

MAXLINEAR, INC.

COMPENSATION COMMITTEE CHARTER

Adopted and Approved November 5, 2009
Effective March 23, 2010
(As amended May 10, 2012 and May 14, 2013)

PURPOSE

The purpose of the Compensation Committee of MaxLinear, Inc. (the “*Company*”) shall be to:

1. provide oversight of the Company’s compensation policies, plans and benefits programs;
2. discharge the Board’s responsibilities relating to (i) oversight of the compensation of the Company’s Chief Executive Officer (“*CEO*”) and its executive officers (including officers reporting under Section 16 of the Securities Exchange Act of 1934) and (ii) the evaluation and approval of the CEO and executive officer compensation plans, policies and programs; and
3. administer the Company’s equity compensation plans for its executive officers and employees.

The Compensation Committee shall prepare the report required by the rules of the Securities and Exchange Commission to be included in the Company’s annual proxy statement.

MEMBERSHIP REQUIREMENTS

The Compensation Committee members will be appointed by, and will serve at the discretion of, the Board. Compensation Committee members may be replaced by the Board. The Compensation Committee shall consist of at least two (2) members of the Board. Members of the Compensation Committee must meet the following criteria:

1. the independence requirements of the New York Stock Exchange (the “*NYSE*”),
2. the non-employee director definition of Rule 16b-3 promulgated under Section 16 of the Securities Exchange Act of 1934, as amended; and
3. the outside director definition of Section 162(m) of the Internal Revenue Code of 1986, as amended.

The Board may designate one member of the Compensation Committee as its chair.

AUTHORITY AND RESPONSIBILITIES

The authority and responsibility of the Compensation Committee shall include the following:

1. The Compensation Committee shall review and approve corporate goals and objectives relevant to the compensation of the CEO, evaluate his or her performance in light thereof, and consider identified and other factors related to the performance of the Company in approving the compensation level of the CEO.
2. The Compensation Committee shall annually review and approve the CEO's (i) annual base salary; (ii) annual incentive bonus, including the specific goals and amount; (iii) equity compensation; (iv) any employment agreement, severance arrangement and change in control agreement/provision; (v) any signing bonus or payment of relocation costs; and (vi) any other benefits, compensation or arrangements. In determining the long-term incentive component of CEO compensation, the Compensation Committee will consider, among other things, the Company's performance and relative stockholder return, the value of similar incentive awards to CEOs at comparable companies, and the awards given to the Company's CEO in prior years.
3. For all other executive officers of the Company, the Compensation Committee shall also have authority to review annually and approve items (i) through (vi) in the previous bullet.
4. The Compensation Committee shall administer the Company's equity incentive plans. In its administration of the plans, the Compensation Committee may, pursuant to authority delegated by the Board, (i) grant stock options or stock purchase rights to individuals eligible for such grants (including grants to individuals subject to Section 16 of the Securities Exchange Act of 1934 in compliance with Rule 16b-3 promulgated thereunder) and in accordance with procedures and guidelines as may be established by the Board and (ii) amend such stock options or stock purchase rights. The Compensation Committee shall also make recommendations to the Board of Directors with respect to amendments to the plans and changes in the number of shares reserved for issuance thereunder.
5. The Committee shall exercise oversight of the New Employee Equity Committee (the "**NEEC**"), including (i) periodically reviewing the Charter of the NEEC and permitted ranges of equity incentive awards the NEEC is authorized to grant to new employees; (ii) establishing, reviewing and approving the maximum number of shares with respect to which the NEEC may grant equity incentive to comply with Section 157(c) of the Delaware General Corporation Law; and (iii) reviewing at each regularly scheduled meeting of the Compensation Committee a report of the NEEC since the last regularly scheduled Compensation Committee Meeting in order to confirm compliance by the equity incentive with its charter and the Company's policy and procedures with respect to the grant of stock options.
6. The Compensation Committee shall provide oversight of the Company's overall compensation plans and benefits programs. The Compensation Committee shall also

- make recommendations to the Board with respect to improvements or changes to such plans or the adoption of new plans when appropriate.
7. The Compensation Committee may form subcommittees for any purpose that the Compensation Committee deems appropriate and may delegate to such subcommittees such power and authority as the Compensation Committee deems appropriate.
 8. The Compensation Committee shall make regular reports to the Board.
 9. The Compensation Committee shall review and reassess the adequacy of this Charter periodically and recommend any proposed changes to the Board for approval.
 10. The Compensation Committee shall review and recommend to the Board compensation programs for outside directors.
 11. The Compensation Committee shall annually review its own performance.
 12. The Compensation Committee may, in its sole discretion, retain and terminate, as appropriate, any compensation consultant, outside legal or other advisors to advise or assist the Compensation Committee in the performance of any of the responsibilities and duties set forth in this Charter, taking into account the independence factors set forth in the applicable rules of the SEC and the NYSE prior to selecting and receiving advice from such consultants and advisors.
 13. The Compensation Committee will be directly responsible for the appointment, compensation and oversight of any consultants and advisors retained by the Compensation Committee, including sole authority to approve related fees and retention terms for such consultants and advisors. The Compensation Committee shall also seek the input of the CEO with respect to the performance evaluation and compensation of executives other than the CEO. The Company will provide the Compensation Committee with appropriate funding, as the Compensation Committee determines, for the payment of compensation to any compensation consultant, outside counsel, and other advisors as the Compensation Committee deems appropriate, and administrative expenses of the Compensation Committee that are necessary or appropriate in carrying out its duties.
 14. The Compensation Committee shall review and approve the Compensation Discussion and Analysis and produce a Compensation Committee Report on executive officer compensation as required by the Securities and Exchange Commission to be included in the Company's annual proxy statement or annual report on Form 10-K filed with the Securities and Exchange Commission.
 15. The Compensation Committee shall perform such other functions as assigned by applicable law, the Company's certificate of incorporation or bylaws, or the Board.

MEETINGS

The Compensation Committee will set its own schedule of meetings and will establish its own schedule, which it will provide to the Board.

The Compensation Committee will maintain written minutes of its meetings, which minutes will be filed with the minutes of the meetings of the Board.

COMPENSATION

Members of the Compensation Committee shall receive such fees, if any, for their service as Compensation Committee members as may be determined by the Board in its sole discretion. Such fees may include retainers or per meeting fees. Fees may be paid in such form of consideration as is determined by the Board.

Members of the Compensation Committee shall not receive any compensation from the Company except the fees received as a member of the Board or any committee thereof.