

# MACOM TECHNOLOGY SOLUTIONS HOLDINGS, INC.

## Nominating and Governance Committee Charter

(November 6, 2018)

### *Purpose and Authority*

The purpose of the Nominating and Governance Committee (the “**Committee**”) of the Board of Directors (the “**Board**”) of MACOM Technology Solutions Holdings, Inc. (the “**Company**”) is to (a) identify individuals qualified to become members of the Board, (b) approve and recommend to the Board candidates for election as directors, and (c) oversee evaluations of the Board and its Committees. The Committee shall have all authority necessary to fulfill the duties and responsibilities assigned to the Committee in this Charter or otherwise assigned to it by the Board.

The Committee shall have authority to retain and terminate a search firm to identify director candidates, as it deems appropriate, including authority to approve fees and other retention terms. As the Committee deems appropriate, it may retain independent counsel and other advisors to assist the Committee in carrying out its duties without seeking Board approval with respect to the selection, fees or terms of engagement of any such advisors. The Company will provide the Committee with appropriate funding, as the Committee determines, for the payment of compensation to the Committee’s independent counsel and other advisors as it deems appropriate and administrative expenses of the Committee that are necessary or appropriate in carrying out its duties.

To the extent permitted by applicable law, regulations and listing requirements, as the Committee deems appropriate, it may form and delegate authority to subcommittees and may delegate authority to one or more designated members of the Committee.

### *Composition*

#### **Independence**

The Committee shall be composed of at least two directors, each of whom shall, as determined by the Board, meet the independence standards established by the Board and applicable laws, regulations and listing requirements applicable to the Company from time to time.

## **Appointment and Removal of Members**

The members of the Committee shall be appointed by the Board. The Board may remove any member from the Committee at any time with or without cause.

## ***Duties and Responsibilities***

The Committee shall have the following duties and responsibilities, in addition to any duties and responsibilities assigned to the Committee from time to time by the Board.

### **Director Selection**

1. On an annual basis, review desired Board member qualifications, expertise and characteristics and conduct searches as needed for potential Board members with corresponding attributes.
2. Determine such procedures as the Committee may deem necessary or appropriate for the identification, evaluation, approval and recommendation of director candidates to the Board, including with respect to director candidates recommended by the Company's shareholders.
3. Identify individuals qualified to become Board members, receive and review nominations for such qualified individuals (including candidates properly submitted by shareholders) and recommend to the Board the director nominees for each annual meeting of shareholders, taking into account each candidate's ability, judgement and experience and the overall diversity and composition of the Board.

### **Board Committee Matters**

4. Recommend to the Board, as appropriate, the number, type, functions, structure and independence of Board committees.
5. Review and make recommendations about the structure and functions of Board committees, after consultation with the respective committee chairs.
6. Recommend to the Board qualified individuals to serve as members on the Board committees.

### **Board and Board Performance**

7. Oversee annual evaluation of the effectiveness of the Board and its Committees. Periodically review and make recommendations to the Board regarding the appropriate size and composition of the Board.
8. Monitor compliance with established independence standards by non-employee directors.

### **Board Leadership and Relationship to Senior Management**

9. Develop and recommend to the Board procedures for selection of the Chair of the Board.

### **Management Succession Planning**

10. Periodically evaluate and make recommendations to the Board regarding CEO and management succession planning.

### **Stockholder Proposals**

11. Review shareholder proposals relating to governance matters and management's proposed response to such proposals.

### ***Meetings***

The Committee shall meet as often as necessary to fulfill the responsibilities set forth in this Charter, which shall include at least two meetings each year. In the absence of a member designated by the Board to serve as chair of the Committee, the members of the Committee may appoint from among their number a person to preside at their meetings.

The Committee shall provide minutes of Committee meetings to the Board and report regularly to the Board on its activities.

### ***Evaluation***

The Committee shall annually review and reassess the adequacy of this Charter, including the Committee's structure, processes, and membership requirements, and, if it deems changes appropriate, propose changes to the Board.