

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

SCHEDULE 14A

**Proxy Statement Pursuant to Section 14(a) of the Securities
Exchange Act of 1934 (Amendment No.)**

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Pursuant to §240.14a-12

MACOM TECHNOLOGY SOLUTIONS HOLDINGS, INC.

(Name of Registrant as Specified in its Charter)
(Name of Person(s) Filing Proxy Statement, if Other Than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required.
- Fee paid previously with preliminary materials.
- Fee computed on table in exhibit required by Item 25(b) per Exchange Act Rules 14a-6(i)(1) and 0-11

Lowell, Massachusetts

January 17, 2023

Dear Stockholders:

You are cordially invited to attend the MACOM Technology Solutions Holdings, Inc. 2023 Annual Meeting of Stockholders on Thursday, March 2, 2023 at 3:00 p.m. (Eastern Time). The meeting will be held at the Holiday Inn Express, 8 Independence Drive, Chelmsford, Massachusetts 01824. Our board of directors has fixed the close of business on January 5, 2023 as the record date for determining those stockholders entitled to notice of, and to vote at, the annual meeting of our stockholders and any adjournments thereof.

The Notice of Annual Meeting of Stockholders and Proxy Statement, both of which accompany this letter, provide details regarding the business to be conducted at the annual meeting, including proposals for the election of three directors (Proposal 1), for an advisory vote to approve our executive compensation (Proposal 2), to ratify the appointment of Deloitte & Touche LLP as our independent registered public accounting firm for the fiscal year ending September 29, 2023 (Proposal 3) and to approve an amendment to the Company's Fifth Amended and Restated Certificate of Incorporation to reflect Delaware law provisions allowing officer exculpation (Proposal 4).

Our board of directors recommends that you vote FOR the director nominees set forth in Proposal 1 and FOR Proposals 2, 3 and 4. Each proposal is described in more detail in our Proxy Statement.

Your vote is very important. Please vote your shares promptly, whether or not you expect to attend the meeting in person. You may vote over the Internet, as well as by telephone, or, if you requested to receive printed proxy materials, by mailing a proxy or voting instruction card. If you attend the annual meeting, you may vote in person if you are eligible to do so, even if you have previously submitted your vote.

Sincerely,



Ambra R. Roth
Senior Vice President, General Counsel,
Human Resources and Secretary

MACOM TECHNOLOGY SOLUTIONS HOLDINGS, INC.
100 Chelmsford Street
Lowell, MA 01851

NOTICE OF ANNUAL MEETING OF STOCKHOLDERS
TO BE HELD ON MARCH 2, 2023

The 2023 Annual Meeting of Stockholders of MACOM Technology Solutions Holdings, Inc. (the “Annual Meeting”) will be held at the Holiday Inn Express, 8 Independence Drive, Chelmsford, MA 01824, on Thursday, March 2, 2023 at 3:00 p.m. (Eastern Time). The purposes of the Annual Meeting are to:

1. Elect the three Class II directors nominated by our board of directors and named in the accompanying proxy materials to serve until the 2026 annual meeting of stockholders;
2. Conduct an advisory vote approving the compensation of our named executive officers for fiscal year 2022;
3. Ratify the appointment of Deloitte & Touche LLP as our independent registered public accounting firm for the fiscal year ending September 29, 2023;
4. Approve an amendment to the Company’s Fifth Amended and Restated Certificate of Incorporation to reflect Delaware law provisions allowing officer exculpation; and
5. Transact such other business as may properly come before the Annual Meeting and any adjournment or postponement thereof.

Only holders of our common stock at the close of business on January 5, 2023 (the “Record Date”) will be entitled to notice of and to vote at the Annual Meeting and any adjournments thereof.

In accordance with Securities and Exchange Commission rules, on or about January 17, 2023, we sent a Notice of Internet Availability of Proxy Materials and provided access to our proxy materials over the Internet to the holders of record and beneficial owners of our common stock as of the close of business on the Record Date.

Our stockholders and persons holding proxies from stockholders may attend the Annual Meeting. If your shares are registered in your name, you must bring a form of identification to the Annual Meeting. If your shares are held in the name of a broker, trust, bank or other nominee, you must bring a proxy or letter from that broker, trust, bank or other nominee that confirms you are the beneficial owner of those shares. Due to the COVID-19 pandemic, we request that you RSVP by emailing our investor relations department at ir@macom.com if you plan to attend the Annual Meeting in person so that we may ensure we have adequate space for in-person attendees and we reserve the right to require that all in-person attendees comply with then-applicable federal, state and local guidelines, mandates or recommendations or facility requirements in an effort to promote the well-being of all that attend the Annual Meeting.

By order of the board of directors,



Ambra R. Roth
Senior Vice President, General Counsel,
Human Resources and Secretary

Lowell, Massachusetts
January 17, 2023

Important Notice Regarding the Availability of Proxy Materials
For the Annual Meeting of Stockholders to be Held on March 2, 2023
This Proxy Statement and our Annual Report are available at: www.proxyvote.com

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MACOM TECHNOLOGY SOLUTIONS HOLDINGS, INC.
100 Chelmsford Street
Lowell, MA 01851

PROXY STATEMENT
FOR THE 2023 ANNUAL MEETING OF STOCKHOLDERS

GENERAL INFORMATION CONCERNING PROXIES AND VOTING AT THE ANNUAL MEETING

Why did I receive these proxy materials?

We are providing these proxy materials in connection with the solicitation by the board of directors of MACOM Technology Solutions Holdings, Inc., a Delaware corporation (the “Company,” “MACOM,” “we,” “us” or “our”), of proxies to be voted at our 2023 Annual Meeting of Stockholders (the “Annual Meeting”) and at any adjournment or postponement of the Annual Meeting. In accordance with rules of the Securities and Exchange Commission (the “SEC”), on or about January 17, 2023, we sent a Notice of Internet Availability of Proxy Materials and provided access to our proxy materials over the Internet to the holders of record and beneficial owners of our common stock as of the close of business on January 5, 2023 (the “Record Date”).

The Annual Meeting will be held at the Holiday Inn Express, 8 Independence Drive, Chelmsford, Massachusetts 01824, on Thursday, March 2, 2023 at 3:00 p.m. (Eastern Time).

What information is included in this Proxy Statement?

The information in this Proxy Statement relates to the proposals to be voted on at the Annual Meeting, the voting process, our board of directors and board committees, the compensation of current directors and our current named executive officers for fiscal year 2022 and other information.

Who is entitled to vote?

Holders of our common stock at the close of business on the Record Date are entitled to receive the Notice of Annual Meeting of Stockholders and vote at the Annual Meeting. As of the close of business on the Record Date, there were 70,733,235 shares of our common stock outstanding and entitled to vote.

How many votes do I have?

On any matter that is submitted to a vote of our stockholders, the holders of our common stock are entitled to one vote per share of common stock held by them. Holders of our common stock are not entitled to cumulative voting in the election of directors.

What is the difference between holding shares as a stockholder of record and as a beneficial owner?

Most stockholders hold their shares through a broker, trust, bank or other nominee rather than directly in their own names.

If, on the Record Date, your shares were registered directly in your name with our transfer agent, American Stock Transfer & Trust Company, LLC, then you are a stockholder of record. As a stockholder of record, you may vote in person at the Annual Meeting or vote by proxy. Whether or not you plan to attend the Annual Meeting, we urge you to vote over the Internet, by telephone or by filling out and returning a proxy card to ensure your vote is counted.

If, on the Record Date, your shares were held in an account at a brokerage firm, trust, bank, dealer or other similar organization, then you are the beneficial owner of shares held in “street name” and these proxy materials are being forwarded to you by that organization. The organization holding your account is considered the stockholder of record for purposes of voting at the Annual Meeting. As a beneficial owner, you have the right to direct your broker or other agent on how to vote the shares in your account. You are also invited to attend the Annual Meeting. However, since you are not the stockholder of record, you may not vote your shares in person at the Annual Meeting unless you request and obtain a valid legal proxy or letter from your broker, trust, bank or other nominee.

What am I voting on?

We are asking you to vote on the following matters in connection with the Annual Meeting:

1. The election of three Class II directors nominated by our board of directors and named in the accompanying proxy materials to serve until the 2026 annual meeting of stockholders;
2. An advisory vote approving the compensation of our named executive officers for fiscal year 2022;
3. Ratification of the appointment of Deloitte & Touche LLP as our independent registered public accounting firm for the fiscal year ending September 29, 2023;
4. Approval of an amendment to the Company's Fifth Amended and Restated Certificate of Incorporation to reflect Delaware law provisions allowing officer exculpation; and
5. Such other business as may properly come before the Annual Meeting and any adjournment or postponement thereof.

What are the Board's recommendation?

<u>Proposal</u>	<u>Board Recommendation</u>
1. Election of directors	For the Nominees
2. The approval, on an advisory basis, of the compensation paid to our named executive officers	For
3. Ratification of Deloitte & Touche LLP as our independent registered public accounting firm for the fiscal year ending September 29, 2023	For
4. Amendment to the Company's Fifth Amended and Restated Certificate of Incorporation to reflect Delaware law provisions allowing officer exculpation	For

How do I vote?

Vote by Internet. Stockholders of record may submit proxies over the Internet by following the instructions on the Notice of Internet Availability of Proxy Materials or, if printed copies of the proxy materials were requested, the instructions on the printed proxy card. Most beneficial stockholders may vote by accessing the website specified on the voting instruction forms provided by their brokers, trustees, banks or other nominees. Please check your voting instruction form for Internet voting availability.

Vote by Telephone. Stockholders of record may submit proxies using any touch-tone telephone from within the United States by following the instructions on the Notice of Internet Availability of Proxy Materials or, if printed copies of the proxy materials were requested, the instructions on the printed proxy card. Most beneficial owners may vote using any touch-tone telephone from within the United States by calling the number specified on the voting instruction forms provided by their brokers, trustees, banks or other nominees. Please check your voting instruction form for telephone voting availability.

Vote by Mail. Stockholders of record may submit proxies by mail by requesting printed proxy cards and completing, signing and dating the printed proxy cards and mailing them in the pre-addressed envelopes that will accompany the printed proxy materials. Beneficial owners may vote by completing, signing and dating the voting instruction forms provided by their brokers, trustees, banks or other nominees and mailing them in the pre-addressed envelopes accompanying the voting instruction forms.

If you are a stockholder of record and you return your signed proxy card but do not indicate your voting preferences, the persons named in the proxy card will vote the shares represented by that proxy as recommended by the board of directors. If you are a beneficial owner and you return your signed voting instruction form but do not indicate your voting preferences, please see "What are the voting requirements to elect directors and approve each of the other proposals described in this Proxy Statement?" and "What are 'broker non-votes' and how do they affect the proposals?" regarding whether your broker, trust, bank or other nominee may vote your uninstructed shares on a particular proposal.

Vote in Person at the Annual Meeting. All stockholders of record as of the close of business on the Record Date can vote in person at the Annual Meeting. You can also be represented by another person at the Annual Meeting by executing a proper proxy designating that person. If you are a beneficial owner, you must obtain a legal proxy or letter from your broker, trust, bank or other nominee and present it to the inspector of election with your ballot to be able to vote at the Annual Meeting. Even if you plan to attend the Annual Meeting, we recommend that you also vote either by telephone, by Internet or by mail so that

your vote will be counted if you decide not to attend. Due to the COVID-19 pandemic, we request that you RSVP by emailing our investor relations department at ir@macom.com if you plan to attend the Annual Meeting in person so that we may ensure we have adequate space for in-person attendees and we reserve the right to require that all in-person attendees comply with then-applicable federal, state and local guidelines, mandates or recommendations or facility requirements in an effort to promote the well-being of all that attend the Annual Meeting.

What does it mean if I receive more than one set of materials?

If you receive more than one set of materials, your shares are registered in more than one name or are registered in different accounts. In order to vote all of the shares you own, you must either sign and return all of the proxy cards or follow the instructions for any alternative voting procedures on each of the proxy cards or Notice of Internet Availability of Proxy Materials you receive.

What can I do if I change my mind after I vote?

If you are a stockholder of record, you may revoke your proxy at any time before it is exercised at the Annual Meeting by (a) delivering written notice, bearing a date later than the proxy, stating that the proxy is revoked to MACOM Technology Solutions Holdings, Inc., 100 Chelmsford Street, Lowell, Massachusetts 01851, Attn: Investor Relations Department, (b) submitting a later-dated proxy relating to the same shares by mail, telephone or the Internet prior to the vote at the Annual Meeting or (c) attending the Annual Meeting and voting in person. Stockholders of record may send a request for a new proxy card via e-mail to sendmaterial@proxyvote.com, or follow the instructions provided on the Notice of Internet Availability of Proxy Materials and proxy card to submit a new proxy by telephone or via the Internet. Stockholders of record may also request a new proxy card by calling 1-800-579-1639.

If you are a beneficial stockholder, you may revoke your proxy or change your vote only by following the separate instructions provided by your broker, trust, bank or other nominee.

What constitutes a quorum at the Annual Meeting?

Transaction of business at the Annual Meeting may occur only if a quorum is present. If a quorum is not present, it is expected that the Annual Meeting will be adjourned or postponed in order to permit additional time for soliciting and obtaining additional proxies or votes, and, at any subsequent reconvening of the Annual Meeting, all proxies will be voted in the same manner as such proxies would have been voted at the original convening of the Annual Meeting, except for any proxies that have been effectively revoked or withdrawn.

The presence at the Annual Meeting, in person or by proxy, of the holders of a majority of the total votes entitled to be cast constitutes a quorum. Abstentions, “withhold” votes and “broker non-votes” are counted as present and entitled to vote for purposes of determining a quorum.

What are the voting requirements to elect directors and approve each of the other proposals described in this Proxy Statement?

With respect to Proposal 1, the election of our directors, the Class II director nominees receiving the largest number of votes will be elected. Only votes “for” are counted in determining whether a plurality has been cast in favor of a director nominee. If you “withhold” authority to vote with respect to the election of some or all of the nominees, your shares will not be voted with respect to those nominees indicated. With respect to Proposals 2 and 3, the affirmative vote of a majority of the votes cast on the matter is required for the proposal to be approved. With respect to Proposal 4, the affirmative vote of a majority of the shares outstanding on the Record Date and entitled to vote on this proposal is required for the proposal to be approved. With respect to Proposals 1 and 2, abstentions and broker non-votes are not counted as votes in favor of or against any proposal or director nominee. With respect to Proposal 3, abstentions are not counted as votes in favor of or against the proposal, and we do not expect broker non-votes on the proposal. With respect to Proposal 4, abstentions and broker non-votes will have the same effect as votes against the proposal.

What are “broker non-votes” and how do they affect the proposals?

A broker non-vote occurs when a nominee holding shares for a beneficial owner does not vote the shares on a proposal because the nominee does not have discretionary voting power for a particular item and has not received instructions from the beneficial owner regarding voting. Brokers who hold shares for the accounts of their clients have discretionary authority to vote shares if specific instructions are not given with respect to routine matters. Although the determination of whether a nominee will have discretionary voting power for a particular item is typically determined only after proxy materials are filed with the SEC, we expect that the proposal on ratification of the appointment of our independent registered public accounting firm (Proposal 3)

will be a routine matter and that the other proposals (Proposals 1, 2 and 4) will be non-routine matters. Accordingly, if your shares are held by a broker on your behalf and you do not instruct the broker as to how to vote your shares, your broker will be entitled to exercise discretion to vote your shares only on the proposal to ratify the appointment of our independent registered public accounting firm, but your broker may not exercise discretion to vote on the other proposals.

What are the requirements for admission to the Annual Meeting?

Only stockholders of record and persons holding proxies from stockholders of record may attend the Annual Meeting. If your shares are registered in your name, you must bring a valid form of photo identification, such as a valid driver's license or passport, to the Annual Meeting. If your shares are held in the name of a broker, trust, bank or other nominee, you must bring a legal proxy or letter from that broker, trust, bank or other nominee that confirms you are the beneficial owner of those shares and a valid form of photo identification. Attendance at the Annual Meeting without voting or revoking a previously submitted proxy in accordance with the voting procedures will not in and of itself revoke a proxy. Due to the COVID-19 pandemic, we request that you RSVP by emailing our investor relations department at ir@macom.com if you plan to attend the Annual Meeting in person so that we may ensure we have adequate space for in-person attendees and we reserve the right to require that all in-person attendees comply with then-applicable federal, state and local guidelines, mandates or recommendations or facility requirements in an effort to promote the well-being of all that attend the Annual Meeting.

Who will pay for the cost of this proxy solicitation?

We will bear the cost of the solicitation of proxies from our stockholders. In addition to solicitation by mail, our directors, officers and employees, without additional compensation, may solicit proxies from stockholders by telephone, letter, facsimile, email, in person or otherwise. Following the original circulation of the proxies and other soliciting materials, we will request brokers, trusts, banks or other nominees to forward copies of the proxy and other soliciting materials to persons for whom they hold shares of our common stock and to request authority for the exercise of proxies. In such cases, we, upon the request of the brokers, trusts, banks and other nominees, will reimburse such holders for their reasonable expenses.

Why did I receive a one-page notice in the mail regarding the Internet availability of proxy materials instead of a full set of proxy materials?

We have elected to provide access to our proxy materials over the Internet. Accordingly, we are sending a Notice of Internet Availability of Proxy Materials to stockholders of record as of the Record Date. Stockholders will have the ability to access the proxy materials on the website referred to in the Notice of Internet Availability of Proxy Materials, or to request to receive an electronic copy or printed set of the proxy materials. Instructions on how to access the proxy materials over the Internet or to request an electronic copy or printed copy may be found in the Notice of Internet Availability of Proxy Materials. In addition, stockholders may request to receive proxy materials in printed form by mail or electronically by email on an ongoing basis. We encourage stockholders to take advantage of the availability of the proxy materials on the Internet to help reduce the environmental impact of the Annual Meeting.

When will we announce the results of the voting?

Voting results will be announced by the filing of a Current Report on Form 8-K within four business days after the Annual Meeting. If final voting results are unavailable at that time, we will file an amended Current Report on Form 8-K within four business days of the day the final results become available.

SOCIAL RESPONSIBILITY, ENVIRONMENTAL SUSTAINABILITY AND RELATED POLICIES

We endeavor to integrate environmental, social and corporate governance (“ESG”) practices that we believe will create long-term economic value for our stockholders, employees, communities and other constituents. Our corporate governance program is discussed elsewhere in this Proxy Statement.

ESG Program

In fiscal year 2020, we commenced an in depth, multi-year, company-wide review of ESG-related matters and initiatives, with the goal of enhancing and/or creating additional policies, procedures, programs and practices aimed at continuous improvement in these areas. This review resulted in the establishment of our ESG steering committee as well as the publication of our annual ESG reports in July 2021 and 2022. Our ESG steering committee has responsibility for ESG matters globally, oversees alignment between our ESG efforts and our overarching business objectives and reports to the executive leadership and the nominating governance committee of our board of directors. Our ESG steering committee includes C-suite executives and senior leaders in Global Operations, Quality, Compliance, Human Resources, Legal, Finance, IT and Data Privacy and Investor Relations. We encourage our stockholders to review our 2022 ESG report in full. A summary of the matters contained in our 2022 ESG report are discussed below.

ESG Program Highlights



Diversity, Equity, Inclusion and Belonging:

- As of December 31, 2022, approximately 69% and 31% of our workforce is male and female, respectively



Environmental Stewardship; Climate:

- Combined Heating and Cooling Power (“CCHP”) plant went online during October 2022



Community Service and Philanthropy:

- Our global charitable giving program consists of philanthropic initiatives, employee volunteerism and other Company-driven initiatives and opportunities



ESG Program:

- Published our second annual ESG report in July 2022

COVID-19 Response

We continued to prioritize ensuring the health and safety of our global workforce during the COVID-19 global pandemic, including by, among other things, facilitating, and for certain locations, requiring that certain employees work remotely. We also implemented extensive health screening and sanitation policies at our facilities to ensure the safety of all essential employees. In addition, we supported our workforce with advice and guidance on protecting their own health and the health of their families and, in certain locations, provided onsite COVID-19 testing and COVID-19 vaccination clinics. We will continue to prioritize the health and safety of our employees.

