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**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**  
**FORM 10-Q**

(Mark One)

QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934  
For the quarterly period ended **June 27, 2025**

**OR**

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from \_\_\_\_\_ to \_\_\_\_\_

Commission file number **001-05560**

**Skyworks Solutions, Inc.**

*(Exact name of registrant as specified in its charter)*

**Delaware**

*(State or other jurisdiction of incorporation or organization)*

**04-2302115**

*(I.R.S. Employer Identification No.)*

**5260 California Avenue**

**Irvine, California**

*(Address of principal executive offices)*

**92617**

*(Zip Code)*

**(949) 231-3000**

*(Registrant's telephone number, including area code)*

**Securities registered pursuant to Section 12(b) of the Act:**

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, par value \$0.25 per share	SWKS	Nasdaq Global Select Market

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.  Yes  No

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (§ 232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files).  Yes  No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer  Accelerated filer  Non-accelerated filer  Smaller reporting company  Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).  Yes  No

As of July 31, 2025, the registrant had 148,427,568 shares of common stock, par value \$0.25 per share, outstanding.

**SKYWORKS SOLUTIONS, INC.**  
**QUARTERLY REPORT ON FORM 10-Q**  
**FOR THE QUARTER ENDED JUNE 27, 2025**

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**PART 1. FINANCIAL INFORMATION****ITEM 1. FINANCIAL STATEMENTS.**

**SKYWORKS SOLUTIONS, INC.**  
**CONSOLIDATED STATEMENTS OF OPERATIONS**  
(Unaudited, in millions, except per share amounts)

	Three Months Ended		Nine Months Ended	
	June 27, 2025	June 28, 2024	June 27, 2025	June 28, 2024
Net revenue	\$ 965.0	\$ 905.5	\$ 2,986.7	\$ 3,153.0
Cost of goods sold	564.0	541.4	1,752.1	1,862.0
Gross profit	401.0	364.1	1,234.6	1,291.0
Operating expenses:				
Research and development	199.4	160.7	562.4	468.1
Selling, general, and administrative	89.3	71.2	259.9	226.7
Amortization of intangibles	0.2	0.2	0.7	0.7
Restructuring, impairment, and other charges	1.5	1.6	22.6	17.5
Total operating expenses	290.4	233.7	845.6	713.0
Operating income	110.6	130.4	389.0	578.0
Interest expense	(6.6)	(6.6)	(20.2)	(23.8)
Other income, net	8.0	9.6	35.9	23.8
Income before income taxes	112.0	133.4	404.7	578.0
Provision for income taxes	7.0	12.5	69.0	42.5
Net income	\$ 105.0	\$ 120.9	\$ 335.7	\$ 535.5
Earnings per share:				
Basic	\$ 0.70	\$ 0.75	\$ 2.15	\$ 3.34
Diluted	\$ 0.70	\$ 0.75	\$ 2.14	\$ 3.32
Weighted average shares:				
Basic	150.0	160.4	156.3	160.2
Diluted	150.3	161.4	156.9	161.4

See accompanying Notes to Consolidated Financial Statements.

**SKYWORKS SOLUTIONS, INC.**  
**CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME**  
(Unaudited, in millions)

	Three Months Ended		Nine Months Ended	
	June 27, 2025	June 28, 2024	June 27, 2025	June 28, 2024
Net income	\$ 105.0	\$ 120.9	\$ 335.7	\$ 535.5
Other comprehensive loss, net of tax:				
Fair value of investments	—	—	(0.1)	—
Pension adjustments	—	—	—	(0.1)
Comprehensive income	\$ 105.0	\$ 120.9	\$ 335.6	\$ 535.4

See accompanying Notes to Consolidated Financial Statements.

**SKYWORKS SOLUTIONS, INC.**  
**CONSOLIDATED BALANCE SHEETS**  
(In millions, except per share amounts)

	As of	
	June 27, 2025 (unaudited)	September 27, 2024
<b>ASSETS</b>		
Current assets:		
Cash and cash equivalents	\$ 1,185.9	\$ 1,368.6
Marketable securities	132.0	194.1
Receivables, net of allowances of \$0.9 and \$0.9, respectively	396.2	508.8
Inventory	706.5	784.8
Other current assets	455.8	484.7
Total current assets	2,876.4	3,341.0
Property, plant, and equipment, net	1,213.8	1,280.3
Operating lease right-of-use assets	196.1	191.6
Goodwill	2,176.7	2,176.7
Intangible assets, net	852.2	900.5
Deferred tax assets, net	303.4	303.5
Marketable securities	18.8	11.4
Other long-term assets	77.2	78.3
Total assets	\$ 7,714.6	\$ 8,283.3
<b>LIABILITIES AND STOCKHOLDERS' EQUITY</b>		
Current liabilities:		
Accounts payable	\$ 205.5	\$ 171.8
Accrued compensation and benefits	146.6	127.9
Current portion of long-term debt	499.2	—
Other current liabilities	353.7	303.0
Total current liabilities	1,205.0	602.7
Long-term debt	496.2	994.3
Long-term tax liabilities	98.3	127.9
Long-term operating lease liabilities	176.4	185.9
Other long-term liabilities	86.2	35.8
Total liabilities	2,062.1	1,946.6
Commitments and contingencies (Note 9)		
Stockholders' equity:		
Preferred stock, no par value: 25.0 shares authorized, no shares issued	—	—
Common stock, \$0.25 par value: 525.0 shares authorized; 148.4 shares issued and outstanding at June 27, 2025, and 159.9 shares issued and outstanding at September 27, 2024	37.1	40.0
Additional paid-in capital	—	269.4
Retained earnings	5,621.1	6,032.9
Accumulated other comprehensive loss	(5.7)	(5.6)
Total stockholders' equity	5,652.5	6,336.7
Total liabilities and stockholders' equity	\$ 7,714.6	\$ 8,283.3

See accompanying Notes to Consolidated Financial Statements.

**SKYWORKS SOLUTIONS, INC.**  
**CONSOLIDATED STATEMENTS OF CASH FLOWS**  
(Unaudited, in millions)

	Nine Months Ended	
	June 27, 2025	June 28, 2024
<b>Cash flows from operating activities:</b>		
Net income	\$ 335.7	\$ 535.5
Adjustments to reconcile net income to net cash provided by operating activities:		
Share-based compensation	168.9	142.1
Depreciation	206.3	196.3
Amortization of intangible assets	139.8	139.6
Deferred income taxes	21.1	(2.2)
Asset impairment charges	—	16.8
Amortization of debt discount and issuance costs	1.5	2.0
Other, net	(5.2)	(6.6)
Changes in assets and liabilities:		
Receivables, net	112.6	256.9
Inventory	85.2	291.5
Accounts payable	32.6	0.4
Other current and long-term assets and liabilities	2.3	(223.7)
<b>Net cash provided by operating activities</b>	<b>1,100.8</b>	<b>1,348.6</b>
<b>Cash flows from investing activities:</b>		
Capital expenditures	(139.0)	(74.2)
Purchased intangibles	(24.1)	(20.2)
Purchases of marketable securities	(415.9)	(25.7)
Sales and maturities of marketable securities	473.9	25.3
Other	2.2	10.3
<b>Net cash used in investing activities</b>	<b>(102.9)</b>	<b>(84.5)</b>
<b>Cash flows from financing activities:</b>		
Repurchase of common stock - payroll tax withholdings on equity awards	(43.4)	(34.4)
Repurchase of common stock - stock repurchase program	(830.2)	(77.3)
Dividends paid	(327.0)	(327.1)
Net proceeds from exercise of stock options	—	1.1
Proceeds from employee stock purchase plan	20.0	18.2
Payments of debt	—	(300.0)
<b>Net cash used in financing activities</b>	<b>(1,180.6)</b>	<b>(719.5)</b>
Net (decrease) increase in cash and cash equivalents	(182.7)	544.6
Cash and cash equivalents at beginning of period	1,368.6	718.8
Cash and cash equivalents at end of period	<u>\$ 1,185.9</u>	<u>\$ 1,263.4</u>
<b>Supplemental cash flow disclosures:</b>		
Income taxes paid	\$ 137.5	\$ 154.3
Interest paid	\$ 24.7	\$ 27.7
Incentives paid in common stock	\$ —	\$ 1.2
Non-cash investing in purchased intangibles, accrued but not paid	\$ 84.9	\$ 21.7
Non-cash investing in capital expenditures, accrued but not paid	\$ 35.9	\$ 34.3
Operating lease assets obtained in exchange for new lease liabilities	\$ 27.1	\$ 14.5

See accompanying Notes to Consolidated Financial Statements.

**SKYWORKS SOLUTIONS, INC.**  
**CONSOLIDATED STATEMENTS OF STOCKHOLDERS' EQUITY**  
(Unaudited, in millions)

	Shares of common stock	Par value of common stock	Additional paid-in capital	Retained earnings	Accumulated other comprehensive loss	Total stockholders' equity
Balance at September 27, 2024	159.9	\$ 40.0	\$ 269.4	\$ 6,032.9	\$ (5.6)	\$ 6,336.7
Net income	—	—	—	162.0	—	162.0
Exercise and settlement of share-based awards, net of shares withheld for taxes	0.8	0.2	(38.5)	—	—	(38.3)
Share-based compensation expense	—	—	52.8	—	—	52.8
Dividends declared	—	—	—	(112.5)	—	(112.5)
Balance at December 27, 2024	160.7	\$ 40.2	\$ 283.7	\$ 6,082.4	\$ (5.6)	\$ 6,400.7
Net income	—	\$ —	\$ —	\$ 68.7	\$ —	\$ 68.7
Exercise and settlement of share-based awards, net of shares withheld for taxes	0.3	0.1	19.4	—	—	19.5
Share-based compensation expense	—	—	66.4	—	—	66.4
Repurchase of common stock	(7.4)	(1.9)	(369.5)	(132.9)	—	(504.3)
Dividends declared	—	—	—	(110.6)	—	(110.6)
Other comprehensive loss	—	—	—	—	(0.1)	(0.1)
Balance at March 28, 2025	153.6	\$ 38.4	\$ —	\$ 5,907.6	\$ (5.7)	\$ 5,940.3
Net income	—	\$ —	\$ —	\$ 105.0	\$ —	\$ 105.0
Exercise and settlement of share-based awards, net of shares withheld for taxes	—	—	(4.5)	—	—	(4.5)
Share-based compensation expense	—	—	49.0	—	—	49.0
Repurchase of common stock	(5.2)	(1.3)	(44.5)	(287.6)	—	(333.4)
Dividends declared	—	—	—	(103.9)	—	(103.9)
Balance at June 27, 2025	148.4	\$ 37.1	\$ —	\$ 5,621.1	\$ (5.7)	\$ 5,652.5
Balance at September 29, 2023	159.5	\$ 39.9	\$ 172.4	\$ 5,876.0	\$ (5.6)	\$ 6,082.7
Net income	—	—	—	231.3	—	231.3
Exercise and settlement of share-based awards, net of shares withheld for taxes	0.7	0.2	(30.6)	—	—	(30.4)
Share-based compensation expense	—	—	52.6	—	—	52.6
Dividends declared	—	—	—	(108.9)	—	(108.9)
Other comprehensive loss	—	—	—	—	(0.1)	(0.1)
Balance at December 29, 2023	160.2	\$ 40.1	\$ 194.4	\$ 5,998.4	\$ (5.7)	\$ 6,227.2
Net income	—	\$ —	\$ —	\$ 183.3	\$ —	\$ 183.3
Exercise and settlement of share-based awards, net of shares withheld for taxes	0.2	—	17.5	—	—	17.5
Share-based compensation expense	—	—	40.3	—	—	40.3
Dividends declared	—	—	—	(109.1)	—	(109.1)
Balance at March 29, 2024	160.4	\$ 40.1	\$ 252.2	\$ 6,072.6	\$ (5.7)	\$ 6,359.2
Net income	—	\$ —	\$ —	\$ 120.9	\$ —	\$ 120.9
Exercise and settlement of share-based awards, net of shares withheld for taxes	0.1	—	(1.0)	—	—	(1.0)
Share-based compensation expense	—	—	43.8	—	—	43.8
Repurchase of common stock	(0.8)	(0.2)	(77.2)	—	—	(77.4)
Dividends declared	—	—	—	(109.1)	—	(109.1)
Balance at June 28, 2024	159.7	\$ 39.9	\$ 217.8	\$ 6,084.4	\$ (5.7)	\$ 6,336.4

See accompanying Notes to Consolidated Financial Statements.

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

### 1. DESCRIPTION OF BUSINESS AND BASIS OF PRESENTATION

Skyworks Solutions, Inc., together with its consolidated subsidiaries (“Skyworks” or the “Company”), is a leading developer, manufacturer and provider of analog and mixed-signal semiconductor products and solutions for numerous applications, including aerospace, automotive, broadband, cellular infrastructure, connected home, defense, entertainment and gaming, industrial, medical, smartphone, tablet, and wearables.

The accompanying unaudited interim consolidated financial statements have been prepared pursuant to the rules and regulations of the Securities and Exchange Commission (“SEC”) for interim financial reporting. Certain information and footnote disclosures, normally included in annual consolidated financial statements prepared in accordance with accounting principles generally accepted in the United States of America (“GAAP”), have been condensed or omitted pursuant to those rules and regulations. However, in management’s opinion, the financial information reflects all adjustments, including those of a normal recurring nature, necessary to present fairly the results of operations, financial position, and cash flows of the Company for the periods presented. The results of operations, financial position, and cash flows for the Company during the interim periods are not necessarily indicative of those expected for the full year. This information should be read in conjunction with the Company’s financial statements and notes thereto contained in the Company’s Annual Report on Form 10-K for the fiscal year ended September 27, 2024, filed with the SEC on November 15, 2024, as amended by Amendment No. 1 to such Annual Report on Form 10-K, filed with the SEC on January 24, 2025 (“2024 10-K”). Certain items in the prior period financial statements have been reclassified to conform to the current period presentation.

The preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the amounts of assets, liabilities, revenue, expenses, comprehensive income, and accumulated other comprehensive loss that are reported during the reporting period. The Company evaluates its estimates on an ongoing basis using historical experience and other factors, including the current economic environment. Judgment is required in determining the reserves for, and fair value of, items such as overall fair value assessments of assets and liabilities, particularly those classified as Level 2 or Level 3 in the fair value hierarchy, marketable securities, inventory, intangible assets associated with business combinations, share-based compensation, revenue reserves, loss contingencies, and income taxes. In addition, judgment is required in determining whether a potential indicator of impairment of long-lived assets, indefinite-lived intangible assets, and goodwill exists and in estimating future cash flows for any necessary impairment testing. Actual results could differ significantly from these estimates.

The Company’s fiscal year ends on the Friday closest to September 30. The fiscal year ending on October 3, 2025 consists of 53 weeks (“fiscal 2025”). The fiscal year ended on September 27, 2024 consisted of 52 weeks (“fiscal 2024”). The three and nine months ended June 27, 2025, and June 28, 2024, each consisted of 13 weeks and 39 weeks, respectively.

#### *Recently Issued Accounting Pronouncements*

In November 2023, the Financial Accounting Standards Board (“FASB”) issued Accounting Standards Update (“ASU”) 2023-07, “Segment Reporting (Topic 280): Improvements to Reportable Segment Disclosure” (“ASU 2023-07”). ASU 2023-07 requires disclosure of incremental segment information on an annual and interim basis. ASU 2023-07 is effective for fiscal years beginning after December 15, 2023, and interim periods within fiscal years beginning after December 15, 2024, on a retrospective basis. Early adoption is permitted. The Company is currently evaluating the impact of ASU 2023-07 on its consolidated financial statements and related disclosures.

