

RF MICRO DEVICES, INC.

Corporate Governance Guidelines

I. Introduction

Acting on the recommendation of its Governance and Nominating Committee, the Board of Directors (the “Board”) of RF Micro Devices, Inc. (the “Company”) has adopted these Corporate Governance Guidelines (these “Guidelines”) to promote the effective functioning of the Board and its committees and to ensure a common understanding among individual directors and management concerning the operation of the Board and its various committees. These Guidelines are intended to serve as a flexible framework within which the Board may conduct its business, are not intended to be rigid rules and should be interpreted in the context of the Board’s inherent authority and duties to the Company and its shareholders, all applicable laws and the Company’s charter, bylaws and other corporate governance documents. The Board may modify these Guidelines from time to time upon the recommendation of the Governance and Nominating Committee.

II. Board Composition and Size

The members of the Board should 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 the Company’s business. A majority of the Board will consist of directors whom the Board has determined satisfy the definition of an “independent director” as set forth in Rule 5605(a)(2) and any related or successor listing standards of The NASDAQ Stock Market LLC (“NASDAQ”) (such a director, an “Independent Director”).

Consistent with the bylaws, it is the sense of the Board that, absent special circumstances, the Board should consist of no fewer than seven (7) and no more than eleven (11) members.

III. Selection of Chairman of the Board and Chief Executive Officer

The Board will select its Chairman and the Chief Executive Officer (the “CEO”) to promote the best interests of the Company. The Board believes that, absent special circumstances, the role of Chairman and CEO should be separated, and the Chairman should be a non-employee Independent Director.

IV. Selection of Directors

A. *Nominations and Appointments.* The Board’s Governance and Nominating Committee will be responsible for identifying and recommending to the Board qualified candidates for Board 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 these Guidelines.

The Governance and Nominating Committee will evaluate suggestions concerning possible candidates for election to the Board submitted to the Company, including those submitted by Board members, shareholders and third parties. The manner of evaluating potential nominees shall be no different for candidates nominated by the Board or by a shareholder or other third party. The Secretary will provide the Governance and Nominating Committee with a copy of any notification received by the Company from a shareholder purporting to nominate a candidate for election as a director pursuant to Article 2, Section 6, of the Company's bylaws. Once candidates have been identified, the Governance and Nominating Committee shall determine whether such candidates meet the minimum qualifications for director nominees established in these Guidelines.

The Board, taking into consideration the recommendations of the Governance and Nominating Committee, will be responsible for selecting the nominees for election to the Board by the shareholders and for appointing directors to the Board to fill vacancies, with primary emphasis on the criteria set forth in these Guidelines. The Board, taking into consideration the assessment of the Governance and Nominating Committee, will also make a determination as to whether a nominee or appointee would be an Independent Director.

B. *Qualifications for Director Nominees.* The Company requires its directors to meet certain minimum qualifications, including the following:

1. A director must have 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 the Company.
2. A director must be free from any conflict of interest that would violate any applicable law or regulation or have any other relationship that, in the opinion of the Board, would interfere with the exercise of his or her independent judgment as a member of the Board or of a Board committee.

The Company also considers the following criteria, among others, in its selection of directors:

1. Economic, technical, scientific, academic, financial and other expertise, skills, knowledge and achievements useful to the oversight of the Company's business;
2. Integrity, demonstrated sound business judgment and high moral and ethical character;
3. Diversity of viewpoints, backgrounds, experiences and other demographics;
4. Business or other relevant professional experience;
5. Capacity and desire to represent the balanced, best interests of the Company and its shareholders as a whole and not primarily a special interest group or constituency;

6. Ability and willingness to devote time to the affairs and success of the Company and in fulfilling the responsibilities of a director; and
7. 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 the Company.

C. *Invitations.* The invitation to join the Board will be extended by the Board via its Chairman and the Chairperson of the Governance and Nominating Committee unless he or she designates another director to extend the invitation.

D. *Effect of Withheld Votes on an Uncontested Election.* In an uncontested election of directors, any director nominee who receives a greater number of votes "withheld" from his or her election than votes "for" such election shall immediately offer his or her resignation for consideration by the Governance and Nominating Committee. This resignation is conditioned upon the Board's acceptance and thus shall not be effective unless and until the Board, after considering the recommendation of the Governance and Nominating Committee, accepts the director nominee's offer to resign. Nevertheless, if the director nominee does not wish to remain a director, he or she shall so state and shall tender a non-conditional resignation, which shall be effective as of the date thereof and publicly reported by the Company in a Form 8-K filed with the Securities and Exchange Commission (the "SEC").