Corporate Culture and Employee Engagement

We are committed to fostering a corporate culture that encourages and seeks the betterment of the Company and the communities in which we conduct business. We strive to foster a sense of community and well-being that encourages our employees to focus on both their and the Company’s long-term success. We realize that continuous engagement with our employees in a transparent, collaborative manner that builds trust is vital to driving successful outcomes. Executive management regularly conducts town hall-style meetings with employees to address business operations, strategy, market conditions and other topics. This format encourages open dialogue and provides employees with an opportunity to ask questions and voice opinions and ideas.

We offer, among other things, competitive and balanced compensation programs commensurate with those of our peers and competitors, including, but not limited to, well-rounded healthcare, prescription drug and disability insurance benefits for our employees and their families, a 401(k) plan for our U.S.-based employees and similar retirement savings programs for certain of our non-U.S.-based employees with a matching contribution by the Company and an employee stock purchase plan. We

provide competitive paid time-off benefits, a parental leave program following the birth, adoption or fostering of a child and an employee assistance plan that provides professional support, access to special programs and certain resources to our employees experiencing personal-, work-, financial- or family-related issues.

We are passionate about developing and growing our talent. We devote substantial efforts to retaining, motivating and supporting our employees by providing tuition and professional development reimbursement and opportunities for internal growth and career advancement. Performance reviews are conducted at least annually for all employees, during which employees and managers address goals and discuss development opportunities, strengths and weaknesses. We have also historically maintained an internship program that supports the professional development of interns and our employees. Our compensation policies recognize and reward individual and collective contributions to our growth and success.

We recognize and respect the freedom of employees to exercise their lawful rights, free association and collective bargaining. Certain of our employees working outside of the United States are represented by works councils. We value the relationships that we have with not only those employees but their representation as well.

Employee Health and Safety

We employ more than 1,200 people worldwide and strive to provide each employee with a safe and healthy work environment. We have health and safety team members to support compliance requirements and also promote and encourage employees to maintain healthy and safe lifestyles. Our goal is to reduce the potential for injury or illness by maintaining safe working conditions, such as providing proper tools and training to all employees. Additionally, we offer resources to our employees to encourage healthy habits, such as health coaches, wellness incentives and a diabetes prevention program.

Diversity, Equity, Inclusion and Belonging

We continue to create a culture of diversity, equity, inclusion and belonging (“DEI&B”) in the workplace in order to promote and effect change at the corporate and community levels. We support fostering a work environment where everyone has equal opportunities to learn and grow. Our DEI&B efforts are guided by the following principles: (i) diversity is the representation of different people in an organization; (ii) equity is ensuring that everyone has fair, just and equal opportunities at work; (iii) inclusion is ensuring that everyone has an equal opportunity to contribute to and influence every part and level of a workplace; and (iv) belonging is ensuring that everyone feels safe and welcome at work.

In addition, we seek to continuously reinforce our commitment to DEI&B through our policies, learning and development programs and opportunities, ongoing training and internal reporting mechanisms. For example, all of our employees are required to acknowledge receipt of the Company’s Code of Business Conduct and Ethics (the “Code of Conduct”) upon commencing employment and on an annual basis thereafter. The Code of Conduct sets out basic principles, guidelines and prohibitions to guide all employees, including with respect to equal employment opportunity, non-discrimination, anti-harassment, reporting suspected violations of the Code of Conduct and/or law and prohibitions on retaliation for complying with the Code of Conduct.

Environmental Stewardship; Climate

Our commitment to conducting our business in an environmentally responsible and sustainable manner is aimed at protecting the environment, with a particular emphasis on energy and water usage and environmental quality, while providing an atmosphere for continuous business growth and development. We also expect a commitment to environmentally sustainable business practices from our suppliers and plan to seek to develop ways to reduce our climate footprint.

For instance, at our Lowell, Massachusetts corporate headquarters, we promote environmental and energy efficiency awareness and encourage practices such as powering down office equipment at the end of the day, water and material conservation and recycling paper waste. We also have minimized our corporate travel requirements through the use of virtual meeting technology, reduced our number of printers and copiers by switching to electronic media and reduced waste streams from our corporate cafeteria. In addition, our Lowell, Massachusetts headquarters building, which was constructed in 2018, includes, among other things, motion sensor lighting, motion sensor and low flow water faucets and refillable water stations, electric vehicle charging stations and energy efficient equipment upgrades. In fiscal year 2020, we initiated a long-term project to become more energy efficient and less dependent on the public power grid. Our project includes entering into an agreement with a third party energy service provider to install a state of the art CCHP plant at our Lowell, Massachusetts fabrication facility. The CCHP plant went online during October 2022 and is expected to reduce our consumption of energy while delivering sustainable, resilient energy for heating and cooling, which will help us to meet sustainability targets, improve energy efficiencies and achieve energy resilience at that facility and is expected to reduce our carbon emissions by up to 1,869 metric tons per year.

Community Service and Philanthropy

We take an active role in supporting the communities in which we operate by partnering with organizations to administer charitable contributions, provide community service and organize the donation of goods to assist local families and individuals in need. For instance, our charitable giving program further promotes community-level involvement through our donation of up to 5,000 annual company-funded, employee volunteer hours on approved charitable activities. We believe that our dedication to being a responsible corporate citizen has a direct and positive impact in the communities in which we operate and contributes to the strength of our reputation and our financial performance.

PROPOSAL 1: ELECTION OF DIRECTORS

Board Composition

As of January 6, 2023, the board of directors was composed of nine members, divided into three classes as follows:

- Class I directors: Peter Chung, Geoffrey Ribar and Gil VanLunsen, whose current terms will expire at our annual meeting of stockholders to be held in 2025, except for Gil VanLunsen who will retire from the board of directors on January 31, 2023;
- Class II directors: Charles Bland, Stephen Daly and Susan Ocampo, whose current terms will expire at this Annual Meeting; and
- Class III directors: John Ocampo, John Ritchie and Jihye Whang Rosenband (who was recently appointed to our board on September 8, 2022), whose current terms will expire at our annual meeting of stockholders to be held in 2024.

If elected at the Annual Meeting, Messrs. Bland and Daly and Mrs. Ocampo will serve until the 2026 Annual Meeting of Stockholders, until their respective successor is duly elected and qualified or until their earlier death, resignation or removal. Proxies will be voted in favor of Messrs. Bland and Daly and Mrs. Ocampo unless the stockholder indicates otherwise on the proxy. Messrs. Bland and Daly and Mrs. Ocampo have consented to being named as a nominee in this Proxy Statement and have agreed to serve if elected. The board of directors expects that Messrs. Bland and Daly and Mrs. Ocampo will be able to serve, but if they become unable to serve at the time the election occurs, proxies will be voted for another nominee designated by the board of directors unless the board chooses to reduce the number of directors serving on the board.

The Board of Directors Recommends a Vote “FOR” the Class II Director Nominees.

Director Biographies

Below sets forth information concerning members of our board of directors.

Class II Director Nominees for Election to a Three-Year Term Expiring at the 2026 Annual Meeting of Stockholders

<u>Name</u>	<u>Age</u>	<u>Class</u>	<u>Biography</u>
Charles Bland	74	II	Mr. Bland has served as a director since June 2016, and previously served as a director from December 2010 to February 2016. Mr. Bland served as our Chief Executive Officer from February 2011 to December 2012, and was employed by us in a transitional capacity following his retirement from service as our Chief Executive Officer through May 2013. Mr. Bland previously served as our Chief Operating Officer from June 2010 to February 2011. From April 2007 through December 2010, Mr. Bland served as a director and as the chairman of the audit committee of NightHawk Radiology Holdings, Inc. (“NightHawk”), a provider of teleradiology services. During 2009, Mr. Bland served as the Chief Financial Officer of American Gaming Systems, a privately-held designer, manufacturer and operator of gaming machines. Mr. Bland served as the Chief Financial Officer of Sirenza Microdevices, Inc. (“Sirenza”), a supplier of radio frequency semiconductors and related components for the commercial communications, consumer and aerospace, defense and homeland security equipment markets, from July 2005 through its sale to RF Micro Devices, Inc. (“RFMD”) in November 2007, and also as its Chief Operating Officer from May 2003 until July 2005. Mr. Bland received his B.S. in Accounting and Finance from The Ohio State University and his M.B.A. from the Sloan School, Massachusetts Institute of Technology. Mr. Bland’s qualifications to serve as a director include his detailed knowledge of our business, operations, senior leadership, and strategic opportunities and challenges based on his prior service as our Chief Executive Officer and Chief Operating Officer. In addition, Mr. Bland’s extensive experience in a variety of executive roles at public companies in our industry, his executive experience in other industries, and his prior experience as a public company director and audit committee chair allow him to bring a broad and diverse perspective to our board of directors. His prior Chief Financial Officer and audit committee experience have provided him expertise with accounting principles and financial reporting rules and regulations, in evaluating financial results and in generally overseeing the financial reporting process.

<u>Name</u>	<u>Age</u>	<u>Class</u>	<u>Biography</u>
Stephen Daly	57	II	Mr. Daly has served as our President and Chief Executive Officer since May 2019 and has served as a director since March 2015. From January 2004 through March 2013, Mr. Daly served as the President of Hittite Microwave Corporation (“Hittite”), a provider of analog and mixed signal integrated circuits, modules and subsystems for commercial and military RF, microwave and millimeterwave applications. Mr. Daly also served as Hittite’s Chief Executive Officer from December 2004 through March 2013. He served as a member of Hittite’s board of directors from January 2004 through May 2013, and as its chairman from December 2005 through March 2013. From 1996 to 2004 he was employed in other application engineering, marketing and sales roles at Hittite. Mr. Daly received a B.S. in Electrical Engineering from Northeastern University. Mr. Daly’s leadership and management of our day-to-day operations and strategic direction, combined with his past leadership experience in our industry, make him a vital member of our board of directors.
Susan Ocampo	64	II	Mrs. Ocampo has served as a director since June 2016, and previously served as a director from December 2010 to February 2016. She has also served as Vice President, Secretary and Treasurer of GaAs Labs LLC (“GaAs Labs”), a private investment fund targeting the communications semiconductor market, since co-founding it in February 2008. Previously, Mrs. Ocampo co-founded Sirenza in 1984. Mrs. Ocampo served as Sirenza’s Treasurer from November 1999 through its sale to RFMD in November 2007. Mrs. Ocampo holds a B.A. from Maryknoll College. Mrs. Ocampo’s extensive experience investing and serving in financial leadership roles with semiconductor companies strengthens our board of director’s oversight of our enterprise risk management, treasury functions and internal financial controls. We also believe that having our largest stockholder (together with Mr. Ocampo and their affiliates) on the board of directors assists the board in making decisions aimed at increasing stockholder value over the long term.

Directors Not Standing for Election at the Annual Meeting

<u>Name</u>	<u>Age</u>	<u>Class</u>	<u>Biography</u>
Peter Chung	55	I	Mr. Chung has served as a director since December 2010. Mr. Chung is a Managing Director and the Chief Executive Officer of Summit Partners, L.P., which he joined in August 1994. Mr. Chung currently serves as a director and the chairman of the compensation committee of A10 Networks, Inc., a provider of application networking technologies. Mr. Chung has also served as a director of numerous other public companies, including, most recently, Acacia Communications, Inc. (“Acacia”), a provider of high-speed coherent optical interconnect products from April 2013 to March 2021 when it was acquired by Cisco Systems, Inc. (“Cisco”), Ubiquiti Inc. (“Ubiquiti”), a developer of networking technology for service providers and enterprises, from March 2010 to October 2013, NightHawk from March 2004 to December 2010, SeaBright Holdings, Inc., a provider of multijurisdictional workers’ compensation insurance and general liability insurance, from October 2003 to May 2010, and Sirenza, from October 1999 to April 2006. Mr. Chung also serves as a director of several privately-held companies. Mr. Chung received an A.B. from Harvard University and an M.B.A. from the Stanford University Graduate School of Business. Mr. Chung is an experienced investor in market-leading growth companies. He contributes broad-based knowledge and experience in business strategy, capital markets and the communications technology and semiconductor industries. Mr. Chung provides valuable insight to our board of directors on all matters facing us, from operational to strategic.
John Ocampo	63	III	Mr. Ocampo has served as a director and as the Chairman of the board of directors since our inception in March 2009. Mr. Ocampo has also served as President of GaAs Labs, since co-founding it in February 2008. Previously, Mr. Ocampo co-founded Sirenza, served as a director of Sirenza from its inception in 1984 through its sale to RFMD in November 2007, and served in a number of senior executive roles throughout that period, most recently as its Chairman from December 1998 through November 2007. Mr. Ocampo also served as a director of RFMD from November 2007 to November 2008. From October 2010 to October 2013, Mr. Ocampo served as a director of Ubiquiti. Mr. Ocampo also serves as a director of various privately-held companies. Mr. Ocampo holds a B.S.E.E. from Santa Clara University. Mr. Ocampo’s strategic vision, developed over more than 30 years successfully leading public and private companies in the RF semiconductor and component industry, is a unique asset to our board of directors. His engineering background and extensive knowledge of our operations, markets and technology provides our board of directors with important insights. We also believe that having our largest stockholder (together with Mrs. Ocampo and their affiliates) on the board of directors assists the board in making decisions aimed at increasing stockholder value over the long term.

<u>Name</u>	<u>Age</u>	<u>Class</u>	<u>Biography</u>
Geoffrey Ribar	64	I	Mr. Ribar has served as a director since March 2017. Mr. Ribar currently serves as a director of Everspin Technologies, Inc., a developer and manufacturer of discrete and embedded Magnetoresistive RAM (MRAM) and Spin-transfer Torque MRAM (STT-MRAM) technologies, and served as a director of Aquantia Corp., a provider of high-speed communications integrated circuits for Ethernet connectivity, from September 2017 until its acquisition by Marvell Technology in September 2019. Mr. Ribar served as Senior Vice President and Chief Financial Officer of Cadence Design Systems, Inc. (“Cadence”), a provider of system design tools, software, intellectual property and services, from November 2010 to September 2017, and acted as a senior advisor to Cadence until his retirement in March 2018. Previously, he served as Chief Financial Officer for a number of semiconductor companies, including Telegent Systems, Inc., SiRF Technology, Inc., Asyst Technology, Inc., Matrix Semiconductor, Inc. and nVidia Corporation. He received his B.S. degree in chemistry and an M.B.A. from the University of Michigan. Mr. Ribar provides our board of directors with financial and accounting expertise based on his experience as a chief financial officer, as well as semiconductor industry expertise in areas ranging from global finance and mergers and acquisitions to investor relations.
John Ritchie	57	III	Mr. Ritchie has served as a director since March 2021. Mr. Ritchie is currently the Chief Financial Officer of Red Canary, Inc., a privately-held technology company that develops computer security products and services. From October 2020 through August 2022, he served as Chief Financial Officer of A Cloud Guru (“ACG”), a privately-held cloud-based technology skills development company. ACG was acquired by Pluralsight Inc. in July 2022. Prior to this, he served as the Senior Vice President, Chief Financial Officer of Aerohive Networks, Inc. (“Aerohive Networks”), a computer networking equipment company, from August 2015 through August 2019, and as Chief Operating Officer from February 2017 through August 2019. Aerohive Networks was acquired by Extreme Networks, Inc. in August 2019. From April 2013 to April 2015, Mr. Ritchie served as Chief Financial Officer of Telerik AD (“Telerik”), a software development tools company. Telerik was acquired by Progress Software in December 2014. Prior to that, from May 2010 to March 2013, Mr. Ritchie was Chief Financial Officer of Ubiquiti. Previously, Mr. Ritchie held several executive positions, in each case most recently as Chief Financial Officer, at Electronics For Imaging, Inc., a provider of products, technology and services enabling analog to digital imaging transformation, and Splash Technology Holdings, Inc., which develops, produces, and markets color servers. Mr. Ritchie also served as a member of the board of directors, and as Chair of the audit committee of Acacia, from April 2015 until March 1, 2021 when it was acquired by Cisco. Mr. Ritchie also serves as a director of a privately-held company. Mr. Ritchie holds a B.S. in business administration from San Jose State University. Mr. Ritchie’s extensive executive experience and experience on public and private company boards of directors allow him to bring a broad and diverse perspective to our board of directors. In addition, Mr. Ritchie’s prior Chief Financial Officer and audit committee chair experience have provided him expertise with accounting principles and financial reporting rules and regulations, in evaluating financial results and in generally overseeing the financial reporting process.
Jihye Whang Rosenband	46	III	Ms. Rosenband has served as a director since September 2022. Ms. Rosenband has over 20 years of semiconductor and technology industry experience in various advisory, management and engineering roles. Since June 2017, Ms. Rosenband has provided strategic advice and business development services to various companies as an independent advisor, including GaAs Labs, Integra Technologies, Inc., Altaba Inc., and Lumileds LLC. Previously, Ms. Rosenband served in various corporate strategy and development roles at HPE Aruba Networks from October 2018 to January 2021, RPX Corporation from April 2014 to September 2016 and MACOM Technology Solutions Inc. from March 2010 to May 2013. Ms. Rosenband holds a B.S. and M. Eng. in Electrical Science and Engineering from Massachusetts Institute of Technology and an MBA from Stanford University. Ms. Rosenband’s extensive experience within the semiconductor industry, including advising boards of directors of semiconductor companies, allows her to contribute broad based knowledge and experience in business strategy and development to our board of directors.

There are no family relationships among any of our directors or executive officers, other than Mr. Ocampo, the Chairman of the board of directors, and Mrs. Ocampo, a director, who are married to each other.

As of December 31, 2022, as a group, our board of directors possesses a broad range of experience and skills including:



Board of Directors

Our board of directors and its committees meet throughout the year on a set schedule, and also hold special meetings and act by written or electronic consent from time to time. During fiscal year 2022, including telephonic meetings, our board of directors held seven meetings, the audit committee held nine meetings, the compensation committee held five meetings and the nominating and governance committee held seven meetings. From time to time during fiscal year 2022, our directors who are “independent” according to the rules and regulations of the SEC and the listing requirements and rules of the Nasdaq Stock Market (“Nasdaq”) also met separately in executive sessions at which only independent directors were present.

During fiscal year 2022, each member of the board of directors attended 75% or more of the aggregate number of meetings of the board and committees on which they served. We encourage, but do not require, our directors and nominees for director to attend our annual meeting of stockholders in person or telephonically. Five of our directors attended our 2022 annual meeting of stockholders held in March 2022.

Director Independence

Our board of directors has reviewed its composition, the composition of its committees and the independence of each member of our board of directors during fiscal year 2022. Based on information requested from and provided by each director concerning their background, employment and affiliates, our board of directors has determined that Messrs. Bland, Chung, Ribar, Ritchie and VanLunsen and Ms. Rosenband qualify as “independent” according to the rules and regulations of the SEC and the Nasdaq listing requirements and rules. As of January 6, 2023, according to the rules and regulations of the SEC and the listing requirements and rules of Nasdaq, Mr. Daly is not independent because he is one of our executive officers, Mr. Ocampo is not independent because he was one of our executive officers within the past three years, and Mrs. Ocampo is not independent because she is the spouse of a former executive officer within the past three years.

The listing requirements and rules of Nasdaq require that, subject to certain exemptions, the board of directors of a listed company be comprised of a majority of independent directors, that the compensation, nominating and governance and audit committees of such listed company be comprised solely of independent directors, that the compensation committee be comprised of at least two independent directors, and that the audit committee be comprised of at least three independent directors. As of January 6, 2023, the composition of our board of directors and its committees satisfied all such requirements.

Board Leadership Structure

While our board of directors does not currently have a policy as to whether the offices of Chairman of the board of directors and Chief Executive Officer should be separate, Mr. Ocampo currently serves as Chairman of the board of directors and Mr. Daly serves as our Chief Executive Officer. Our board of directors believes that maintaining the flexibility to make this determination allows it to ensure that the Company maintains a leadership structure that is, at any given time, the most appropriate for our Company and, as a result, our stockholders. The board of directors believes that its current leadership structure, with Mr. Ocampo serving as Chairman of the board of directors and Mr. Daly serving as Chief Executive Officer, is appropriate because it enables the board of directors as a whole to engage in oversight of management, promote communication between management and the board of directors and oversee governance matters and risk management activities, while leveraging the experience of Mr. Ocampo as our Chairman given his service as one of our directors since our inception and allowing Mr. Daly as our Chief Executive Officer to focus on his primary responsibility for the operational leadership and strategic direction of the Company. In addition, the board of directors benefits from the perspective and insights of Messrs. Ocampo and Daly as a result of their extensive experience in the semiconductor industry.

