

Cirrus Logic, Inc.

Charter of the Compensation and Human Resources Committee of the Board of Directors

The Board of Directors (the “Board”) of Cirrus Logic, Inc. (the “Company”) has constituted and established a Compensation and Human Resources Committee (the “Committee”) with the authority, responsibility and specific duties as described in this Committee Charter (this “Charter”).

I. Purpose

The primary purpose of the Committee is to (i) review and recommend to the Independent Directors of the Board of Directors (as hereinafter defined) for approval the compensation of directors, (ii) review and approve the compensation of the Company’s Chief Executive Officer (“CEO”) and other executive officers who are subject to the reporting requirements of Section 16 of the Securities Exchange Act of 1934 (“Executive Officers”), (iii) review the Company’s general compensation policies for other employees on an annual basis, and (iv) produce an annual report on executive compensation for public disclosure in the Company’s proxy statement or otherwise as required by applicable laws, rules, and regulations. In carrying out these responsibilities, the Committee shall review all components of Executive Officer and director compensation for consistency with the Company’s compensation philosophy and with the interests of the Company’s stockholders.

The purposes and provisions specified in this Charter are meant to serve as guidelines, and the Committee is delegated the authority to adopt additional procedures and standards as it deems necessary from time to time to fulfill its responsibilities. Nothing herein is intended to expand applicable standards of liability under state or federal law for directors of a corporation.

II. Appointment

The members of the Committee shall be designated by the Board consistent with the following requirements:

- The Committee shall consist of three or more directors, as determined by the Board.
- Each member of the Committee shall satisfy the applicable independence requirements of the Securities and Exchange Commission (the “SEC”) and the Nasdaq Stock Market LLC (“Nasdaq”).

Committee members shall be designated annually by the Board. Members shall serve until the successors shall be duly designated and qualified. Any member may be removed at any time, with or without cause, by a majority of the Board then in office. Any vacancy in the Committee occurring for any cause whatsoever may be filled by a majority of the Board then in office.

The Committee’s chairperson shall be designated by the Board, or if it does not do so, the Committee members shall elect a chairperson by vote of a majority of the Committee. A majority of the members of the Committee shall constitute a quorum for the transaction of business and the act of a majority of those present at any meeting at which there is a quorum shall be the act of the Committee.

The Committee may form and delegate authority to subcommittees when appropriate.

III. Duties and Responsibilities

The Committee shall have the power and authority of the Board to perform the following duties and to fulfill the following responsibilities:

1. Review and approve the corporate performance goals and targets relevant to the Company's Management and Key Individual Contributor Incentive Plan.
2. Review and approve for the CEO and other Executive Officers of the Company the following: (a) compensation policies; (b) annual base salary compensation; (c) bonus or incentive plan(s), (d) perquisites; (e) employment agreements, severance arrangements and change in control agreements/provisions; and (f) any other special or supplemental benefits or compensation applicable to the CEO and other Executive Officers to ensure that such items are aligned with the Company's objectives and stockholder interests. In reviewing and approving the compensation for the CEO and other Executive Officers, the Committee may consider any factors considered appropriate by the Committee, including, but not limited to: (a) Company performance; (b) individual performance; (c) external pay practices of competitors and similarly situated companies; (d) the strategic importance of the officer's position, as well as internal pay equity and the officer's time in the position; and (e) the results of any recent stockholder advisory vote on executive compensation (the "say-on-pay vote"). The Company's CEO may not be present during voting or deliberations by the Committee concerning the CEO's compensation.
3. Review on an annual basis the Company's general compensation policies and programs applicable to non-executive employees of the Company.
4. Review annually the Company's bonus, incentive and other benefit plans. Review and recommend for approval by the directors of the Board of Directors who satisfy the independence requirements of the SEC and Nasdaq (the "Independent Directors") any new plans, and amendments and modifications to any existing plan, that include Executive Officers as participants in the plan and/or are subject to applicable stockholder approval requirements.
5. Review and advise the Board concerning pertinent compensation practices and trends in order to assess the adequacy and competitiveness of the Company's compensation programs for the CEO and other Executive Officers relative to comparable companies in the Company's industry.
6. Administer the Company's various equity plans, review and approve policies and procedures for awarding grants under such plans, and review and approve option, restricted stock, stock appreciation right and other equity-based grants to the CEO, other Executive Officers, and employees (subject to any Committee-approved delegation of authority over equity-based grants to such employees).
7. Administer the Company's clawback policies, including any involving the recovery of erroneously awarded incentive compensation in accordance with rules and regulations prescribed by the SEC.
8. Review the compensation and benefits for the Company's non-employee directors, and recommend for approval by the Independent Directors any changes in the compensation and benefits.