The Governance and Nominating Committee will promptly consider the director nominee's offer to resign and will recommend to the Board whether to accept or reject it. In making this recommendation, the Governance and Nominating Committee will consider all factors deemed relevant by its members, including, without limitation, the stated reasons (if any) why shareholders "withheld" votes for election from such director nominee, the length of service and qualifications of the director nominee, the director nominee's contributions to the Company, these Guidelines, and whether accepting the offered resignation would cause the Company to fail to meet any applicable SEC or NASDAQ requirements.

The Board will act on the Governance and Nominating Committee's recommendation no later than 90 days following the date of the shareholders' meeting at which the election occurred. The Company will promptly disclose the Board's decision whether to accept the director nominee's offer to resign in a Form 8-K filed with the SEC.

Any director nominee who offers his or her resignation for consideration pursuant to this provision will not participate in the Governance and Nominating Committee or Board deliberations regarding whether to accept the director nominee's offer to resign.

V. Continuation as a Director

A. *Review of Continuation Based on Age.* Upon attaining the age of 75 and annually thereafter, a director will tender a letter of proposed retirement from the Board to the Chairperson of the Governance and Nominating Committee. The Governance and Nominating Committee will review the director's continuation on the Board, and recommend to the Board

whether, in light of all the circumstances, the Board should accept such proposed retirement or request that the director continue to serve.

B. *Resignation of CEO.* A CEO who resigns from that position will tender to the Board a letter of proposed resignation from the Board. The Governance and Nominating Committee will review the director's continuation on the Board, and recommend to the Board whether, in light of all the circumstances, the Board should accept such proposed resignation or request that the director continue to serve.

C. *Change In Job Responsibility.* When a director's principal occupation or business association changes substantially from the position he or she held when originally invited to join the Board, the director will tender a letter of proposed resignation from the Board to the Chairperson of the Governance and Nominating Committee. The Governance and Nominating Committee will review the director's continuation on the Board, and recommend to the Board whether, in light of all the circumstances, the Board should accept such proposed resignation or request that the director continue to serve. Any employment by other organizations must comply with the conflict of interest provisions of the Company's Code of Business Conduct and Ethics.

VI. The Committees of the Board

The Board will have at least three committees: the Audit Committee; the Compensation Committee; and the Governance and Nominating Committee (the "Committees"). Each Committee will have a written charter. The Board expects to accomplish a substantial amount of its work through the Committees. Each Committee will report regularly to the Board summarizing the Committee's actions and any significant issues considered by the Committee.

Each of the Audit Committee, the Compensation Committee and the Governance and Nominating Committee will be composed of no fewer than three members. Each Committee member must satisfy the membership requirements set forth in the relevant Committee charter, which with respect to members of the Audit Committee includes compliance with Rule 10A-3 (and any successor thereto) under the Securities Exchange Act of 1934, as amended, and NASDAQ Marketplace Rule 5605(a)(2) (and any successor rule established by NASDAQ). A director may serve on more than one Committee.

The Board will appoint the members of each Committee annually. Each member of each Committees will serve at the pleasure of the Board and may be removed at any time with or without cause. Vacancies in the membership of the Committee by means of death, resignation, disqualification or removal shall be filled by a majority of the Board. The Board, taking into account the views of the Chairman, will designate one member of each Committee as Chairperson of such Committee. The Board will have the power at any time to change the size and membership of the Committees. It is the sense of the Board and the Governance and Nominating Committee that consideration should be given to rotating members of the Committees periodically at about a four-year interval, but they do not believe that such a rotation should be mandated as a policy because there may be reasons at a given point in time to maintain an individual director's committee membership for a shorter or longer period. Each Committee

may form and delegate authority to subcommittees in its sole discretion. The rules and procedures of each Committee will be governed by the North Carolina Business Corporation Act (the “NCBCA”) and the Company’s bylaws and, to the extent not inconsistent with the NCBCA and the bylaws, the Committee’s charter and the Company’s Corporate Governance Guidelines.

VII. Board and Committee Meetings

The Board will have at least five (5) full agenda meetings each year at which all members participate in person absent special circumstances. Further meetings will occur if called in accordance with the Company’s bylaws. The Board may act via telephone or video conference and by unanimous written consent in lieu of a meeting.

Each Committee will have the number of meetings provided for in its charter, with further meetings to occur (or action to be taken by unanimous written consent) when deemed necessary and called in accordance with the Committee’s charter.