Risk Oversight

The board of directors oversees our risk management activities. The board of directors implements its risk oversight function both as a whole and through delegation to its committees. These committees meet regularly and report back to the full board of directors. The audit committee has primary oversight responsibility with respect to financial risks as well as oversight responsibility for our overall risk assessment and risk management policies and systems. The audit committee oversees our procedures for the receipt, retention and treatment of complaints relating to accounting and auditing matters and oversees our management of legal and regulatory compliance systems, including risks associated with information security and technology (including cybersecurity). The compensation committee oversees risks relating to our compensation plans and programs, including the evaluation of whether our compensation programs encourage excessive risk-taking. The compensation committee believes that we have no compensation programs that give rise to excessive risk-taking. The nominating and governance committee oversees risks associated with corporate governance and the composition of our board of directors, including the

independence of board members and ESG-related matters. Each committee reports on its activities to the full board of directors from time to time. This enables the board of directors and its committees to coordinate their respective risk oversight roles.

Policy Against Hedging of Stock

Our insider trading policy prohibits our directors, officers, employees and consultants from entering into certain forms of hedging or monetization transactions, such as zero-cost collars, prepaid variable forward sale contracts, equity swaps and exchange funds because such transactions allow an individual to continue to own the covered securities, but without the full risks and rewards of ownership. When that occurs, the individual may no longer have the same objectives as our other stockholders.

Director Overboarding Guidelines

The board of directors has instituted guidelines to limit the number of public company boards that our directors participate on (including our board) to no more than three for audit committee members and those in chief executive officer or equivalent positions or four for those directors who do not fall into one or more of the foregoing categories, without prior approval from the board of directors.

Director Retirement Guidelines

Our directors are subject to a retirement policy whereby any director who reaches the age of 78 after January 6, 2022 must tender their resignation to be effective at the end of their then current term.

Board Committees

The board of directors currently has the following standing committees: audit, compensation and nominating and governance. The board of directors has adopted a written charter for each standing committee, each of which may be accessed on the Investor Relations section of our website at <http://ir.macom.com/governance-documents>. A summary of the duties and responsibilities of each committee is set forth below.

Audit Committee

Our audit committee consists of Messrs. Ribar, Ritchie and VanLunsen and Ms. Rosenband, with Mr. Ribar serving as Chair. Our audit committee oversees our corporate accounting and financial reporting process, internal accounting and financial controls and audits of our financial statements. Our audit committee also evaluates the independent auditor's qualifications, independence and performance; engages and provides for the compensation of the independent auditor; establishes the policies and procedures for the retention of the independent auditor to perform any proposed permissible non-audit services; reviews our annual audited financial statements; reviews our critical accounting policies, our disclosure controls and procedures and internal controls over financial reporting; discusses with management and the independent auditor the results of the annual audit and the reviews of our quarterly unaudited financial statements; oversees our financial risk assessment and management programs; reviews our information security and technology risks (including cybersecurity), including our information security and risk management programs; and reviews related person transactions that are required to be disclosed under Item 404 of Regulation S-K. Our board of directors has determined that each of our audit committee members meets the requirements for independence and financial literacy under the applicable rules and regulations of the SEC and Nasdaq. Our board of directors has determined that each of Messrs. Ribar, Ritchie, VanLunsen and Ms. Rosenband are audit committee financial experts as defined under the applicable rules and regulations of the SEC.

Compensation Committee

Our compensation committee consists of Messrs. Chung, Ribar, Ritchie and VanLunsen, with Mr. Chung serving as Chair. Our compensation committee oversees our compensation plans, policies and programs for our executive officers. The compensation committee is also responsible for overseeing our equity compensation and other employee benefit plans, and for reviewing our Compensation Discussion and Analysis. In addition, the compensation committee oversees our submissions to stockholders on executive compensation matters, including stockholder advisory votes on executive compensation and the frequency of such votes, incentive and other executive compensation plans and amendments to such plans and engagement with proxy advisory firms and other stockholder groups on executive compensation matters. Our board of directors has determined that each member of our compensation committee meets the requirements for independence under the applicable rules and regulations of the SEC and Nasdaq. Pursuant to its charter, the compensation committee may form and delegate authority to subcommittees and delegate authority to one or more designated members of the committee. The compensation committee may also delegate to one or more senior executive officers the authority to make grants of equity-based compensation to eligible non-officer employees, subject to compliance with applicable laws. For additional discussion of the processes and procedures the

compensation committee has used to determine executive officer compensation please refer to the section entitled, “Named Executive Officer Compensation, Compensation Discussion and Analysis – How We Set Executive Compensation.”

In connection with setting our fiscal year 2022 executive compensation, our compensation committee engaged Pearl Meyer & Partners, LLC (“Pearl Meyer”) to support our compensation committee by, among other things, reviewing and recalibrating our peer group of comparable companies, performing benchmarking analyses covering the compensation of our executive officers and advising on compensation plan design structure given stockholder feedback. Please see “Named Executive Officer Compensation, Compensation Discussion and Analysis” for further description of the services and data provided by Pearl Meyer. Prior to continuing Pearl Meyer’s engagement, the compensation committee considered the independence of Pearl Meyer in accordance with the terms of its charter. The compensation committee determined that Pearl Meyer was independent and did not identify any conflicts of interest with respect to Pearl Meyer.

Nominating and Governance Committee

Our nominating and governance committee consists of Messrs. Bland, Chung and VanLunsen and Ms. Rosenband, with Mr. Bland serving as Chair. The nominating and governance committee is responsible for identifying individuals qualified to become members of our board of directors, receiving and reviewing nominations for such qualified individuals, making recommendations regarding candidates to serve on our board of directors, overseeing evaluations of the board of directors and its committees and exercising oversight concerning the Company’s ESG matters. In making recommendations regarding board candidates, the nominating and governance committee will consider desired board member qualifications, expertise, diversity and characteristics. In addition, the nominating and governance committee is responsible for making recommendations concerning governance matters. The nominating and governance committee is also responsible for reviewing and making recommendations concerning the structure and function of the committees of our board of directors, after consultation with the applicable committee chairs, and for reviewing any stockholder proposals relating to governance matters and our response to such proposals. Our board of directors has determined that each member of our nominating and governance committee meets the requirements for independence under the applicable Nasdaq listing rules.

Pursuant to its charter, the nominating and governance committee will also consider qualified director candidates recommended by our stockholders. The nominating and governance committee evaluates the qualifications of candidates properly submitted by stockholders in the same manner as it evaluates the qualifications of director candidates identified by the committee or the board of directors. Stockholders can recommend director candidates by following the instructions outlined below in the section entitled “Additional Information – Consideration of Stockholder-Recommended Director Nominees.” No nominations for director were submitted to the nominating and governance committee for consideration by any of our stockholders in connection with the Annual Meeting.

The nominating and governance committee may rely on recommendations from a number of sources when identifying potential director candidates, including recommendations from current directors and officers. The committee may hire outside consultants, search firms or other advisors to assist in identifying director candidates.

When evaluating a candidate for director, the nominating and governance committee considers, among other things, the candidate’s judgment, knowledge, integrity, diversity, expertise and strategic, business and industry experience, which are likely to enhance the board of directors’ ability to govern our affairs and business. We do not have a separate policy regarding consideration of diversity in identifying director nominees, but the nominating and governance committee strives to nominate directors with a variety of complementary skills and backgrounds so that, as a group, the board of directors will possess a broad perspective and the appropriate talent, skills and expertise to oversee our business. The nominating and governance committee also takes into account independence requirements imposed by law or regulations (including the Nasdaq listing standards). In the case of director candidates recommended by stockholders, the nominating and governance committee may also consider the number of shares held by the recommending stockholder, the length of time that such shares have been held and the relationship, if any, between the recommending stockholder and the recommended director nominee.

Board Diversity Matrix

We believe that, as a global company serving a wide variety of markets across multiple geographies, embracing and cultivating diversity is an essential part of serving our customers and increasing stockholder value. Our goal is to reflect our commitment to diversity in the leadership of MACOM, including on the board of directors.

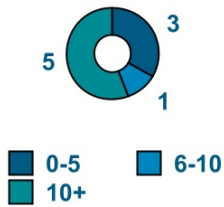
The following diversity statistics are reported in the standardized Nasdaq disclosure matrix for our board of directors.

Board Diversity Matrix (as of December 31, 2022)

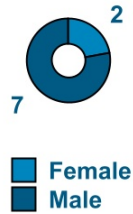
Total Number of Directors	9			
	Female	Male	Non-Binary	Did Not Disclose Gender
Part I: Gender Identity				
Directors	2	7	—	—
Part II: Demographic Background				
African American or Black	—	—	—	—
Alaskan Native or Native American	—	—	—	—
Asian	2	2	—	—
Hispanic or Latinx	—	—	—	—
Native Hawaiian or Pacific Islander	—	—	—	—
White	—	5	—	—
Two or More Races or Ethnicities	—	—	—	—
LGBTQ+			—	
Demographic Background Undisclosed			—	

Director Snapshot (as of December 31, 2022)

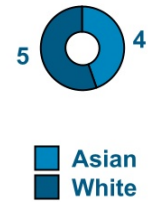
Tenure (Years)



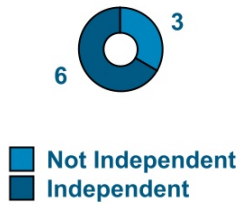
Gender



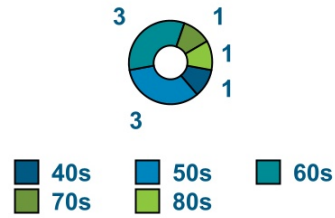
Race/Ethnicity



Independent



Age



Board Diversity Matrix (as of December 31, 2021)

Total Number of Directors	8			
	Female	Male	Non-Binary	Did Not Disclose Gender
Part I: Gender Identity				
Directors	1	7	—	—
Part II: Demographic Background				
African American or Black	—	—	—	—
Alaskan Native or Native American	—	—	—	—
Asian	1	2	—	—
Hispanic or Latinx	—	—	—	—
Native Hawaiian or Pacific Islander	—	—	—	—
White	—	5	—	—
Two or More Races or Ethnicities	—	—	—	—
LGBTQ+			—	
Demographic Background Undisclosed			—	

DIRECTOR COMPENSATION

2022 Director Compensation

The following table provides information regarding the compensation earned by our non-employee directors during fiscal year 2022. As an employee director, Mr. Daly did not receive any additional compensation for his service as a director during fiscal year 2022. The compensation Mr. Daly earned for his service as our President and Chief Executive Officer during fiscal year 2022 is set forth in the “2022 Summary Compensation Table” below.

Name	Fees Earned or Paid in Cash (\$)	Stock Awards (\$)(1)		Total (\$)
Charles Bland	60,000	159,963	(2)	219,963
Peter Chung	70,000	159,963	(2)	229,963
John Ocampo	150,000	159,963	(2)	309,963
Susan Ocampo	50,000	159,963	(2)	209,963
Geoffrey Ribar	77,500	159,963	(2)	237,463
John Ritchie	67,500	159,963	(2)	227,463
Gil VanLunsen	72,500	159,963	(2)	232,463
Jihye Whang Rosenband (3)	4,063	219,931	(4)	223,994

- (1) The amounts included under the “Stock Awards” column reflect the aggregate grant date fair value of the restricted stock unit awards granted in fiscal year 2022 to Messrs. Bland, Chung, Ocampo, Ribar and Ritchie, Mrs. Ocampo and Ms. Rosenband and the restricted stock awards granted in fiscal year 2022 to Mr. VanLunsen, computed in accordance with FASB ASC Topic 718. For more information on the underlying valuation assumptions used to calculate grant date fair values, see Notes 2 and 19 in the Notes to Consolidated Financial Statements in our Annual Report on Form 10-K for the fiscal year ended September 30, 2022. As of September 30, 2022, Messrs. Bland, Chung, Ocampo, Ribar and Ritchie and Mrs. Ocampo each held unvested restricted stock unit awards representing 2,768 shares of our common stock, Ms. Rosenband held unvested restricted stock unit awards representing 3,851 shares of our common stock and Mr. VanLunsen held unvested restricted stock awards representing 2,768 shares of our common stock.
- (2) On March 4, 2022, we granted each of Messrs. Bland, Chung, Ocampo, Ribar and Ritchie and Mrs. Ocampo an annual restricted stock unit award representing 2,768 shares of our common stock for their services as directors during calendar year 2022. In lieu of a restricted stock unit award, Mr. VanLunsen elected to receive a restricted stock award representing 2,768 shares of our common stock for his service as a director during calendar year 2022.
- (3) Ms. Rosenband commenced service as a member of the board of directors on September 8, 2022.
- (4) On September 9, 2022, we granted Ms. Rosenband an initial restricted stock unit award representing 2,976 shares of our common stock that vests in three substantially equal annual installments beginning November 15, 2023 and an annual restricted stock unit award representing 875 shares of our common stock for her service as a director during calendar year 2022.

Our non-employee directors are compensated under our non-employee director compensation policy, adopted by the board of directors in April 2021, which may be amended or updated from time to time, as described below. Our compensation program for our non-employee directors has two elements: cash compensation and equity-based compensation.

Cash Compensation. The cash component of our non-employee director compensation program is as follows:

- a \$50,000 annual cash retainer for each non-employee director;
- an additional annual cash retainer of \$10,000 for each member of the audit committee, \$7,500 for each member of the compensation committee and \$5,000 for each member of the nominating and governance committee, in each case, other than the chair of such committee;
- an additional annual cash retainer of \$20,000 for the chair of the audit committee, \$15,000 for the chair of the compensation committee and \$10,000 for the chair of the nominating and governance committee; and
- an additional annual cash retainer of \$100,000 for the non-employee director chairperson of the board of directors.

These cash payments are calculated and paid in quarterly installments and are prorated for partial quarters of board or committee service. Non-employee directors are also reimbursed for expenses in connection with attendance at board of directors and committee meetings. Non-employee directors are also eligible for coverage under our health care plans at their election.

Equity Compensation. For fiscal year 2022, all non-employee directors were eligible to receive equity-based awards under the MACOM Technology Solutions Holdings, Inc. 2021 Omnibus Incentive Plan (our “2021 Omnibus Incentive Plan”). The equity component of our non-employee director compensation program is as follows:

- Each of our non-employee directors is granted an annual restricted stock unit award (or, upon the director's request, a restricted stock award) on the first business day following the date of our annual meeting of stockholders representing a number of shares of common stock having a grant date fair market value of approximately \$160,000. This award vests in full on the one year anniversary of the grant date, subject to the non-employee director's continued service through such date and the terms of our 2021 Omnibus Incentive Plan. If a non-employee director first joins the board of directors after the annual grant for the calendar year of their appointment or election has been made, then they will be granted an annual restricted stock unit award (or, upon the director's request, a restricted stock award) on the first business day following their appointment or election representing a number of shares of our common stock having an aggregate grant date fair market value equal to \$160,000, prorated based on the number of calendar days remaining in the calendar year following such appointment or election. This award vests in full on the first February 15 following its grant date, subject to the non-employee director's continued service through such date and the terms of our 2021 Omnibus Incentive Plan.
- In addition to and not in lieu of the annual grant described above, when a non-employee director first joins the board of directors, they will be granted a one-time initial restricted stock unit award (or, upon the director's request, a restricted stock award) on the first business day following their appointment or election representing a number of shares of our common stock having an aggregate grant date fair market value of approximately \$170,000. This award vests in three equal annual installments beginning on the date that is one year following the February 15, May 15, August 15 or November 15 that is soonest to follow the non-employee director's date of appointment or election, in all cases subject to the non-employee director's continued service through such date and the terms of our 2021 Omnibus Incentive Plan. Initial equity grants are not prorated for a non-employee director's first partial year of service.

In accordance with our non-employee director compensation program as in effect at the time, on March 4, 2022 we granted each of Messrs. Bland, Chung, Ocampo, Ribar and Ritchie and Mrs. Ocampo annual restricted stock unit awards representing 2,768 shares of our common stock for his or her service as a director during calendar year 2022, which will vest in full on March 4, 2023, subject to such non-employee director's continued service through such date and the terms of our 2021 Omnibus Incentive Plan. Mr. VanLunsen elected to receive a restricted stock award representing 2,768 shares of our common stock, subject to the same vesting terms as the restricted stock unit awards granted to the directors as outlined above. On September 9, 2022, we granted Ms. Rosenband an initial restricted stock unit award representing 2,976 shares of our common stock, which vests in three substantially equal annual installments beginning November 15, 2023 and an annual restricted stock unit award representing 875 shares of our common stock, which will vest in full on February 15, 2023, subject to Ms. Rosenband's continued service through such date and the terms of our 2021 Omnibus Incentive Plan. Pursuant to our director compensation policy, the initial and annual non-employee director equity awards described above are granted automatically without the need for further action by our board of directors or the compensation committee.

EXECUTIVE OFFICERS

The following table provides information regarding our executive officers as of January 6, 2023:

Name	Age	Position
Stephen Daly	57	President and Chief Executive Officer
John Kober	53	Senior Vice President and Chief Financial Officer
Dr. Douglas Carlson	61	Senior Vice President, Technology
Robert Dennehy	49	Senior Vice President, Operations
Donghyun Thomas Hwang	59	Senior Vice President, Global Sales
Ambra Roth	41	Senior Vice President, General Counsel, Human Resources and Secretary

For biographical information for Mr. Daly, please refer to the section entitled “Proposal 1: Election of Directors.”

John Kober has served as our Senior Vice President and Chief Financial Officer since May 2019. Prior to that, Mr. Kober served as our Vice President, Finance, Corporate Controller since August 2015. Prior to joining MACOM, Mr. Kober served as Vice President, Corporate Controller and Treasurer at CIRCOR International Inc., a manufacturer of highly engineered products and sub-systems for applications in energy, industrial, aerospace, defense and other global markets from September 2005 to August 2015. Mr. Kober earned his B.S.B.A. in Accounting at the University of Rhode Island and his MBA in Finance from Seton Hall University.

Dr. Douglas Carlson has served as our Senior Vice President, Technology, since September 2019. From October 2017 through September 2019, he served as our Senior Vice President and General Manager, RF & Microwave, from August 2017 through September 2017, he served as our Senior Vice President, Technology, and from October 2016 through July 2017 he served as our Vice President, Technology Development. Prior to that, he held the position of Director of Aerospace and Defense Strategy since April 2013. From August 2012 to April 2013, he was Director, Aerospace and Defense Business Development, and from October 2010 to August 2012, he held the position of Chief Engineer. Before joining MACOM in 1990, he served on the research staffs of MIT and Bell Laboratories. Dr. Carlson holds a ScB in Electronic Materials from Brown University and a ScD in Electronic Materials from the Massachusetts Institute of Technology.

Robert Dennehy has served as our Senior Vice President, Operations, since October 2013, and prior to that had served as our Vice President, Operations, since March 2011. He previously served as Managing Director of our Cork, Ireland subsidiary from 2006 to March 2011. Prior to that Mr. Dennehy served in product management and other roles of increasing responsibility with us. Mr. Dennehy holds an Associate’s degree in Electronic Engineering and a Diploma in Business Administration from Henley Business School, London.

Donghyun Thomas Hwang has served as our Senior Vice President, Global Sales, since January 2015. From January 2002 through August 2014, Mr. Hwang held various sales positions at Hittite, including Vice President of Worldwide Sales from January 2010 to October 2013, Vice President of Asia-Pacific Sales from November 2013 to July 2014 and, following the acquisition of Hittite by ADI, Director of Asia-Pacific Sales from July 2014 to August 2014. Mr. Hwang received a B.S. in Electrical Engineering and an M.S. in Electrical Engineering from Lehigh University.