In December 2023, the FASB issued ASU 2023-09, “Income Taxes (Topic 740): Improvements to Income Tax Disclosures” (“ASU 2023-09”). ASU 2023-09 includes amendments that further enhance income tax disclosures, primarily through standardization and disaggregation of rate reconciliation categories and income taxes paid by jurisdiction. ASU 2023-09 is effective for annual periods beginning after December 15, 2024, on either a prospective or retrospective basis, with early adoption permitted. The Company is currently evaluating the impact of ASU 2023-09 on its consolidated financial statements and related disclosures.

In November 2024, the FASB issued ASU 2024-03, “Income Statement—Reporting Comprehensive Income—Expense Disaggregation Disclosures (Subtopic 220-40): Disaggregation of Income Statement Expenses” (“ASU 2024-03”). ASU 2024-03 requires disaggregated disclosure of certain expense captions into specified categories in the notes to financial statements on an annual and interim basis. ASU 2024-03 is effective for annual periods beginning after December 15, 2026, and interim periods within annual periods beginning after December 15, 2027, on either a prospective or retrospective basis. Early adoption is permitted. The Company is currently evaluating the impact of ASU 2024-03 on its consolidated financial statements and related disclosures.

## 2. REVENUE RECOGNITION

The Company presents net revenue by geographic area, based upon the location of the original equipment manufacturers' ("OEMs") headquarters, and by sales channel, as it believes that doing so best depicts how the nature, amount, timing, and uncertainty of revenue and cash flows are affected by economic factors. Individually insignificant OEMs are presented based upon the location of the Company's direct customer, which is typically a distributor.

Net revenue by geographic area is as follows (in millions):

	Three Months Ended		Nine Months Ended	
	June 27, 2025	June 28, 2024	June 27, 2025	June 28, 2024
United States	\$ 724.7	\$ 658.5	\$ 2,295.5	\$ 2,422.8
Taiwan	75.8	80.7	195.6	226.1
China	64.6	75.9	193.7	232.7
South Korea	45.5	52.9	140.0	158.1
Europe, Middle East, and Africa	44.4	31.3	133.1	87.6
Other Asia-Pacific	10.0	6.2	28.8	25.7
Total net revenue	\$ 965.0	\$ 905.5	\$ 2,986.7	\$ 3,153.0

Net revenue by sales channel is as follows (in millions):

	Three Months Ended		Nine Months Ended	
	June 27, 2025	June 28, 2024	June 27, 2025	June 28, 2024
Distributors	\$ 816.8	\$ 767.1	\$ 2,590.2	\$ 2,745.0
Direct customers	148.2	138.4	396.5	408.0
Total net revenue	\$ 965.0	\$ 905.5	\$ 2,986.7	\$ 3,153.0

The Company's revenue from external customers is generated principally from the sale of semiconductor products. Accordingly, the Company considers its product offerings to be similar in nature and therefore not segregated for reporting purposes.

## 3. MARKETABLE SECURITIES

The Company's portfolio of available-for-sale marketable securities consists of the following (in millions):

	Current		Noncurrent	
	June 27, 2025	September 27, 2024	June 27, 2025	September 27, 2024
U.S. Treasury and government securities	\$ 53.1	\$ 39.0	\$ 18.8	\$ 11.1
Corporate bonds and notes	78.6	155.0	—	0.3
Municipal bonds	0.3	0.1	—	—
Total marketable securities	\$ 132.0	\$ 194.1	\$ 18.8	\$ 11.4

The contractual maturities of noncurrent available-for-sale marketable securities were within two years or less of issuance of the applicable securities. Neither gross unrealized gains and losses nor realized gains and losses were material as of June 27, 2025, or September 27, 2024.

#### 4. FAIR VALUE

##### *Assets and Liabilities Measured and Recorded at Fair Value on a Recurring Basis*

The Company groups its financial assets and liabilities measured at fair value on a recurring basis in three levels, based on the markets in which the assets and liabilities are traded and the reliability of the assumptions used to determine fair value. These levels are:

- Level 1 - Quoted prices in active markets for identical assets or liabilities.
- Level 2 - Observable inputs other than Level 1 prices, such as quoted prices for similar assets or liabilities, quoted prices in markets with insufficient volume or infrequent transactions (less-active markets), or model-driven valuations in which all significant inputs are observable or can be derived principally from, or corroborated with, observable market data.
- Level 3 - Fair value is derived from valuation techniques in which one or more significant inputs are unobservable, including assumptions and judgments made by the Company.

Assets and liabilities recorded at fair value on a recurring basis consisted of the following (in millions):

	As of							
	June 27, 2025				September 27, 2024			
	Total	Fair Value Measurements			Total	Fair Value Measurements		
Level 1		Level 2	Level 3	Level 1		Level 2	Level 3	
<b>Assets</b>								
Cash and cash equivalents (1)	\$ 1,185.9	\$ 1,127.7	\$ 58.2	\$ —	\$ 1,368.6	\$ 1,199.1	\$ 169.5	\$ —
U.S. Treasury and government securities	71.9	51.9	20.0	—	50.1	36.5	13.6	—
Corporate bonds and notes	78.6	—	78.6	—	155.3	—	155.3	—
Municipal bonds	0.3	—	0.3	—	0.1	—	0.1	—
Total assets at fair value	<u>\$ 1,336.7</u>	<u>\$ 1,179.6</u>	<u>\$ 157.1</u>	<u>\$ —</u>	<u>\$ 1,574.1</u>	<u>\$ 1,235.6</u>	<u>\$ 338.5</u>	<u>\$ —</u>

(1) Cash equivalents included in Levels 1 and 2 consist of money market funds, municipal bonds, corporate bonds and notes, and U.S. Treasury and government securities purchased with less than ninety days until maturity.

##### *Assets Measured and Recorded at Fair Value on a Nonrecurring Basis*

The Company's non-financial assets and liabilities, such as goodwill, intangible assets, and other long-lived assets resulting from business combinations, are measured at fair value using income approach valuation methodologies at the date of acquisition and are subsequently re-measured if there are indicators of impairment. There were no indicators of impairment identified during the three and nine months ended June 27, 2025. During the three and nine months ended June 28, 2024, the Company recorded impairment charges of \$0.7 million and \$16.8 million, respectively. The impairment charges for the nine months ended June 28, 2024 primarily related to the abandonment of a previously capitalized in-process research and development ("IPR&D") project recorded within restructuring, impairment, and other charges.

##### *Fair Value of Debt*

The Company's debt is carried at amortized cost and is measured at fair value quarterly for disclosure purposes. The estimated fair values are based on Level 2 inputs as the fair value is based on quoted prices for the Company's debt and comparable instruments in inactive markets.

The carrying amount and estimated fair value of debt consists of the following (in millions):

	As of			
	June 27, 2025		September 27, 2024	
	Carrying Amount	Estimated Fair Value	Carrying Amount	Estimated Fair Value
1.80% Senior Notes due 2026	\$ 499.2	\$ 486.4	\$ 498.5	\$ 478.4
3.00% Senior Notes due 2031	496.2	439.4	495.8	441.2
Total debt under Senior Notes	<u>\$ 995.4</u>	<u>\$ 925.8</u>	<u>\$ 994.3</u>	<u>\$ 919.6</u>

## 5. INVENTORY

Inventory consists of the following (in millions):

	As of	
	June 27, 2025	September 27, 2024
Raw materials	\$ 37.2	\$ 30.3
Work-in-process	504.8	520.5
Finished goods	164.5	234.0
Total inventory	\$ 706.5	\$ 784.8

## 6. PROPERTY, PLANT, AND EQUIPMENT, NET

Property, plant, and equipment, net consists of the following (in millions):

	As of	
	June 27, 2025	September 27, 2024
Land and improvements	\$ 11.9	\$ 11.9
Buildings and improvements	639.2	610.2
Furniture and fixtures	95.9	81.3
Machinery and equipment	3,453.6	3,418.0
Construction in progress	92.1	88.7
Total property, plant, and equipment, gross	4,292.7	4,210.1
Accumulated depreciation	(3,078.9)	(2,929.8)
Total property, plant, and equipment, net	\$ 1,213.8	\$ 1,280.3

## 7. GOODWILL AND INTANGIBLE ASSETS

There were no changes to the carrying amount of goodwill during the three and nine months ended June 27, 2025.

The Company tests its goodwill and its indefinite-lived intangible assets for impairment annually as of the first day of its fourth fiscal quarter and in interim periods if certain events occur indicating the carrying value may be impaired. There were no indicators of goodwill and IPR&D impairment noted during the three and nine months ended June 27, 2025. Refer to Note 4 for a discussion of an IPR&D impairment of \$16.1 million during the nine months ended June 28, 2024. There were no indicators of IPR&D impairment noted during the three months ended June 28, 2024.

Intangible assets consist of the following (in millions):

	Weighted Average Amortization Period (Years)	As of					
		June 27, 2025			September 27, 2024		
		Gross Carrying Amount	Accumulated Amortization	Net Carrying Amount	Gross Carrying Amount	Accumulated Amortization	Net Carrying Amount
Developed technology and other	6.4	\$ 1,388.6	\$ (640.6)	\$ 748.0	\$ 1,379.6	\$ (540.7)	\$ 838.9
Technology licenses	3.1	165.7	(72.2)	93.5	75.0	(48.8)	26.2
In-process research and development		10.7	—	10.7	35.4	—	35.4
Total intangible assets		\$ 1,565.0	\$ (712.8)	\$ 852.2	\$ 1,490.0	\$ (589.5)	\$ 900.5

Fully amortized intangible assets are eliminated from both the gross and accumulated amortization amounts in the first quarter of each fiscal year. During the nine months ended June 27, 2025, \$24.7 million of IPR&D assets were transferred to definite-lived intangible assets, and are being amortized over their useful lives of 8 years. During the three months ended June 28, 2024, \$33.4 million of IPR&D assets were transferred to definite-lived intangible assets, and are being amortized over their useful lives.

of 12 years. During the nine months ended June 28, 2024, \$89.1 million of IPR&D assets were transferred to definite-lived intangible assets, of which \$33.4 million is being amortized over their useful lives of 12 years and \$55.7 million is being amortized over their useful lives of 8 years. Amortization expense related to definite-lived intangible assets was \$45.8 million and \$139.8 million for the three and nine months ended June 27, 2025, respectively, primarily recorded within cost of goods sold. Amortization expense related to definite-lived intangible assets was \$46.0 million and \$139.6 million for the three and nine months ended June 28, 2024, respectively, primarily recorded within cost of goods sold.

Annual amortization expense for the next five fiscal years related to definite-lived intangible assets, excluding IPR&D, is expected to be as follows (in millions):

	Remaining 2025	2026	2027	2028	2029	Thereafter
Amortization expense	\$ 44.2	\$ 171.7	\$ 157.7	\$ 123.4	\$ 90.0	\$ 254.5

## 8. INCOME TAXES

The provision for income taxes consists of the following components (in millions):

	Three Months Ended		Nine Months Ended	
	June 27, 2025	June 28, 2024	June 27, 2025	June 28, 2024
Provision for income taxes	\$ 7.0	\$ 12.5	\$ 69.0	\$ 42.5
Effective tax rate	6.3 %	9.4 %	17.0 %	7.4 %

The difference between the Company's effective tax rate and the 21.0% United States federal statutory rate for the three and nine months ended June 27, 2025 and June 28, 2024 resulted primarily from foreign earnings taxed at rates lower than the federal statutory rate, a benefit from foreign-derived intangible income deduction ("FDII"), and research and experimentation and foreign tax credits earned, partially offset by a tax on global intangible low-taxed income ("GILTI") and tax expense related to share-based compensation shortfalls.

In August 2022, the U.S. government enacted the Inflation Reduction Act, which imposes a corporate alternative minimum tax ("CAMT") of 15% on corporations with three-year average annual adjusted financial statement income exceeding \$1.0 billion. The Company was subject to the provisions of CAMT beginning in fiscal 2024. CAMT had no impact to the Company's consolidated financial statements during the three and nine months ended June 27, 2025 and June 28, 2024, respectively.

In December 2021, the Organization for Economic Co-operation and Development's ("OECD") Inclusive Framework on Base Erosion and Profit Shifting ("BEPS") released Global Anti-Base Erosion ("GloBE") rules under Pillar Two. Many countries have implemented laws based on Pillar Two which is effective for the Company beginning in fiscal 2025. Pillar Two did not have a material impact on the Company's consolidated financial statements during the three and nine months ended June 27, 2025.

In July 2025, the U.S. government enacted the One Big Beautiful Bill Act ("OBBBA"). The OBBBA contains numerous provisions, including the permanent extension or restoration of certain expiring corporate income tax provisions, originally introduced by the Tax Cuts and Jobs Act of 2017, and incremental modifications to the international tax framework. Skyworks is currently evaluating the provisions of the OBBBA and its impact to the Company.

## 9. COMMITMENTS AND CONTINGENCIES

### *Legal Matters*

From time to time, various lawsuits, claims, and proceedings have been, and may in the future be, instituted or asserted against the Company, including those pertaining to patent infringement, intellectual property, securities litigation, environmental hazards, product liability and warranty, safety and health, employment, and contractual matters.

The semiconductor industry is characterized by vigorous protection and pursuit of intellectual property rights. From time to time, third parties have asserted and may in the future assert patent, copyright, trademark, and other intellectual property rights to technologies that are important to the Company's business and have demanded and may in the future demand that the Company license their technology. The outcome of any such litigation cannot be predicted with certainty and some such lawsuits, claims, or proceedings may be disposed of unfavorably to the Company. Generally speaking, intellectual property disputes often have a risk of injunctive relief, which, if imposed against the Company, could materially and adversely affect the Company's financial condition or results of operations. From time to time the Company may also be involved in legal proceedings in the ordinary course of business.

The Company monitors the status of legal proceedings and other contingencies on an ongoing basis to assess whether loss contingencies should be recognized and disclosed in its financial statements and footnotes. Other than as described below, the Company does not believe there are any pending legal proceedings that are at least reasonably possible to result in a material loss. On June 20, 2025, Denso Corporation filed patent infringement litigation against the Company in the U.S. (United States District Court for the Central District of California) and Japan (Civil Division of the Osaka District Court). Denso alleges that the Company has and is willfully infringing Denso's U.S. patent (7,758,979) and Japan patent (JP5190841), each relating to piezoelectric thin film. Denso is seeking monetary damages, including enhanced damages, interest, fees and costs, and injunctive relief. While the Company is unable to reasonably estimate a range for the ultimate outcome of these suits, the Company believes it has substantial defenses and intends to vigorously oppose the suits.

In addition to the above matter, the Company is engaged in various legal actions in the normal course of business and, while there can be no assurances, the Company believes the outcome of such pending legal actions will not have, individually or in the aggregate, a material adverse effect on its business or financial statements.

#### ***Guarantees and Indemnities***

The Company has made no significant contractual guarantees for the benefit of third parties. However, the Company generally indemnifies its customers from third-party intellectual property infringement litigation claims related to its products and, on occasion, also provides other indemnities related to product sales. In connection with certain facility leases, the Company has indemnified its lessors for certain claims arising from the facility or the lease.

The Company indemnifies its directors and officers to the maximum extent permitted under the laws of the state of Delaware. The duration of the indemnities varies and in many cases is indefinite. The indemnities to customers in connection with product sales generally are subject to limits based upon the amount of the related product sales and in many cases are subject to geographic and other restrictions. In certain instances, the Company's indemnities do not provide for any limitation of the maximum potential future payments the Company could be obligated to make. The Company has not recorded any liability for these indemnities in the accompanying consolidated balance sheets and does not expect that such obligations will have a material adverse impact on its financial statements.

