

COMPENSATION AND MANAGEMENT DEVELOPMENT COMMITTEE CHARTER

The purpose of the Compensation and Management Development Committee (the “Committee”) of the Board of Directors (the “Board”) of Conexant Systems, Inc. (the “Company”) shall be to act on behalf of the Board in fulfilling the Board’s responsibilities to oversee the Company’s compensation policies, plans and programs, to review and determine the compensation to be paid to the Company’s executive officers and recommend appropriate levels of compensation for the Company’s non-employee directors, as well as to review the “compensation discussion and analysis” with management and, if appropriate, recommend it for inclusion in the Company’s annual report or proxy statement for the annual meeting of shareowners in accordance with applicable rules and regulations of the Securities and Exchange Commission (the “SEC”) in effect from time to time.

The Committee shall consist of at least two and not more than four members of the Board of Directors, none of whom shall be an officer or employee of the Company and all of whom shall satisfy (i) the independence requirements of the Nasdaq National Stock Market (“Nasdaq”) applicable to compensation committee members, as in effect from time to time, when and as required by Nasdaq, (ii) the “non-employee director” standard within the meaning of Rule 16b-3 promulgated under the Securities Exchange Act of 1934, as amended from time to time, and (iii) the “outside director” standard within the meaning of Section 162(m) of the Internal Revenue Code of 1986, as amended from time to time. Members of the Committee shall be appointed by the Board of Directors upon the recommendation of the Governance and Board Composition Committee and may be removed by the Board in its discretion. Vacancies occurring on the Committee shall be filled by the Board. The Committee’s chairperson shall be designated by the Board.

To implement the Committee’s purpose, the Committee shall have the following powers and duties and shall report thereon to the Board. The Committee may establish policies and procedures governing the Committee’s exercise of its authority and performance of its duties and responsibilities.

1. The Committee shall review, modify (as needed) and approve the overall compensation strategy and policies for the Company, including: (a) the objectives of the Company’s compensation programs, (b) what the compensation programs are designed to reward, and (c) each element of compensation. The Committee will also monitor, as needed, the administration of the Company’s programs in terms of how rewards are determined and how they best fit into the Company’s overall compensation plans and objectives.
2. The Committee shall recommend to the Board compensation and benefits for non-employee directors. In fulfilling this duty, the Committee shall be guided by three goals: (a) compensation should fairly pay directors for the work required; (b) compensation should align directors’ interests with the long-term interests of shareowners; and (c) the structure of the compensation should be simple, transparent and easy for shareowners to understand. The Committee shall review non-employee director compensation and benefits.

3. The Committee shall review and approve on an annual basis the corporate goals and objectives with respect to compensation for the chief executive officer, determine the compensation of all named executive officers and review annually the salary plan for other executives in general management positions. The chief executive officer may not be present during the voting regarding his or her compensation.
4. The Committee shall review the Company's base pay, incentive compensation, deferred compensation, and all stock-based plans and recommend changes in such plans as needed. The Committee shall have and shall exercise all the authority of the Board with respect to the administration of such plans.
5. The Committee shall annually review the performance of the chief executive officer and the Company's senior executives, and assist the Board in developing and evaluating potential candidates for executive positions, including the chief executive office, and oversee the development of executive succession plans.
6. The Committee shall review and discuss with management the "compensation discussion and analysis" required by SEC Regulation S-K, Item 402. Based on such review and discussion, the Committee shall determine whether to recommend to the Board that the "compensation discussion and analysis" be included in the Company's annual report or proxy statement for the annual meeting of shareowners. The Committee shall provide, over the names of the members of the Committee, the required compensation committee report for the Company's annual report or proxy statement for the annual meeting of shareowners.
7. The Committee shall report its actions and recommendations to the Board after each Committee meeting and shall conduct and present to the Governance and Board Composition Committee and to the Board an annual performance evaluation of the Committee. The Committee shall review at least annually the adequacy of this charter and recommend any proposed changes to the Board for approval.

The Committee shall hold such regular or special meetings as its members deem necessary or appropriate. Minutes of each meeting of the Committee shall be prepared and distributed to each director of the Company and the Secretary of the Company after each meeting. In lieu of a meeting, the Committee may act by unanimous written consent.

The Committee shall have full access to all books, records, facilities and personnel of the Company as deemed necessary or appropriate by any member of the Committee to fulfill his or her responsibilities hereunder.

The Committee shall have the authority to retain appropriate consultants or advisors to assist in determining fair compensation levels in view of market and industry conditions, and to retain outside counsel and any other advisors as the Committee may deem appropriate in its sole discretion. The Committee shall have sole authority to approve related fees and retention terms.

The Committee shall have the authority to delegate any of its responsibilities to subcommittees, as the Committee may deem appropriate in its sole discretion.