Ambra Roth has served as our Senior Vice President, General Counsel, Human Resources and Secretary since October 2019. Prior to that, Ms. Roth served as Vice President, General Counsel and Secretary since May 2018, and in roles of increasing responsibility since joining MACOM in December 2013, including most recently as Associate General Counsel from April 2017 until May 2018. Prior to joining MACOM, Ms. Roth served as Associate General Counsel for Mindspeed Technologies, Inc., a provider of semiconductor networking solutions, which she joined in November 2007. Ms. Roth started her legal career at Vivendi Universal Games, Inc., a video games publisher and holdings company for Sierra Entertainment and Blizzard Entertainment. Ms. Roth holds a Bachelor of Arts in Political Science from Loyola Marymount University and a Juris Doctor from Loyola Law School.

NAMED EXECUTIVE OFFICER COMPENSATION, COMPENSATION DISCUSSION AND ANALYSIS

Named Executive Officers

This compensation discussion and analysis provides information about our executive compensation programs for fiscal year 2022 as they relate to the following “named executive officers,” whose compensation is presented in the tables and accompanying narratives following this discussion:

- Stephen Daly, President and Chief Executive Officer
- John Kober, Senior Vice President and Chief Financial Officer
- Dr. Douglas Carlson, Senior Vice President, Technology
- Robert Dennehy, Senior Vice President, Operations
- Donghyun Thomas Hwang, Senior Vice President, Global Sales
- Ambra Roth, Senior Vice President, General Counsel, Human Resources and Secretary

Semiconductor Industry Considerations

The semiconductor industry, in which we operate, is highly competitive, cyclical and characterized by constant and rapid technological change, with evolving standards, short product lifecycles and significant fluctuations in supply and demand, all of which may have a material impact on our business and employee compensation, among other things. Downturns in the semiconductor industry may be prolonged and difficult or impossible to predict, and downturns in many sectors of the electronic systems industry have, in the past, contributed to extended periods of weak demand for semiconductor products. We have experienced decreases in our revenue, profitability, cash flows and stock price during such downturns in the past, and may be similarly affected by future downturns, particularly if we are unable to effectively respond to reduced demand in a particular market. In addition, the competition for attracting and retaining qualified talent within our industry is fierce.

Our compensation programs take our industry dynamics into consideration with regard to how we establish such programs across the organization, including the programs for our executive officers and our broader employee base. For example, our executive compensation programs generally place a larger proportion of each executive’s compensation in performance-based equity elements and our short-term cash incentive program is structured to address the cyclical and highly competitive nature of the industry and environment in which we operate.

Objectives of Our Executive Compensation Programs

The compensation committee of our board of directors oversees the compensation programs covering our executive officers, including our named executive officers, under its authority as delegated by our board of directors. These compensation programs are designed to:

- attract and retain the best executive talent;
- motivate our executives to achieve our financial and business goals; and
- align our executives’ interests with those of our stockholders to drive increased stockholder value.

To achieve these goals, we structure our executive compensation programs to provide a competitive level of total compensation and create a strong connection between our financial and business results by linking a significant portion of each executive’s compensation to the achievement of specific performance goals that we expect will increase stockholder value. The key elements of the performance-based compensation provided to our named executive officers in fiscal year 2022 were our equity program, which included performance-based restricted stock units, and our cash incentive programs, each as described below.

How We Set Executive Compensation

The compensation program in effect for our named executive officers for fiscal year 2022 reflects a combination of individually negotiated compensation arrangements that we have entered into with certain of our named executive officers, as described below, and a total compensation program for our executive officers developed in prior periods by our compensation committee and further refined by it in fiscal year 2022 as described in more detail below. Our compensation committee annually reviews and periodically adjusts the total compensation payable to our named executive officers based on the information and factors discussed below and recommendations made by our Chief Executive Officer (other than with respect to his own compensation) from time to time.

In connection with its engagement of Pearl Meyer (as noted elsewhere in this Proxy Statement), our compensation committee reviewed our peer group at the beginning of fiscal year 2022, which included companies in the semiconductor, electric components, communications equipment and electronic manufacturing industries. The compensation committee's assessment of potential peers included whether the companies are direct market share competitors, broader competitors for employee talent and industry comparators, as well as the frequency the comparators were used as a peer compensation benchmarks among other companies in the peer group. Potential peers were also assessed based on their relative size, including trailing quarterly and annual revenue as well as market capitalization as of December 31, 2020 and October 6, 2021, relative gross margins and research and development ("R&D") expense and their market capitalization to revenue ratio, recognizing that there are a limited number of direct market share comparators of similar size to us. The revenue range of the selected companies varied between \$452 million and \$4.3 billion, and market capitalization (as of October 1, 2021) varied between \$2.6 billion and \$23.8 billion. Our relative positioning was at the 14th percentile of revenue and the 21st percentile of market capitalization. Selected peers were unchanged from the prior fiscal year and consisted of the following companies: II-VI, Inc., Allegro MicroSystems, Inc., Belden Inc., Diodes, Inc., IPG Photonics Corp., Lattice Semiconductor Corp., Lumentum Holdings, Inc., MaxLinear, Inc., Monolithic Power Systems, Inc., Power Integrations, Inc., Qorvo, Inc., Semtech Corp., Silicon Laboratories, Inc. and Wolfspeed, Inc.

Based on the analysis and guidance provided by Pearl Meyer, including industry total compensation and peer proxy statement data, as well as subjective factors, such as the relative importance we place on each role within the Company, internal pay equity and other factors, in October 2021, our compensation committee established fiscal year 2022 total target direct compensation levels for our named executive officers that were above the corresponding levels from fiscal year 2021. Our compensation committee, in connection with Pearl Meyer, also reviewed our total compensation program, primarily consisting of base salary, short-term cash incentives and long-term equity incentives, as discussed in further detail below, with the intention of ensuring that the program was designed to provide each executive officer with the opportunity to realize targeted total compensation while furthering the objectives of our executive compensation programs described above. As a result of the advice and guidance provided by Pearl Meyer, our compensation committee decided to introduce a relative total shareholder return ("rTSR") component in our executive compensation program in fiscal year 2022. Please see the "Performance-Based Equity Incentives- rTSR PSUs" section of this Proxy Statement for more information concerning the rTSR PSUs (as defined below). Based on our review of the data described above, we believe that the total compensation provided to our named executive officers in fiscal year 2022 was generally slightly below market median to market median overall assuming achievement of our target performance goals applicable to the short-term cash incentives and long-term equity incentives granted to such named executive officers in fiscal year 2022 (discussed in more detail below), and market median to above market median overall assuming achievement of our maximum performance goals.

Ongoing Stockholder Outreach Initiative

The board of directors values the opinions of our stockholders in matters related to corporate governance, executive compensation and other matters. Our fiscal year 2022 executive compensation program reflected the extensive stockholder outreach initiative undertaken by members of our senior management team and investor relations, as well as members of our compensation committee from September 2021 to November 2021, which was focused on understanding the perspectives and concerns of our stockholders following the results of our say-on-pay vote at our 2021 annual meeting of stockholders. We believe that our stockholders strongly supported the design changes that we made to our fiscal year 2022 program, as reflected by their approval, on an advisory basis, of the compensation of our named executive officers by 98.64% of the shares voted at our 2022 annual meeting. In December 2022, we conducted additional investor outreach involving members of our senior management team and investor relations. This outreach focused on better understanding the concerns and perspectives of our stockholders and providing updates to our investors on various topics, including with regard to our ESG program, Board composition and corporate governance.

Elements of Executive Compensation

Our compensation programs for our named executive officers primarily consist of the following elements:

- base salary and benefits;

- short-term cash incentives; and
- long-term equity incentives.

Base Salary

The base salary for each of our named executive officers for fiscal year 2022 was determined by our compensation committee and is intended to reflect each executive's relative level of experience and responsibility.

In fiscal year 2022, the compensation committee approved a 3.7% annual base salary increase for Mr. Daly, an 11.8% annual base salary increase for Mr. Kober to better align his base salary with experienced industry peers and a 2.6% annual base salary increase for each of Dr. Carlson, Messrs. Dennehy and Hwang and Ms. Roth, in each case, based on standard merit increases and taking into account the continued desire to align our executive officers' compensation with our industry peers. In determining these base salary increases, our compensation committee considered the industry total compensation and proxy statement data discussed above provided by Pearl Meyer. Based on such considerations, our compensation committee determined that such base salary increases were appropriate to maintain competitive levels of base salary for each of these individuals.

The following table shows the annual base salaries for each of our named executive officers as of the end of fiscal year 2022.

Name	Annual Base Salary		Percentage Change
	Fiscal Year 2021	Fiscal Year 2022	
Stephen Daly <i>President and Chief Executive Officer</i>	\$675,000	\$700,000	3.7%
John Kober <i>Senior Vice President and Chief Financial Officer</i>	\$425,000	\$475,000	11.8%
Dr. Douglas Carlson <i>Senior Vice President, Technology</i>	\$390,000	\$400,000	2.6%
Robert Dennehy <i>Senior Vice President, Operations</i>	\$390,000	\$400,000	2.6%
Donghyun Thomas Hwang <i>Senior Vice President, Global Sales</i>	\$390,000	\$400,000	2.6%
Ambra Roth <i>Senior Vice President, General Counsel, Human Resources and Secretary</i>	\$390,000	\$400,000	2.6%

Short-Term Cash Incentives

Our compensation committee determined the annual target cash incentive opportunities for each of our named executive officers for fiscal year 2022 based on its business judgment regarding the appropriate level of incentive opportunities to motivate and retain these executives, and to establish an appropriate "pay for performance" linkage between their total compensation and our overall financial results. In making this business judgment, our compensation committee considered each named executive officer's historical level of incentive opportunities, base salary and level of incentive opportunities relative to those of our other named executive officers and the industry total compensation and proxy statement data discussed above. Based on these considerations, our compensation committee approved the annual target cash incentive opportunities (as a percentage of base salary) for all of our named executive officers for fiscal year 2022, which was at the same level set in fiscal year 2021 for Mr. Daly and at a level 5% higher than as set in fiscal year 2021 for each of Messrs. Kober, Dennehy and Hwang, Dr. Carlson and Ms. Roth, taking into account the continued desire to align our executive officers' compensation with our industry peers. The incentive opportunity for our named executive officers was also subject to potential discretionary increase or reduction based on individual performance during the period. The following table shows the target annual cash incentive opportunity of each of our named executive officers for fiscal year 2022 depending on achievement against applicable performance metrics, expressed as a percentage of each executive's annual base salary.

Name	Fiscal Year 2022 Target Cash Incentive Opportunity (% of Base Salary)
Stephen Daly <i>President and Chief Executive Officer</i>	100%
John Kober <i>Senior Vice President and Chief Financial Officer</i>	80%
Dr. Douglas Carlson <i>Senior Vice President, Technology</i>	55%
Robert Dennehy <i>Senior Vice President, Operations</i>	55%
Donghyun Thomas Hwang <i>Senior Vice President, Global Sales</i>	55%
Ambra Roth <i>Senior Vice President, General Counsel, Human Resources and Secretary</i>	55%

As discussed above, the semiconductor industry is intensely competitive and can be highly cyclical, which is why we have historically comprised our short-term cash incentives for our entire organization, including our executive officers, of two six-month performance periods within our fiscal year, with performance goals for each period based on non-GAAP adjusted operating income during the applicable period. The structure of the short-term cash incentive program remains unchanged, and, consistent with certain prior fiscal years, our failure to meet the pre-determined targets means that no cash incentive payments would be made. Each of our named executive officers has an opportunity to earn one half of their applicable annual target cash incentive opportunity amount during each six-month period. The two six-month periods within our short-term cash incentive program allow us to adjust our targets for the then-forthcoming six months based on changing business conditions, which we feel provides us with an opportunity to meet our compensation objectives outlined above. In each of the past two fiscal years, given that our first six-month short-term cash incentive period performance exceeded our annual business plan expectations, and to provide for improving performance targets while ensuring that such targets were meaningful for our named executive officers and stockholders, the compensation committee increased the performance targets in the second six-month period to be in excess of amounts that would have otherwise been established if we had utilized the targets in our annual business plan.

In addition, over the past three fiscal years, in an effort to balance amounts paid to employees along with stockholder return, we instituted short-term cash incentive program caps to limit the maximum payouts to our named executive officers. In fiscal years 2019 and prior, our executive officers were entitled to receive up to 200% of their six-month target cash incentive opportunity, whereas during the first six-month periods in fiscal years 2020 and 2021, the maximum program payout was limited to 100% of the target, during the first six-month period of fiscal year 2022, the maximum program payout was limited to 175% of the target and, for the second six-month periods of fiscal years 2020 and 2021, the maximum payout was limited to 150% and 175%, respectively of the relevant target. In a continued effort to balance amounts paid to employees along with stockholder return, the short-term cash incentive program cap was restored to 200% for the second six-month period of fiscal year 2022.

For fiscal year 2022, we selected adjusted operating income as the performance metric for these short-term cash incentive programs because we believe it is a driver of stockholder value. The calculation of adjusted operating income excludes the impact of accrued costs for the payment of incentives under the short-term cash incentive program itself, as well as the effect, where applicable, of amortization expense, share-based compensation expense, impairment and restructuring charges and acquisition- and integration-related costs.

Our compensation committee determined the adjusted operating income goals for each performance period generally based on our historic adjusted operating income, our annual business plan and sequential revenue and operating profit projections. These goals were intended to be challenging, yet attainable, and to align the interests of our named executive officers with those of our stockholders by providing for a payout only in the event of exceptional performance that the compensation committee believed could result in a meaningful increase in stockholder value. We typically establish three separate adjusted operating income objectives in connection with each six-month period including a threshold amount, which if not achieved, results in no bonus being earned, a target amount, which would align with the target established for each named executive officer, and a maximum amount, which could provide potential upside above the established targets.

The table below summarizes the adjusted operating income amounts established for threshold, target, maximum and actual performance, as well as the associated percentages of the target earned, for each of the six-month periods over the past four fiscal years. Adjusted operating income in the table below excludes bonus expense.

	Threshold		Target		Maximum		Actual Performance	
	Performance Goal Adjusted Operating Income (\$)	% Payout	Performance Goal Adjusted Operating Income (\$)	% Payout	Performance Goal Adjusted Operating Income (\$)	% Payout	Performance Goal Adjusted Operating Income (\$)	% Payout
(in millions)								
FY2022 - Second Half	109.4	—%	115.6	100%	128.0	200%	119.6	138%
FY2022 - First Half*	94.6	—%	103.6	100%	112.6	175%	108.2	138%
FY2021 - Second Half*	79.6	—%	92.2	100%	100.7	175%	100.8	175%
FY2021 - First Half*	76.2	—%	79.0	100%	79.0	100%	85.1	100%
FY2020 - Second Half*	51.5	—%	57.3	100%	67.3	150%	71.4	150%
FY2020 - First Half*	30.9	—%	30.9	50%	37.0	100%	37.8	100%
FY2019 - Second Half	44.0	—%	52.4	100%	62.9	200%	(6.8)	—%
FY2019 - First Half	44.0	—%	52.7	100%	63.6	200%	17.7	—%

* The maximum performance opportunity was reduced to below the 200% permissible under the plan for each of the performance periods for fiscal years 2020 and 2021 and the first half of fiscal year 2022.

First Half Fiscal Year 2022 Program (one-half of the named executive officer's Annual Target Cash Incentive opportunity). The performance goals above were established such that the achievement at or below the threshold performance goal would not result in a payout for the named executive officer, the achievement of the target performance goal would result in a payout of one half of 100% of the named executive officer's annual target cash incentive opportunity and the achievement of the maximum performance goal would result in a payout of one half of 175% of the named executive officer's annual target cash incentive opportunity.

Under the first half fiscal year 2022 program, a total pool for all participating employees within the Company would be funded at approximately \$6.0 million for target performance and \$10.5 million for meeting or exceeding maximum performance. Each of Messrs. Daly, Kober, Dennehy and Hwang, Dr. Carlson and Ms. Roth would be eligible for a payment based on an allocated portion of this pool based on the executive's target incentive amount, with discretionary adjustments based on individual performance. There was no set weighting assigned by the compensation committee with respect to the individual performance component of the cash incentive program.

In light of our performance for the first half of fiscal year 2022 (see the "Actual Performance" column in the table above), each named executive officer received a cash incentive payment for the first half of fiscal year 2022 equal to 138% of their first half target level, which was the approved payout based on straight-line interpolation between target and maximum performance levels. Following review of each individual's performance, the compensation committee did not make discretionary adjustments based on individual performance.

Second Half Fiscal Year 2022 Program (one-half of the named executive officer's Annual Target Cash Incentive opportunity). The performance goals above were established such that the achievement at or below the threshold performance goal would not result in a payout to the named executive officer, the achievement of the target performance goal would result in a payout of one half of 100% of the named executive officer's annual target cash incentive opportunity and the achievement of the maximum performance goal would result in a payout of one half of 200% of the named executive officer's annual target cash incentive opportunity.

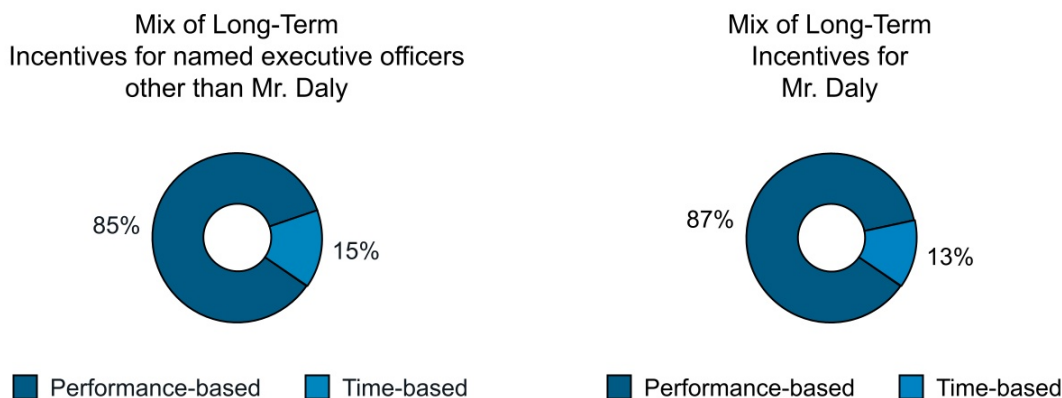
Under the second half fiscal year 2022 program, a total pool for all participating employees within the Company would be funded at \$6.2 million for meeting target performance and \$12.4 million for meeting or exceeding maximum performance. Each of Messrs. Daly, Kober, Dennehy and Hwang, Dr. Carlson and Ms. Roth would be eligible for a payment based on an allocated portion of this pool based on the executive's target incentive amount, with discretionary adjustments based on individual performance. There was no set weighting assigned by the compensation committee with respect to the individual performance component of the cash incentive program.

In light of our performance for the second half of fiscal year 2022 (see the "Actual Performance" column in the table above), each named executive officer received a cash incentive payment for the second half of fiscal year 2022 equal to 138% of their second half target level, which was the approved payout based on straight-line interpolation between target and maximum performance levels. Following review of each individual's performance, the compensation committee did not make discretionary adjustments based on individual performance.

Aggregate Fiscal Year 2022 Program (total of the named executive officer's Annual Target Cash Incentive opportunity). The total cash incentive opportunity earned for each of our executive officers during fiscal year 2022 was 138% of each executive's respective target annual cash incentive opportunity.

Long-Term Equity Incentives

Our fiscal year 2022 long-term equity incentive program was comprised of three components: time-based restricted stock units, Adjusted EPS performance-based restricted stock units and rTSR performance-based restricted stock units. In fiscal year 2022, our compensation committee granted to each of Messrs. Daly, Kober, Dennehy and Hwang, Dr. Carlson and Ms. Roth both time-based restricted stock units and Adjusted EPS and rTSR performance-based restricted stock units. For all of our named executive officers other than Mr. Daly, approximately 15% of the total value of the award was allocated to time-based restricted stock units and approximately 85% was allocated to performance-based restricted stock units. For Mr. Daly, approximately 13% of the total value of the award was allocated to time-based restricted stock units and approximately 87% was allocated to performance-based restricted stock units.



