CIRRUS LOGIC, INC.

Charter of the Audit Committee
of the Board of Directors

I. Statement of Policy

The Audit Committee of the Board of Directors of Cirrus Logic, Inc. (the "**Company**") assists the Board of Directors in fulfilling its responsibility for oversight of the quality and integrity of the accounting, auditing, and financial reporting practices of the Company and the audits of the financial statements of the Company, and such other duties as directed by the Board.

While the Committee has the responsibilities and powers set forth in this Charter, it is not the duty of the Committee to plan or conduct audits or to determine that the Company's financial statements are complete and accurate and are in accordance with generally accepted accounting principles. Management is responsible for the preparation, presentation and integrity of the Company's financial statements. Management is responsible for maintaining appropriate accounting and financial reporting principles and policies, and internal controls and procedures designed to assure compliance with accounting standards, applicable laws and regulations.

The Company's independent auditing firm is responsible for performing an independent audit of the Company's annual financial statements, and reviewing the Company's quarterly financial statements prior to the filing of each quarterly report on Form 10-Q.

The Committee serves a board-level oversight role in which it provides advice, counsel and direction to management and the auditors on the basis of the information it receives, discussions with the auditors and the experience of the Committee's members in business, financial and accounting matters. The Committee members are not professional accountants or auditors, and their functions are not intended to duplicate or to certify the activities of management and the independent auditor.

II. Organization

The Committee shall be appointed by the Board of Directors and shall be comprised of at least three directors who are independent of management and the Company. A Chairperson and the Committee members shall be appointed annually by the affirmative vote of at least a majority of the Board of Directors.

Each member of the Committee shall qualify as an "independent director" under applicable law and the rules of the Securities and Exchange Commission (the "**SEC**") and the applicable listing standards of the NASDAQ Stock Market, LLC (the "**Nasdaq**").

All Committee members shall be able to read and understand fundamental financial statements, and at least one member shall be a "financial expert," as determined by the Board in its business judgment in accordance with applicable law and the rules of the SEC and the Nasdaq listing standards.

III. Meetings

The Committee shall meet at least four times annually, or more frequently as necessary or appropriate. The Committee shall meet at least annually (or more frequently as appropriate) with management and the independent auditors in separate executive sessions to discuss any matters that the

Committee or management or the independent auditors believe should be discussed privately. In addition, the Committee or its Chairperson shall meet quarterly with the independent auditors and management to review the Company's financial statements consistent with Section V below. The Committee shall report on a regular basis its activities to the Board and shall make the recommendations to the Board as it deems appropriate.

IV. Resources and Authority

The Committee shall be empowered to retain, at the Company's expense, independent counsel and other advisors to assist it in the conduct of any investigation, or to otherwise assist the Committee in fulfilling its responsibilities and duties, without seeking approval of the Board of Directors or management.

In addition to the activities described herein, the Committee may perform such other functions as necessary or appropriate under law, the Company's Certificate of Incorporation or Bylaws, and the resolutions and other directives of the Board of Directors.

V. Responsibilities and Duties

A. Independent Auditors and Internal Audit

The responsibilities of the Committee shall include:

1. Having the sole authority and responsibility to select (subject to stockholder ratification), retain, compensate, oversee, evaluate and, where appropriate, terminate the Company's independent auditors, and the independent auditors must report directly to the Committee.

2. Overseeing the rotation of the independent auditors' partners as required by the Sarbanes-Oxley Act and the rules of the SEC.

3. Having the responsibility for resolving any disagreements between management and the independent auditors regarding financial reporting.

4. Adopting and implementing pre-approval policies and procedures for audit and non-audit services to be rendered by the independent auditors. The Committee may delegate to one or more of its members the authority to pre-approve non-audit services to be provided by the independent auditors, provided that any such pre-approval by one or more members of the Committee shall be reported to the full Committee at its next scheduled meeting.

5. At least annually, obtaining and reviewing with the independent auditors a written statement as required by the applicable requirements of the Public Company Accounting Oversight Board (the "PCAOB") Rule 3526 regarding communications with the audit committee concerning independence. The Committee shall discuss with the independent auditors relationships or services that in the view of the Committee may impact the objectivity or independence of the Company's independent auditors and shall take, or recommend that the full Board take, appropriate action to oversee the independence of the independent auditors.

6. Obtaining from the independent auditor assurance that it has complied with Section 10A of the Securities Exchange Act of 1934.

7. Overseeing the Company's internal audit function, including reviewing the internal audit department's charter; its staffing; its audit plans, methodologies, and scope of activities; its quality assurance program; and the results of its internal-audit activities and management's responses to any identified issues.

B. Financial Reporting

The responsibilities of the Committee shall include:

1. Reviewing with the independent auditors their audit plan, including the scope, procedures and timing, prior to such audit.

