



## **Nominating and Corporate Governance Committee Charter**

### **I. MEMBERSHIP:**

The Nominating and Corporate Governance Committee (the "Committee") of Silicon Laboratories Inc. (the "Corporation") shall be comprised of at least three members of the Corporation's Board of Directors (the "Board"). The members of the Committee shall be appointed by the Board and shall collectively meet the applicable independence and other requirements of The NASDAQ Stock Market ("Nasdaq") and applicable federal law. Members of the Committee may be removed at any time, with or without cause, by the Board.

### **II. QUORUM:**

A majority of the members of the Committee shall constitute a quorum.

### **III. FREQUENCY:**

The Committee shall meet as required either on the dates of regular Board meetings or in special meetings as appropriate.

### **IV. PURPOSE:**

The purpose of the Committee is to focus on the issues surrounding the composition, practices and operation of the Board.

### **V. LIMITATIONS:**

The Committee shall not have authority to: (1) adopt, amend, or repeal the Corporation's Bylaws; (2) elect Directors to fill vacancies on the Board; (3) fill vacancies on the Committee or change its membership; (4) amend the Corporation's Certificate of Incorporation; (5) act on matters assigned to other committees of the Board; or (6) take any action prohibited by the Corporation's Certificate of Incorporation, Bylaws or applicable law.

### **VI. MINUTES:**

Minutes will be kept of each meeting of the Committee and will be provided to each member of the Board upon request. Unless otherwise restricted by the Corporation's Certificate of Incorporation or Bylaws, any action that may be taken at any meeting of the Committee may be taken without a meeting, if all members of the Committee consent thereto in writing, and the writing is filed with the minutes of proceedings of such committee. Any action of the Committee shall be subject to revision, modification, rescission, or alteration by the Board, provided that no rights of third parties shall be affected by any such revision, modification, rescission, or alteration.

### **VI. POWERS, RESPONSIBILITIES AND DUTIES:**

To fulfill its responsibilities and duties, the Committee shall:

1. Make recommendations to the Board regarding all nominees for Board membership, whether for the slate of director nominees to be proposed by the Board to the stockholders or any director nominees to be elected by the Board to fill interim director vacancies.

2. Consider director candidates submitted by stockholders and determine the procedure to be followed by stockholders in submitting such recommendations.
3. Recommend Board committee structure and responsibilities to be included in the charter of each Board committee to be submitted to full Board for consideration.
4. Recommend directors to serve on each Board committee and suggest rotations for chairpersons of the Board committees as the Committee deems appropriate.
5. Retain and terminate any search firm on behalf of the Corporation to identify director candidates as the Committee deems appropriate.
6. Conduct a periodic review of the Corporation's succession planning process for its executive officers and employees that are Senior Vice Presidents, Executive Vice Presidents or have Chief in their title, and report its findings and recommendations to the Board.
7. Review issues and developments related to corporate governance matters and recommend corporate governance standards to the Board.
8. Evaluate and recommend any revisions to Board and Board committee meeting policies and logistics to be submitted to full Board for consideration.
9. Review the effectiveness of the operation of the Board and Board committees, including the corporate governance and operating practices.
10. Review and reassess the adequacy of this Charter and recommend any changes to the Board.
11. Perform any other activities consistent with this Charter, the Corporation's Bylaws, Nasdaq rules and governing law, as the Committee or the Board deems necessary or appropriate, including, without limitation, the delegation of authority to one or more members of the Committee of authority to carry out certain activities set forth hereunder.