The size of each award was determined by the compensation committee based on its consideration of named executive officer individual performance and the industry total compensation and proxy statement benchmarking data provided by Pearl Meyer as described above.

Performance-Based Equity Incentives- Adjusted EPS PSUs

In fiscal year 2022, we granted Mr. Daly 16,109 restricted stock units, Mr. Kober 7,477 restricted stock units, Dr. Carlson 4,566 restricted stock units, Mr. Dennehy 4,566 restricted stock units, Mr. Hwang 4,566 restricted stock units and Ms. Roth 4,566 restricted stock units, in each case, subject to the performance-based vesting conditions described below.

As was the case in prior years, certain performance-based restricted stock units are eligible to be earned and vest based on our Adjusted EPS (“Adjusted EPS PSUs”) growth during the applicable performance period. Adjusted EPS is a non-GAAP financial metric. Our calculation of Adjusted EPS is calculated by dividing Adjusted net income, which excludes intangible amortization expense, share-based compensation costs, changes in common stock warrant liability, non-cash interest, equity investment gains and losses, loss on debt extinguishment, as well as certain tax items, by Adjusted diluted shares. Adjusted EPS growth was selected as the applicable performance metric for performance-based restricted stock units granted in fiscal year 2022 and prior fiscal years because our compensation committee believes that growth in Adjusted EPS is a key driver of increases in stockholder value. An explanation of how we calculate Adjusted EPS is contained in Exhibit 99.1 to our Current Report on Form 8-K filed with the SEC on November 3, 2022.

The Adjusted EPS PSUs granted to our named executive officers in fiscal year 2022 are divided into three equal tranches, with one tranche eligible to be earned and to vest based on our Adjusted EPS growth during fiscal year 2022, one tranche eligible to be earned and to vest based on Adjusted EPS growth during fiscal years 2022-2023 and one tranche eligible to be earned and to vest based on Adjusted EPS growth during fiscal years 2022-2024, with Adjusted EPS growth goals for performance periods spanning multiple fiscal years based on compound annual growth. For each tranche, recipients can earn between 0% to 300% of the target number of Adjusted EPS PSUs, depending on actual performance, with 50% of the target number of Adjusted EPS PSUs earned if threshold performance is achieved (Adjusted EPS growth of 5%), 100% of the target number of Adjusted EPS PSUs earned if target performance is achieved (Adjusted EPS growth of 10%), 200% of the target number of Adjusted EPS PSUs earned if upside performance is achieved (Adjusted EPS growth of 20%) and 300% of the target number of Adjusted EPS PSUs earned if maximum performance is achieved (Adjusted EPS growth of 30%), and, in each case, with straight-line interpolation between performance levels. To the extent earned, Adjusted EPS PSUs for each tranche will vest and be settled

following the announcement to the financial markets of our financial performance associated with the applicable performance period, generally subject to continued employment with us through the settlement date. If Adjusted EPS PSUs for a tranche are not earned, they will be forfeited and are not eligible to be achieved in subsequent performance periods (i.e., there is no catch-up or retesting feature).

Each of our named executive officers also held Adjusted EPS PSUs that were granted in prior fiscal years and that were eligible to vest based on Adjusted EPS growth during a performance period that included fiscal year 2022.

The table below sets forth (1) Adjusted EPS growth goals for Adjusted EPS PSUs granted in fiscal year 2022, (2) Adjusted EPS growth goals for Adjusted EPS PSUs granted in previous years with a performance period that included fiscal year 2022, (3) our actual Adjusted EPS growth for the applicable performance period and (4) the percentage of Adjusted EPS PSUs that were earned based on such performance:

Fiscal Year of Grant	Performance Period (Fiscal Year(s))	Threshold (50% of Target Tranche of Adjusted EPS PSUs Earned)	Target (100% of Target Tranche of Adjusted EPS PSUs Earned)	Upside (200% of Target Tranche of Adjusted EPS PSUs Earned)	Maximum (300% of Target Tranche of Adjusted EPS PSUs Earned)	Actual Performance	% of Target Tranche of Adjusted EPS PSUs Earned
2022	2022	5%	10%	20%	30%	31%	300%
2021	2021-2022	5%	10%	20%	30%	69%	300%
2020	2020-2022	5%	10%	20%	30%	84%	300%

Our Adjusted EPS performance has shown significant improvement during fiscal years 2020, 2021 and 2022 as compared to earlier periods which has resulted in the maximum payouts being achieved.

Performance-Based Equity Incentives- rTSR PSUs

In fiscal year 2022, our compensation committee made the determination to add an rTSR metric with a long-term stock performance cycle to certain performance-based restricted stock units granted to our executive officers (“rTSR PSUs”). The rTSR metric was added to our overall executive compensation program in response to stockholder feedback and to further align the interests of our executive officers with those of our stockholders.

In fiscal year 2022, we granted Mr. Daly 53,698 restricted stock units, Mr. Kober 21,862 restricted stock units, Dr. Carlson 12,273 restricted stock units, Mr. Dennehy 12,273 restricted stock units, Mr. Hwang 12,273 restricted stock units and Ms. Roth 12,273 restricted stock units, in each case, subject to the performance-based vesting conditions described below.

The fiscal year 2022 rTSR PSUs are performance-based restricted stock units that can be earned at varying amounts based on our performance relative to component companies of the PHLX Semiconductor Index over a three-year period beginning October 2, 2021, and ending September 27, 2024. The rTSR PSUs will result in a more significant portion of each executive’s fiscal year 2022 compensation being tied to our long-term stock performance as compared to prior years. Our compensation committee believes that balancing the objective financial measures of the Adjusted EPS PSUs with restricted stock units subject to an rTSR component will further incentivize our named executive officers to focus on outperforming our peers over a longer period in a highly competitive marketplace and further align their interests with those of our stockholders.

The amount of rTSR PSUs earned at the end of the performance period will be determined as follows: rTSR rank equal to or less than the 25th percentile results in no payout; rTSR rank greater than the 25th percentile and less than or equal to the 50th percentile results in payout of between 50% and 100% of the target shares, rTSR rank greater than the 50th percentile and less than or equal to the 75th percentile results in payout of between 100% and 200% of the target shares and rTSR rank performance greater than the 75th percentile results in payout of 200% of the target number of shares.

Mr. Daly also held an rTSR PSU award that was granted in fiscal year 2019 and that was eligible to vest based on the Company’s total shareholder return compared to a peer group of companies in the Nasdaq composite index during fiscal years 2020 through 2022. In October 2021, our compensation committee made the determination to align the vesting date of Mr. Daly’s new hire rTSR PSU award with the end of the performance period applicable to the rTSR PSU award. The actual payout earned for such award was subsequently certified by our compensation committee and the award vested and was settled in November 2022 as described in more detail below.

The table below sets forth (1) rTSR rank goals for Mr. Daly’s rTSR PSUs granted in fiscal year 2019, (2) our actual rTSR rank for the applicable performance period and (3) the percentage of rTSR PSUs that were earned based on such performance:

Fiscal Year of Grant	Performance Period (Fiscal Year(s))	Threshold (50% of Target of rTSR PSUs Earned)	Target (100% of Target of rTSR PSUs Earned)	Maximum (150% of Target of rTSR PSUs Earned)	Actual Performance	% of Target of rTSR PSUs Earned
2019	2020-2022	>25% and ≤50%	>50% and ≤75%	>75%	83%	150%

Time-Based Equity Incentives

In fiscal year 2022, as part of our annual equity compensation program, we also provided each of our named executive officers with long-term equity incentives through the grant of restricted stock units subject to time-based vesting (“RSUs”). Our compensation committee granted RSUs because it believes they provide a valuable retention incentive to our executives. In addition, our compensation committee believes that because RSUs require fewer shares to deliver the same amount of retention incentive to a given executive as compared with a stock option award, RSUs also reduce the overall potential dilution to our stockholders from our equity compensation programs.

In fiscal year 2022, we granted Mr. Daly 10,740 RSUs, Mr. Kober 4,985 RSUs, Dr. Carlson 3,044 RSUs, Mr. Dennehy 3,044 RSUs, Mr. Hwang 3,044 RSUs and Ms. Roth 3,044 RSUs, in each case, subject to time-based vesting based on his or her continued employment with us over three years. Our compensation committee approved these RSU awards based on its review of peer group data provided by Pearl Meyer, together with its business judgment as to the appropriate level of the long-term incentive compensation necessary to retain these executives.

Benefits

We generally provide our named executive officers health and welfare benefits, including health benefits and life insurance coverage, as well as the opportunity to participate in and receive matching contributions under our 401(k) plan, in each case, on the same terms as our other salaried employees. We also reimburse up to \$2,500 per year in personal tax and financial planning expenses for our executive officers.

Severance Arrangements

We believe it is in our best interests and the best interests of our stockholders to encourage and reinforce the continued dedication and attention of our President and Chief Executive Officer, and to minimize the potential for him to be distracted from performing his duties by the potential prospect of a termination of employment. Therefore, we have agreed to provide our President and Chief Executive Officer with severance benefits as set forth in his employment agreement, as described below under “Potential Payments upon Termination or Change in Control”.

In October 2014, following a period of heavy consolidation in our industry and with a similar motivation of keeping our executives focused on managing our business without distraction by a potential change in control, we adopted the MACOM Technology Solutions Holdings, Inc. Change in Control Plan (as amended, the “CIC Plan”), which was subsequently amended in 2017 and in 2022. Each of our named executive officers participates in the CIC Plan. The CIC Plan provides severance protection to plan participants in the event their employment is terminated under certain circumstances in connection with a change in control. In adopting and subsequently amending the CIC Plan, our compensation committee was motivated by a belief that the benefits of the plan were reasonable in scope and amount, would better align the interests of our executives with those of our stockholders in the context of a potential change in control and may enhance stockholder value whether or not a future change in control occurs by helping to retain those executives who are participants in this plan. See “Potential Payments upon Termination or Change in Control” below for a more detailed discussion of these potential payments to our named executive officers.

In fiscal year 2022, in response to stockholder feedback, the compensation committee approved an amendment to the CIC Plan to eliminate excise tax gross-ups relating to Section 280G of the Internal Revenue Code of 1986, as amended (the “Code”) for plan participants who commence participation in the plan on or after January 1, 2022.

Restrictive Covenants

From time to time we enter into restrictive covenant agreements with certain of our key executives in order to secure the employment of those persons who may be key to our success for a period of time, to prevent competitors from hiring such personnel away from us, and to protect our confidential information, intellectual property and relationships with employees, independent contractors, vendors and customers. Mr. Daly's employment agreement contains non-solicitation provisions pursuant to which he has agreed not to solicit our employees, consultants, customers, partners or vendors during his employment and for a period of 12 months following termination of his employment. All of our named executive officers are party to a Confidentiality and Invention Assignment Agreement, under which they have agreed not to solicit our employees, consultants, customers, partners or vendors during their employment and for 12 months following termination of employment and have agreed to a perpetual confidentiality covenant and an assignment of intellectual property covenant.

Compensation Risk Assessment

Our compensation committee regularly reviews the Company's compensation and benefits programs, policies and practices, including its executive compensation program and its incentive-based compensation programs for its executive officers, to determine whether such programs, policies and practices create risks that are reasonably likely to have a material adverse effect on the Company. Our compensation and governance-related policies are enhanced by our clawback policy, described below, as well as a policy prohibiting hedging and pledging of our securities by our directors and officers, including our executive officers. Based on its assessment, our compensation committee does not believe that our compensation programs, policies and practices, in conjunction with our existing processes and controls, create risks that are reasonably likely to have a material adverse effect on our business and operations.

Clawback Policy

In November 2018, we adopted a clawback policy that covers our current and former employees at the level of Vice President and above, including all of our named executive officers. Under the policy, if there is a restatement of our financial results due to material non-compliance with financial reporting requirements, certain cash- and equity-based incentive compensation paid or awarded to covered employees will be subject to cancellation and/or repayment, in our compensation committee's discretion, if it was based on the erroneous financial results, was in excess of the amount that would have otherwise been paid or awarded and the employee's conduct was a material factor in the obligation to restate the results.

Tax and Accounting Considerations

Section 162(m) of the Code disallows a tax deduction to a public corporation for annual compensation in excess of \$1 million paid to certain of its executive officers. Therefore, compensation paid to certain of our executive officers in excess of \$1 million in a taxable year will not be deductible. Our compensation committee believes that its primary responsibility is to provide a compensation program that attracts, retains and rewards the executives who are necessary for our success. Accordingly, and in furtherance of that responsibility, our compensation committee has authorized and will, in its judgment, continue to authorize compensation that may otherwise be limited as to tax deductibility.

Our compensation committee also considers the accounting implications of significant compensation decisions, including decisions that relate to our equity incentive plans and programs. If accounting standards change, we may revise certain programs to appropriately align accounting expenses of our equity awards with our overall executive compensation philosophy and objectives.

Stock Ownership Guidelines

Effective December 21, 2021, our compensation committee established executive officer stock ownership guidelines to further align the interests of our executive officers with the interests of our stockholders and to promote sound corporate governance. The guidelines for executive officers are determined as a multiple of the executive officer's annual base salary. Our Chief Executive Officer is required to hold shares of our common stock with a value equal to at least four times his annual base salary. Our Chief Financial Officer is required to hold shares of our common stock with a value equal to at least two times his annual base salary. Each other executive officer is required to hold shares of our common stock with a value equal to at least one times his or her annual base salary. Executive officers are required to achieve the applicable level of ownership within 48 months of the later of December 21, 2021 or the date the person was initially designated an executive officer. Unvested equity awards (other than unvested time-based restricted stock units), vested stock options, vested stock appreciation rights and unearned performance-based equity awards do not count towards satisfaction of the stock ownership guidelines.

Say-on-Pay

At our 2021 annual meeting of stockholders, our stockholders approved on an advisory basis to hold future advisory votes on the compensation of our named executive officers annually. At our 2022 annual meeting of stockholders, our stockholders approved, on an advisory basis, the compensation of our named executive officers by 98.64% of the shares voted.

COMPENSATION COMMITTEE REPORT

The compensation committee has reviewed and discussed the Compensation Discussion and Analysis required by Item 402(b) of Regulation S-K with management, and, based on such review and discussions, the compensation committee recommended to our board of directors that the Compensation Discussion and Analysis be included in this Proxy Statement.

Members of the compensation committee:

Peter Chung (Chairman)

Geoffrey Ribar

John Ritchie

Gil VanLunsen

2022 Summary Compensation Table

The following table provides information regarding the compensation earned by or paid to our named executive officers for fiscal years 2022, 2021 and 2020.

Name and Principal Position	Year	Salary (\$)	Stock Awards (\$)(1)	Non-Equity Incentive Plan Compensation (\$)(2)	All Other Compensation (\$)(3)	Total (\$)
Stephen Daly	2022	700,000	6,598,410	966,000	12,310	8,276,720
<i>President and Chief Executive Officer</i>	2021	675,000	1,559,382	928,125	12,551	3,175,058
	2020	675,000	1,884,914	843,750	9,901	3,413,565
John Kober	2022	475,000	2,787,632	524,400	12,255	3,799,287
<i>Senior Vice President and Chief Financial Officer</i>	2021	425,020	652,905	438,289	11,996	1,528,210
	2020	395,000	1,027,425	370,313	9,279	1,802,017
Dr. Douglas Carlson	2022	400,000	1,605,534	303,600	12,090	2,321,224
<i>Senior Vice President, Technology</i>	2021	390,003	432,465	268,126	9,418	1,100,012
	2020	368,000	851,724	230,000	9,219	1,458,943
Robert Dennehy	2022	400,000	1,605,534	303,600	12,090	2,321,224
<i>Senior Vice President, Operations</i>	2021	390,003	432,465	268,126	11,918	1,102,512
	2020	380,000	865,395	237,500	7,640	1,490,535
Donghyun Thomas Hwang	2022	400,000	1,605,534	303,600	12,090	2,321,224
<i>Senior Vice President, Global Sales</i>	2021	390,003	432,465	268,126	11,918	1,102,512
	2020	355,000	836,908	221,875	9,190	1,422,973
Ambra Roth	2022	400,000	1,605,534	303,600	12,090	2,321,224
<i>Senior Vice President, General Counsel, Human Resources and Secretary</i>	2021	390,003	432,465	268,126	11,918	1,102,512

- The amounts included under the "Stock Awards" column include the aggregate grant date fair value of the restricted stock unit awards granted in each respective fiscal year, computed in accordance with FASB ASC Topic 718, excluding the effect of estimated forfeitures. For more information on the underlying valuation assumptions used to calculate grant date fair values, see Notes 2 and 19 in the Notes to Consolidated Financial Statements in our Annual Report on Form 10-K for the fiscal year ended September 30, 2022. With respect to the Adjusted EPS performance-based restricted stock unit awards granted to our named executive officers during fiscal year 2022, the aggregate grant date fair value of such awards was determined based on the probable outcome of the performance conditions associated with such awards, which was determined to be 100% of target levels. The aggregate grant date fair value of such awards would be \$3,195,381, \$1,483,138, \$905,712, and \$905,712 for each of Messrs. Daly, Kober, Dennehy and Hwang, respectively, and \$905,712 for Dr. Carlson, and \$905,712 for Ms. Roth if maximum performance levels were achieved for all three tranches. With respect to the rTSR performance-based restricted stock unit awards granted to our named executive officers during fiscal year 2022, the aggregate grant date fair value of such awards was determined using a Monte Carlo simulation model which considers all potential outcomes, and therefore expense recognition for such awards is not subject to probable or maximum outcome assumptions under FASB ASC Topic 718. For more information on the underlying valuation assumptions used to calculate grant date fair values, see Note 19 in the Notes to Consolidated Financial Statements in our Annual Report on Form 10-K for the fiscal year ended September 30, 2022.
- The amounts included under the "Non-Equity Incentive Plan Compensation" column reflect the cash incentives earned by each named executive officer under our cash incentive programs for each fiscal year. See "Named Executive Officer Compensation, Compensation Discussion and Analysis – Short-Term Cash Incentives" for a more detailed description of these programs for fiscal year 2022.
- The amounts included under the "All Other Compensation" column reflect the following amounts for each named executive officer for fiscal year 2022.

Name	Basic Life Insurance Premiums (\$)	Company Contributions to Retirement Plans (\$)	Personal Tax and Financial Planning Reimbursements (\$)	Total (\$)
Stephen Daly	1,110	8,700	2,500	12,310
John Kober	1,055	8,700	2,500	12,255
Dr. Douglas Carlson	890	8,700	2,500	12,090
Robert Dennehy	890	8,700	2,500	12,090
Donghyun Thomas Hwang	890	8,700	2,500	12,090
Ambra Roth	890	8,700	2,500	12,090

2022 Grants of Plan-Based Awards Table

The following table provides information regarding plan-based awards granted to our named executive officers for the fiscal year ended September 30, 2022.