#### ***Purchase Commitments***

The Company purchases materials primarily pursuant to individual purchase orders, some of which have underlying master purchase agreements. Some of these purchase commitments are cancelable, and some are non-cancelable, depending on the terms with each individual supplier. In the event of cancellation, the Company may be required to pay costs incurred through the date of cancellation or other fees. When cancellation would result in incurring costs or other fees, the Company has historically sought to negotiate amended terms to the original agreements and orders to limit its exposure. As such, the Company believes that purchase commitments as of any particular date may not be a reliable indicator of future liabilities.

The Company maintains certain minimum purchase commitments under long-term capacity reservation agreements primarily with foundries for the purchase of wafers. Under these agreements, the Company has agreed to pay a combination of refundable deposits and prepayments to the suppliers in exchange for reserved manufacturing production capacity over the term of the agreements. As of June 27, 2025, deposits and prepayments under the long-term capacity reservation agreements were \$90.4 million, with \$69.4 million recorded within other current assets and \$21.0 million recorded within other long-term assets. As of September 27, 2024, deposits and prepayments under the long-term capacity reservation agreements were \$167.8 million, with \$144.7 million recorded within other current assets and \$23.1 million recorded within other long-term assets.

## 10. STOCKHOLDERS' EQUITY

### *Stock Repurchase and Retirement*

On February 4, 2025, the Board of Directors approved a stock repurchase program ("February 4, 2025 stock repurchase program"), pursuant to which the Company is authorized to repurchase up to \$2.0 billion of its common stock from time to time through February 3, 2027, on the open market or in privately negotiated transactions, in compliance with applicable securities laws and other legal requirements. The February 4, 2025 stock repurchase program succeeds in its entirety the stock repurchase program approved by the Board of Directors on January 31, 2023 ("January 31, 2023 stock repurchase program"). The timing and amount of any shares of the Company's common stock that are repurchased under the February 4, 2025 stock repurchase program will be determined by the Company's management based on its evaluation of market conditions and other factors. The February 4, 2025 stock repurchase program may be suspended or discontinued at any time. The Company currently expects to fund the February 4, 2025 stock repurchase program using the Company's working capital.

During the three months ended June 27, 2025, the Company repurchased 5.2 million shares of its common stock for \$333.4 million (including commissions and excise tax, as applicable), all of which shares were repurchased pursuant to the February 4, 2025 stock repurchase program. During the nine months ended June 27, 2025, the Company repurchased 12.6 million shares of its common stock for \$837.7 million (including commissions and excise tax, as applicable), all of which shares were repurchased pursuant to the February 4, 2025 stock repurchase program. As of June 27, 2025, approximately \$1.2 billion remained available under the February 4, 2025 stock repurchase program.

During each of the three and nine months ended June 28, 2024, the Company repurchased 0.8 million shares of its common stock for \$77.4 million (including commissions and excise tax, as applicable), all of which shares were repurchased pursuant to the January 31, 2023 stock repurchase program.

### *Dividends*

On August 5, 2025, the Company announced that the Board of Directors had declared a cash dividend on the Company's common stock of \$0.71 per share. This dividend is payable on September 16, 2025, to the Company's stockholders of record as of the close of business on August 26, 2025. Future dividends are subject to declaration by the Board of Directors.

Dividends charged to retained earnings were as follows (in millions, except per share data):

	Fiscal Years Ended			
	October 3, 2025		September 27, 2024	
	Per Share	Total Amount	Per Share	Total Amount
First quarter	\$ 0.70	\$ 112.5	\$ 0.68	\$ 108.9
Second quarter	0.70	110.6	0.68	109.1
Third quarter	0.70	103.9	0.68	109.1
Total dividends	\$ 2.10	\$ 327.0	\$ 2.04	\$ 327.1

### *Share-based Compensation*

The following table summarizes the share-based compensation expense by line item in the Consolidated Statements of Operations (in millions):

	Three Months Ended		Nine Months Ended	
	June 27, 2025	June 28, 2024	June 27, 2025	June 28, 2024
Cost of goods sold	\$ 8.5	\$ 5.7	\$ 21.5	\$ 26.1
Research and development	32.8	21.8	86.0	67.1
Selling, general, and administrative	13.9	15.2	48.9	48.9
Restructuring, impairment, and other charges	—	—	12.5	—
Total share-based compensation	\$ 55.2	\$ 42.7	\$ 168.9	\$ 142.1

## 11. EARNINGS PER SHARE

The following table sets forth the computation of basic and diluted earnings per share (in millions, except per share amounts):

	Three Months Ended		Nine Months Ended	
	June 27, 2025	June 28, 2024	June 27, 2025	June 28, 2024
Net income	\$ 105.0	\$ 120.9	\$ 335.7	\$ 535.5
Weighted average shares outstanding – basic	150.0	160.4	156.3	160.2
Dilutive effect of equity-based awards	0.3	1.0	0.6	1.2
Weighted average shares outstanding – diluted	150.3	161.4	156.9	161.4
Net income per share – basic	\$ 0.70	\$ 0.75	\$ 2.15	\$ 3.34
Net income per share – diluted	\$ 0.70	\$ 0.75	\$ 2.14	\$ 3.32
Anti-dilutive common stock equivalents	2.4	0.3	1.3	—

Basic earnings per share are calculated by dividing net income by the weighted average number of shares of the Company's common stock outstanding during the period. The calculation of diluted earnings per share includes the dilutive effect of equity-based awards that were outstanding during the three and nine months ended June 27, 2025, and June 28, 2024, using the treasury stock method. Shares issuable upon the vesting of performance stock awards are likewise included in the calculation of diluted earnings per share as of the date the condition(s) have been satisfied, assuming the end of the reporting period was the end of the contingency period. Certain of the Company's outstanding share-based awards, noted in the table above, were excluded because they were anti-dilutive, but they could become dilutive in the future.

## 12. SUPPLEMENTAL FINANCIAL INFORMATION

Other current assets consist of the following (in millions):

	As of	
	June 27, 2025	September 27, 2024
Prepaid expenses	\$ 198.4	\$ 234.8
Other	257.4	249.9
Total other current assets	\$ 455.8	\$ 484.7

Other current liabilities consist of the following (in millions):

	As of	
	June 27, 2025	September 27, 2024
Accrued customer liabilities	\$ 181.0	\$ 192.2
Accrued taxes	64.7	52.5
Short-term operating lease liabilities	36.0	20.2
Other	72.0	38.1
Total other current liabilities	\$ 353.7	\$ 303.0

## **ITEM 2. MANAGEMENT’S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS.**

This report and other documents we have filed with the SEC contain forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities and Exchange Act of 1934, as amended (the “Exchange Act”), and are subject to the “safe harbor” created by those sections. Any statements that are not statements of historical fact should be considered to be forward-looking statements. Words such as “anticipates”, “believes”, “continue”, “could”, “estimates”, “expects”, “forecasts”, “intends”, “may”, “plans”, “potential”, “predicts”, “projects”, “seek”, “should”, “targets”, “will”, “would”, and similar expressions or variations or negatives of such words are intended to identify forward-looking statements, but are not the exclusive means of identifying forward-looking statements in this report. Additionally, statements concerning future matters such as the possible impacts of geopolitical conflicts, tariffs, export controls, inflation, recession, and global health crises, as well as the development of new products, enhancements of technologies, sales levels, expense levels, the benefits of acquisitions we have made or may make in the future, and other statements regarding matters that are not historical are forward-looking statements. Although forward-looking statements in this report reflect the good faith judgment of our management as of the date the statement is first made, such statements can only be based on facts and factors then known and understood by us. Consequently, forward-looking statements involve inherent risks and uncertainties, and actual financial results and outcomes may differ materially and adversely from the results and outcomes discussed in or anticipated by the forward-looking statements. A number of important factors could cause actual financial results to differ materially and adversely from those in the forward-looking statements. We urge you to consider the risks and uncertainties discussed in the 2024 10-K, under the heading “Risk Factors” and in the other documents filed by us with the SEC in evaluating our forward-looking statements. We have no plans, and undertake no obligation, to revise or update our forward-looking statements to reflect any event or circumstance that may arise after the date of the initial filing of this Quarterly Report on Form 10-Q. We caution readers not to place undue reliance upon any such forward-looking statements, which speak only as of the date made.

In this document, the words “we”, “our”, “ours”, “us”, “Skyworks”, and “the Company” refer only to Skyworks Solutions, Inc., and its consolidated subsidiaries and not any other person or entity.

**RESULTS OF OPERATIONS****Three and Nine Months Ended June 27, 2025, and June 28, 2024**

The following table sets forth the results of our operations expressed as a percentage of net revenue:

	<b>Three Months Ended</b>		<b>Nine Months Ended</b>	
	<b>June 27, 2025</b>	<b>June 28, 2024</b>	<b>June 27, 2025</b>	<b>June 28, 2024</b>
Net revenue	100.0 %	100.0 %	100.0 %	100.0 %
Cost of goods sold	58.4	59.8	58.7	59.1
Gross profit	41.6	40.2	41.3	40.9
Operating expenses:				
Research and development	20.7	17.7	18.8	14.8
Selling, general, and administrative	9.2	7.9	8.7	7.2
Amortization of intangibles	—	—	—	—
Restructuring, impairment, and other charges	0.2	0.2	0.8	0.6
Total operating expenses	30.1	25.8	28.3	22.6
Operating income	11.5	14.4	13.0	18.3
Interest expense	(0.7)	(0.7)	(0.7)	(0.8)
Other income, net	0.8	1.1	1.2	0.8
Income before income taxes	11.6	14.8	13.5	18.3
Provision for income taxes	0.7	1.4	2.3	1.3
Net income	10.9 %	13.4 %	11.2 %	17.0 %

**OVERVIEW**

We, together with our consolidated subsidiaries, are a leading developer, manufacturer and provider of analog and mixed-signal semiconductor products and solutions for numerous applications, including aerospace, automotive, broadband, cellular infrastructure, connected home, defense, entertainment and gaming, industrial, medical, smartphone, tablet, and wearables.

**General**

During the three months ended June 27, 2025, the following key factors contributed to our overall results of operations, financial position, and cash flows:

- Net revenue increased to \$965.0 million for the three months ended June 27, 2025, as compared to \$905.5 million for the corresponding period in fiscal 2024, driven primarily by an increase in demand for our mobile and Wi-Fi products.
- Our ending cash, cash equivalents, and marketable securities balance decreased to \$1,336.7 million. The decrease in cash, cash equivalents, and marketable securities during the three months ended June 27, 2025, was primarily due to share repurchases of \$330.2 million, dividend payments of \$103.9 million, and capital expenditures of \$61.4 million, partially offset by cash generated from operations of \$314.1 million.
- On May 29, 2025, the Board of Directors appointed Robert A. Schriesheim, a current member of the Board, as interim Chief Financial Officer of the Company, effective immediately.

### Net Revenue

(dollars in millions)	Three Months Ended			Nine Months Ended		
	June 27, 2025	Change	June 28, 2024	June 27, 2025	Change	June 28, 2024
Net revenue	\$ 965.0	6.6%	\$ 905.5	\$ 2,986.7	(5.3)%	\$ 3,153.0

We market and sell our products indirectly through electronic components distributors and directly to OEMs of communications and electronics products, third-party original design manufacturers, and contract manufacturers. We generally experience seasonal peaks during our fourth and first fiscal quarters (which correspond to the second half of the calendar year), primarily as a result of increased worldwide production of consumer electronics in anticipation of holiday sales, whereas our second and third fiscal quarters are typically lower and in line with seasonal industry trends. In addition, beginning in the fourth quarter of fiscal 2025, we expect revenues will be negatively impacted by a decrease in market share at a significant customer.

The increase in net revenue for the three months ended June 27, 2025, as compared with the corresponding period in fiscal 2024, was driven primarily by an increase in demand for our mobile and Wi-Fi products.

The decrease in net revenue for the nine months ended June 27, 2025, as compared with the corresponding period in fiscal 2024, was driven primarily by a decrease in demand for our mobile products partially offset by an increase in demand for our Wi-Fi products.

### Gross Profit

(dollars in millions)	Three Months Ended			Nine Months Ended		
	June 27, 2025	Change	June 28, 2024	June 27, 2025	Change	June 28, 2024
Gross profit	\$ 401.0	10.1%	\$ 364.1	\$ 1,234.6	(4.4)%	\$ 1,291.0
% of net revenue	41.6 %		40.2 %	41.3 %		40.9 %

Gross profit represents net revenue less cost of goods sold. Our cost of goods sold consists primarily of purchased materials, labor, and overhead (including depreciation, share-based compensation expense, and amortization of acquisition intangibles) associated with product manufacturing. Erosion of average selling prices of established products is typical of the semiconductor industry. Consistent with trends in the industry, we anticipate that average selling prices for our established products will continue to decline over time. As part of our normal course of business, we intend to improve gross profit with efforts to increase unit volumes, improve manufacturing efficiencies, lower manufacturing costs of existing products, and by introducing new and higher value-added products.

The increase in gross profit for the three months ended June 27, 2025, as compared with the corresponding period in fiscal 2024, was primarily the result of higher unit volumes.

The decrease in gross profit for the nine months ended June 27, 2025, as compared with the corresponding period in fiscal 2024, was primarily the result of unfavorable product mix and lower average selling prices, partially offset by higher unit volumes.

### Research and Development

(dollars in millions)	Three Months Ended			Nine Months Ended		
	June 27, 2025	Change	June 28, 2024	June 27, 2025	Change	June 28, 2024
Research and development	\$ 199.4	24.1%	\$ 160.7	\$ 562.4	20.1%	\$ 468.1
% of net revenue	20.7 %		17.7 %	18.8 %		14.8 %

Research and development expenses consist primarily of direct personnel costs including share-based compensation expense, costs for pre-production evaluation units and testing of new devices, non-production masks, engineering prototypes, and design tool costs.

The increase in research and development expenses for the three and nine months ended June 27, 2025, as compared with the corresponding periods in fiscal 2024, was primarily related to increases in certain headcount-related expenses, including share-based compensation and costs for engineering prototypes as a result of our increased investment in developing new technologies and products.

### ***Selling, General, and Administrative***

(dollars in millions)	Three Months Ended			Nine Months Ended		
	June 27, 2025	Change	June 28, 2024	June 27, 2025	Change	June 28, 2024
Selling, general, and administrative	\$ 89.3	25.4%	\$ 71.2	\$ 259.9	14.6%	\$ 226.7
% of net revenue	9.2 %		7.9 %	8.7 %		7.2 %

Selling, general, and administrative expenses include legal and related costs, accounting, treasury, human resources, information systems, customer service, bad debt expense, sales commissions, share-based compensation expense, advertising, marketing, costs associated with business combinations completed or contemplated during the period, and other costs.

The increase in selling, general, and administrative expenses for the three and nine months ended June 27, 2025, as compared with the corresponding periods in fiscal 2024, was primarily related to increases in headcount-related expenses and increases in professional services costs.

### ***Amortization of Intangibles***

(dollars in millions)	Three Months Ended			Nine Months Ended		
	June 27, 2025	Change	June 28, 2024	June 27, 2025	Change	June 28, 2024
Amortization of intangibles	\$ 0.2	—%	\$ 0.2	\$ 0.7	—%	\$ 0.7
% of net revenue	— %		— %	— %		— %

Amortization expense of intangible assets was consistent for the three and nine months ended June 27, 2025, as compared with the corresponding periods in fiscal 2024.

