo's independent registered public accounting firm for Qorvo's fiscal year ending March 28, 2015.

Prior to the Business Combination, TriQuint's independent registered public accounting firm was KPMG LLP, and RFMD's independent registered public accounting firm was Ernst & Young LLP. As a consequence of Qorvo's engagement of KPMG LLP on November 25, 2014, Ernst & Young LLP, which had served as independent registered public accounting firm for Qorvo predecessor RFMD, was dismissed.

KPMG LLP has been reappointed by the Audit Committee to serve as Qorvo's independent registered public accounting firm for Qorvo's fiscal year ending April 2, 2016.

The following table shows the aggregate fees that were paid or accrued for the audit and other services (1) provided to Qorvo by KPMG LLP for the Post-Combination Period; (2) provided to TriQuint by KPMG LLP for the period January 1, 2014 to December 31, 2014; and (3) provided to RFMD by Ernst & Young LLP for the period March 30, 2014 to December 31, 2014.

	<b>KPMG Post-Combination Period</b>	<b>KPMG 2014</b>	<b>E&amp;Y 2014</b>
Audit Fees	\$ 1,927,000	\$ 301,000	\$ 375,578
Audit-Related Fees	0	0	252,697
Tax Fees	60,111	95,827	0
All Other Fees	115,407	0	0
Total	\$ 2,102,518	\$ 396,827	\$ 628,275

*Audit Fees.* This category includes fees for: (a) the audit of our annual financial statements and review of financial statements included in our quarterly reports on Form 10-Q; (b) the audit of our internal control over financial reporting; and (c) services that are normally provided by the independent registered public accounting firm in connection with statutory and regulatory filings or engagements for the relevant fiscal years.

## [Table of Contents](#)

*Audit-Related Fees.* This category includes the aggregate fees for assurance and related services provided by our auditors that are reasonably related to the performance of the audits or reviews of the financial statements and which are not reported above under “Audit Fees.”

*Tax Fees.* This category consists of professional services rendered by KPMG LLP for tax compliance, tax planning, tax advice and value added tax process review. The services for the fees disclosed under this category include tax return preparation, research and technical tax advice.

*All Other Fees.* This category includes the aggregate fees for products and services provided by KPMG LLP that are not reported above under “Audit Fees,” “Audit-Related Fees” or “Tax Fees.”

The Audit Committee has considered the compatibility of the non-audit services performed by and fees paid to KPMG LLP in fiscal year 2015 and the proposed non-audit related services and proposed fees for fiscal year 2016 and has determined that such services and fees are compatible with the independence of KPMG LLP. All audit and non-audit related services were approved by the Audit Committee prior to such services being rendered.

## **REPORT OF THE AUDIT COMMITTEE**

Each member of the Audit Committee is an independent director under existing Nasdaq listing standards and SEC requirements. In addition, the Board has determined that Messrs. Gardner and Gibson are “audit committee financial experts,” as defined by SEC rules.

In the performance of its oversight function, the Audit Committee has reviewed and discussed the audited consolidated financial statements with management and the independent registered public accounting firm. The Audit Committee also has reviewed and discussed with management and the independent registered public accounting firm management’s assessment of the effectiveness of our internal control over financial reporting and the independent registered public accounting firm’s evaluation of our internal control over financial reporting.

The Audit Committee reviewed with the independent registered public accounting firm its judgments as to the quality, not just the acceptability, of our accounting principles and such other matters as are required to be discussed with the Audit Committee under the applicable Public Company Accounting Oversight Board standards and SEC Rule 2-07 of Regulation S-X. The Audit Committee has received the written disclosures and the letter from the independent registered public accounting firm required by applicable requirements of the Public Company Accounting Oversight Board regarding the independent registered public accounting firm’s communications with the Audit Committee concerning independence, and has discussed with the independent registered public accounting firm that firm’s independence.

Based upon the discussions and review described above, the Audit Committee recommended to the Board that the audited consolidated financial statements be included in our Annual Report on Form 10-K for the year ended March 28, 2015 for filing with the SEC. This report has been prepared by members of the Audit Committee. Current members of this committee are:

Jeffery R. Gardner (Chairman)  
Daniel A. DiLeo  
Charles Scott Gibson  
Roderick D. Nelson

## **SECTION 16(a) BENEFICIAL OWNERSHIP REPORTING COMPLIANCE**

Under federal securities laws, Qorvo’s directors, officers and beneficial owners of more than ten percent of Qorvo’s common stock are required to report their beneficial ownership of common stock and any changes in that ownership to the SEC. Specific dates for such reporting have been established, and we are required to report any failure to file by the established dates. To our knowledge, all of these filing and reporting requirements were satisfied by our directors, officers and principal stockholders during the most recent fiscal year and prior fiscal years.