Name	Grant Date	Estimated Future Payouts Under Non-Equity Incentive Plan Awards(1)			Estimated Future Payouts Under Equity Incentive Plan Awards(2)			All Other Stock Awards: Number of Shares of Stock or Units (#)(3)	Grant Date Fair Value of Stock Awards \$(4)
		Threshold (\$)	Target (\$)	Maximum (\$)	Threshold (#)	Target (#)	Maximum (#)		
Stephen Daly		—	700,000	1,312,500	—	—	—	—	—
	10/27/2021 (5)	—	—	—	26,849	53,698	107,396	—	4,823,154
	10/27/2021 (6)	—	—	—	8,055	16,109	48,327	—	1,065,127
	10/27/2021	—	—	—	—	—	—	10,740	710,129
John Kober		—	380,000	712,500	—	—	—	—	—
	10/27/2021 (5)	—	—	—	10,931	21,862	43,724	—	1,963,645
	10/27/2021 (6)	—	—	—	3,739	7,477	22,431	—	494,379
	10/27/2021	—	—	—	—	—	—	4,985	329,608
Dr. Douglas Carlson		—	220,000	412,500	—	—	—	—	—
	10/27/2021 (5)	—	—	—	6,137	12,273	24,546	—	1,102,361
	10/27/2021 (6)	—	—	—	2,283	4,566	13,698	—	301,904
	10/27/2021	—	—	—	—	—	—	3,044	201,269
Robert Dennehy		—	220,000	412,500	—	—	—	—	—
	10/27/2021 (5)	—	—	—	6,137	12,273	24,546	—	1,102,361
	10/27/2021 (6)	—	—	—	2,283	4,566	13,698	—	301,904
	10/27/2021	—	—	—	—	—	—	3,044	201,269
Donghyun Thomas Hwang		—	220,000	412,500	—	—	—	—	—
	10/27/2021 (5)	—	—	—	6,137	12,273	24,546	—	1,102,361
	10/27/2021 (6)	—	—	—	2,283	4,566	13,698	—	301,904
	10/27/2021	—	—	—	—	—	—	3,044	201,269
Ambra Roth		—	220,000	412,500	—	—	—	—	—
	10/27/2021 (5)	—	—	—	6,137	12,273	24,546	—	1,102,361
	10/27/2021 (6)	—	—	—	2,283	4,566	13,698	—	301,904
	10/27/2021	—	—	—	—	—	—	3,044	201,269

- (1) Amounts in the “Estimated Future Payouts Under Non-Equity Incentive Plan Awards” columns of the 2022 Grants of Plan-Based Awards Table represent the cash incentive award opportunities for each named executive officer under our cash incentive programs for fiscal year 2022. See “Named Executive Officer Compensation, Compensation Discussion and Analysis – Short-Term Cash Incentives” for a more detailed description of these programs. Amounts in the “Non-Equity Incentive Plan Compensation” column of the 2022 Summary Compensation Table represent the cash incentive awards actually earned by each named executive officer under our cash incentive programs for fiscal year 2022.
- (2) Amounts in the “Estimated Future Payouts Under Equity Incentive Plan Awards” columns of the 2022 Grants of Plan-Based Awards Table represent Adjusted EPS performance-based restricted stock unit awards and rTSR performance-based restricted stock unit awards granted to each named executive officer under our 2021 Omnibus Incentive Plan in fiscal year 2022. See “Named Executive Officer Compensation, Compensation Discussion and Analysis - Long-Term Equity Incentives” for a more detailed description of these awards.
- (3) Amounts represent time-based restricted stock units granted to each named executive officer under our 2021 Omnibus Incentive Plan in fiscal year 2022. See “Named Executive Officer Compensation, Compensation Discussion and Analysis – Long-Term Equity Incentives” for a more detailed description of these awards.
- (4) Reflects the aggregate grant date fair value of the restricted stock unit awards granted to each named executive officer in fiscal year 2022, computed in accordance with FASB ASC Topic 718. For more information on the underlying valuation assumptions used to calculate grant date fair values, see Notes 2 and 19 in the Notes to Consolidated Financial Statements in our Annual Report on Form 10-K for the fiscal year ended September 30, 2022. With respect to the Adjusted EPS performance-based restricted stock unit awards granted to our named executive officers, during fiscal year 2022, the aggregate grant date fair value of such awards was determined based on the probable outcome of the performance conditions associated with such awards, which was determined to be 100%. The aggregate grant date fair value of such awards would be \$3,195,381 and \$1,483,138, for Messrs. Daly and Kober, respectively, and \$905,712, for each of Messrs. Dennehy and Hwang, Dr. Carlson and Ms. Roth if maximum performance levels were achieved. With respect to the rTSR performance-based restricted stock unit awards granted to our named executive officers during fiscal year 2022, the aggregate grant date fair value of such awards was determined using a Monte Carlo simulation model which considers all potential outcomes, and therefore expense recognition for such awards is not subject to probable or maximum outcome assumptions under FASB ASC Topic 718. For more information on the underlying valuation assumptions used to calculate grant date fair values, see Note 19 in the Notes to Consolidated Financial Statements in our Annual Report on Form 10-K for the fiscal year ended September 30, 2022.
- (5) Reflects an rTSR performance-based restricted stock unit award.
- (6) Reflects an Adjusted EPS performance-based restricted stock unit award.

Narrative Disclosure to Summary Compensation Table and Grants of Plan-Based Awards Table

Employment Agreements

Messrs. Daly, Dennehy and Hwang each have an employment agreement with the Company. Mr. Kober, Dr. Carlson and Ms. Roth have promotion letters with the Company.

Stephen Daly. Mr. Daly has served as our President and Chief Executive Officer since May 2019. Pursuant to his employment agreement, effective May 16, 2019, he is entitled to receive an annual base salary, which as of the end fiscal year 2022 was \$700,000, and is eligible to participate in the Company's short-term cash incentive programs, with target short-term cash incentive opportunities of up to 100% of his annual base salary and maximum short-term cash incentive opportunities of up to 200% of his annual base salary, in each case, subject to the achievement of applicable performance targets. In addition, during the term of his employment, Mr. Daly is eligible to participate in the Company's benefit plans as in effect from time to time.

John Kober. Mr. Kober has served as our Senior Vice President and Chief Financial Officer since May 2019. Pursuant to his offer of promotion, effective May 23, 2019, he is entitled to receive an annual base salary, which as of the end of fiscal year 2022 was \$475,000, and is eligible to participate in the Company's short-term cash incentive programs, with target short-term cash incentive opportunities in fiscal year 2022 of up to 80% of his annual base salary and maximum short-term cash incentive opportunities in fiscal year 2022 of up to 160% of his annual base salary, in each case, subject to achievement of applicable performance targets. In addition, during the term of his employment, Mr. Kober is eligible to participate in the Company's benefit plans as in effect from time to time.

Dr. Douglas Carlson. Dr. Carlson has served as our Senior Vice President, Technology, since September 2019, and has been with the Company since 1990. Under Dr. Carlson's promotion letter, effective August 15, 2016, he is entitled to receive an annual base salary, which as of the end of fiscal year 2022 was \$400,000, and is eligible to participate in the Company's short-term cash incentive programs, with target short-term cash incentive opportunities in fiscal year 2022 of up to 55% of his annual base salary and maximum short-term cash incentive opportunities in fiscal year 2022 of up to 110% of his annual base salary, in each case, subject to the achievement of applicable performance targets. In addition, during the term of his employment, Dr. Carlson is eligible to participate in the Company's benefit plans as in effect from time to time.

Robert Dennehy. Mr. Dennehy has served as our Senior Vice President, Operations since October 2013, and prior to that had served as our Vice President, Operations, since March 2011. Under Mr. Dennehy's employment agreement, effective October 1, 2013, he is entitled to receive an annual base salary, which as of the end of fiscal year 2022 was \$400,000, and is eligible to participate in the Company's short-term cash incentive programs, with target short-term cash incentive opportunities in fiscal year 2022 of up to 55% of his annual base salary and maximum short-term cash incentive opportunities in fiscal year 2022 of up to 110% of his annual base salary, in each case, subject to the achievement applicable performance targets. In addition, during the term of his employment, Mr. Dennehy is eligible to participate in the Company's benefit plans as in effect from time to time.

Donghyun Thomas Hwang. Mr. Hwang has served as our Senior Vice President, Global Sales, since January 2015. Under Mr. Hwang's employment agreement, effective August 15, 2014, he is entitled to receive an annual base salary, which as of the end of fiscal year 2022 was \$400,000, and is eligible to participate in the Company's short-term cash incentive programs, with target short-term cash incentive opportunities in fiscal year 2022 of up to 55% of his annual base salary and maximum short-term cash incentive opportunities in fiscal year 2022 of up to 110% of his annual base salary, in each case, subject to the achievement of applicable performance targets. In addition, during the term of his employment, Mr. Hwang is eligible to participate in the Company's benefit plans as in effect from time to time.

Ambra Roth. Ms. Roth has served as our Senior Vice President, General Counsel, Human Resources and Secretary since October 2019. Prior to that, Ms. Roth served as Vice President, General Counsel and Secretary since May 2018. Pursuant to her offer of promotion, effective June 1, 2018, she is entitled to receive an annual base salary, which as of the end of fiscal year 2022 was \$400,000, and is eligible to participate in the Company's short-term cash incentive programs, with target short-term cash incentive opportunities in fiscal year 2022 of up to 55% of her annual base salary and maximum short-term cash incentive opportunities in fiscal year 2022 of up to 110% of her annual base salary, in each case, subject to the achievement of applicable performance targets. In addition, during the term of her employment, Ms. Roth is eligible to participate in the Company's benefit plans as in effect from time to time.

For a description of the severance payments and benefits to which each of our named executive officers is entitled upon certain qualifying terminations of employment, please see the "Potential Payments Upon Termination or Change in Control" section of this Proxy Statement below.

2022 Outstanding Equity Awards at Fiscal Year-End Table

The following table sets forth the outstanding equity awards held by each of our named executive officers at September 30, 2022.

Name	Grant Date	Option Awards			Stock Awards			
		Number of Securities Underlying Unexercised Options (#) Exercisable	Option Exercise Price (\$)	Option Expiration Date	Number of Shares or Units of Stock That Have Not Vested (#)	Market Value of Shares or Units of Stock That Have Not Vested (\$)(1)	Equity Incentive Plan Awards: Number of Unearned Shares, Units or Other Rights That Have Not Vested (#)	Equity Incentive Plan Awards: Market or Payout Value of Unearned Shares, Units or Other Rights That Have Not Vested (\$)(1)
Stephen Daly	5/31/2019	—	—	—	300,000(2)	15,537,000	—	—
	5/31/2019	—	—	—	50,004(3)	2,589,707	—	—
	10/29/2019	—	—	—	37,914(3)	1,963,566	—	—
	10/28/2020	—	—	—	28,350(4)	1,468,247	28,356(5)	1,468,557
	10/27/2021	—	—	—	—	—	53,698(6)	2,781,019
	10/27/2021	—	—	—	16,107(7)	834,182	32,220(8)	1,668,674
	5/31/2019	—	—	—	54,500(9)	2,822,555	—	—
	10/29/2019	—	—	—	8,426(10)	436,383	—	—
	11/17/2019	—	—	—	6,668(11)	345,336	—	—
	10/28/2020	—	—	—	14,177(12)	734,227	—	—
10/27/2021	—	—	—	10,740(13)	556,225	—	—	
John Kober	10/29/2019	—	—	—	16,500(3)	854,535	—	—
	10/28/2020	—	—	—	11,871(4)	614,799	11,871(5)	614,799
	10/27/2021	—	—	—	—	—	21,862(6)	1,132,233
	10/27/2021	—	—	—	7,476(7)	387,182	14,955(8)	774,519
	3/15/2019	—	—	—	4,197(14)	217,363	—	—
	5/30/2019	—	—	—	9,341(15)	483,770	—	—
	10/29/2019	—	—	—	3,668(10)	189,966	—	—
	10/29/2019	—	—	—	6,668(10)	345,336	—	—
	10/28/2020	—	—	—	5,936(12)	307,425	—	—
10/27/2021	—	—	—	4,985(13)	258,173	—	—	
Dr. Douglas Carlson	10/29/2019	—	—	—	11,628(3)	602,214	—	—
	10/28/2020	—	—	—	7,863(4)	407,225	7,863(5)	407,225
	10/27/2021	—	—	—	—	—	12,273(6)	635,619
	10/27/2021	—	—	—	4,566(7)	236,473	9,132(8)	472,946
	11/6/2018	—	—	—	2,512(15)	130,096	—	—
	10/29/2019	—	—	—	2,585(10)	133,877	—	—
	10/29/2019	—	—	—	6,668(10)	345,336	—	—
	10/28/2020	—	—	—	3,932(12)	203,638	—	—
	10/27/2021	—	—	—	3,044(13)	157,649	—	—
Robert Dennehy	10/29/2019	—	—	—	12,009(3)	621,946	—	—
	10/28/2020	—	—	—	7,863(4)	407,225	7,863(5)	407,225
	10/27/2021	—	—	—	—	—	12,273(6)	635,619
	10/27/2021	—	—	—	4,566(7)	236,473	9,132(8)	472,946
	11/6/2018	—	—	—	2,387(15)	123,623	—	—
	10/29/2019	—	—	—	2,668(10)	138,176	—	—
	10/29/2019	—	—	—	6,668(10)	345,336	—	—
	10/28/2020	—	—	—	3,932(12)	203,638	—	—
	10/27/2021	—	—	—	3,044(13)	157,649	—	—
Donghyun Thomas Hwang	11/6/2018	15,000(16)	16.06	11/6/2025	—	—	—	—
	10/29/2019	—	—	—	11,217(3)	580,928	—	—
	10/28/2020	—	—	—	7,863(4)	407,225	7,863(5)	407,225
	10/27/2021	—	—	—	—	—	12,273(6)	635,619
	10/27/2021	—	—	—	4,566(7)	236,473	9,132(8)	472,946
	11/6/2018	—	—	—	2,235(15)	115,751	—	—

	10/29/2019	—	—	—	2,493(10)	129,112	—	—
	10/29/2019	—	—	—	6,668(10)	345,336	—	—
	10/28/2020	—	—	—	3,932(12)	203,638	—	—
	10/27/2021	—	—	—	3,044(13)	157,649	—	—
Ambra Roth	10/29/2019	—	—	—	11,217(3)	580,928	—	—
	10/28/2020	—	—	—	7,863(4)	407,225	7,863(5)	407,225
	10/27/2021	—	—	—	—	—	12,273(6)	635,619
	10/27/2021	—	—	—	4,566(7)	236,473	9,132(8)	472,946
	11/6/2018	—	—	—	1,266(15)	65,566	—	—
	10/29/2019	—	—	—	2,493(10)	129,112	—	—
	10/29/2019	—	—	—	6,668(10)	345,336	—	—
	10/28/2020	—	—	—	3,932(12)	203,638	—	—
	10/27/2021	—	—	—	3,044(13)	157,649	—	—

- (1) Amounts based on the fair market value of our common stock of \$51.79 per share, which was the closing price of our common stock on September 30, 2022 as reported on Nasdaq.
- (2) Represents a market-based restricted stock unit award that was earned on November 3, 2022 based on the Company's achievement of total stockholder return in comparison to a peer group of companies in the Nasdaq composite index during fiscal years 2020 through 2022. In October 2021, our compensation committee made the determination to align the vesting date of Mr. Daly's new hire rTSR PSU to the end of the performance period applicable to the rTSR PSU award. Accordingly, the award was earned at maximum performance and vested on November 3, 2022 at 150%. The number of shares in the table are reported at maximum performance.
- (3) Represents a performance-based restricted stock unit award that was earned on November 3, 2022 based on the Company's achievement of Adjusted EPS growth during fiscal years 2020 through 2022. The award was earned at maximum performance and vested on November 3, 2022 at 300%. The number of shares in the table are reported at maximum performance.
- (4) Represents a performance-based restricted stock unit award that was earned on November 3, 2022 based on the Company's achievement of Adjusted EPS growth during fiscal years 2021 and 2022. The award was earned at maximum performance and vested on November 3, 2022 at 300%. The number of shares in the table are reported at maximum performance.
- (5) Represents a performance-based restricted stock unit award that is eligible to be earned based on the Company's achievement of Adjusted EPS growth during fiscal years 2021 through 2023. To the extent earned based on Adjusted EPS growth, the award will vest in November of 2023, generally subject to the named executive officer's remaining in continuous service with us through the applicable vesting date. Based on the level of achievement in fiscal year 2022, the number of shares reported in the table has been calculated assuming that maximum performance is achieved with respect to future years and that 300% of each remaining tranche of the target award will be earned.
- (6) Represents a market-based restricted stock unit award that is eligible to be earned based on the Company's achievement of total stockholder return in comparison to a peer group of companies in the PHLX Semiconductor Sector Index during fiscal years 2022 through 2024. To the extent earned based on total stockholder return, the award will vest in November of 2024 generally subject to the named executive officer's remaining in continuous service with us through the applicable vesting date. The number of shares reported in the table has been calculated assuming that target performance is achieved with respect to future fiscal years and that 100% of the target award will be earned.
- (7) Represents a performance-based restricted stock unit award that was earned on November 3, 2022 based on the Company's achievement of Adjusted EPS growth during fiscal year 2022. The award was earned at maximum performance and vested on November 3, 2022 at 300%. The number of shares in the table are reported at maximum performance.
- (8) Represents a performance-based restricted stock unit award that is eligible to be earned based on the Company's achievement of Adjusted EPS growth during fiscal years 2022 and 2023, and fiscal years 2022 through 2024. To the extent earned based on Adjusted EPS growth, the portion of the award that is eligible to be earned based on Adjusted EPS growth during fiscal years 2022 and 2023 will vest in November of 2023 and the portion of the award that is eligible to be earned based on Adjusted EPS growth during fiscal years 2022 through 2024 will vest in November of 2024, generally subject to the named executive officer's remaining in continuous service with us through each applicable vesting date. Based on the level of achievement in fiscal year 2022, the number of shares reported in the table has been calculated assuming that maximum performance is achieved with respect to future years and that 300% of each remaining tranche of the target award will be earned.
- (9) Represents a restricted stock unit award that vests in equal semi-annual installments starting on November 16, 2022 through May 16, 2024, generally subject to the named executive officer's remaining in continuous service with us through each applicable vesting date.
- (10) Represents a restricted stock unit award that vests on October 29, 2022, generally subject to the named executive officer's remaining in continuous service with us through the vesting date.
- (11) Represents a restricted stock unit award that vests on November 17, 2022, generally subject to the named executive officer's remaining in continuous service with us through the vesting date.
- (12) Represents a restricted stock unit award that vests in equal annual installments on October 28, 2022, October 28, 2023 and October 28, 2024 generally subject to the named executive officer's remaining in continuous service with us through each applicable vesting date.
- (13) Represents a restricted stock unit award that vests in equal annual installments on October 27, 2022, October 27, 2023 and October 27, 2024 generally subject to the named executive officer's remaining in continuous service with us through each applicable vesting date.
- (14) Represents a restricted stock unit award that vests on February 15, 2023, generally subject to the named executive officer's remaining in continuous service with us through the vesting date.
- (15) Represents a restricted stock unit award that vests on May 15, 2023, generally subject to the named executive officer's remaining in continuous service with us through the vesting date.
- (16) Represents a stock option that vested on February 16, 2021, the date on which our common stock equaled or exceeded \$61.32 per share for a period of 30 consecutive trading days.

2022 Option Exercises and Stock Vested Table

The following table sets forth information for each of our named executive officers regarding stock options exercised and stock awards vested during the fiscal year ended September 30, 2022.

Name	Option Awards		Stock Awards	
	Number of Shares Acquired on Exercise (#)	Value Realized on Exercise (\$)(1)	Number of Shares Acquired on Vesting (#)	Value Realized on Vesting (\$)(2)
Stephen Daly	190,000	11,029,513	163,320	11,845,084
John Kober	—	—	66,272	4,377,978
Dr. Douglas Carlson	—	—	91,662	6,703,041
Robert Dennehy	—	—	124,366	9,143,570
Donghyun Thomas Hwang	—	—	88,552	6,480,244
Ambra Roth	—	—	36,476	2,632,847

(1) For option awards, the value realized is based on the market price of our common stock on the date of exercise minus the applicable exercise price.

(2) For stock awards, the value realized is based on the closing price of our common stock on the vesting date.

Pension Benefits

We currently do not (and did not in fiscal year 2022) sponsor any defined benefit pension or other actuarial plan in which our named executive officers participate.

Nonqualified Deferred Compensation

We currently do not (and did not in fiscal year 2022) maintain any nonqualified defined contribution or other deferred compensation plan or arrangement for our named executive officers.

Potential Payments upon Termination or Change in Control

The table below reflects, as applicable, cash severance, equity acceleration and continuation of health benefits payable to our named executive officers in connection with a termination of employment by the Company without cause or a resignation by the executive for good reason within three months prior to or two years following a “change in control,” in each case assuming that such triggering event took place on September 30, 2022, and based on the closing price of our common stock on this date, \$51.79, to the extent applicable, and for Mr. Daly, in connection with the termination of his employment relationship by the Company without cause (as defined in his employment agreement) or resignation by him for good reason (as defined in his employment agreement).