### ***Restructuring, Impairment, and Other Charges***

(dollars in millions)	Three Months Ended			Nine Months Ended		
	June 27, 2025	Change	June 28, 2024	June 27, 2025	Change	June 28, 2024
Restructuring, impairment, and other charges	\$ 1.5	(6.3)%	\$ 1.6	\$ 22.6	29.1%	\$ 17.5
% of net revenue	0.2 %		0.2 %	0.8 %		0.6 %

Restructuring, impairment, and other charges were consistent for the three months ended June 27, 2025, as compared with the corresponding period in fiscal 2024.

The increase in restructuring, impairment, and other charges for the nine months ended June 27, 2025, as compared with the corresponding period in fiscal 2024, was primarily due to restructuring charges incurred in connection with the transition of our Chief Executive Officer.

### ***Interest Expense***

(dollars in millions)	Three Months Ended			Nine Months Ended		
	June 27, 2025	Change	June 28, 2024	June 27, 2025	Change	June 28, 2024
Interest expense	\$ 6.6	—%	\$ 6.6	\$ 20.2	(15.1)%	\$ 23.8
% of net revenue	0.7 %		0.7 %	0.7 %		0.8 %

Interest expense was consistent for the three months ended June 27, 2025, as compared with the corresponding period in fiscal 2024.

The decrease in interest expense for the nine months ended June 27, 2025, as compared with the corresponding period in fiscal 2024, was due to certain debt repayments in prior periods that reduced the amount of outstanding indebtedness.

### Other Income, Net

(dollars in millions)	Three Months Ended			Nine Months Ended		
	June 27, 2025	Change	June 28, 2024	June 27, 2025	Change	June 28, 2024
Other income, net	\$ 8.0	(16.7)%	\$ 9.6	\$ 35.9	50.8%	\$ 23.8
% of net revenue	0.8 %		1.1 %	1.2 %		0.8 %

The decrease in other income, net for the three months ended June 27, 2025, as compared with the corresponding period in fiscal 2024, was primarily due to an increase in foreign currency remeasurement losses partially offset by interest income generated from cash, cash equivalents, and marketable securities.

The increase in other income, net for the nine months ended June 27, 2025, as compared with the corresponding period in fiscal 2024, was primarily due to an increase in interest income generated from cash, cash equivalents, and marketable securities.

### Provision for Income Taxes

(dollars in millions)	Three Months Ended			Nine Months Ended		
	June 27, 2025	Change	June 28, 2024	June 27, 2025	Change	June 28, 2024
Provision for income taxes	\$ 7.0	(44.0)%	\$ 12.5	\$ 69.0	62.4%	\$ 42.5
% of net revenue	0.7 %		1.4 %	2.3 %		1.3 %

We recorded a provision for income taxes of \$7.0 million and \$69.0 million for the three and nine months ended June 27, 2025, respectively.

The decrease in income tax expense for the three months ended June 27, 2025, as compared with the corresponding period in fiscal 2024, was primarily due to the geographical mix of worldwide earnings and a decrease in Global Intangible Low-Taxed Income (“GILTI”), net of foreign tax credits.

The increase in income tax expense for the nine months ended June 27, 2025, as compared with the corresponding period in fiscal 2024, was primarily due to higher foreign taxes including the tax impact of remeasuring existing net deferred tax liabilities in Singapore and a lower Foreign-Derived Intangible Income (“FDII”) benefit, partially offset by a decrease in GILTI, net of foreign tax credits.

We continue to monitor changes in tax laws that could arise related to the BEPS project of the OECD, including Pillar Two. Many countries have implemented laws based on Pillar Two which is effective for us beginning in fiscal 2025. While we do not expect these enacted laws to materially impact our effective tax rate for fiscal 2025, we continue to evaluate the impact of proposed and enacted legislative changes to our effective tax rate as new guidance becomes available. We are also in the process of evaluating the impact of the OBBBA on our business.

### LIQUIDITY AND CAPITAL RESOURCES

(in millions)	Nine Months Ended	
	June 27, 2025	June 28, 2024
Cash and cash equivalents at beginning of period	\$ 1,368.6	\$ 718.8
Net cash provided by operating activities	1,100.8	1,348.6
Net cash used in investing activities	(102.9)	(84.5)
Net cash used in financing activities	(1,180.6)	(719.5)
Cash and cash equivalents at end of period	\$ 1,185.9	\$ 1,263.4

#### Cash provided by operating activities:

Cash provided by operating activities consists of net income for the period adjusted for certain non-cash items and changes in certain operating assets and liabilities. The \$247.8 million decrease in cash provided by operating activities during the nine months ended June 27, 2025, as compared with the corresponding period in fiscal 2024, was primarily related to lower net income and a smaller decrease in working capital of \$92.4 million, due primarily to inventory and accounts receivable.

***Cash used in investing activities:***

Cash used in investing activities consists primarily of cash paid to purchase marketable securities, capital expenditures, and cash paid to acquire intangible assets, partially offset by cash received related to the sale or maturity of marketable securities. The \$18.4 million increase in cash used in investing activities during the nine months ended June 27, 2025, as compared with the corresponding period in fiscal 2024, was primarily related to an increase of \$390.2 million in purchases of marketable securities and an increase of \$64.8 million in capital expenditures, partially offset by an increase of \$448.6 million in the sale or maturity of marketable securities.

***Cash used in financing activities:***

Cash used in financing activities consists primarily of cash transactions related to equity and proceeds and payments related to our long-term borrowings. The \$461.1 million increase in cash used in financing activities during the nine months ended June 27, 2025, as compared with the corresponding period in fiscal 2024, was primarily related to an increase of \$752.9 million in share repurchases, partially offset by a decrease of \$300.0 million for the repayment of debt.

***Liquidity:***

Cash, cash equivalents, and marketable securities totaled \$1,336.7 million as of June 27, 2025, representing a decrease of \$237.4 million from September 27, 2024.

We have outstanding \$500.0 million of Notes Due 2026 and \$500.0 million of Notes Due 2031 (the “Notes”). We have a Revolving Credit Agreement (the “Revolving Credit Agreement”) under which we may borrow up to \$750.0 million for general corporate purposes and working capital needs of the Company and its subsidiaries. As of June 27, 2025, there were no borrowings outstanding under the revolving credit facility (the “Revolver”). The Revolving Credit Agreement expires July 26, 2026.

Based on our historical results of operations, we expect that our cash, cash equivalents, and marketable securities on hand, the cash we expect to generate from operations, and funds from our Revolver, will be sufficient to fund our short-term and long-term liquidity requirements primarily arising from: research and development, capital expenditures, potential acquisitions, working capital, quarterly cash dividend payments (if such dividends are declared by the Board of Directors), share repurchases, outstanding commitments, and other liquidity requirements associated with existing operations. However, we cannot be certain that our cash, cash equivalents, and marketable securities on hand, cash generated from operations, and funds from our Revolver will be available in the future to fund all of our capital and operating requirements. In addition, any future strategic investments and significant acquisitions may require additional cash and capital resources. If we are unable to obtain sufficient cash or capital to meet our needs on a timely basis and on favorable terms, our business and operations could be materially and adversely affected.

Our invested cash balances primarily consist of highly liquid marketable securities that are available to meet near-term cash requirements including: money market funds, U.S. Treasury and government securities, corporate bonds and notes, and municipal bonds.

Our contractual obligations disclosure in the 2024 10-K has not materially changed since we filed that report.

**ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK.**

We are subject to overall financial market risks, such as changes in market liquidity, credit quality, investment risk, interest rate risk, and foreign exchange rate risk as described below.

***Investment and Interest Rate Risk***

Our exposure to interest rate and general market risks relates to our investment portfolio. Our investment portfolio consists of cash and cash equivalents (money market funds, corporate bonds and notes, and U.S. Treasury and government securities purchased with less than ninety days until maturity) that total approximately \$1,185.9 million, and marketable securities (U.S. Treasury and government securities, corporate bonds and notes, and municipal bonds) of approximately \$132.0 million and \$18.8 million within short-term and long-term marketable securities, respectively, as of June 27, 2025.

The main objectives of our investment activities are liquidity and preservation of capital. Our cash equivalent investments have short-term maturity periods that dampen the impact of market or interest rate risk. Our marketable securities have short-term and long-term maturity periods between 90 days and two years. Credit risk associated with our investments is not material because our investments are diversified across several types of securities with high credit ratings, which reduces the amount of credit exposure to any one investment.

Based on our results of operations for the three and nine months ended June 27, 2025, a hypothetical reduction in the interest rates on our cash, cash equivalents, and other investments of 100 basis points would result in an immaterial reduction of interest income with a de minimis impact on income before taxes.

We do not believe that investment or interest rate risks currently pose material exposures to our business or results of operations.

#### ***Foreign Exchange Rate Risk***

Substantially all sales to customers and arrangements with third-party manufacturers provide for pricing and payment in United States dollars, thereby reducing the impact of foreign exchange rate fluctuations on our results. A percentage of our international operational expenses are denominated in foreign currencies, and exchange rate volatility could positively or negatively impact those operating costs. Increases in the value of the United States dollar relative to other currencies could make our products more expensive, which could negatively impact our ability to compete. Conversely, decreases in the value of the United States dollar relative to other currencies could result in our suppliers raising their prices to continue doing business with us. Given the relatively small number of customers and arrangements with third-party manufacturers denominated in foreign currencies, we do not believe that foreign exchange volatility has a material impact on our current business or results of operations. However, fluctuations in currency exchange rates could have a greater effect on our business or results of operations in the future to the extent our expenses increasingly become denominated in foreign currencies.

We may enter into foreign currency forward and options contracts with financial institutions to protect against foreign exchange risks associated with certain existing assets and liabilities, certain firmly committed transactions, forecasted future cash flows, and net investments in foreign subsidiaries. However, we may choose not to hedge certain foreign exchange exposures for a variety of reasons, including, but not limited to, accounting considerations and the prohibitive economic cost of hedging particular exposures. For the three and nine months ended June 27, 2025 and June 28, 2024, we had not entered into any outstanding foreign currency forward or options contracts with financial institutions.

### **ITEM 4. CONTROLS AND PROCEDURES.**

#### ***Evaluation of Disclosure Controls and Procedures***

Our management, with the participation of our chief executive officer and interim chief financial officer, evaluated the effectiveness of our disclosure controls and procedures as of June 27, 2025. The term “disclosure controls and procedures,” as defined in Rules 13a-15(e) and 15d-15(e) under the Exchange Act, means controls and other procedures of a company that are designed to ensure that information required to be disclosed by a company in the reports that it files or submits under the Exchange Act is recorded, processed, summarized, and reported, within the time periods specified in the SEC’s rules and forms. Disclosure controls and procedures include, without limitation, controls and procedures designed to ensure that information required to be disclosed by a company in the reports that it files or submits under the Exchange Act is accumulated and communicated to the company’s management, including its principal executive and principal financial officers, as appropriate, to allow timely decisions regarding required disclosure. Management recognizes that any controls and procedures, no matter how well-designed and operated, can provide only reasonable assurance of achieving their objectives, and management necessarily applies its judgment in evaluating the cost-benefit relationship of possible controls and procedures. Based on management’s evaluation of our disclosure controls and procedures as of June 27, 2025, our chief executive officer and interim chief financial officer concluded that, as of such date, our disclosure controls and procedures were effective at the reasonable assurance level.

#### ***Changes in Internal Control Over Financial Reporting***

There are no changes to our internal control over financial reporting (as defined in Rules 13a-15(f) and 15d-15(f) of the Exchange Act) that occurred during the third quarter of fiscal 2025 that have materially affected or are reasonably likely to materially affect our internal control over financial reporting.

## PART II. OTHER INFORMATION

### ITEM 1. LEGAL PROCEEDINGS.

Refer to Note 9 of the Notes to Consolidated Financial Statements for a detailed discussion.

### ITEM 1A. RISK FACTORS.

In addition to the risk factors set forth below and the other information set forth in this Quarterly Report on Form 10-Q, you should carefully consider the factors discussed in Part I, Item 1A Risk Factors in the 2024 10-K, which could materially affect our business, financial condition, or future results.

#### *The risks of doing business internationally apply to all aspects of our operations.*

We derive significant revenues from customers located outside the United States, primarily in countries located in the Asia-Pacific region and Europe. We have suppliers located outside the United States, including third-party packaging, assembly, and test facilities and semiconductor foundries located in the Asia-Pacific region. We also operate our own wafer processing facilities in Osaka, Japan, as well as packaging, assembly, and test facilities in Singapore and in Mexicali, Mexico. Our international sales and operations are subject to a number of risks inherent in selling and operating in multiple jurisdictions. These include, but are not limited to, risks regarding:

- recession or economic downturn globally or in the jurisdictions in which we do business,
- currency controls and currency exchange rate fluctuations, including increases or decreases in commodities prices related to such fluctuations,
- inflation or deflation, as well as changes in existing and expected rates of inflation or deflation, which may vary across the jurisdictions in which we do business,
- interest rates, as well as changes in existing and expected interest rates, which may vary across the jurisdictions in which we do business,
- global, regional, and local economic and political conditions, including, but not limited to, social, economic, political, and supply chain instability related to the uncertainty regarding the relationships among the United States, China, Taiwan, Russia, Mexico, North Korea, Israel, other Middle Eastern countries, Japan, Singapore, Canada, and potentially other foreign countries, and the international community at large, as well as related to armed conflicts, such as the conflict between Russia and Ukraine and the conflicts in Israel and the Middle Eastern region, that exist, or in the future could exist, in various jurisdictions around the world,
- the imposition of or changes to tariffs, including the tariffs announced by the United States in the spring and summer of 2025 with respect to numerous global trading partners, which are in addition to the tariffs announced in February 2025 with respect to Canada, China and Mexico, and any retaliatory tariffs or measures by any such trading partners, including countermeasures by China announced in February 2025 and April 2025, have impacted and could further negatively impact trade between, or increase the cost of operating in, or increase the cost of or negatively impact the demand for our products or our customers' products in, the countries in which we or our customers do business,
- other restrictive or punitive governmental actions (such as restrictions on transfer of funds, restrictions on individuals' movement, including travel restrictions, quarantines, lockdowns, and curfews, trade protection measures, including export duties, quotas, customs duties, border taxes, border closures, increased import or export controls, export licenses, and restrictions on the purchase of products made or containing technology or components from certain companies or from companies located in certain jurisdictions), or actions by non-governmental individuals and groups (such as protests, boycotts, insurgencies, organized crime, and general civil unrest), that could negatively impact trade between, or increase the cost of operating in, the countries in which we do business,
- labor market conditions and laws,
- disruptions of capital and trading markets,
- difficulty in collecting, or failure to collect, accounts receivable, as well as longer collection periods,
- changes in, or non-compliance with, legal or regulatory import/export requirements, including restrictions on selling to certain customers or into certain jurisdictions,
- natural disasters and severe weather events, including, but not limited to, earthquakes, wildfires, droughts, hurricanes, tsunamis, floods, rising sea levels, as well as other impacts of climate change,
- acts of terrorism, widespread illness, the effects of global health crises on business conditions in our industry or in the jurisdictions in which we do business, or other deterioration of public health conditions, and war,
- misappropriation or other unauthorized transfers of our information and breaches of our information systems, as well as the potential lack of adequate remedies or enforcement mechanisms in certain jurisdictions,
- difficulty in engaging distribution partners or obtaining sales or other business support in certain jurisdictions,
- cultural differences in the conduct of business,
- direct or indirect government actions, subsidies, or policies aimed at supporting local industry,

- the laws and policies of the United States and other countries affecting trade, foreign investment and loans, foreign travel, and import or export licensing requirements, including, but not limited to, prohibitions on certain trade and other activities in China, Russia, Belarus, and portions of Ukraine,
- withdrawal from, or renegotiation of, existing trade agreements by the United States (or other jurisdictions) potentially affecting Mexico, China, Canada, and other countries in which we do business,
- changes in current or future tax law or regulations or new interpretations thereof, by federal or state agencies or foreign governments,
- changes in the effective tax rate as a result of our overall profitability and mix of earnings in countries with differing statutory tax rates,
- results of audits and examination of previously filed tax returns, and
- limitations on our ability under local laws to protect or enforce our intellectual property rights in a particular foreign jurisdiction.