## **RELATED PERSON TRANSACTIONS**

### **Related Person Transactions Policy**

The Board maintains a written policy regarding transactions that involve Qorvo and any of its executive officers, directors, director nominees or five percent or greater stockholders or their affiliates, which are referred to generally as “related persons.” The Governance and Nominating Committee will analyze and consider any such transaction in accordance with this written policy in order to determine whether the terms and conditions of the transaction are substantially the same as, or more favorable to Qorvo than, transactions that would be available from unaffiliated parties.

## [Table of Contents](#)

The policy governs the procedures for review and consideration of all “related person transactions,” as that term is defined in the policy, to help ensure that any such transactions are timely identified and given appropriate consideration. Generally, any current or proposed financial transaction, arrangement or relationship in which a “related person” had or will have a direct or indirect material interest, in an amount exceeding \$120,000 and in which Qorvo was or will be a participant, requires the approval of the Governance and Nominating Committee or a majority of the disinterested members of the Board. Before granting such approval, the Governance and Nominating Committee will consider all of the relevant facts and circumstances to ensure that the proposed transaction is in the best interest of Qorvo and its stockholders. The term “related person” is defined by the policy and by Item 404 of Regulation S-K.

In conducting its review of any proposed related person transaction, the Governance and Nominating Committee will consider all of the relevant facts and circumstances available to the Governance and Nominating Committee, including but not limited to (a) the benefits to Qorvo; (b) the impact on a director’s independence in the event the related person is a director, an immediate family member of a director or an entity in which a director is a partner, stockholder or executive officer; (c) the availability of other sources for comparable products or services; (d) the terms of the proposed related person transaction; and (e) the terms available to unrelated third parties or to employees generally in an arms-length negotiation. No member of the Governance and Nominating Committee will participate in any review, consideration or approval of any related person transaction with respect to which such member or any of his or her immediate family members is the related person.

The Governance and Nominating Committee may, from time to time as it determines in its discretion to be appropriate, review periodically any previously approved or ratified related person transaction to determine if it is in the best interests of us and our stockholders to continue, modify or terminate such related person transaction.

We did not engage in any related person transactions during the Post-Combination Period.

## **PROPOSALS FOR 2016 ANNUAL MEETING**

Under certain conditions, stockholders may request that we include a proposal at a forthcoming meeting of the stockholders of Qorvo in the proxy materials of Qorvo for such meeting. Under SEC Rule 14a-8, any stockholder desiring to present such a proposal to be acted upon at the 2016 annual meeting of stockholders and included in the proxy materials must ensure that we receive the proposal at our principal executive office in Greensboro, North Carolina by March 2, 2016 in order for the proposal to be eligible for inclusion in our proxy statement and proxy card relating to such meeting.

If a stockholder desires to propose any business from the floor during the meeting, even if the proposal or proposed director candidate is not to be included in our proxy statement, our bylaws provide that the stockholder must deliver or mail timely advance written notice of such business to our principal executive office. Under our bylaws, to be timely, a stockholder’s notice generally must be delivered to our Secretary not later than the 90th day before the first anniversary of the date of the preceding year’s annual meeting and no earlier than the 120th day prior to anniversary of the date of the preceding year’s annual meeting. In the event that the date of the annual meeting is more than 30 days before or more than 60 days after the first anniversary date of the preceding year’s annual meeting, then notice by the stockholder must be delivered not earlier than the 120th day prior to the annual meeting and not later than the later of the 90th day prior to the annual meeting, or notice by the stockholder must be delivered by the 10th day following the notice date for such meeting if the first public announcement of the date of the annual meeting is less than 100 days prior to the date of such annual meeting. Each item of business must be made in accordance with the bylaws, our Corporate Governance Guidelines and any other applicable law, rule or regulation.

In addition, any notice of a proposed director candidate must also comply with our bylaws, including the criteria set forth under “Procedures for Director Nominations” on page 10 of this proxy statement. If written notice is not given in accordance with these requirements, the proposal or proposed director candidate will be considered untimely and Qorvo may exclude such business from consideration at the meeting.

If the proposal or proposed director candidate is permitted to be considered at the meeting, the proxies appointed pursuant to the proxy card will have discretionary authority to vote for or against the matter even if the proposal or proposed director candidate was not discussed in the proxy statement. Assuming that the date of our annual meeting of stockholders is not advanced or delayed in the manner described above, appropriate notice of such a proposal or proposed director candidate for the 2016 annual meeting would need to be delivered to our principal executive office (7628 Thorndike Road, Greensboro, North Carolina 27409-9421) no earlier than April 12, 2016 and no later than May 12, 2016 to be considered timely.