Severance Entitlements and Payments

Mr. Daly is party to an employment agreement with the Company that provides for payments upon an involuntary termination of employment by the Company other than for “cause” (as defined in his employment agreement) and upon a termination of employment by him for “good reason” (as defined in his employment agreement). Pursuant to Mr. Daly’s employment agreement, if his employment is terminated by the Company other than for cause or if he resigns for good reason, he would be entitled to receive continued monthly base salary and reimbursements of the Company’s portion of medical and dental benefit premiums (subject to certain conditions) for twelve months following his termination of employment, a prorated annual bonus for the year of termination, based on actual performance, accelerated vesting of his new hire grant of 136,239 restricted stock units (which vested as to 20% of the restricted stock units on May 16, 2020 and 10% of the restricted stock units on each of November 16, 2020, May 16, 2021, November 16, 2021, May 16, 2022, and November 16, 2022, respectively, and will vest as to 10% of the restricted stock units on each six-month anniversary thereafter, generally subject to Mr. Daly’s continued employment through each applicable vesting date), and twelve months’ accelerated vesting credit for any other outstanding equity awards that vest solely based on continued employment or service with us. In addition, Mr. Daly’s equity awards would remain exercisable for one year following termination of employment. Mr. Daly will be subject to non-solicitation restrictions for the period during which he is entitled to receive salary continuation.

CIC Plan

The CIC Plan, in which each of our current named executive officers is a participant, provides that:

- immediately prior to a “change in control” (as defined in the CIC Plan), subject to the terms and conditions contained in the CIC Plan, any performance-based equity awards held by a participant will be deemed earned at maximum levels of

performance as of immediately prior to the change in control and become exercisable, vested and/or payable on the later of the end of the originally applicable performance period and any further service-based vesting period relating to such award, subject to the participant's continued employment except as set forth below;

- if a change in control occurs and a participant's employment is terminated by us without "cause" (as defined in the CIC Plan) or a participant resigns from employment with us for "good reason" (as defined in the CIC Plan), in each case, within three months prior to and in connection with the change of control or within the two-year period following the change in control, the participant will be entitled to the following payments and benefits:
 - the sum of the participant's annual base salary and target annual bonus for the year in which the termination occurs (multiplied by 2.0 for Mr. Daly and 1.5 for Mr. Kober), payable in a lump sum;
 - a prorated annual bonus based on the participant's target annual bonus or, if greater and the termination of employment occurs in the second half of the applicable bonus period, the estimated actual amount of such annual bonus;
 - a lump sum amount equal to the Company's estimate of the total cost of medical, dental and vision continuation coverage under the Company's group health plan for the participant and his participating dependents for 24 months, in the case of Mr. Daly, 18 months, in the case of Mr. Kober, or 12 months for each of the other named executive officers, in each case, increased by the amount of federal and state taxes imposed on such payments; and
 - full vesting of all outstanding equity awards held by the participant.

Since all of our current named executive officers were participants in the CIC Plan prior to January 1, 2022, we will make an additional lump sum cash payment to a named executive officer if he or she becomes subject to an excise tax under Section 4999 of the Code as a result of any payment or benefit made or provided under the CIC Plan, either alone or when aggregated with any other payments or benefits. The net result of the additional payment is to place the participant in the same after-tax position as if the excise tax had not been imposed.

In the event that a participant has an existing agreement with us relating to the participant's potential rights to severance pay, equity acceleration or benefits in connection with a change in control, such rights will be superseded by the rights of the participant under the CIC Plan with respect to any change in control occurring during the term of the CIC Plan, but such agreement otherwise will remain enforceable and in full force and effect.

Potential Payments upon Termination or Change in Control Table

A summary of the potential payments that each of our current named executive officers would have received upon the occurrence of these events, assuming that each triggering event occurred on September 30, 2022, is set forth below.

Name	Involuntary Termination (1)				Involuntary Termination within Three Months Before or Twenty-Four Months Following a Change in Control (2)				
	Severance (\$)	Health Insurance Benefits (\$)	Restricted Stock/ Option Awards \$(3)	Total (\$)	Severance (\$)	Health Insurance Benefits (\$)	Restricted Stock Unit/ Option Awards \$(4)	Excise Tax \$(5)	Total (\$)
Stephen Daly (6)	1,666,000	26,400	4,034,424	5,726,824	3,500,000	52,800	35,986,696	18,565,073	58,104,569
John Kober	—	—	—	—	1,662,500	39,600	7,312,334	4,009,894	13,024,328
Dr. Douglas Carlson	—	—	—	—	840,000	26,400	4,367,917	—	5,234,317
Robert Dennehy	—	—	—	—	840,000	26,400	4,385,474	—	5,251,874
Donghyun Thomas Hwang	—	—	—	—	840,000	26,400	4,327,521	—	5,193,921
Ambra Roth	—	—	—	—	840,000	26,400	4,277,336	2,809,734	7,953,470

(1) "Involuntary Termination" as used in this column includes involuntary termination without cause or a voluntary termination with good reason, as provided in Mr. Daly's employment agreement. The amount included in the "Severance" column in respect of an annual bonus in fiscal year 2022 reflects the actual bonus earned by Mr. Daly in respect of fiscal year 2022. Amounts listed in the "Health Insurance Benefits" column have been calculated assuming that the cost of medical, dental and vision continuation coverage under the Company's group health plan is \$2,200 per month.

- (2) All amounts listed beneath this heading represent benefits potentially payable under the CIC Plan. “Involuntary Termination” as used in this column includes involuntary termination without cause or a voluntary termination with good reason, as and to the extent provided for in the CIC Plan. Amounts listed in the “Severance” column are based on the annual base salaries and target annual bonuses in effect as of September 30, 2022 and have been calculated assuming that each named executive officer receives a prorated annual bonus for the year of termination of employment equal to his or her target annual bonus. Amounts listed in the “Health Insurance Benefits” column have been calculated assuming that the cost of medical, dental and vision continuation coverage under the Company’s group health plan is \$2,200 per month.
- (3) Amounts are based on the fair market value of our common stock of \$51.79 per share, which was the closing price of our common stock on September 30, 2022 as reported on Nasdaq, and have been calculated assuming that all outstanding equity awards held by the applicable named executive officer that are scheduled to vest based on the named executive officer’s continued service within twelve months following September 30, 2022 vest in full and that the 54,500 unvested RSUs granted to Mr. Daly vest in full pursuant to the terms of his employment agreement.
- (4) Amounts are based on the fair market value of our common stock of \$51.79 per share, which was the closing price of our common stock on September 30, 2022 as reported on Nasdaq, and have been calculated assuming that all outstanding equity awards vest in full, with outstanding performance-based restricted stock units earned at maximum with respect to future fiscal years.
- (5) Amounts listed represent an estimate of the additional lump-sum payment that would be payable if a named executive officer became subject to the excise tax under Section 4999 of the Code, as described above based on the assumptions described above, and further assuming that (a) all performance-based restricted stock units and stock options will be deemed earned at the maximum level of performance and will vest in full upon a qualifying termination of employment, based on a price per share equal to \$51.79; (b) the full value of all equity awards so vesting will be parachute payments; (c) each of the named executive officers receives a prorated annual bonus for the year of termination of employment equal to his or her target annual bonus; (d) the lump sum payment equal to the estimated cost of the Company’s medical, dental and vision continuation coverage is \$2,200 per month; (e) each named executive officer is subject to the maximum applicable federal and state tax rates in effect for 2022; and (f) none of the parachute payments are exempt under a special rule for reasonable compensation. Any actual entitlement to such additional lump-sum payment will be based on the facts and circumstances that exist at the time of a change in control or a termination of employment in connection with a change in control.
- (6) Excise tax gross-up amount for Mr. Daly is calculated with reference to his compensation as a member of our board of directors from 2017-2018, as required by Section 280G of the Code.

Pay Ratio

Pursuant to Item 402(u) of Regulation S-K, we are required to disclose in this Proxy Statement the ratio of the annual total compensation of our principal executive officer to the median of the annual total compensation of all of our employees (other than our principal executive officer).

We have determined that Mr. Daly’s annual total compensation for fiscal year 2022 was \$8,276,720, as disclosed in the 2022 Summary Compensation Table above. Based on SEC rules and guidance and applying the methodology described below, we have determined that the median of the annual compensation, as described below, for all of our employees (other than our principal executive officer) for fiscal year 2022 was \$125,450. Accordingly, for fiscal year 2022, we estimate the ratio of our principal executive officer’s annual total compensation to the median of the total annual compensation for all of our employees (other than our principal executive officer) was approximately 66 to 1.

We do not believe that any changes to our employee population or compensation arrangements that occurred in fiscal year 2022 would have a significant impact on the pay ratio for fiscal year 2022 and, as a result, we are utilizing the same median employee as used in fiscal year 2021. For purposes of determining our median employee in fiscal year 2021, we selected the last day of our fiscal year, October 1, 2021, to establish our employee population. As of October 1, 2021, our employee population consisted of 1,104 employees, with 778 of these employees employed in the United States, and 326 of these employees employed in 16 other countries throughout the world, primarily in Europe and Asia. As permitted by SEC rules, we excluded 44 employees in following countries under the de minimis exemption for purposes of identifying our median employee: Finland (1), Germany (5), India (30), Italy (1), Singapore (1), South Korea (3), United Kingdom (1) and Vietnam (2). As a result, for purposes of the pay ratio calculation conducted in fiscal year 2021, our employee population consisted of 1,060 employees, with 778 of these employees employed in the United States and 282 of these employees employed outside of the United States.

For purposes of identifying our median employee we used a consistently applied compensation measure consisting of base salary or wages, excluding overtime pay, for the fiscal year ending on October 1, 2021. We annualized the actual base salary or wages paid to those employees who were not employed by us for the entire fiscal year. For employees outside of the United States, we used the foreign exchange rates that were effective as of the last day of our fiscal year to convert the base salaries and wages into U.S. dollars.

The median employee’s total annual compensation for fiscal year 2022 was determined using the same rules that apply to reporting the compensation of our named executive officers (including our principal executive officer) in the “Total” column of the 2022 Summary Compensation Table.

This pay ratio is a reasonable estimate calculated in a manner consistent with the SEC’s rules and is based on our records and the methodology described above. Because the SEC’s rules for identifying the median of the annual total compensation of our employees and calculating the pay ratio based on that employee’s annual total compensation allow companies to adopt a variety of methodologies, to apply certain exclusions and to make reasonable estimates and assumptions that reflect their employee populations and compensation practices, the pay ratio reported by other companies may not be comparable to the pay ratio reported above.

**PROPOSAL 2: ADVISORY VOTE TO APPROVE THE COMPENSATION
OF OUR NAMED EXECUTIVE OFFICERS**

Pursuant to Section 14A of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), we are asking our stockholders to vote to approve, on a nonbinding, advisory basis, the compensation of our named executive officers as disclosed in this Proxy Statement, commonly referred to as the “say-on-pay” vote.

In accordance with Exchange Act requirements, we are providing our stockholders with an opportunity to express their views on our named executive officers’ compensation for fiscal year 2022, as disclosed in this Proxy Statement. The Company’s current policy is to submit the named executive officers’ compensation to an advisory vote at its annual meeting of stockholders every year. Assuming no change to the Company’s current policy regarding the frequency of such advisory vote, it is expected that the next “say-on-pay” vote will occur at our 2024 annual meeting of stockholders. Although this advisory vote is nonbinding, our board of directors and compensation committee will review and consider the voting results when making future decisions regarding our named executive officer compensation and related executive compensation programs.

As described in more detail in the Compensation Discussion and Analysis, our executive compensation program is designed to:

- attract and retain the best executive talent;
- motivate our executives to achieve our financial and business goals; and
- align our executives’ interests with those of our stockholders to drive increased stockholder value.

We encourage stockholders to read the Compensation Discussion and Analysis beginning on page 20 of this Proxy Statement, which describes the processes our compensation committee used to determine the structure and amounts of the compensation of our named executive officers in fiscal year 2022 and how our executive compensation philosophy, policies and procedures operate and are designed to achieve our compensation objectives. The compensation committee and our board of directors believe that their role is to ensure that our executive compensation strikes the appropriate balance between utilizing measured pay practices and effectively incentivizing our named executive officers to dedicate themselves fully to value creation for our stockholders.

The board of directors recommends that stockholders indicate their support for the compensation of our named executive officers. The vote on this resolution is not intended to address any specific element of compensation but rather the overall named executive officer compensation program as described in this Proxy Statement.

Accordingly, we ask our stockholders to vote on the following resolution at the Annual Meeting:

“RESOLVED, that the stockholders approve, on an advisory basis, the compensation of our named executive officers for fiscal year 2022, as disclosed pursuant to Item 402 of Regulation S-K, including the Compensation Discussion and Analysis, the compensation tables and any other related disclosure in this Proxy Statement.”

The Board of Directors Recommends a Vote “FOR” the Approval of the Compensation of Our Named Executive Officers.

**PROPOSAL 3: RATIFICATION OF THE APPOINTMENT OF DELOITTE & TOUCHE LLP AS OUR
INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

The audit committee has appointed Deloitte & Touche LLP as our independent registered public accounting firm for the fiscal year ending September 29, 2023. Deloitte & Touche LLP has served as our independent public accounting firm since fiscal year 2010. We expect that representatives of Deloitte & Touche LLP will be present at the Annual Meeting, will have an opportunity to make a statement if they so desire, and will be available to respond to appropriate questions.

Our board of directors is submitting the appointment of Deloitte & Touche LLP to our stockholders for ratification as a matter of corporate practice. If our stockholders fail to ratify the appointment, the audit committee may reconsider whether to retain Deloitte & Touche LLP. Even if the selection is ratified, the audit committee in its discretion may direct the appointment of a different independent registered public accounting firm at any time during the year if it determines that such a change would be in the best interests of us and our stockholders.

The following table provides information regarding the fees billed by Deloitte & Touche LLP for the fiscal years ended September 30, 2022 and October 1, 2021. All services provided by, and fees paid to, Deloitte & Touche LLP as described below were pre-approved by the audit committee in accordance with the audit committee pre-approval policy set forth below.

	Fiscal Year 2022	Fiscal Year 2021
Audit Fees	\$ 1,501,183	\$ 1,478,863
Audit-Related Fees	—	—
Tax Fees	35,000	236,400
All Other Fees	3,790	3,790
Total	\$ 1,539,973	\$ 1,719,053

Audit Fees

This category includes the aggregate fees pertaining to fiscal years 2022 and 2021 for audit services provided by the independent registered public accounting firm or its affiliates, including for the audits of our annual consolidated financial statements, reviews of each of the quarterly financial statements included in our Quarterly Reports on Form 10-Q, foreign statutory audits and for services rendered in connection with our other filings with the SEC.

Tax Fees

This category includes the aggregate fees pertaining to fiscal years 2022 and 2021 for professional tax services provided by the independent registered public accounting firm or its affiliates, including for tax compliance, tax advice and tax planning.

All Other Fees

Other fees include fees to the independent registered public accounting firm or its affiliates for annual subscriptions to online accounting and tax research software applications and data.

Audit Committee Review and Pre-Approval of Independent Registered Public Accounting Firm's Services

Our audit committee's policy is to pre-approve all audit and non-audit services (including the fees and terms thereof) to be performed by our independent registered public accounting firm. This policy is set forth in the charter of the audit committee, which is available at <http://ir.macom.com/governance-documents>. The audit committee also considered whether the non-audit services rendered by Deloitte & Touche LLP were compatible with maintaining Deloitte & Touche LLP's independence as the independent registered public accounting firm of our financial statements and concluded that they were.

The Board of Directors Recommends a Vote "FOR" the Ratification of the Appointment of Deloitte & Touche LLP as our Independent Registered Public Accounting Firm for the Fiscal Year Ending September 29, 2023.

PROPOSAL 4: APPROVAL OF AN AMENDMENT TO THE COMPANY'S FIFTH AMENDED AND RESTATED CERTIFICATE OF INCORPORATION TO REFLECT DELAWARE LAW PROVISIONS ALLOWING OFFICER EXCULPATION

Background

The State of Delaware, which is the Company's state of incorporation, recently enacted legislation that enables Delaware corporations to limit the liability of certain of their officers in limited circumstances under Section 102(b)(7) of the Delaware General Corporation Law. Prior to such legislation, Delaware law permitted Delaware corporations to exculpate directors from personal liability for monetary damages associated with breaches of the duty of care, but that protection did not extend to a Delaware corporation's officers. In light of this update, we are proposing to amend the Company's Fifth Amended and Restated Certificate of Incorporation (the "Certificate of Incorporation") to add a provision exculpating certain of the Company's officers from liability in specific circumstances, as permitted by Delaware law.

The proposed Certificate of Amendment to the Certificate of Incorporation ("Certificate of Amendment") reflecting the addition of Article X: Limitation of Officer Liability is attached as Exhibit A to this Proxy Statement (the "Amendment").

Reasons for the Proposed Amendment

The new Delaware legislation permits, and the proposed Amendment would permit, exculpation only for direct claims brought by stockholders for breach of an officer's fiduciary duty of care, including class actions, but would not eliminate officers' monetary liability for breach of fiduciary duty claims brought by the corporation itself or for derivative claims brought by stockholders in the name of the corporation. Furthermore, the limitation on liability would not apply to breaches of the duty of loyalty, acts or omissions not in good faith or that involve intentional misconduct or a knowing violation of law, or any transaction in which the officer derived an improper personal benefit.

Our board of directors desires to amend the Certificate of Incorporation to maintain provisions consistent with the governing statutes contained in the Delaware law and believes that amending the Certificate of Incorporation to add the authorized liability protection for certain officers of the Company, consistent with the protection in the Certificate of Incorporation currently afforded directors of the Company, is necessary in order to attract and retain experienced and qualified officers and would potentially reduce litigation costs associated with frivolous lawsuits. Further, the Company has undertaken in its indemnification agreements with its officers and directors to at all times provide for indemnification and exculpation of officers and directors to the fullest extent permitted under applicable law.

For the reasons stated above, our board of directors unanimously determined that the proposed Amendment is advisable and in the best interest of the Company and its stockholders and authorized and approved the proposed Amendment and directed that it be considered at the Annual Meeting. Our board of directors recommends that the stockholders approve the Amendment.

Required Vote; Effect of Proposal

To be approved, this proposal requires the affirmative vote of a majority of the shares outstanding on the Record Date and entitled to vote on this proposal. Abstentions and broker non-votes will have the same effect as votes against this proposal. If the proposed Amendment is approved by our stockholders, it will become effective immediately upon the filing of the Certificate of Amendment with the Secretary of State of the State of Delaware, which we expect to file promptly after the Annual Meeting. If the proposed Amendment is not approved by our stockholders, our Certificate of Incorporation would remain unchanged.

The Board of Directors Recommends a Vote "FOR" the Approval of an Amendment to the Company's Fifth Amended and Restated Certificate of Incorporation to Reflect Delaware Law Provisions Allowing Officer Exculpation.

AUDIT COMMITTEE REPORT

The audit committee has reviewed and discussed the audited financial statements for the fiscal year ended September 30, 2022 with our management and Deloitte & Touche LLP, our independent registered public accounting firm. The audit committee discussed with employees of the Company responsible for administering internal audit functions and with the independent registered public accounting firm the overall scope of and plans for their respective audits. The audit committee meets with the employees of the Company responsible for administering internal audit functions and representatives of the independent registered public accounting firm, in regular and executive sessions, to discuss the results of their examinations, the evaluations of the Company's internal controls, and the overall quality of the Company's financial reporting and compliance programs. We also discussed significant accounting policies applied in the Company's financial statements, as well as, when applicable, alternative accounting treatments. Management and the Company's internal and independent auditors also made presentations to the audit committee throughout the year on specific topics of interest, that include but are not limited to: (i) information technology systems, controls and security; (ii) critical accounting policies; (iii) the impact of new accounting guidance; (iv) compliance with internal controls required under Section 404 of the Sarbanes-Oxley Act; (v) compliance with the Company's Code of Business Conduct and Ethics; (vi) risk management initiatives and controls; (vii) significant legal matters; and (viii) insider and related party transactions.