Additionally, we are subject to risks in certain global markets in which wireless operators provide subsidies on handset sales to their customers. Increases in cellular handset prices that negatively impact handset sales can result from changes in regulatory policies or other factors, which could impact the demand for our products.

Some of the countries in which we operate and seek to expand are in emerging markets where legal systems may be less developed or familiar to us, potentially impacting our ability to obtain appropriate recourse in the event of a dispute. Other jurisdictions in which we conduct business have established, or may establish, legal and regulatory regimes that differ materially from United States laws and regulations. It is costly, time-consuming, and requires significant resources to comply with the numerous, and sometimes conflicting, legal regimes in the jurisdictions in which we conduct business on matters as diverse as anti-corruption, anti-bribery, import/export controls, content requirements, trade restrictions, tariffs, taxation, sanctions, immigration, intellectual property, sustainability, internal and disclosure control obligations, securities regulation, competition, data privacy and protection, employment, and labor relations. Violations of one or more of these legal regimes' laws and regulations in the conduct of our business could result in significant fines, penalties, or monetary damages, criminal sanctions against us or our officers, prohibitions on doing business, unfavorable publicity and other reputational damage, restrictions on our ability to process information, and allegations by our counterparties that we have not performed our contractual obligations.

***We are subject to the risks of our and our customers and suppliers doing business in China.***

Demand from Chinese customers may be adversely affected by China's evolving laws and regulations, including those relating to taxation, import and export tariffs and restrictions, currency controls, environmental regulations, privacy and information security, indigenous innovation, and intellectual property rights and enforcement of those rights. Enforcement of existing laws or agreements may be inconsistent, and the potential issuance of new laws and regulations creates uncertainty. In addition, changes in the political environment, economic environment, governmental policies, United States-China relations, or China-Taiwan relations could result in revisions to laws or regulations or their interpretation and enforcement, exposure of our intellectual property, increased taxation, restrictions on imports, import duties, or currency revaluations, any of which could have an adverse effect on our business plans and operating results. In particular, the imposition by the United States of new tariffs, including the tariffs announced in February and April 2025, on goods imported from China, or deemed to be of Chinese origin, and other government actions that restrict our ability to sell our products to Chinese customers or to manufacture or source components in China, and countermeasures imposed by China in response, including the countermeasures announced in February 2025 and April 2025, could directly or indirectly adversely impact our manufacturing costs, the availability and cost of materials, including gallium, germanium, antimony, tungsten, molybdenum, scandium, and rare earth metals, and the sales of our products in China, the United States and elsewhere. Such actions, including any threatened or actual tariffs and retaliatory measures, could also increase the prices of or negatively impact the demand for our customers' products, which could negatively impact the sales of our products to those customers. In addition, the U.S. government has expanded export restrictions, and might continue expanding export restrictions, including by adding certain Chinese entities to the U.S. Bureau of Industry and Security's Entity List ("Entity List") or other entity lists, which has limited, and could in the future limit, our ability to sell to certain of those entities and to third parties that do business with those entities. These restrictions have negatively impacted, and may continue to negatively impact, sales of our products. In the future, we may be prevented from shipping, or be required to obtain a license to ship, our products to certain customers if they are added to the Entity List. In addition, geopolitical changes in China-Taiwan relations could disrupt the operations of several companies in Taiwan that are suppliers to, or third-party partners of, the Company, our customers, and our customers' other suppliers. Disruption of certain critical operations in Taiwan would adversely affect our ability to manufacture certain products and would likely have substantial negative effects on the entire semiconductor industry. Finally, China's investments in technology development and manufacturing capability in support of its stated policy of reducing its dependence on foreign semiconductor manufacturers and other technology companies has likely already resulted, and we expect will continue to result, in reduced demand for our products in China and other key markets as well as reduced supply of critical materials for our products.

***We may be subject to risks of litigation and disputes, including relating to warranty claims, product recalls, and other liability claims.***

Although we invest significant resources in the testing of our products, from time to time we become aware of alleged defects in our products after they have been shipped, and we may be required to incur additional development and remediation costs or cash payments to settle claims pursuant to warranty and indemnification provisions in our customer contracts and purchase orders. Certain of our products, including “high reliability” solutions, may not be able to perform under stringent operating conditions. Examples of our “high reliability” solutions include applications intended for the aerospace, automotive, defense, and medical markets. The potential liabilities associated with these and similar provisions in certain of our customer contracts are in some cases capped at significant amounts, and in other cases are uncapped. In addition, because our customers typically integrate our products into other devices, and because we typically do not have a direct relationship with the end customers of our products, our products may be used in applications for which they were not necessarily designed or tested, and they may not perform as anticipated in such applications. Depending on the nature of any product defect claims, we may not be able to recoup our losses from our third-party suppliers. Investigating, analyzing, and/or remediating alleged product defects may divert our technical and other resources from other product development efforts and could result in claims against us by our customers or third parties, including liability for costs associated with product recalls, indemnification claims, product redesigns, or obligations under customer contracts. If any of our products contain defects, or have reliability, quality, or compatibility problems, our reputation may be damaged, and we could be subject to liability claims, which could make it more difficult for us to sell our products to existing and prospective customers and could adversely affect our operating results. Furthermore, such losses would not be covered under our existing insurance programs. In addition, in the event we are unable to fulfill our contractual obligations, lawsuits may be threatened or filed against us by customers or other third parties. Furthermore, force majeure clauses in our contracts could limit our ability to pursue remedies for certain third-party disruptions and delays. From time to time, we have been, and may become involved in litigation with customers, suppliers, competitors, government or regulatory agencies, shareholders, employees, or other parties. We are the plaintiff in some of these actions and the defendant in others. Such actions could result in the imposition of various remedies such as injunctions or monetary damages, which if awarded could materially and adversely harm our business, subject us to substantial defense costs and expenses, and divert resources and the attention of management from our business. For example, on March 4, 2025, the Company and certain current and former officers were named in a putative class action lawsuit filed in the United States District Court for the Central District of California. The complaint alleges violations of federal securities laws arising out of alleged misstatements or omissions by the defendants during the alleged class period and seeks, among other things, damages and attorneys’ fees and costs on behalf of the putative class. Following the aforementioned putative class action lawsuit, in April 2025, the Company and certain of its directors and officers were named in two derivative action lawsuits filed in the United States District Court for the Central District of California. Each of the derivative actions was brought on behalf of the Company by a putative stockholder alleging, among other things, breaches of fiduciary duties and violations of federal securities laws. The complaints seek, among other things, damages and attorneys’ fees and costs. In addition, from time to time, we are, and may become, the subject of inquiries, requests for information, or investigations by government and regulatory agencies regarding our business. Any such matters, regardless of their merit or resolution, could be costly and divert the efforts and attention of our management, damage our reputation, or otherwise adversely affect our business.

***Our manufacturing processes are extremely complex, specialized, and subject to disruption.***

Our manufacturing operations are complex and subject to disruption, including due to causes beyond our control. The fabrication of integrated circuits is an extremely complex and precise process consisting of hundreds of separate steps. It requires production in a highly controlled, clean environment. Minor impurities, contamination of the clean room environment in which our products are produced, errors in any step of the fabrication process, defects in the masks used to print circuits on a wafer, defects in equipment or materials, human error, or a number of other factors can cause a substantial percentage of our products to be rejected or to malfunction. Because our operating results are highly dependent upon our ability to produce integrated circuits at acceptable manufacturing yields, these factors could have a material and adverse effect on our business. Additionally, our operations may be affected by lengthy or recurring disruptions of operations at any of our production facilities, as well as disruptions at facilities operated by our subcontractors or customers. These disruptions may result from electrical power outages or fluctuations, water shortages, fire, earthquake, flooding, war, acts of terrorism, health advisories or risks, or other natural or man-made disasters, outages or disruptions to our information technology infrastructure, including those portions provided by third parties, as well as equipment or software maintenance, repairs, updates, and/or upgrades. Disruptions of our manufacturing operations, or those of our subcontractors and customers, could cause significant delays in shipments until we are able to shift production of the impacted products from an affected facility or subcontractor to another facility or subcontractor, or until the affected customer resumes operations and accepts shipments from us. In the event of such delays, the required alternative capacity, particularly wafer production capacity, may not be available on a timely basis or at all. Even if alternative production capacity is available, we may not be able to obtain it on favorable terms, which could result in higher costs and/or a loss of customers and revenue. Likewise, lower-than-expected demand, could lead to underutilized manufacturing facilities, which could negatively impact our financial results.

Our key facilities include, but are not limited to, our semiconductor wafer fabrication facilities in Newbury Park, California, and Woburn, Massachusetts; our SAW, TC-SAW, and BAW filter wafer processing facilities in Osaka, Japan; and our packaging, assembly and test facilities in Mexicali, Mexico, and in Singapore for filters (“Singapore Filter Manufacturing Facility”). Several of our key facilities are leased or subleased. If we are unable to renew existing leases or subleases on terms acceptable to us, we may be required to relocate our affected operations. We operate under a sublease for our Singapore Filter Manufacturing Facility that expires in July 2030. Because the owner of the site for our Singapore Filter Manufacturing Facility has decided to redevelop it for other uses, we will need to relocate our Singapore Filter Manufacturing Facility by the end of the sublease, and we have been exploring alternative sites in other locations. Relocation would be complex and could require, among other things, the transfer of equipment and process nodes and qualification of new or transferred production lines. In addition, we recently took action to optimize our U.S. factory footprint by planning for the closure of our wafer fabrication manufacturing facility in Woburn, Massachusetts and the consolidation of such manufacturing into Newbury Park, California. These activities or any other relocation, closure or consolidation of facilities could result in disruptions to our business, including potential production interruptions or delays, quality problems, difficulties forecasting our production capabilities, challenges retaining employees or hiring new employees, and the incurrence of significant capital and other expenses, which could have a material adverse effect on our financial condition, results of operations or cash flow. In addition, we may not be able to optimize our factory footprint and achieve any financial and operational benefits of such efforts, including reducing our fixed cost base, improving utilization rates, increasing gross margins, and improving overall efficiency, which could have a material adverse effect on our financial condition, results of operations or cash flow.

While we maintain insurance coverage to mitigate business continuity risks, among other risks, such coverage may be insufficient to cover all losses or all types of claims that may arise. Due to the highly specialized nature of our manufacturing processes, in the event of a disruption in production at one or more of our facilities for any reason, alternative production capacity would not be immediately available from third-party sources. These disruptions could have a material adverse effect on our business, results of operations, and financial condition.

***If our senior management transitions are not successful, our business and future growth prospects could be harmed.***

We have recently implemented three senior management transitions. On February 17, 2025, Philip Brace began to serve as our Chief Executive Officer. On May 29, 2025, Robert Schriesheim began to serve as our interim Chief Financial Officer. On June 2, 2025, Todd Lepinski began to serve as our Senior Vice President, Sales and Marketing. Any significant leadership change involves inherent risks, including potential disruptions to our operations or relationships with customers, suppliers, and key employees, and can be inherently difficult to implement. If our recent senior management transitions are not successful for any reason, our business could be adversely impacted.

**ITEM 2. UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS.**

The following table provides information regarding repurchases of common stock made during the three months ended June 27, 2025:

Period	Total Number of Shares Purchased		Average Price Paid per Share (2)	Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs (1)	Approximate Dollar Value of Shares that May Yet Be Purchased Under the Plans or Programs (1) (2)
03/29/25 - 04/25/25	2,697,935	(3)	\$58.06	2,697,176	\$1.3 billion
04/26/25 - 05/23/25	2,412,786	(4)	\$69.36	2,399,397	\$1.2 billion
05/24/25 - 06/27/25	200,876	(5)	\$69.42	150,000	\$1.2 billion
	<u>5,311,597</u>			<u>5,246,573</u>	

(1) The stock repurchase program approved by the Board of Directors on February 4, 2025 authorized the repurchase of up to \$2.0 billion of our common stock from time to time on the open market or in privately negotiated transactions, in compliance with applicable securities laws and other legal requirements, and expires on February 3, 2027.

(2) The Company's net share repurchases are subject to a 1% excise tax under the Inflation Reduction Act. Excise tax incurred reduces the amount available under the repurchase program, as applicable, and is included in the cost of shares repurchased in the Consolidated Statement of Stockholders' Equity.

(3) 2,697,176 shares were repurchased at an average price of \$58.06 per share as part of our February 4, 2025 stock repurchase program, and 759 shares were repurchased by us at the fair market value of the common stock as of the applicable purchase date, in connection with the satisfaction of tax withholding obligations under equity award agreements with an average price of \$53.38 per share.

(4) 2,399,397 shares were repurchased at an average price of \$69.35 per share as part of our February 4, 2025 stock repurchase program, and 13,389 shares were repurchased by us at the fair market value of the common stock as of the applicable purchase date, in connection with the satisfaction of tax withholding obligations under equity award agreements with an average price of \$72.28 per share.

(5) 150,000 shares were repurchased at an average price of \$69.58 per share as part of our February 4, 2025 stock repurchase program, and 50,876 shares were repurchased by us at the fair market value of the common stock as of the applicable purchase date, in connection with the satisfaction of tax withholding obligations under equity award agreements with an average price of \$68.95 per share.

**ITEM 6. EXHIBITS.**

<u>Exhibit Number</u>	<u>Exhibit Description</u>	<u>Form</u>	<u>Incorporated by Reference</u>			
			<u>File No.</u>	<u>Exhibit</u>	<u>Filing Date</u>	<u>Filed Herewith</u>
3.1	<a href="#">Restated Certificate of Incorporation, as amended</a>					X
10.1	<a href="#">Offer Letter, dated May 29, 2025, by and between Skyworks Solutions, Inc. and Robert Schriesheim</a>					X
10.2	<a href="#">Restricted Stock Unit Agreement for Robert A. Schriesheim</a>					X
31.1	<a href="#">Certification of the Company's Chief Executive Officer pursuant to Securities Exchange Act of 1934, as amended, Rules 13a-14(a) and 15d-14(a), as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002</a>					X
31.2	<a href="#">Certification of the Company's Chief Financial Officer pursuant to Securities Exchange Act of 1934, as amended, Rules 13a-14(a) and 15d-14(a), as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002</a>					X
32.1	<a href="#">Certification of the Company's Chief Executive Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002</a>					X
32.2	<a href="#">Certification of the Company's Chief Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002</a>					X
101.INS	Inline XBRL Instance Document - the instance document does not appear in the Interactive Data File because its XBRL tags are embedded within the Inline XBRL document.					
101.SCH	Inline XBRL Taxonomy Extension Schema Document					X
101.CAL	Inline XBRL Taxonomy Extension Calculation Linkbase Document					X
101.DEF	Inline XBRL Taxonomy Extension Definition Linkbase Document					X
101.LAB	Inline XBRL Taxonomy Extension Label Linkbase Document					X
101.PRE	Inline XBRL Taxonomy Extension Presentation Linkbase Document					X
104	Cover Page Interactive Data File (formatted as inline XBRL with applicable taxonomy extension information contained in Exhibits 101)					

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

SKYWORKS SOLUTIONS, INC.