2. Reviewing with the independent auditors and management the accounting and reporting principles and practices applied by the Company in preparing its financial statements.

3. Reviewing with management and the independent auditors the financial information and the Management's Discussion and Analysis proposed to be included in each of the Company's Quarterly Reports on Form 10-Q prior to their filing, and discussing with the independent auditors the matters required to be discussed by PCAOB Auditing Standard No. 1301, Communications with Audit Committees ("AS 1301"). The Chair may represent the Committee for purposes of this review.

4. Reviewing before release the unaudited interim financial results in the Company's quarterly earnings release.

5. Reviewing with management and the independent auditors, at the completion of the annual audit, the audited financial statements and the Management's Discussion and Analysis proposed to be included in the Company's Annual Report on Form 10-K prior to its filing and provide or review judgments about the quality, not only the acceptability, of accounting principles, such other matters required to be discussed with the independent auditors under generally accepted auditing standards, including the matters required to be discussed by AS 1301. Based on such review and discussions, the Committee will consider whether it will recommend to the Board of Directors that the financial statements be included in the Company's Annual Report on Form 10-K.

6. Reviewing with management and the independent auditors any required Environmental, Social, and Governance (ESG) disclosures included within the Company's SEC filings, including human capital disclosures required by Item 101(c) of Regulation S-K, and the adequacy and effectiveness of applicable internal controls related to such disclosures.

7. Reviewing with the independent auditors critical audit matters (CAMs) and related CAM disclosures.

8. Reviewing and approving, if appropriate, material changes to the Company's auditing and accounting principles and practices as suggested by the independent auditors or management.

C. Other Responsibilities and Duties

The responsibilities of the Committee shall include:

1. Establishing procedures for (i) the receipt, retention, and treatment of complaints received by the Company regarding accounting, internal accounting controls, or auditing matters, and (ii) the confidential, anonymous submission by employees of the Company of concerns regarding questionable accounting or auditing matters.

2. Evaluating the professional competency of the financial staff and the internal auditors, as well as the quality of their performance in discharging their respective responsibilities.

3. Reviewing and approving the Company's hedging policy on an at least annual basis, including making a determination and recommendation to the Board regarding the Company's decision to enter into swaps that are subject to the End User Exception in accordance with the Dodd-Frank Wall Street Reform and Consumer Protection Act and associated Commodity Futures Trading Commission (CFTC) regulations.

4. Conducting, at least annually, a self-assessment to evaluate the Committee's performance and effectiveness in fulfilling its responsibilities under this Charter and reporting any key findings to the Board for consideration.

D. Related Party Transactions

The Committee shall conduct an appropriate review of all related party transactions for potential conflicts of interest situations on an ongoing basis and shall approve or disapprove all such transactions as required by applicable Nasdaq listing standards.

E. Internal and Disclosure Controls

The Committee shall review any disclosures provided by the Chief Executive Officer or the Chief Financial Officer to the Committee regarding (i) significant deficiencies in the design or operation of internal controls that could adversely affect the Company's ability to record, process, summarize, and report financial data, and (ii) any fraud, including that which involves management or other employees who have a significant role in the Company's internal controls. The Committee shall review management's assessments of the effectiveness of internal controls over financial reporting and any material changes therein and management's assessments of the effectiveness of disclosure controls and procedures and any material changes therein. The Committee also shall review with the independent auditors their assessments of the adequacy of the Company's internal controls, and the resolution of identified material weaknesses and reportable conditions in the internal controls, including the prevention or detection of management override or compromise of the internal controls.

F. Reporting and Recommendations

The Committee will prepare the Report of the Committee for inclusion in the annual stockholders' meeting proxy statement, as required by SEC regulations.

G. Funding

The Company will provide for appropriate funding, as determined by the Committee, in its capacity as a committee of the Board, for payment of (i) compensation to any registered public accounting firm engaged for the purpose of preparing or issuing an audit report or performing other audit, review or attest services for the Company, (ii) compensation to any advisers employed by the audit committee and (iii) other expenses of the Audit Committee that are necessary or appropriate in carrying out its duties.

H. Risk Oversight and Cybersecurity

The Committee shall (a) discuss policies with respect to risk assessment and risk management, including appropriate guidelines and policies to govern the process, (b) review with management the Company's major financial and regulatory risk exposures, including cybersecurity-related risks, and the steps management has taken to monitor and control such exposures, (c) review with management the Company's business continuity and disaster recovery plans and capabilities, and (d) report to the Board the substance of such reviews and discussions and, as necessary, recommend to the Board such actions as the Committee deems appropriate.

I. Additional Duties

The Committee shall authorize an officer of the Company to certify to the Nasdaq that (i) the Committee has adopted a formal written Charter and has reviewed and reassessed the adequacy of the Charter on an annual basis, and (ii) the Committee has met and will continue to meet the membership requirements set forth in this Charter.