The agenda for each Board meeting will be established by the Chairman and CEO. Any Board member may suggest the inclusion of additional subjects on the agenda. The agenda for each Committee meeting will be established by the applicable Committee Chairperson in consultation with appropriate members of the respective Committee and with management. Although management will seek to provide appropriate materials in advance of Board and Committee meetings, this will not always be consistent with the timing of transactions and the operations of the business, and in certain cases it may not be possible to circulate materials in advance of the meeting. Materials presented to the Board and Committee members should provide the information needed for the directors to make an informed judgment or engage in informed discussion.

At least annually, the Chairman and CEO will issue to the other Board members a schedule of the foreseeable primary agenda subjects intended to be discussed by the Board and the proposed meeting dates for the next year, and each Committee’s Chairperson will issue to the other Committee members a schedule of the foreseeable primary agenda subjects intended to be discussed by the Committee and the proposed meeting dates for the next year.

Unless a Committee elects to meet in executive session as contemplated by Article VIII or expressly determines otherwise, the agenda, materials and minutes for each Committee meeting will be available to all directors, and all directors will be free to attend any Committee meeting unless to do so would conflict with the Committee’s charter or applicable NASDAQ listing standards or rules of the SEC. In addition, all directors, whether or not members of the Committee, will be free to make suggestions to a Committee Chairperson for additions to the agenda of his or her Committee or to request that an item from a Committee agenda be considered by the Board.

VIII. Executive Sessions

To ensure free and open discussion and communication among the Independent Directors, these directors will meet in executive session at all regularly scheduled meetings of the

Board with no members of management present. The Chairperson of the Governance and Nominating Committee or the Chairman of the Board will preside at the executive sessions, unless the Independent Directors determine otherwise. In addition, any Committee of the Board may hold an executive session with any directors who are not members of such Committee attending only by invitation.

IX. Board Responsibilities

The business and affairs of the Company are managed by or under the direction of the Board in accordance with the NCBCA. The Board's responsibility is to provide direction and oversight. The Board establishes the strategic direction of the Company and oversees the performance of the Company's business and management. The management of the Company is responsible for presenting strategic plans to the Board for review and approval and for implementing the Company's strategic direction. In performing their duties, the primary responsibility of the directors is to exercise their business judgment in the best interests of the Company.

Certain specific corporate governance functions of the Board are set forth below:

A. Management Succession. The Board, acting through the Governance and Nominating Committee, will review and concur on a management succession plan, developed by the CEO, to ensure a continuity in senior management. This plan, on which the CEO will report at least annually, will address:

1. emergency CEO succession;
2. CEO succession in the ordinary course of business; and
3. succession for the other members of senior management. The plan will include an assessment of senior management experience, performance, skills and planned career paths.

B. Evaluating the CEO. The Board, acting through the Governance and Nominating Committee or the Compensation Committee, or both, will annually conduct an evaluation of the performance of the CEO based on such personal and Company performance criteria as it determines to be appropriate. The results of this evaluation will be provided to the CEO and to the Chairpersons of the Governance and Nominating Committee and the Compensation Committee.

C. Director Compensation. The Compensation Committee will periodically review the form and amounts of director compensation and make recommendations to the Board concerning these matters. The Board will set the form and amounts of director compensation, taking into account the recommendations of the Compensation Committee. The Board believes that the amount of director compensation should fairly reflect the contributions of the directors to the performance of the Company. The Company and the Board seek to attract exceptional talent to the Board and, as such, believe that directors should receive appropriate and competitive compensation for service on the Board and its committees. The Board believes that it is

appropriate for the Chairman of the Board and the Chairpersons and members of the Committees to receive compensation in addition to an annual retainer for service in those positions. To create a direct linkage with corporate performance, the Board believes that a meaningful portion of the total compensation of non-management directors should be provided and held in common stock, stock options, restricted stock units or other types of equity-based compensation. Only non-management directors will receive compensation for services as a director.

D. Reviewing and Approving Significant Matters. Board approval of a particular transaction, plan, policy, strategy or other significant matter may be appropriate because of several factors, including:

1. legal, governance or regulatory requirements;
2. the materiality of the matter to the Company's financial performance, risk profile or business;
3. the terms of the transaction, plan, policy, strategy or other significant matter; or
4. other factors, such as the entering into of a new line of business or a variation from the Company's strategic plan.

To the extent the Board determines it to be appropriate, the Board will develop standards to be utilized by management in determining types of matters that should be submitted to the Board for review and approval or notification.

E. Risk Management. The Board, acting through itself or one or more of its committees, will have general oversight responsibility for corporate risk management, including oversight of management's implementation and application of risk management policies, practices and procedures.

X. Expectations for Directors

The Board has developed a number of specific expectations of directors to promote the discharge by the directors of their responsibilities and to promote the efficient conduct of the Board's business. It is understood that the non-management directors are not full-time employees of the Company.