Date: August 5, 2025

By: /s/ Philip G. Brace  
Philip G. Brace  
President and Chief Executive Officer  
(Principal Executive Officer)

By: /s/ Robert A. Schriesheim  
Robert A. Schriesheim  
Interim Chief Financial Officer  
(Principal Accounting and Financial Officer)

**RESTATED CERTIFICATE OF INCORPORATION  
OF SKYWORKS SOLUTIONS, INC.**

Skyworks Solutions, Inc., a corporation duly organized and existing under the General Corporation Law of the State of Delaware (the “Corporation”), does hereby certify:

The name under which the Corporation was originally incorporated is Alpha Microwave, Inc., and the date of filing the original certificate of incorporation of the Corporation with the Secretary of State of the State of Delaware is September 10, 1962. The certificate of incorporation was most recently amended and restated on June 25, 2002 (as further amended, including most recently on May 11, 2023, the “Prior Certificate of Incorporation”).

The provisions of the Prior Certificate of Incorporation are hereby restated and integrated into a single instrument which is hereinafter set forth, and which is entitled Restated Certificate of Incorporation of Skyworks Solutions, Inc. (the “Restated Certificate of Incorporation”), without any further amendments and without any discrepancy between the provisions of the Prior Certificate of Incorporation and the provisions of the said instrument hereinafter set forth.

The Restated Certificate of Incorporation herein certified has been duly adopted by the Board of Directors of the Corporation in accordance with Section 245 of the General Corporation Law of the State of Delaware.

The effective date of the Restated Certificate of Incorporation shall be its filing date (the “Effective Date”).

The Prior Certificate of Incorporation shall, upon the Effective Date, be hereby amended, integrated and restated in its entirety to read as follows:

**FIRST:** The name of the Corporation is

Skyworks Solutions, Inc.

**SECOND:** The Corporation’s registered office within the State of Delaware is located at 251 Little Falls Drive, in the City of Wilmington, County of New Castle, 19808. The name and address of its registered agent within the State of Delaware is Corporation Service Company, 251 Little Falls Drive, in the City of Wilmington, County of New Castle, 19808.

**THIRD:** The nature of the business, or objects or purposes to be transacted, promoted or carried on, are: To engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of the State of Delaware.

**FOURTH:** The total number of shares of all classes of stock which the Corporation shall have the authority to issue is 550,000,000, of which (i) 525,000,000 shares of the par value of

\$.25 each are to be of a class designated Common Stock (the “Common Stock”) and (ii) 25,000,000 shares without par value are to be of a class designated Preferred Stock (the “Preferred Stock”).

In this Article Fourth, any reference to a section or paragraph, without further attribution, within a provision relating to a particular class of stock is intended to refer solely to the specified section or paragraph of the other provisions relating to the same class of stock.

## **COMMON STOCK**

The Common Stock shall have the following voting powers, designations, preferences and relative, participating, optional and other special rights, and qualifications, limitations or restrictions thereof:

1. **Dividends.** Subject to the rights of the holders of Preferred Stock, the holders of shares of the Common Stock shall be entitled to receive such dividends and distributions in equal amounts per share, payable in cash or otherwise, as may be declared thereon by the Board of Directors from time to time out of assets or funds of the Corporation legally available therefor.

2. **Rights on Liquidation.** In the event of any liquidation, dissolution or winding-up of the Corporation, whether voluntary or involuntary, after the payment to creditors and the payment or setting apart for payment to the holders of any outstanding Preferred Stock of the full preferential amounts to which such holders are entitled as herein provided or referred to, all of the remaining assets of the Corporation shall belong to and be distributable in equal amounts per share to the holders of the Common Stock. For purposes of this paragraph 2, a consolidation or merger of the Corporation with any other corporation, or the sale, transfer or lease of all or substantially all its assets shall not constitute or be deemed a liquidation, dissolution or winding-up of the Corporation.

3. **Voting.** Except as otherwise provided by the laws of the State of Delaware or by this Article Fourth, each share of Common Stock shall entitle the holder thereof to one vote.

## **PREFERRED STOCK**

The Preferred Stock may be issued from time to time in one or more series. The Board of Directors is hereby authorized to provide for the issuance of shares of Preferred Stock in series and, by filing a certificate pursuant to the applicable law of the State of Delaware (hereinafter referred to as a “Preferred Stock Designation”), to establish from time to time the number of shares to be included in each such series, and to fix the designation, powers, preferences and rights of the shares of each such series and the qualifications, limitations and restrictions thereof. The authority of the Board of Directors with respect to each series shall include, but not be limited to, determination of the following:

- (a) the designation of the series, which may be by distinguishing number, letter or title;
- (b) the number of shares of the series, which number the Board of Directors may thereafter (except where otherwise provided in the Preferred Stock Designation) increase or decrease (but not below the number of shares thereof then outstanding);
- (c) whether dividends, if any, shall be cumulative or noncumulative and the dividend rate of the series;
- (d) the dates at which dividends, if any, shall be payable;
- (e) the redemption rights and price or prices, if any, for shares of the series;
- (f) the terms and amount of any sinking fund provided for the purchase or redemption of shares of the series;
- (g) the amounts payable on shares of the series in the event of any voluntary or involuntary liquidation, dissolution or winding up of the affairs of the Corporation;
- (h) whether the shares of the series shall be convertible into shares of any other class or series, or any other security, of the Corporation or any other corporation, and, if so, the specification of such other class or series or such other security, the conversion price or prices or rate or rates, any adjustments thereof, the date or dates as of which such shares shall be convertible and all other terms and conditions upon which such conversion may be made;
- (i) restrictions on the issuance of shares of the same series or of any other class or series; and
- (j) the voting rights, if any, of the holders of shares of the series; provided, that, except as otherwise provided by the laws of the State of Delaware, no share of Preferred Stock of any series shall be entitled to more than one vote per share of Preferred Stock.

Except as may be provided in this Certificate of Incorporation or in a Preferred Stock Designation, the Common Stock shall have the exclusive right to vote for the election of directors and for all other purposes, and holders of Preferred Stock shall not be entitled to receive notice of any meeting of stockholders at which they are not entitled to vote. The number of authorized shares of Preferred Stock may be increased or decreased (but not below the number of shares thereof then outstanding) by the affirmative vote of the holders of a majority of the shares of all classes of stock of the Corporation entitled to vote for the election of directors, considered for the purposes of this Article Fourth as one class of stock, without a vote of the holders of the Preferred Stock, or of any series thereof, unless a vote of any such holders is required pursuant to any Preferred Stock Designation.

The Corporation shall be entitled to treat the person in whose name any share of its stock is registered as the owner thereof for all purposes and shall not be bound to recognize any equitable or other claim to, or interest in, such share on the part of any other person, whether or not the Corporation shall have notice thereof, except as expressly provided by applicable law.

**FIFTH:** The Corporation is to have perpetual existence.

**SIXTH:** The private property of the stockholders of the Corporation shall not be subject to the payment of corporate debts to any extent whatever.

**SEVENTH:**

1. The business and affairs of the Corporation shall be managed by or under the direction of the Board of Directors. The number of directors shall be fixed from time to time exclusively by the Board of Directors pursuant to a resolution adopted by a majority of the total number of authorized directors (whether or not there exist any vacancies in previously authorized directorships at the time any such resolution is presented to the Board of Directors for adoption).

2. Except as otherwise provided by law and except as hereinafter otherwise provided for filling vacancies, the directors of the Corporation shall be elected at each annual meeting of stockholders. Each director so elected shall hold office until the annual meeting of stockholders following the annual meeting at which such director was elected and until a successor is duly elected and qualified, or until such director's earlier death, resignation or removal. The terms of office of each director serving the Corporation as of immediately prior to the effectiveness of the filing of this Certificate of Amendment under the General Corporation Law of the State of Delaware (the "Effective Time") whose term of office did not expire at the 2011 annual meeting of stockholders of the Corporation shall nonetheless expire at the Effective Time, such that the directors elected at the 2011 annual meeting of stockholders of the Corporation effective upon the Effective Time to succeed such directors shall commence their term of office at the Effective Time, for a term expiring at the next annual meeting of stockholders, with each such director to hold office until his or her successor shall have been duly elected and qualified.

3. Vacancies resulting from any increase in the authorized number of directors or any vacancies in the Board of Directors resulting from death, resignation, retirement, disqualification, removal from office or other cause may be filled only by a majority vote of the directors then in office, though less than a quorum, or by a sole remaining director and directors so chosen shall hold office for a term expiring at the next annual meeting of stockholders to occur following their election. No decrease in the number of authorized directors shall shorten the term of any incumbent director.

4. Subject to the rights of the holders of any series of Preferred Stock or any other series or class of stock, as provided herein or in any Preferred Stock Designation, to elect additional directors under specific circumstances, any director may be removed

from office at any time, with or without cause by the affirmative vote of the holders of at least a majority of the shares of all classes of stock of the Corporation entitled to vote for the election of directors, considered for the purposes of this Article Seventh as one class of stock.

5. No director of the Corporation shall be liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, except for liability (i) for any breach of the director's duty of loyalty to the Corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 174 of the Delaware General Corporation Law, or (iv) for any transaction from which the director derived an improper personal benefit. No repeal or modification of this paragraph, directly or by adoption of an inconsistent provision of this Certificate of Incorporation, by the stockholders of the Corporation shall be effective with respect to any cause of action, suit, claim or other matter that, but for this paragraph, would accrue or arise prior to such repeal or modification.

**EIGHTH:** Unless otherwise determined by the Board of Directors, no holder of stock of the Corporation shall, as such holder, have any right to purchase or subscribe for any stock of any class which the Corporation may issue or sell, whether or not exchangeable for any stock of the Corporation of any class or classes and whether out of unissued shares authorized by the Certificate of Incorporation of the Corporation as originally filed or by any amendment thereof or out of shares of stock of the Corporation acquired by it after the issue thereof.

**NINTH:** Whenever a compromise or arrangement is proposed between this Corporation and its creditors or any class of them and/or between this Corporation and its stockholders or any class of them, any court of equitable jurisdiction within the State of Delaware may, on the application in a summary way of this Corporation or of any creditor or stockholder thereof, or on the application of any receiver or receivers appointed for this Corporation under the provisions of section 291 of the General Corporation Law of the State of Delaware (the "GCL") or on the application of trustees in dissolution or of any receiver or receivers appointed for this Corporation under the provisions of section 279 of the GCL order a meeting of the creditors or class of creditors, and/or of the stockholders or class of stockholders of this Corporation, as the case may be, to be summoned in such manner as the said court directs. If a majority in number representing three-fourths in value of the creditors or class of creditors, and/or of the stockholders or class of stockholders of this Corporation, as the case may be, agree to any compromise or arrangement and to any reorganization of this Corporation as consequence of such compromise or arrangement, the said compromise or arrangement and the said reorganization shall, if sanctioned by the court to which the said application has been made, be binding on all the creditors or class of creditors, and/or on all the stockholders or class of stockholders, of this Corporation, as the case may be, and also on this Corporation.

**TENTH:**

1. **Amendment of Certificate of Incorporation.** The corporation reserves the right to amend, alter, change or repeal any provision contained in this Certificate of

Incorporation, in the manner hereafter set forth, and all rights conferred upon stockholders herein are granted subject to this reservation.

- A. Except as provided in paragraphs 1(B) and (2) of this Article Tenth and in Article Eleventh, any provision of this Certificate of Incorporation may be amended, altered, changed or repealed in the manner now or hereafter prescribed by the statutes of the State of Delaware.
- B. Notwithstanding any of the provisions of this Certificate of Incorporation or any provision of law which might otherwise permit a lesser vote or no vote, but in addition to any affirmative vote of holders of any particular class or series of stock of the Corporation required by law or this Certificate of Incorporation, the affirmative vote of the holders of at least the following percentages of the shares of all classes of stock of the Corporation entitled to vote for the election of directors, considered for this purpose as one class of stock, shall be required to amend, alter, change or repeal, or to adopt any provisions inconsistent with, the indicated provisions of this Certificate of Incorporation:
  - (i) 80% in the case of Article Seventh or Article Thirteenth; and
  - (ii) 90% in the case of Article Twelfth.

The foregoing paragraphs 1(B)(i) and (ii) of this Article Tenth may not be amended so as to alter the stockholder vote required by either such paragraph or to adopt any provisions inconsistent with these provisions, except by an amendment that is itself approved by the affirmative vote of the holders of at least the percentage of all shares of all classes of stock of the Corporation as is required to amend the provision or provisions of this Certificate of Incorporation to which such amendment relates.

2. **By-laws.** The Board of Directors is expressly authorized to adopt, alter, amend and repeal the By-laws of the Corporation, in any manner not inconsistent with the laws of the State of Delaware or of the Certificate of Incorporation of the Corporation, subject to the power of the holders of capital stock of the Corporation to adopt, alter or repeal the By-laws made by the Board of Directors; provided, that any such adoption, amendment or repeal by stockholders shall require the affirmative vote of the holders of at least a majority of the shares of all classes of stock of the Corporation entitled to vote for the election of directors, considered for this purpose as one class of stock. This paragraph 2 of Article Tenth may not be amended so as to alter the stockholder vote specified hereby, nor may any provisions inconsistent with these provisions be adopted, except by an amendment that is itself approved by the affirmative vote of the holders of at least a majority of the shares of all classes of stock of the Corporation entitled to vote for the election of directors, considered for this purpose as one class of stock.

## ELEVENTH:

1. Except as set forth in paragraph 2 of this Article Eleventh, the affirmative vote or consent of the holders of 80% of the shares of all classes of stock of the Corporation entitled to vote for the election of directors, considered for the purposes of this Article as one class, shall be required (a) for the adoption of any agreement for the merger or consolidation of the Corporation with or into any Other Corporation (as hereinafter defined), or (b) to authorize any sale, lease, exchange, mortgage, pledge or other disposition of all, or substantially all of the assets of the Corporation or any Subsidiary (as hereinafter defined) to any Other Corporation, or (c) to authorize the issuance or transfer by the Corporation of any Substantial Amount (as hereinafter defined) of securities of the Corporation in exchange for the securities or assets of any Other Corporation. Such affirmative vote or consent shall be in addition to the vote or consent of the holders of the stock of the Corporation otherwise required by law, the Certificate of Incorporation of the Corporation or any agreement or contract to which the Corporation is a party.

2. The provisions of paragraph 1 of this Article Eleventh shall not be applicable to any transaction described therein if such transaction is approved by resolution of the Board of Directors of the Corporation; *provided* that a majority of the members of the Board of Directors voting for the approval of such transaction were duly elected and acting members of the Board of Directors prior to the time any such Other Corporation may have become a Beneficial Owner (as hereinafter defined) of 5% or more of the shares of stock of the Corporation entitled to vote for the election of directors.

3. For the purposes of paragraph 2 of this Article, the Board of Directors shall have the power and duty to determine for the purposes of this Article Eleventh, on the basis of information known to such Board, if and when any Other Corporation is the Beneficial Owner of 5% or more of the outstanding shares of stock of the Corporation entitled to vote for the election of directors. Any such determination shall be conclusive and binding for all purposes of this Article Eleventh.

4. As used in this Article Eleventh, the following terms shall have the meanings indicated:

“Other Corporation” means any person, firm, corporation or other entity, other than a subsidiary of the Corporation.

“Subsidiary” means any corporation in which the Corporation owns, directly or indirectly, more than 50% of the voting securities.

“Substantial Amount” means any securities of the Corporation having a then fair market value of more than \$500,000.

An Other Corporation (as defined above) shall be deemed to be the “Beneficial Owner” of stock if such Other Corporation or any “affiliate” or “associate” of such Other

Corporation (as those terms are defined in Rule 12b-2 promulgated under the Securities Exchange Act of 1934 (15 U.S.C. 78 aaa et seq.), as amended from time to time), directly or indirectly, controls the voting of such stock or has any options, warrants, conversion or other rights to acquire such stock.