Management is responsible for the preparation, presentation and integrity of the financial statements, accounting and financial reporting principles and internal control over financial reporting and has represented to the audit committee that the consolidated financial statements were prepared in accordance with accounting principles generally accepted in the United States of America. Deloitte & Touche LLP is responsible for (1) performing an independent audit of the financial statements in accordance with the standards of the Public Company Accounting Oversight Board ("PCAOB") and for expressing opinions on the conformity of the financial statements with accounting principles generally accepted in the United States, and (2) performing an independent audit of our internal control over financial reporting statements in accordance with the standards of the PCAOB based on the criteria established in Internal Control—Integrated Framework (2013) issued by the Committee of Sponsoring Organizations of the Treadway Commission and for expressing an opinion thereon.

The audit committee has discussed with Deloitte & Touche LLP the matters required to be discussed by the applicable requirements of the PCAOB and the SEC, and has received the written disclosures and the letter from Deloitte & Touche LLP required by applicable requirements of the PCAOB regarding the independent auditor's communications with the audit committee concerning independence. The audit committee has discussed with Deloitte & Touche LLP their independence and considered whether Deloitte & Touche LLP's provision of non-audit services to the Company is compatible with the auditor's independence. The audit committee concluded that Deloitte & Touche LLP is independent from the Company and its management.

Based on its reviews and discussions referred to above, the audit committee recommended to the board of directors that the audited financial statements be included in our Annual Report on Form 10-K for the fiscal year ended September 30, 2022 for filing with the SEC.

Members of the audit committee:

Geoffrey Ribar (Chairman)

John Ritchie

Gil VanLunsen

Jihye Whang Rosenband

The Audit Committee Report does not constitute soliciting material, and shall not be deemed to be filed or incorporated by reference into any other Company filing under the Securities Act of 1933, as amended, or the Exchange Act except to the extent that the Company specifically incorporates the Audit Committee Report by reference therein.

**SECURITY OWNERSHIP OF
CERTAIN BENEFICIAL OWNERS, DIRECTORS AND MANAGEMENT**

The following table presents information as to the beneficial ownership of our common stock as of December 31, 2022 for:

- each person who we know beneficially owns more than 5% of any class of our voting securities;
- each of our current directors or nominees;
- each of our named executive officers named in the Summary Compensation Table above; and
- all of our directors and executive officers as of the end of fiscal year 2022 as a group.

Unless otherwise noted, the address of each beneficial owner listed in the table is c/o MACOM Technology Solutions Holdings, Inc., 100 Chelmsford Street, Lowell, Massachusetts 01851.

We have determined beneficial ownership in accordance with the rules of the SEC. Except as indicated by the footnotes below, we believe, based on the information furnished to us, that the persons and entities named in the table below have sole voting and investment power with respect to all shares of our common stock that they beneficially own, subject to applicable community property laws.

Applicable percentage ownership is based on 70,733,235 shares of our common stock outstanding as of December 31, 2022. In computing the number of shares of our common stock beneficially owned by a person and the percentage ownership of that person, we deemed outstanding shares of our common stock subject to stock options, restricted stock units or warrants held by that person that are currently exercisable or exercisable (or, in the case of restricted stock units, scheduled to vest and settle) within 60 days of December 31, 2022. We did not deem these shares outstanding, however, for the purpose of computing the percentage ownership of any other person.

Name of Beneficial Owner	Shares Beneficially Owned	
	Shares	Percentage
<i>Greater than 5% Stockholders:</i>		
John Ocampo and affiliates (1)	16,341,924	23.1 %
The Vanguard Group (2)	4,729,754	6.7 %
BlackRock, Inc. (3)	4,486,899	6.3 %
AllianceBernstein L.P. (4)	3,978,766	5.6 %
<i>Directors and Named Executive Officers:</i>		
John Ocampo (1)	16,341,924	23.1 %
Susan Ocampo (1)	16,341,924	23.1 %
Charles Bland	25,389	*
Peter Chung (5)	40,500	*
Geoffrey Ribar	20,898	*
John Ritchie	2,646	*
Jihye Whang Rosenband (6)	875	*
Gil VanLunsen	35,038	*
Stephen Daly	262,226	*
John Kober (7)	63,329	*
Ambra Roth	0	*
Douglas Carlson	905	*
Donghyun Thomas Hwang (8)	91,377	*
Robert Dennehy	67,510	*
All directors and executive officers as a group (14 persons) (9)	16,952,617	24.0%

* Represents beneficial ownership of less than 1%.

- (1) Represents 16,341,924 shares beneficially owned by various family trusts affiliated with John and Susan Ocampo. Mr. and Mrs. Ocampo are the co-trustees of each of the family trusts and hold voting and dispositive power over the shares held in the family trusts.
- (2) Based solely on the Schedule 13G filed with the SEC on February 10, 2022 by The Vanguard Group, Inc. (“Vanguard”), which indicates that Vanguard has shared voting power over 91,514 shares, sole dispositive power over 4,594,325 shares and shared dispositive power over 135,429 shares. Vanguard’s address is 100 Vanguard Blvd., Malvern, Pennsylvania 19355.

- (3) Based solely on the Schedule 13G filed with the SEC on February 3, 2022 by BlackRock, Inc. ("BlackRock"), which indicates that BlackRock has sole voting power over 4,446,327 shares and sole dispositive power over 4,486,899 shares. BlackRock's address is 55 East 52nd Street, New York, New York, 10055.
- (4) Based solely on the Schedule 13G filed with the SEC on February 14, 2022 by AllianceBernstein L.P. ("AllianceBernstein"), which indicates that AllianceBernstein has sole voting power over 3,736,551 shares, sole dispositive power over 3,950,237 shares and shared dispositive power over 28,529 shares. AllianceBernstein's address is 1345 Avenue of the Americas, New York, NY 10105.
- (5) Mr. Chung holds such shares for the benefit of Summit Partners, L.P., which he has empowered to determine when the underlying shares will be sold and which is entitled to the proceeds of any such sales. Mr. Chung is a member of Summit Master Company, LLC, which is the general partner of Summit Partners, L.P. Accordingly, Summit Partners, L.P. and Summit Master Company, LLC may be deemed indirect beneficial owners of the shares, restricted stock units and underlying shares held in the name of Mr. Chung. Summit Partners, L.P., Summit Master Company, LLC, each of the Summit entities mentioned above, each disclaim beneficial ownership of the shares, restricted stock units and underlying shares held in the name of Mr. Chung except to the extent of their pecuniary interest therein. The address of each of these entities is 222 Berkeley Street, 18th Floor, Boston, MA 02116.
- (6) Includes 875 shares issuable upon vesting and settlement of restricted stock units scheduled to occur within 60 days of December 31, 2022.
- (7) Includes 4,197 shares issuable upon vesting and settlement of restricted stock units scheduled to occur within 60 days of December 31, 2022.
- (8) Includes 15,000 shares issuable upon the exercise of stock options that may be exercised within 60 days of December 31, 2022.
- (9) Includes 15,000 shares issuable upon the exercise of stock options that may be exercised within 60 days of December 31, 2022 and 5,072 shares issuable upon vesting and settlement of restricted stock units scheduled to occur within 60 days of December 31, 2022.

CERTAIN RELATIONSHIPS AND RELATED PERSON TRANSACTIONS

We describe below transactions and series of similar transactions to which we were a party since the beginning of our last fiscal year or will be a party in the future, and in which:

- the amounts involved exceeded or will exceed \$120,000; and
- any of our directors, executive officers or beneficial owners of more than 5% of any class of our voting securities, or any member of the immediate family of the foregoing persons, had or will have a direct or indirect material interest.

Second Amended and Restated Investor Rights Agreement

We are party to an investors' rights agreement, as amended and restated on February 28, 2012 and further amended on May 20, 2013, February 2, 2015 and June 6, 2018 (the "IRA"), with a group of our stockholders that includes entities affiliated with Mr. and Mrs. Ocampo, who are both members of our board of directors and beneficial owners of more than 5% of a class of our voting securities. Subject to the terms and conditions of the IRA, certain stockholders have registration rights with respect to the shares of our capital stock they, or certain of their affiliates, hold, including the right to demand that we file a registration statement or request that their shares be covered by a registration statement that we are otherwise filing.

Policies and Procedures for Related Person Transactions

We do not currently have a formal, written policy or procedure for the review and approval of related person transactions. However, our audit committee charter provides that our audit committee is required to review and approve or ratify any related person transactions, as defined under Regulation S-K Item 404. Our Code of Business Conduct and Ethics also prohibits our directors and officers from engaging in a conflict of interest transaction without disclosure to and approval from the board of directors or one of its committees. Each of the related person transactions described above was reviewed and either approved or ratified by our audit committee, and we intend to follow this practice for any future related person transactions.

ADDITIONAL INFORMATION

List of Stockholders of Record

In accordance with Delaware law, a list of the names of our stockholders of record entitled to vote at the Annual Meeting will be available for ten days prior to the Annual Meeting for any purpose germane to the meeting, between the hours of 9:00 a.m. and 4:30 p.m. local time at our principal executive offices at 100 Chelmsford Street, Lowell, Massachusetts 01851. If you would like to view the list of stockholders, please contact our investor relations department by email at ir@macom.com or by phone at (978) 656-2500, to schedule an appointment.

Stockholder Proposals for Inclusion in 2024 Proxy Statement

To be considered for inclusion in next year's proxy statement and form of proxy, stockholder proposals submitted pursuant to Rule 14a-8 under the Exchange Act for the 2023 Annual Meeting of Stockholders must be received at our principal executive offices no later than the close of business on September 15, 2023, unless the date of the 2024 Annual Meeting of Stockholders is more than 30 days before or after March 2, 2024, in which case the proposal must be received a reasonable time before we begin to print and mail our proxy materials. All proposals should be addressed to the following address: General Counsel, MACOM Technology Solutions Holdings, Inc., 100 Chelmsford Street, Lowell, Massachusetts 01851.

Stockholder Director Nominations and Proposals for Presentation at 2024 Annual Meeting of Stockholders

For any proposal that is not submitted for inclusion in next year's proxy statement, but is instead sought to be presented directly at the 2024 Annual Meeting of Stockholders, stockholders are advised to review our Bylaws as they contain requirements with respect to advance notice of stockholder proposals not intended for inclusion in our proxy statement and director nominations. To be timely, a stockholder's notice of any director nomination or other proposal of business must be received by our General Counsel at our principal executive offices not less than 45 days or more than 75 days prior to the first anniversary of the date we first mailed our proxy materials or Notice of Internet Availability of Proxy Materials (whichever is earlier) for the prior year's Annual Meeting of Stockholders. Accordingly, any such stockholder's notice of any director nomination or other proposal of business must be received between November 3, 2023 and December 3, 2023. However, in the event that the 2024 Annual Meeting of Stockholders is convened more than 30 days prior to or delayed by more than 30 days after March 2, 2024, notice by the stockholder to be timely must be received not later than the close of business on the later of the 90th day prior to such annual meeting or the 10th day following the date on which public announcement of the date of the 2024 Annual Meeting of Stockholders is first made. Copies of the pertinent Bylaw provisions are available on request to the following address: General Counsel, MACOM Technology Solutions Holdings, Inc., 100 Chelmsford Street, Lowell, Massachusetts 01851.

In addition to satisfying the deadlines under the advance notice provisions of our Bylaws, a stockholder who intends to solicit proxies in support of director nominees other than the Company's nominees must provide the notice required under Rule 14a-19 under the Exchange Act to our General Counsel at our principal executive offices no later than January 1, 2023 (or, in the event that the 2024 Annual Meeting of Stockholders is convened more than 30 days prior to or delayed by more than 30 days after March 2, 2024, then notice must be provided by the later of 60 days prior to the date of the 2024 Annual Meeting of Stockholders or the 10th day following the day on which public announcement of the date of the 2024 Annual Meeting of Stockholders is first made).

As required by our Bylaws, any stockholder submitting a director nomination must include the name, biographical information and other relevant information relating to the recommended director nominee, including, among other things, information that would be required to be included in the proxy statement filed in accordance with applicable rules under the Exchange Act and the written consent of the director nominee to be named as a nominee and to serve as a director if elected, among other requirements set forth in our Bylaws.

Consideration of Stockholder-Recommended Director Nominees

Our nominating and governance committee will consider director nominee recommendations submitted by our stockholders. In the event of any stockholder recommendations, the nominating and governance committee will evaluate the persons recommended in the same manner as other candidates. Stockholders who wish to recommend a director nominee must submit their suggestions to the following address: Chairperson of Nominating and Governance Committee, Attn: General Counsel, MACOM Technology Solutions Holdings, Inc., 100 Chelmsford Street, Lowell, Massachusetts 01851.

Stockholder Communications with the Board of Directors

Stockholders may contact our board of directors as a group or any individual director by sending written correspondence to the following address: Board of Directors – MACOM Technology Solutions Holdings, Inc., Attn: General Counsel, 100 Chelmsford Street, Lowell, Massachusetts 01851. Stockholders should clearly specify in each communication the name(s) of the group of directors or the individual director to whom the communication is addressed. The General Counsel will review all correspondence and will forward to the board of directors or an individual director a summary of the correspondence received and copies of correspondence that the General Counsel determines requires the attention of the board of directors or such individual director. The board of directors and any individual director may at any time request copies and review all correspondence received by the General Counsel that is intended for the board of directors or such individual director.

Delivery of Materials to Stockholders with Shared Addresses

We have adopted a procedure, approved by the SEC, called “householding.” Under this procedure, any stockholder, including both stockholders of record and beneficial holders who own their shares through a broker, bank or other nominee, who share an address with another such holder of our common stock are only being sent one Notice of Internet Availability of Proxy Materials or set of proxy materials, unless such holders have provided contrary instructions. Householding helps us reduce printing and postage cost associated with the distribution of proxy materials and helps to preserve natural resources. We will promptly deliver a separate copy of the Notice of Internet Availability of Proxy Materials or set of proxy materials to you upon written or oral request. If you wish to receive a separate copy of these materials or if you are receiving multiple copies and would like to receive a single copy, please contact our investor relations department by phone at (978) 656-2500, or by writing to Investor Relations, MACOM Technology Solutions Holdings, Inc., 100 Chelmsford Street, Lowell, Massachusetts 01851.

EXHIBIT A

**CERTIFICATE OF AMENDMENT
TO THE
FIFTH AMENDED AND RESTATED CERTIFICATE OF INCORPORATION
OF
MACOM TECHNOLOGY SOLUTIONS HOLDINGS, INC.**

MACOM Technology Solutions Holdings, Inc. (the "Corporation"), a corporation organized and existing under the laws of the State of Delaware, does hereby certify:

1. This Certificate of Amendment (the "Certificate of Amendment") amends the provisions of the Fifth Amended and Restated Certificate of Incorporation of the Corporation (the "Fifth Amended and Restated Certificate of Incorporation") filed with the Secretary of State of the State of Delaware on June 1, 2016.

2. This Certificate of Amendment was duly adopted by the Board of Directors of the Corporation and by the stockholders of the Corporation in accordance with Section 242 of the General Corporation Law of the State of Delaware.

3. The Fifth Amended and Restated Certificate of Incorporation is hereby amended by adding Article X to read in its entirety as follows:

"ARTICLE X: LIMITATION OF OFFICER LIABILITY

To the fullest extent that the DGCL or any other law of the State of Delaware as it exists on the date hereof or as it may hereafter be amended permits the limitation or elimination of the liability of officers, no officer of the Corporation shall be personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as an officer. No amendment to, or modification or repeal of this Article X, nor the adoption of any provision of this Certificate of Incorporation inconsistent with this Article X, shall adversely affect any right or protection of an officer existing hereunder with respect to any act or omission occurring prior to such amendment, modification, repeal or adoption of an inconsistent provision."

IN WITNESS WHEREOF, the Corporation has caused this Certificate of Amendment to be signed by its President and Chief Executive Officer this ____ day of _____, 2023.

**MACOM TECHNOLOGY SOLUTIONS HOLDINGS,
INC.**

By:

Stephen G. Daly
President and Chief Executive Officer



MACOM TECHNOLOGY SOLUTIONS HOLDINGS, INC.
100 CHELMSFORD STREET
LOWELL, MA 01851



SCAN TO
VIEW MATERIALS & VOTE

VOTE BY INTERNET - www.proxyvote.com or scan the QR Barcode above
Use the Internet to transmit your voting instructions and for electronic delivery of information up until 11:59 p.m. Eastern Time the day before the meeting date. Have your proxy card in hand when you access the web site and follow the instructions to obtain your records and to create an electronic voting instruction form.

VOTE BY TELEPHONE - 1-800-690-6903
Use any touch-tone telephone to transmit your voting instructions up until 11:59 p.m. Eastern Time the day before the meeting date. Have your proxy card in hand when you call and then follow the instructions.

VOTE BY MAIL
Mark, sign and date your proxy card and return it in the postage-paid envelope we have provided or return it to Vote Processing, c/o Broadridge, 51 Mercedes Way, Edgewood, NY 11717.

ELECTRONIC DELIVERY OF FUTURE PROXY MATERIALS
If you would like to reduce the costs incurred by our company in mailing proxy materials, you can consent to receiving all future proxy statements, proxy cards and annual reports electronically via e-mail or the Internet. To sign up for electronic delivery, please follow the instructions above to vote using the Internet and, when prompted, indicate that you agree to receive or access proxy materials electronically in future years.

TO VOTE, MARK BLOCKS BELOW IN BLUE OR BLACK INK AS FOLLOWS:

D94898-P83720

KEEP THIS PORTION FOR YOUR RECORDS
DETACH AND RETURN THIS PORTION ONLY

THIS PROXY CARD IS VALID ONLY WHEN SIGNED AND DATED.

MACOM TECHNOLOGY SOLUTIONS HOLDINGS, INC.

The Board of Directors recommends you vote FOR the director nominees in the following proposal:

- The election of the Class II directors nominated by the Company's board of directors and named in the accompanying proxy materials to serve until the 2026 Annual Meeting of Stockholders.

Nominees:

- Charles Bland
- Stephen Daly
- Susan Ocampo

For All **Withhold All** **For All Except**

To withhold authority to vote for any individual nominee(s), mark "For All Except" and write the number(s) of the nominee(s) on the line below.

The Board of Directors recommends you vote FOR the following proposals:

- Advisory vote to approve the compensation paid to the Company's named executive officers.
- Ratification of the appointment of Deloitte & Touche LLP as the Company's independent registered public accounting firm for the fiscal year ending September 29, 2023.
- Approve an amendment to the Company's Fifth Amended and Restated Certificate of Incorporation to reflect Delaware law provisions allowing officer exculpation.

For **Against** **Abstain**

NOTE: The proxies, in their discretion, are authorized to vote on such other business as may properly come before the Annual Meeting and any adjournment or postponement thereof.

Yes **No**

Please indicate if you plan to attend this meeting.

Please sign exactly as your name(s) appear(s) hereon. When signing as attorney, executor, administrator, or other fiduciary, please give full title as such. Joint owners should each sign personally. All holders must sign. If a corporation or partnership, please sign in full corporate or partnership name by authorized officer.

Signature [PLEASE SIGN WITHIN BOX] Date

Signature (Joint Owners) Date

Important Notice Regarding the Availability of Proxy Materials for the Annual Meeting:
The 2023 Notice and Proxy Statement and 2022 Annual Report are available at www.proxyvote.com.

D94899-P83720

**MACOM TECHNOLOGY SOLUTIONS HOLDINGS, INC.
Annual Meeting of Stockholders
March 2, 2023 3:00 P.M. Eastern Time
This proxy is solicited by the Board of Directors**

The stockholder(s) hereby appoint(s) Stephen Daly and John Kober, or either of them, as proxies, each with the power to appoint his substitute, and hereby authorize(s) them to represent and to vote, as designated on the reverse side of this ballot, all of the shares of common stock of MACOM TECHNOLOGY SOLUTIONS HOLDINGS, INC. that the stockholder(s) is/are entitled to vote at the Annual Meeting of Stockholders to be held at 3:00 P.M. Eastern Time on March 2, 2023, at the Holiday Inn Express, 8 Independence Drive, Chelmsford, Massachusetts 01824, and any adjournment or postponement thereof.

The shares represented by this proxy, when properly executed, will be voted in the manner directed herein. If no such direction is made, this proxy will be voted in accordance with the Board of Directors' recommendations.

If voting by mail, please sign, date and mail your proxy card back in the envelope provided as soon as possible.

Continued and to be signed on reverse side