A. Commitment and Attendance. All directors should make every effort to attend meetings of the Board, the Committees of which they are members and annual meetings of shareholders. Attendance by telephone or video conference may be used to facilitate a director's attendance.

B. Participation in Meetings. Each director should be sufficiently familiar with the business of the Company, including its financial statements and capital structure, and the risks and the competition it faces, to ensure active and effective participation in the deliberations of the Board and of each Committee on which he or she serves. Upon request, management will make appropriate personnel available to answer any questions a director may have about any aspect of

the Company's business. Directors should also review the materials provided by management and advisors in advance of the meetings of the Board and its Committees and should arrive prepared to discuss the issues presented.

C. Loyalty and Ethics. In their roles as directors, all directors owe a duty of loyalty to the Company. This duty of loyalty mandates that the best interests of the Company take precedence over any interest possessed by a director. The Board has adopted a Code of Business Conduct and Ethics. Certain portions of the Code deal with activities of directors, particularly with respect to potential conflicts of interest, the taking of corporate opportunities for personal use and transactions in the securities of the Company. Directors should be familiar with the Code's provisions in these areas and should consult with the Company's (or his or her own) legal counsel as appropriate.

D. Other Directorships and Significant Activities. The Company values the experience directors bring from other boards on which they serve and other activities in which they participate, but recognizes that those boards and activities may also present demands on a director's time and availability and may present conflicts or legal issues, including independence issues. Directors should advise the Chairperson of the Governance and Nominating Committee and the CEO before accepting membership on other boards of directors or any audit committee or other significant committee assignment on any other board of directors, or establishing other significant business, government or civic relationships, particularly those that may result in significant time commitments or a change in the director's relationship to the Company. Any such service must comply with the conflict of interest provisions of the Company's Code of Business Conduct and Ethics.

E. Contact with Management and Employees. All directors will be free to contact the CEO at any time to discuss any aspect of the Company's business. Directors will also have complete access to other employees of the Company. The Board expects that there will be frequent opportunities for directors to meet with the CEO and other members of management in Board and Committee meetings, or in other formal or informal settings.

Further, the Board encourages management to bring into Board meetings from time to time (or otherwise make available to Board members) individuals who can provide additional insight into the items being discussed because of personal involvement and substantial knowledge in those areas.

F. Speaking on Behalf of the Company. It is important that the Company speak to employees and outside constituencies with a single voice, and that management serve as the primary spokesperson. If a situation does arise in which it seems necessary for a non-management director to speak on behalf of the Company to one of these constituencies, the director should consult with the CEO.

G. Confidentiality. The proceedings and deliberations of the Board and its Committees will be confidential. Each director will maintain the confidentiality of information received in connection with his or her service as a director.

H. Stock Ownership Guidelines. The Governance and Nominating Committee shall periodically consider whether to require all executive officers and non-employee directors to own and hold a specific monetary amount or number of shares of the Company's common stock while serving as an executive officer or director of the Company, and if such ownership levels are imposed, the amount of time that such executive officers and non-employee directors would be given to acquire such ownership.

XI. Evaluating Board and Committee Performance

The Board, acting through the Governance and Nominating Committee, will conduct an annual self-evaluation and evaluation of the Committees.

XII. Orientation and Continuing Education

Management, working with Governance and Nominating Committee, will provide an orientation process for new directors, including background material on the Company and its business. The Board believes that ongoing director education is important to maintaining an effective board of directors. Accordingly, the Board encourages each director to participate in education programs, including, from time to time, more formal director education programs, as may be necessary to enable him or her to fulfill her duties. As appropriate, management or appropriate third parties may prepare additional educational sessions for directors on matters relevant to the Company and its business.

XIII. Reliance on Management and Outside Advice

In performing its functions the Board and the Committees will be entitled to rely on the advice, reports and opinions of management, counsel, accountants, auditors and other expert advisers. Except as otherwise provided in a charter of a Committee, the Board and the Committees will have the authority to select, retain, terminate and approve the fees and other retention terms of its outside advisors. Such independent advisors may but need not be the regular advisers of the Company.

XIV. Shareholder Communications with Directors

Any shareholder 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 the Company's Secretary, 7628 Thorndike Road, Greensboro, North Carolina 27409-9421. 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.

XV. Hold Through Retirement Policies

The Governance and Nominating Committee shall periodically consider whether to adopt a policy requiring members of senior management to retain all or a substantial portion of the equity compensation awards awarded by the Company to such person throughout his or her tenure with the Company or for a period of time thereafter.

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