5. This Article Eleventh may not be amended, revised or revoked, in whole or in part, except by the affirmative vote or consent of the holders of 80% of the shares of all classes of stock of the Corporation entitled to vote for the election of directors, considered for the purposes of this Article Eleventh as one class of stock.

**TWELFTH:**

1. The following definitions shall apply for the purpose of this Article Twelfth only:
  - A. "Announcement Date" shall mean the date of first public announcement of the proposal of a Business Combination.
  - B. "Business Combination" shall mean:
    - (i) any merger or consolidation of the Corporation or any Subsidiary with (a) any Related Person, or (b) any other corporation (whether or not itself a Related Person) which is, or after such merger or consolidation would be, an Affiliate of a Related Person; or
    - (ii) any sale, lease, exchange, mortgage, pledge, transfer or other disposition (in one transaction or a series of transactions) to or with any Related Person or any Affiliate of any Related Person of any assets of the Corporation or any Subsidiary having an aggregate Fair Market Value of \$500,000 or more; or
    - (iii) the issuance or transfer by the Corporation or any Subsidiary (in one transaction or a series of transactions) of any securities of the Corporation or any Subsidiary to any Related Person or any Affiliate of any Related Person in exchange for cash, securities or other property (or a combination thereof) having an aggregate Fair Market Value of \$500,000 or more; or
    - (iv) the adoption of any plan or proposal for the liquidation or dissolution of the Corporation proposed by or on behalf of any Related Person or any Affiliate of any Related Person; or

- (v) any reclassification of securities (including any reverse stock split), or recapitalization of the Corporation, or any merger or consolidation of the Corporation with any of its Subsidiaries or any other transaction (whether or not with or into or otherwise involving the Related Person) which has the effect, directly or indirectly, of increasing the proportionate share of the outstanding shares of any class of equity or convertible securities of the Corporation or any Subsidiary which is directly or indirectly owned by any Related Person or any Affiliate of any Related Person.
- C. “Consideration Received” shall mean the amount of cash and the Fair Market Value, as of the Consummation Date, of consideration other than cash received by the stockholder. In the event of any Business Combination in which the Corporation survives, the consideration other than cash shall include shares of any class of outstanding Voting Stock retained by the holders of such shares.
- D. “Consummation Date” shall mean the date upon which the Business Combination is consummated.
- E. “Continuing Director” shall mean any member of the Board of Directors of the Corporation who is unaffiliated with the Related Person and who was a member of the Board of Directors prior to the time that the Related Person became a Related Person, and any successor of a Continuing Director who is unaffiliated with the Related Person and is recommended to succeed a Continuing Director by a majority of the Continuing Directors then on the Board of Directors.
- F. “Determination Date” shall mean the date upon which a Related Person became a Related Person.
- G. “Exchange Act” shall mean the Securities Exchange Act of 1934 as in effect on May 1, 1983.
- H. “Fair Market Value” shall mean: (i) in the case of stock, the highest closing sale price during the 30-day period immediately preceding the date in question of a share of such stock on the principal United States securities exchange registered under the Exchange Act on which such stock is listed, or, if such stock is not listed on any such exchange, the highest closing bid quotation with respect to a share of such stock during the 30-day period preceding the date in question on the National Association of Securities Dealers, Inc. Automated Quotations System or any system then in use or, if no such quotations are available, the fair market value on the date in question of a share of such stock as determined by the Board of Directors in good faith; and (ii) in the case of property

other than cash or stock, the fair market value of such property on the date in question as determined by the Board of Directors in good faith.

- I. “Related Person” shall mean any individual, firm, corporation or other entity (other than the Corporation or any Subsidiary) which, together with its Affiliates and Associates (as such terms are defined in Rule 12b-2 under the Exchange Act) and with any other individual, firm, corporation or other entity (other than the Corporation or any Subsidiary) with which it or they have any agreement, arrangement or understanding with respect to acquiring, holding or disposing of Voting Stock, beneficially owns (as defined in Rule 13d-3 of the Exchange Act, except that such term shall include any Voting Stock which such person has the right to acquire, whether or not such right may be exercised within 60 days), directly or indirectly, more than twenty percent of the voting power of the outstanding Voting Stock.
- J. “Subsidiary” shall mean any corporation in which a majority of the capital stock entitled to vote generally in the election of directors is owned, directly or indirectly, by the Corporation.
- K. “Voting Stock” shall mean all of the then outstanding shares of the capital stock of the Corporation entitled to vote generally in the election of directors.

2. In addition to the affirmative vote otherwise required by law or any provision of this Certificate of Incorporation (including without limitation Article Eleventh), except as otherwise provided in paragraph 3, any Business Combination shall require the affirmative vote of the holders of 90% of all Voting Stock, voting together as a single class.

Such affirmative vote shall be required notwithstanding any other provision of this Certificate of Incorporation or any provision of law or of any agreement with any national securities exchange which might otherwise permit a lesser vote or no vote, and such affirmative vote shall be required in addition to any affirmative vote of the holders of any particular class or series of the Voting Stock required by law or by this Certificate of Incorporation.

3. The provisions of paragraph 2 of this Article Twelfth shall not be applicable to any particular Business Combination, and such Business Combination shall require only such affirmative vote as is required by law, any other provision of this Certificate of Incorporation (including Article Eleventh), or any agreement with any national securities exchange, if, in the case of a Business Combination that does not involve any Consideration Received by the stockholders of the Corporation, solely in their respective capacities as stockholders of the Corporation, the condition specified in the following paragraph A is met, or, in the case of any other Business Combination, the conditions specified in either of the following paragraphs A and B are met:

- A. The Business Combination shall have been approved by a majority of the Continuing Directors, it being understood that this condition shall not be capable of satisfaction unless there is at least one Continuing Director.
- B. All of the following conditions shall have been met:
  - (i) The form of the Consideration Received by holders of shares of a particular class of outstanding Voting Stock shall be in cash or in the same form as the Related Person has paid for shares of such class of Voting Stock within the two-year period ending on and including the Determination Date. If, within such two-year period, the Related Person has paid for shares of any class of Voting Stock with varying forms of consideration, the form of Consideration Received per share by holders of shares of such class of Voting Stock shall be either cash or the form used to acquire the largest number of shares of such class of Voting Stock acquired by the Related Person within such two-year period.
  - (ii) The aggregate amount of Consideration Received per share by holders of each class of Voting Stock in such Business Combination shall be at least equal to the higher of the following (it being intended that the requirements of this paragraph B(ii) shall be required to be met with respect to every such class of Voting Stock outstanding, whether or not the Related Person has previously acquired any shares of that particular class of Voting Stock):
    - (a) (if applicable) the highest per share price (including any brokerage commissions, transfer taxes and soliciting dealers' fees) paid by the Related Person for any shares of that class of Voting Stock acquired by it within the two-year period immediately prior to the Announcement Date or in the transaction in which it became a Related Person, whichever is higher; or
    - (b) the Fair Market Value per share of such class of Voting Stock on the Announcement Date; or
    - (c) in the case of any class of preferred stock, the highest preferential amount per share to which the holders of shares of such class of Voting Stock are entitled in the event of any voluntary or involuntary

liquidation, dissolution or winding up of the Corporation.

- (iii) After such Related Person has become a Related Person and prior to the consummation of such Business Combination: (a) except as approved by a majority of the Continuing Directors, there shall have been no failure to declare and pay at the regular date therefor any full quarterly dividends (whether or not cumulative) on any outstanding preferred stock; (b) there shall have been (I) no reduction in the annual rate of dividends paid on the Common Stock (except as necessary to reflect any subdivision of the Common Stock), except as approved by a majority of the Continuing Directors, and (II) an increase in such annual rate of dividends as necessary to reflect any reclassification (including any reverse stock split), recapitalization, reorganization or any similar transaction which has the effect of reducing the number of outstanding shares of the Common Stock, unless the failure so to increase such annual rate is approved by a majority of the Continuing Directors; and (c) such Related Person shall have not become the beneficial owner of any newly issued share of Voting Stock directly or indirectly from the Corporation except as part of the transaction which results in such Related Person becoming a Related Person.
- (iv) After such Related Person has become a Related Person, such Related Person shall not have received the benefit, directly or indirectly (except proportionately, solely in such Related Person's capacity as a stockholder of the Corporation), of any loans, advances, guarantees, pledges or other financial assistance or any tax credits or other tax advantages provided by the Corporation, whether in anticipation of or in connection with such Business Combination or otherwise.
- (v) A proxy or information statement describing the proposed Business Combination and complying with the requirements of the Exchange Act and the rules and regulations thereunder (or any subsequent provisions replacing such act, rules or regulations) shall be mailed to all stockholders of the Corporation at least 30 days prior to the consummation of such Business Combination (whether or not such proxy or information statement is required to be mailed pursuant to the Exchange Act or subsequent

provisions). Such proxy or information statement shall contain on the front thereof, prominently displayed, any recommendation as to the advisability or inadvisability of the Business Combination which the Continuing Directors, or any of them, may have furnished in writing to the Board of Directors.

4. A majority of the total number of authorized directors (whether or not there exist any vacancies in previously authorized directorships at the time any determination is to be made by the Board of Directors) shall have the power and duty to determine, on the basis of information known to them after reasonable inquiry, all facts necessary to determine compliance with this Article Twelfth including, without limitation, (1) whether a person is a Related Person, (2) the number of shares of Voting Stock beneficially owned by any person, (3) whether the applicable conditions set forth in paragraph (2) of Section C have been met with respect to any Business Combination, and (4) whether the assets which are the subject of any Business Combination or the Consideration Received for the issuance or transfer of securities by the Corporation or any Subsidiary in any Business Combination have an aggregate Fair Market Value of \$500,000 or more.

5. Nothing contained in this Article Twelfth shall be construed to relieve any Related Person from any fiduciary obligation imposed by law.

**THIRTEENTH:** Any action required or permitted to be taken by the stockholders of the Corporation must be effected at an annual or special meeting of stockholders of the Corporation and may not be effected by any consent in writing by such stockholders.

**FOURTEENTH:** To the fullest extent permitted by law, no officer of the Corporation shall be liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as an officer, except for liability (i) for any breach of the officer's duty of loyalty to the Corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) for any transaction from which the officer derived an improper personal benefit, or (iv) for any action by or in the right of the Corporation. No repeal or modification of this Article Fourteenth, directly or by adoption of an inconsistent provision of this Certificate of Incorporation, by the stockholders of the Corporation shall be effective with respect to any cause of action, suit, claim or other matter that, but for this Article Fourteenth, would accrue or arise prior to such repeal or modification.

IN WITNESS WHEREOF, this Restated Certificate of Incorporation, which has been duly adopted in accordance with Section 245 of the General Corporation Law of the State of Delaware, has been duly executed by a duly authorized officer of the Corporation this 1st day of August, 2023.

Skyworks Solutions, Inc.

By: /s/ Liam Griffin

Name: Liam Griffin

President and Chief Executive Officer

CERTIFICATE OF OWNERSHIP AND MERGER

MERGING

ADVANCED ANALOGIC TECHNOLOGIES INCORPORATED  
(a Delaware corporation)

INTO

SKYWORKS SOLUTIONS, INC.  
(a Delaware Corporation)

(Pursuant to Section 253 of the General Corporation Law of Delaware)

Skyworks Solutions, Inc., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware (the "Corporation"), does hereby certify:

**FIRST:** That the Corporation was incorporated on the 10<sup>th</sup> day of September, 1962, pursuant to the provisions of the General Corporation Law of the State of Delaware.

**SECOND:** That the Corporation owns all of the outstanding shares of capital stock of Advanced Analogic Technologies Incorporated, a corporation incorporated on January 21, 2005, pursuant to the provisions of the General Corporation Law of the State of Delaware.

**THIRD:** That the Corporation, at a meeting of its Board of Directors held on May 14, 2025, duly adopted the following resolutions:

WHEREAS, Skyworks Solutions, Inc., a Delaware corporation (the "Corporation"), lawfully owns one hundred percent (100%) of the issued and outstanding shares of capital stock of Advanced Analogic Technologies Incorporated, a Delaware corporation (the "Subsidiary"); and

WHEREAS, the Board of Directors (the "Board") has determined that it is advisable and in the best interests of the Corporation that the Subsidiary should merge with and into the Corporation, with the Corporation being the surviving corporation.

NOW, THEREFORE, BE IT:

RESOLVED, that, pursuant to Section 253 of the Delaware General Corporation Law, the Corporation is hereby authorized to merge the Subsidiary with and into the Corporation (the "Merger"), effective upon filing, with the Corporation being the surviving corporation of the Merger.

RESOLVED, that the officers of the Corporation (the "Proper Officers") be, and each of them acting singly hereby is, authorized to execute a Certificate of Ownership and Merger with respect to the Merger, to cause the same to be filed with the Secretary of State of the State of

Delaware and to take all such other actions and to execute all such other instruments and agreements as they or any of them may deem necessary or appropriate to effect the Merger.

RESOLVED, that the Proper Officers hereby are, and each of them acting singly hereby is, authorized and empowered to take any and all actions and to execute, affix the Corporation's seal to and deliver any and all documents, agreements, certificates and instruments, in the name and on behalf of the Corporation, as the Proper Officers may deem necessary or desirable to carry out the purposes and intent of, and to consummate, the Merger and any and all other transactions contemplated by the foregoing resolutions, the execution and delivery of any such document and the taking of any such action to be conclusive evidence of the authority of such Proper Officer pursuant to these resolutions.

**FOURTH:** That this Certificate of Ownership and Merger shall be effective upon filing.

\*\*\*\*\*

**IN WITNESS WHEREOF**, the Corporation has caused its corporate seal to be affixed and this Certificate to be signed by its Senior Vice President, General Counsel and Secretary this 14<sup>th</sup> day of July, 2025.

**SKYWORKS SOLUTIONS, INC.**

By: /s/ Robert J. Terry  
Robert J. Terry, Senior Vice President,  
General Counsel and Secretary



May 29, 2025

Robert Schriesheim

Dear Rob:

I am writing to confirm the details of our offer to you to assume the role of Interim Chief Financial Officer (“Interim CFO”) of Skyworks Solutions, Inc. (“Skyworks” or the “Company”). Beginning on the date of your appointment to the role of Interim Chief Financial Officer by the Company’s Board of Directors (the “Effective Date”), and continuing until the date on which another individual assumes the role of Skyworks’ Chief Financial Officer (the “End Date”) (such period, the “Interim Services Period”), you will be employed by Skyworks pursuant to the terms and conditions set forth below.

***Responsibilities and Duties***

You will serve as Skyworks’ Interim CFO and will perform those duties and have those responsibilities commensurate with the position of a Chief Financial Officer. You will travel as appropriate to fulfill your duties, including, as needed, to Skyworks’ Irvine, California offices. The Company will reimburse you for the costs of such travel, including any taxes payable with respect thereto.

***Compensation and Benefits***

*Salary*

You will be paid a base salary at the annualized rate of \$625,000, payable biweekly in accordance with the standard payroll practices of the Company and subject to all withholdings and deductions as required by law.

*Interim Service RSU Grant*

You will receive a grant of Restricted Stock Units (“Interim Service RSUs”) made under the Company’s Second Amended and Restated 2015 Long-Term Incentive Plan, with the number of shares subject to such award calculated by dividing \$1,200,000 by the closing price of the Company’s common stock on the Effective Date. The Interim Service RSUs shall vest on the second anniversary of the Effective Date in an amount equal to the sum of (i) fifty percent

(50%) of the Interim Service RSUs and (ii) a number of Interim Service RSUs equal to the product of fifty percent (50%) of the Interim Service RSUs multiplied by a fraction, the numerator of which is the number of full months during which you provide services as Interim CFO and the denominator of which is 6 (i.e., *the number of shares referred to in clause (ii) that ultimately vest will be based on full months served*); provided, however, that the fraction in clause (ii) shall not be greater than one. The Interim Service RSUs will be subject to the terms and conditions set forth in the applicable award agreement.