9. Establish rules and regulations and perform all other administrative or management duties required of the Board of Directors or the Committee by the provisions of any compensation or benefit plan maintained by the Company.
10. Review and discuss with management the risks associated with the Company's compensation policies.
11. Monitor the Company's compliance with applicable laws, regulations, and rules relating to compensation arrangements for directors and Executive Officers
12. Provide, over the names of the members of the Committee, the required Committee report for the Company's annual report or proxy statement for the annual meeting of shareholders.
13. Review and discuss with the Company's management the Compensation Discussion and Analysis required by Securities and Exchange Commission Regulation S-K, Item 402. Based on such review and discussion, the Committee shall determine whether to recommend to the Board of Directors of the Company that the Compensation Discussion and Analysis be included in the Company's annual report or proxy statement for the annual meeting of shareholders.
14. Determine and recommend to the Board of Directors of the Company a desired frequency for say-on-pay votes to be proposed to stockholders at an annual meeting, with votes occurring at least once every six years in accordance with applicable law, SEC rules, and Nasdaq listing requirements.
15. Review and recommend to the Board of Directors of the Company proposed say-on-pay resolutions to be included in the Company's proxy statement for annual meetings of shareholders.
16. Review and assess the adequacy of the Committee's Charter on an annual basis.
17. Review the Company's leadership development initiatives and succession planning process for the Company's CEO and other Executive Officers on an annual basis or more frequently as the Committee deems appropriate.
18. Assist the Board in its oversight of workforce-related matters, including human capital management, talent development and retention, compliance with applicable employment and anti-discrimination laws, and workforce-related disclosures in the Company's public reporting.
19. Perform any other activities consistent with this Charter and applicable law as the Committee or the Board of Directors may deem appropriate.

IV. Health, Welfare, and Retirement Benefit Plans

The Committee shall have authority to provide oversight of employee benefit plans, including but not limited to retirement/401(k), health, welfare, and disability plans and to delegate administrative authority over those plans to an administrative committee consisting of Company officers or other employees. Except as the Committee determines, or applicable law requires, the Committee shall not act as a fiduciary with respect to any benefit plans under ERISA or similar law.

V. Meetings

The Committee shall meet at least two times annually or more frequently as necessary. The chairperson of the Committee will preside at each meeting of the Committee and, in consultation with other members of the Committee, shall determine the frequency and length of each meeting and the agenda of items to be addressed at each meeting. The chairperson will ensure that the agenda for each meeting is circulated in advance of the meeting. The meetings will be held in accordance with applicable SEC and Nasdaq rules.

VI. Reporting

The Committee will apprise the Board of Directors regularly of significant developments in the course of performing the above responsibilities and duties, including reviewing with the Board of Directors any issues that arise with respect to the quality or integrity of the Company's compliance with legal or regulatory requirements.

VII. Compensation

Each member of the Committee shall be entitled to compensation for their service on the Committee and to reimbursement for associated reasonable out-of-pocket expenses.

VIII. Additional Resources and Responsibilities Regarding Advisors

To assist the Committee in fulfilling its duties, management will provide the Committee with information and recommendations as needed and requested. If appropriate, the Committee may hire advisors in the field of executive compensation to assist with its evaluation of director, CEO, or senior executive compensation. The Committee shall also have the authority to obtain advice and assistance from internal or external legal, accounting or other advisors. The Committee shall oversee the work of advisors and shall have the sole authority to retain and to terminate such advisors, and to approve the advisors' fees and other retention terms. The Company shall provide appropriate funding (as determined by the Committee) for the payment of reasonable compensation to any advisor retained by the Committee.

Before selecting or receiving advice from any new advisor, the Committee shall consider all applicable independence standards for compensation committee advisors, including the independence criteria specified in Rule 10C-1 of Section 16 of the Securities Exchange Act of 1934, and the applicable Nasdaq listing standards (the "Applicable Independence Standards"). In addition, the Committee shall review the Applicable Independence Standards for all existing Committee advisors on an annual basis.