



**CHARTER OF THE COMPENSATION COMMITTEE  
of the  
BOARD OF DIRECTORS  
of  
QLOGIC CORPORATION**

**A. PURPOSE**

The Compensation Committee (the “Compensation Committee”) of the Board of Directors of QLogic Corporation (the “Company”) has a basic responsibility to review the performance and development of the Company’s management in achieving corporate goals and objectives and to assure that senior executives of the Company are compensated effectively in a manner consistent with the strategy of the Company and competitive practices. The committee reviews and approves salaries and other compensation of the Company’s executive officers, administers the Company’s equity incentive plans (including reviewing and approving stock option and other equity incentive grants to executive officers and other employees) and administers the annual incentive plan in which executive officers participate. The Compensation Committee also oversees other employee benefit plans.

**B. COMPENSATION COMMITTEE MEMBERS**

The Compensation Committee will consist of at least two members of the Board of Directors, each of whom will be an “independent director” as set forth in the rules of The Nasdaq Stock Market LLC, a “non-employee director” within the meaning of Rule 16b-3 under the Securities Exchange Act of 1934, and an “outside director” as defined in Section 162(m) of the Internal Revenue Code. The members of the committee and its Chair shall be recommended to the Board by the Nominating and Governance Committee and appointed by a majority of the Board of Directors at the annual organizational meeting of the Board. Each committee member serves at the pleasure of the Board.

**C. MEETINGS**

The Compensation Committee will meet as often as necessary to carry out its duties and responsibilities. A majority of the committee members will constitute a quorum for the transaction of business at a meeting, and minutes shall be kept of each meeting of the committee. Meetings of the committee may be called by management of the Company or by the Chair of the Compensation Committee.

#### D. REPORTS TO THE BOARD

The Compensation Committee will report its decisions to the Board of Directors at the next Board meeting following each meeting of the Compensation Committee.

#### E. RESPONSIBILITIES

In carrying out its purpose, the Compensation Committee will have the following responsibilities:

- Review on an annual basis the Company's compensation strategy to ensure that employees of the Company are rewarded appropriately for their contributions to growth and profitability and in a manner consistent with the Company's risk profile
- Review and approve the performance goals under the Company's annual incentive plan and determine achievement levels and funding levels for the annual incentive plan
- Review and approve on an annual basis goals and objectives relevant to executive compensation and evaluate performance in light of those goals
- Determine the amount, form and terms of compensation for the Chief Executive Officer (who will not be present during voting or deliberations on his or her compensation) of the Company on an annual basis
- Review and approve salaries, incentives and other matters, including change in control agreements and other severance arrangements, relating to compensation of the executive officers of the Company
- Review and approve the disclosure regarding executive compensation to be included in the Company's proxy statement each year
- Review and approve the Company's equity incentive plans, including the review and grant of stock options, restricted stock units and other equity incentive grants to executive officers and other employees
- Review with the Board matters related to management performance, compensation and succession planning and executive development for executive staff
- Oversee the Company's 401(k) Savings Plan and Employee Stock Purchase Plan
- Review and recommend to the Board compensation for non-employee members of the Board of Directors, including, but not limited to, retainers, meeting fees, committee fees, committee chair fees and equity or stock compensation, taking into consideration similar incentive awards at comparable companies

- Perform any other activities consistent with this Charter and the Bylaws of the Company as the Compensation Committee or Board deems necessary or appropriate
- Review on an annual basis the Compensation Committee Charter and recommend any changes to the charter to the Board of Directors
- Approve and oversee the application of the Company's recoupment (clawback) policy
- Select a peer group of companies against which to benchmark/compare the Company's compensation program

#### F. OUTSIDE RESOURCES

The Compensation Committee may at its discretion engage, and work directly with, independent compensation consultants, legal advisors and other third parties (an "outside resource") who provide salary and compensation surveys and other similar information and advice that may be useful to the Compensation Committee in carrying out its responsibilities set forth above. The Compensation Committee will be directly responsible for the appointment, compensation and oversight of the work of any such outside resource and will be provided appropriate funding, as determined by the Compensation Committee in its capacity as a committee of the Board of Directors, for payment of reasonable compensation to such outside resource. The Compensation Committee will select such outside resource only after taking into consideration, as and to the extent required by the rules of The Nasdaq Stock Market LLC, the following independence factors: (i) the provision of other services to the Company by the person that employs the outside resource (the "Employer"); (ii) the amount of fees received from the Company by the Employer, as a percentage of the total revenue of the Employer; (iii) the policies and procedures of the Employer that are designed to prevent conflicts of interest; (iv) any business or personal relationship of the outside resource with a member of the Compensation Committee; (v) any stock of the Company owned by the outside resource; and (vi) any business or personal relationship of the outside resource or the Employer with an executive officer of the Company.