The award agreement with respect to the Interim Service RSUs will be available in your E\*Trade/Morgan Stanley stock plan account after the grant date. You will be notified through your Skyworks email when the grant is available for acceptance, at which time you must take action to activate your E\*Trade/Morgan Stanley account and accept your award.

#### *Executive Financial/Tax/Health Reimbursement Program*

For fiscal year 2025, you will be eligible to be reimbursed up to \$20,000 for the cost of financial planning services, personal tax/estate planning and preparation services, and/or an executive physical. Such reimbursements shall not be subject to any tax gross-ups and shall be subject to the terms of Skyworks' applicable executive reimbursement policy.

#### *Employee Benefits*

In addition, you may participate in the Company's benefit plans pursuant to the terms and conditions of such plans. Benefits are subject to change at any time in Skyworks' sole discretion.

#### ***Stock Ownership Requirements***

In light of the interim nature of this position, you will continue to be subject to the Company's Director Ownership and Retention Program.

#### ***Miscellaneous***

##### *Continued Board Service*

Nothing herein or the occurrence of the End Date shall alter your continued service on Skyworks' Board of Directors for any term to which you have been duly elected as a director.

##### *Conditions of Offer and Employment*

As a condition of your employment, you will be required to sign our standard Employment Agreement, pursuant to which you will acknowledge and agree, among other things, that your employment with Skyworks will be at-will, of an indefinite duration and terminable with or without cause and with or without notice at any time, either by you or Skyworks, including during the Interim Services Period

When you commence employment you will also be required to acknowledge your receipt and review of our Code of Business Conduct and Ethics, which, among other things, requires you to avoid any activity or relationship that would cause an actual or apparent conflict of interest with your responsibilities to Skyworks, and you will be required to sign and abide by all of Skyworks' written policies.

Additionally, shortly after accepting the offer, you will receive an email asking you to promptly log into our system and complete Section 1 of the Form I-9. You must complete Section 1 no later than the first day of your employment and submit acceptable documentation (as noted on the Form I-9) verifying your identity and work authorization within three days of starting employment.

Clawback

You acknowledge and agree that, as applicable, you will be subject to and bound by the terms and conditions of Skyworks' Executive Compensation Recovery Policy (as it may be amended, restated, supplemented or otherwise modified from time to time, the "Clawback Policy"), a copy of which has been provided or made available to you. You will also be required to sign and return Skyworks' Attestation and Acknowledgement of Clawback Policy.

Entire Agreement; Governing Law

This offer letter (together with the Employment Agreement, the Clawback Policy and stock award plan document referenced above) contains the entire understanding of the parties concerning its subject matter and supersedes any prior or contemporaneous promises, understandings, agreements, representations, or offers, either written or oral, related thereto. This offer letter may be modified only by a written instrument executed by both parties. The Company reserves the right to amend, modify, or eliminate standard employee benefit and compensation programs at any time with or without notice. This offer letter and any disputes hereunder shall be governed by and construed in accordance with the internal laws of the State of California without giving effect to any choice or conflict of law provision or rule (whether of California or any other jurisdiction) that would cause the application of laws of any jurisdiction other than those of California.

\*\*\*\*\*

Upon receiving this offer letter, please contact me to discuss any questions that you may have. Please indicate your acceptance of the offer by signing and returning a scanned copy of this letter via email to me.

We are excited about the prospect of you serving in this interim capacity. If you have any questions about any of the above, please call me.

Sincerely,

Skyworks Solutions, Inc.

/s/ Karilee Durham

Kari Durham  
SVP, Human Resources

**Acceptance of Offer**

I have read and understood, and I accept, all the terms of the offer of employment as set forth in the foregoing letter. I have not relied on any agreements or representations, express or implied, that are not set forth expressly in the foregoing letter, and this letter supersedes all prior and contemporaneous promises, understandings, agreements, representations, and offers, both written and oral, with respect to the subject matter of this letter.

/s/ Robert Schriesheim

Robert Schriesheim

05/29/2025

Date

**SKYWORKS SOLUTIONS, INC.**  
**RESTRICTED STOCK UNIT AGREEMENT**  
**GRANTED UNDER SECOND AMENDED AND RESTATED**  
**2015 LONG-TERM INCENTIVE PLAN**

Date (the “Grant Date”): May 29, 2025

Name (the “Participant”): Robert Schriesheim

Award (the “Award”): 17,266 restricted stock units

AGREEMENT made on the Grant Date, between Skyworks Solutions, Inc., a Delaware corporation (the “Company”), and the Participant.

For good and valuable consideration, receipt of which is acknowledged, the parties hereto agree as follows:

1. Grant of Award.

This Restricted Stock Unit Agreement (the “Agreement”) evidences the grant by the Company on the Grant Date to the Participant of the Award, subject to the terms and conditions set forth in this Agreement and in the Company’s Second Amended and Restated 2015 Long-Term Incentive Plan (the “Plan”). Each Restricted Stock Unit represents the right to receive one share of the common stock, \$0.25 par value per share, of the Company (“Common Stock”) following the satisfaction of the vesting conditions as provided in Section 2 of this Agreement, on the terms set forth herein. The shares of Common Stock that are issuable hereunder are referred to in this Agreement as “Shares.” No Shares shall be issued by the Company and delivered to the Participant unless, and until, all conditions set forth herein for such issuance and delivery are met.

2. Vesting Schedule; Forfeiture.

(a) Vesting Schedule. Fifty percent (**50%**) of the total number of Restricted Stock Units shall not be subject to vesting based on the Participant’s continued provision of service to the Company and fifty percent (**50%**) of the total number of Restricted Stock Units shall vest in substantially equal monthly installments, subject to the Participant’s continued service to the Company solely in the capacity of Interim Chief Financial Officer (“Interim CFO”), at the end of each full month of service by the Participant as the Company’s Interim CFO between the Grant Date and the six-month anniversary thereof. For the avoidance of doubt, in no event shall (i) fewer than fifty percent (**50%**) of the total number of Restricted Stock Units be

vested hereunder or (ii) more than one hundred percent (**100%**) of the total number of Restricted Stock Units be vested hereunder.

(b) Forfeiture upon Termination of Employment. Except as otherwise provided in Section 11 of the Plan, in the event that the Participant ceases to be employed by the Company as its Interim CFO for any reason or no reason, with or without Cause, all of the Restricted Stock Units that are not yet vested pursuant to Section 2(a) of this Agreement as of the time of such termination of employment shall be forfeited immediately and automatically, without the payment of any consideration to the Participant, effective as of such termination of employment. For the avoidance of doubt, the acceleration provisions of Section 9 of the Plan shall not apply to the Award. The Participant shall have no further rights with respect to any Restricted Stock Units that are so forfeited. If the Participant is employed by a Subsidiary of the Company, any references in this Agreement to employment with the Company shall instead be deemed to refer to employment with such Subsidiary.

### 3. Issuance of Shares.

(a) Subject to the provisions of this Agreement and notwithstanding anything to the contrary in the Plan, any Shares subject to vested Restricted Stock Units shall be issued on the earliest to occur of the second anniversary of the Grant Date, a Change in Control, the Participant's death or the Participant's Disability. Any Shares that are not subject to vested Restricted Stock Units at the time of settlement shall be forfeited and the Participant will have no further rights with respect thereto. Settlement of Restricted Stock Units shall be in Shares only.

(b) The Company shall not be obligated to issue and deliver the Shares to the Participant in accordance with Section 3(a) hereof, unless the issuance and delivery of the Shares shall comply with all relevant provisions of law and other legal requirements including, without limitation, any applicable federal or state or foreign securities laws and the requirements of any stock exchange upon which the Shares may then be listed.

### 4. Restrictions on Transfer.

The Participant shall not sell, assign, transfer, pledge, hypothecate or otherwise dispose of, by operation of law or otherwise, the Award or the Shares subject to the Award (until such Shares have been issued pursuant to Section 3(a) hereof), or any interest therein, except by will or the laws of descent and distribution.

### 5. Provisions of the Plan; Dividend and Other Shareholder Rights.

This Agreement is subject to the provisions of the Plan, a copy of which is furnished to the Participant with this Agreement. Capitalized terms not otherwise defined in this Agreement shall have the meaning set forth in the Plan. Except as set forth in the Plan, neither the Participant nor any person claiming under or through the Participant shall be, or have any rights or privileges of, a stockholder of the Company in respect of the Shares issuable pursuant to the Restricted Stock Units granted hereunder until the Shares have been issued by the Company and delivered to the Participant.

6. Withholding Taxes; No Section 83(b) Election.

(a) On the date that Shares are to be issued pursuant to Section 3 hereof, the Company shall automatically, and without any action or election by the Participant, withhold a number of Shares having a Fair Market Value on such date equal to the amount sufficient to satisfy the taxes required by law to be withheld, based on the minimum statutory withholding rates for federal, state, local and foreign income tax and payroll tax purposes that are applicable to such taxable income; provided, however, that if the Participant is permitted by the Committee to elect to use a higher withholding rate, the number of Shares withheld shall be based on such higher withholding rate.

(b) The Participant acknowledges that no election under Section 83(b) of the Internal Revenue Code of 1986 may be filed with respect to this Award or the Shares issued hereunder.

7. Miscellaneous.

(a) No Advice Regarding Grant. The Participant is hereby advised to consult with the Participant's own personal tax, legal and financial advisors regarding the Participant's participation in the Plan before taking any action related to the Plan. The Participant acknowledges and agrees that he or she is relying solely on such advisors and not on any statements or representations of the Company or any of its agents. The Participant understands that the Participant (and not the Company) shall be responsible for the Participant's own tax liability that may arise as a result of this investment or the transactions contemplated by this Agreement.

(b) No Rights to Employment. The Participant acknowledges and agrees that the vesting of the Shares pursuant to Section 2 hereof is earned only by continuing to provide active service to the Company as an employee at the will of the Company. The Participant further acknowledges and agrees that the transactions contemplated hereunder and the vesting schedule set forth herein do not constitute an express or implied promise of continued engagement as an employee for the vesting period, for any period, or at all.

(c) Invention Assignment. The Participant agrees that he or she will promptly disclose to the Company any invention or discovery, whether or not patentable (hereafter termed "invention" or "inventions") that he or she makes or conceives, or first actually reduces to practice, solely or jointly with others, during the Participant's employment, and which at the time of disclosure to the Company or at the time of making or conceiving, or first actually reducing to practice (a) results from or is related to any assignments given to or assumed by the Participant, or (b) is subject to any contractual obligation of the Company to a third party, or (c) utilized the time, equipment, supplies, facilities, or trade secret information of the Company, or (d) pertains to any actual or anticipated Company work, product, research, business activity, or any logical extension thereof, and the Participant will assign and does hereby assign to the Company the Participant's entire right, title and interest (domestic and foreign and including all rights under the International Convention for the Protection of Industrial Property) in all such inventions,

subject to the requirements of law, and without further compensation or award of any kind to the Participant from the Company, or any customer.

(d) Severability. The invalidity or unenforceability of any provision of this Agreement shall not affect the validity or enforceability of any other provision of this Agreement, and each other provision of this Agreement shall be severable and enforceable to the extent permitted by law.

(e) Waiver. Any provision for the benefit of the Company contained in this Agreement may be waived, either generally or in any particular instance, by the Board of Directors of the Company.

(f) Binding Effect. This Agreement shall be binding upon and inure to the benefit of the Company and the Participant and their respective heirs, executors, administrators, legal representatives, successors and assigns, subject to the restrictions on transfer set forth in Section 4 of this Agreement.

(g) Notice. All notices required or permitted hereunder shall be in writing and deemed effectively given upon personal delivery or five days after deposit in the United States Post Office, by registered or certified mail, postage prepaid, addressed to the other party hereto at the address shown beneath his or its respective signature to this Agreement, or at such other address or addresses as either party shall designate to the other in accordance with this Section 7.

(h) Pronouns. Whenever the context may require, any pronouns used in this Agreement shall include the corresponding masculine, feminine or neuter forms, and the singular form of nouns and pronouns shall include the plural, and vice versa.

(i) Governing Law. This Agreement and any disputes hereunder shall be governed by and construed in accordance with the internal laws of the State of Delaware without giving effect to any choice or conflict of law provision or rule (whether of Delaware or any other jurisdiction) that would cause the application of laws of any jurisdiction other than those of Delaware.

(j) Participant's Acknowledgments. The Participant acknowledges that he or she: (i) has read this Agreement; (ii) has been represented in the preparation, negotiation, and execution of this Agreement by legal counsel of the Participant's own choice or has voluntarily declined to seek such counsel; (iii) understands the terms and consequences of this Agreement; and (iv) is fully aware of the legal and binding effect of this Agreement.

(k) Section 409A. This Agreement is intended to be exempt from, or compliant with, Section 409A and shall be interpreted and construed consistently therewith. Notwithstanding the foregoing, in no event shall the Company have any liability to the Participant or to any other person in the event that the Agreement is determined to not be exempt from or compliant with Section 409A.

(l) Unfunded Rights. The right of the Participant to receive Shares pursuant to this Agreement is an unfunded and unsecured obligation of the Company. The Participant shall have no rights under this Agreement other than those of an unsecured general creditor of the Company.

IN WITNESS WHEREOF, the parties hereto have executed this Agreement as of the day and year first above written.

**Skyworks Solutions, Inc.**

/s/ Philip Brace

Philip Brace

Chief Executive Officer and President

**Participant (Signature):** /s/ Robert A. Schriesheim

Print Name Robert A. Schriesheim

## CERTIFICATION OF THE CEO PURSUANT TO SECURITIES EXCHANGE ACT RULES 13a-14(a) AND 15d-14(a) AS ADOPTED PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002

I, Philip G. Brace, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Skyworks Solutions, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
  - a. designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - b. designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - c. evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - d. disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
  - a. all significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - b. any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: August 5, 2025

/s/ Philip G. Brace

Philip G. Brace

President and Chief Executive Officer

## CERTIFICATION OF THE CFO PURSUANT TO SECURITIES EXCHANGE ACT RULES 13a-14(a) AND 15d-14(a) AS ADOPTED PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002

I, Robert A. Schriesheim, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Skyworks Solutions, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
  - a. designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - b. designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - c. evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - d. disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
  - a. all significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - b. any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: August 5, 2025

/s/ Robert A. Schriesheim

Robert A. Schriesheim

Interim Chief Financial Officer

CERTIFICATION PURSUANT TO 18 U.S.C. SECTION 1350, AS ADOPTED PURSUANT TO SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the quarterly report of Skyworks Solutions, Inc. (the "Company") on Form 10-Q for the period ended June 27, 2025 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Philip G. Brace, President and Chief Executive Officer of the Company, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

- (1) The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- (2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

/s/ Philip G. Brace

Philip G. Brace  
President and Chief Executive Officer

August 5, 2025

CERTIFICATION PURSUANT TO 18 U.S.C. SECTION 1350, AS ADOPTED PURSUANT TO SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the quarterly report of Skyworks Solutions, Inc. (the "Company") on Form 10-Q for the period ended June 27, 2025 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Robert A. Schriesheim, Interim Chief Financial Officer of the Company, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

- (1) The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- (2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

/s/ Robert A. Schriesheim

Robert A. Schriesheim  
Interim Chief Financial Officer

August 5, 2025