## **HOUSEHOLDING OF ANNUAL MEETING MATERIALS**

Some banks, brokers or other nominee record holders may be participating in the practice of “householding” annual reports, proxy statements and Notices of Internet Availability of Proxy Materials. This means that only one copy of our annual report, proxy statement or Notice of Internet Availability of Proxy Materials, as applicable, may have been sent to multiple stockholders in the same household. We will promptly deliver a separate copy of our annual report, proxy statement or Notice of Internet Availability of Proxy Materials, as applicable, to any stockholder upon request submitted in writing to Qorvo at the following address: Qorvo, Inc.,

[Table of Contents](#)

7628 Thorndike Road, Greensboro, North Carolina 27409-9421, Attention: Investor Relations Department, or by calling (336) 664-1233. Any stockholder who wants to receive separate copies of our annual report, proxy statement or Notice of Internet Availability of Proxy Materials in the future, or who is currently receiving multiple copies and would like to receive only one copy for his or her household, should contact his or her bank, broker or other nominee record holder, or contact Qorvo at the above address and telephone number.

**FINANCIAL INFORMATION**

**Our annual report for the fiscal year ended March 28, 2015 is enclosed. Upon written request, we will provide without charge to any stockholder of record or beneficial owner of common stock a separate copy of our Annual Report on Form 10-K for the fiscal year ended March 28, 2015, including financial statements, filed with the SEC. Any such request should be directed to Doug DeLieto, our Vice President of Investor Relations, at 7628 Thorndike Road, Greensboro, North Carolina 27409-9421. We will furnish any exhibit to our Annual Report on Form 10-K upon receipt of payment for our reasonable expenses in furnishing such exhibit.**

**OTHER BUSINESS**

As of the date of this proxy statement, the Board knows of no other matter to come before the 2015 annual meeting. However, if any other matter requiring a vote of the stockholders arises, the persons named in the accompanying proxy will vote such proxy in accordance with their best judgment.

By Order of the Board of Directors,



Steven J. Buhaly  
Secretary

Dated: June 30, 2015



**QORVO, INC.**  
**7628 THORNDIKE ROAD**  
**GREENSBORO, NC 27409**

**VOTE BY INTERNET - [www.proxyvote.com](http://www.proxyvote.com)**

Use the Internet to transmit your voting instructions and for electronic delivery of information up until 11:59 P.M. Eastern Time the day before the meeting date. Have your proxy card in hand when you access the web site and follow the instructions to obtain your records and to create an electronic voting instruction form.

**ELECTRONIC DELIVERY OF FUTURE PROXY MATERIALS**

If you would like to reduce the costs incurred by Qorvo, Inc. in mailing proxy materials, you can consent to receiving all future proxy statements, proxy cards and annual reports electronically via e-mail or the Internet. To sign up for electronic delivery, please follow the instructions above to vote using the Internet and, when prompted, indicate that you agree to receive or access proxy materials electronically in future years.

**VOTE BY PHONE - 1-800-690-6903**

Use any touch-tone telephone to transmit your voting instructions up until 11:59 p.m. Eastern Time the day before the meeting date. Have your proxy card in hand when you call and then follow the instructions.

**VOTE BY MAIL**

Mark, sign and date your proxy card and return it in the postage-paid envelope we have provided or return it to Qorvo, Inc., c/o Broadridge, 51 Mercedes Way, Edgewood, NY 11717.

TO VOTE, MARK BLOCKS BELOW IN BLUE OR BLACK INK AS FOLLOWS:

M94274-P68024

KEEP THIS PORTION FOR YOUR RECORDS  
 DETACH AND RETURN THIS PORTION ONLY

**THIS PROXY CARD IS VALID ONLY WHEN SIGNED AND DATED.**

<p><b>QORVO, INC.</b>                  THE BOARD OF DIRECTORS RECOMMENDS A VOTE "FOR" THE DIRECTOR NOMINEES LISTED IN ITEM 1, "FOR" ITEM 2, "1 YEAR" ON ITEM 3, AND "FOR" ITEM 4.</p>		<p>For All <input type="checkbox"/></p>	<p>Withhold All <input type="checkbox"/></p>	<p>For All Except <input type="checkbox"/></p>	<p>To withhold authority to vote for any individual nominee(s), mark "For All Except" and write the number(s) of the nominee(s) on the line below.</p> <p>_____</p>										
<p>1. ELECTION OF DIRECTORS</p> <p><b>Nominees:</b></p> <table border="0"> <tr> <td>01) Ralph G. Quinsey</td> <td>06) John R. Harding</td> </tr> <tr> <td>02) Robert A. Bruggeworth</td> <td>07) David H.Y. Ho</td> </tr> <tr> <td>03) Daniel A. DiLeo</td> <td>08) Roderick D. Nelson</td> </tr> <tr> <td>04) Jeffrey R. Gardner</td> <td>09) Dr. Walden C. Rhines</td> </tr> <tr> <td>05) Charles Scott Gibson</td> <td>10) Walter H. Wilkinson, Jr.</td> </tr> </table>						01) Ralph G. Quinsey	06) John R. Harding	02) Robert A. Bruggeworth	07) David H.Y. Ho	03) Daniel A. DiLeo	08) Roderick D. Nelson	04) Jeffrey R. Gardner	09) Dr. Walden C. Rhines	05) Charles Scott Gibson	10) Walter H. Wilkinson, Jr.
01) Ralph G. Quinsey	06) John R. Harding														
02) Robert A. Bruggeworth	07) David H.Y. Ho														
03) Daniel A. DiLeo	08) Roderick D. Nelson														
04) Jeffrey R. Gardner	09) Dr. Walden C. Rhines														
05) Charles Scott Gibson	10) Walter H. Wilkinson, Jr.														
<p>2. To approve, on an advisory basis, the compensation of our Named Executive Officers (as defined in the proxy statement).</p>		<p>For <input type="checkbox"/></p>	<p>Against <input type="checkbox"/></p>	<p>Abstain <input type="checkbox"/></p>	<p>For <input type="checkbox"/></p>	<p>Against <input type="checkbox"/></p>	<p>Abstain <input type="checkbox"/></p>								
<p>3. To vote, on an advisory basis, on the frequency of future advisory votes on the compensation of our Named Executive Officers.</p>		<p>1 Year <input type="checkbox"/></p>	<p>2 Years <input type="checkbox"/></p>	<p>3 Years <input type="checkbox"/></p>	<p>Abstain <input type="checkbox"/></p>										
<p>4. To ratify the appointment of KPMG LLP as our independent registered public accounting firm for the fiscal year ending April 2, 2016.</p>						<p>For <input type="checkbox"/></p>	<p>Against <input type="checkbox"/></p>	<p>Abstain <input type="checkbox"/></p>							
<p>The shares represented by this proxy when properly executed will be voted in the manner directed herein by the undersigned stockholder(s). <b>If no direction is made, this proxy will be voted "FOR" the director nominees listed in Item 1, "FOR" Item 2, "1 YEAR" on Item 3, and "FOR" Item 4.</b> If any other matters properly come before the meeting, the persons named in this proxy will vote in their discretion.</p>															
<p>For address changes and/or comments, please check this box and write them on the back where indicated. <input type="checkbox"/></p>															
<p>Please indicate if you plan to attend this meeting. <input type="checkbox"/> Yes <input type="checkbox"/> No</p>															
<p>Please sign your name exactly as it appears hereon. When signing as attorney, executor, administrator, trustee or guardian, please add your title as such. When signing as joint tenants, all parties in the joint tenancy must sign. If a signer is a corporation, please sign in full corporate name by a duly authorized officer.</p>															
<p>_____                  Signature [PLEASE SIGN WITHIN BOX]</p>		<p>_____                  Date</p>		<p>_____                  Signature (Joint Owners)</p>		<p>_____                  Date</p>									

**Important Notice Regarding the Availability of Proxy Materials for the Annual Meeting:**  
The Notice and Proxy Statement and Annual Report are available at [www.proxyvote.com](http://www.proxyvote.com).

M94275-P68024

**THIS PROXY IS SOLICITED ON BEHALF OF THE BOARD OF DIRECTORS OF QORVO, INC.  
ANNUAL MEETING OF STOCKHOLDERS AUGUST 10, 2015**

The stockholder(s) hereby appoint(s) Robert A. Bruggeworth and Steven J. Buhaly, or either of them, as proxies, each with the power to appoint his substitute, and hereby authorizes them to represent and to vote, as designated on the reverse side of this ballot, all of the shares of Common Stock of Qorvo, Inc. that the stockholder(s) is/are entitled to vote at the Annual Meeting of Stockholders to be held at 7:30 a.m. Central Time on August 10, 2015, at the Grand Hyatt Hotel, 2337 South International Parkway, Dallas, Texas, and any adjournment or postponement thereof.

**THIS PROXY, WHEN PROPERLY EXECUTED, WILL BE VOTED AS DIRECTED BY THE STOCKHOLDER(S). IF NO SUCH DIRECTIONS ARE MADE, THIS PROXY WILL BE VOTED "FOR" THE ELECTION OF THE DIRECTOR NOMINEES LISTED ON THE REVERSE SIDE, "FOR" ITEM 2, "1 YEAR" ON ITEM 3, AND "FOR" ITEM 4.**

**PLEASE MARK, SIGN, DATE AND RETURN THIS PROXY CARD PROMPTLY USING THE ENCLOSED REPLY ENVELOPE**

Address Changes/Comments: \_\_\_\_\_  
\_\_\_\_\_

(If you noted any Address Changes/Comments above, please mark corresponding box on the reverse side.)

**CONTINUED AND TO BE SIGNED ON REVERSE SIDE**