

MAXLINEAR, INC.

AMENDED AND RESTATED AUDIT COMMITTEE CHARTER

Adopted and Approved November 5, 2009
Effective March 23, 2010
As Amended and Restated November 13, 2012
As Amended and Restated February 9, 2016
As Amended and Restated August 23, 2017

PURPOSE

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

1. provide oversight of the Company’s accounting and financial reporting processes, its internal controls over financial reporting, and the audit of the Company’s financial statements (including the engagement of the Company’s independent registered public accounting firm);
2. assist the Board in monitoring (i) the integrity of the Company’s financial statements; (ii) the Company’s internal accounting and financial controls; (iii) the Company’s compliance with legal and regulatory requirements; (iv) the organization and performance of the Company’s internal audit function; (v) enterprise risk management and assessment, including the adequacy and effectiveness of the Company’s information security policies and its internal controls regarding information security; and (vi) the independent auditor’s qualifications, independence, and performance;
3. prepare the report that the rules of the Securities and Exchange Commission (the “**SEC**”) requires be included in the Company’s annual proxy statement;
4. provide the Board with the results of the Audit Committee’s monitoring and recommendations derived therefrom; and
5. provide to the Board such information and materials as it may deem necessary to make the Board aware of significant financial matters that require the attention of the Board.

In addition, the Audit Committee will undertake those specific duties and responsibilities listed below and other duties as the Board may from time to time prescribe.

MEMBERSHIP REQUIREMENTS

The Audit Committee members will be appointed by, and will serve at the discretion of, the Board. Audit Committee members may be replaced by the Board. The Audit Committee will consist of at least three members of the Board. Members of the Audit Committee must meet the following criteria (as well as any additional criteria required by the New York Stock Exchange (“*NYSE*”) or the SEC):

1. each member must be an “independent director” in accordance with (i) the Audit Committee requirements of the NYSE and (ii) the rules of the SEC;
2. no member may have participated in the preparation of the financial statements of the Company or any current subsidiary of the Company at any time during the past three (3) years;
3. each member must be able to read and understand fundamental financial statements, including the Company’s balance sheet, income statement, and cash flow statement and otherwise comply with any financial literacy requirements of the SEC or NYSE; and
4. at least one member must have past employment experience in finance or accounting, requisite professional certification in finance or accounting, or any other comparable experience or background which results in such individual’s financial sophistication, including being or having been a chief executive officer, chief financial officer, or other senior officer with financial oversight responsibilities.
5. No member of the Audit Committee shall simultaneously serve on the audit committee of more than two (2) other public companies unless the Board determines that such simultaneous service would not impair the ability of such member to serve effectively on the Audit Committee and discloses such determination in its proxy statement.
6. The Board may designate one member of the Audit Committee as its chair.

ROLE OF THE AUDIT COMMITTEE

This charter assigns oversight responsibility to the Audit Committee. Management shall be responsible for the preparation, presentation, and integrity of the Company’s financial statements; accounting and financial reporting principles; internal controls; and procedures designed to assure compliance with accounting standards and applicable laws and regulations. The independent registered public accounting firm (sometimes referred to as the “*independent auditors*”) retained by the Audit Committee shall be responsible for performing an independent audit of the consolidated financial statements in accordance with generally accepted auditing standards.

The members of the Audit Committee are not acting as experts in accounting, auditing, or risk management and may rely on the information provided to them and on the representations made by management and the independent auditor. It is recognized that the Audit Committee are not full time employees of the Company and that it is not the duty or responsibility of the Audit Committee or its members to conduct “field work” or other types of audit, accounting, or financial reviews or to set auditor independence standards. The Audit Committee’s oversight does not provide an independent basis to determine that the Company’s financial statements have been prepared in accordance with generally accepted accounting principles or that the audit of the Company’s financial statements by the independent auditor has been carried out in accordance with generally accepted auditing standards. Accordingly, each member of the Audit Committee shall be entitled to rely on (i) the integrity of those persons within and outside the Company from whom the Audit Committee receives information and (ii) the accuracy of the financial and other information provided to the Audit Committee, in each case absent actual knowledge to the contrary.

AUTHORITY AND RESPONSIBILITIES

The authority and responsibilities of the Audit Committee shall include the following:

1. The Audit Committee shall exercise sole responsibility to appoint and oversee the work of the Company’s independent registered public accounting firm, approve their compensation, and review and, if appropriate, discharge such firm. In this regard, the independent registered public accounting firm shall report directly to the Audit Committee, and the Audit Committee shall have the sole authority to approve the hiring and discharging of such independent auditors, all audit engagement fees and terms, and all permissible non-audit engagements with such independent auditors. Further, the Audit Committee shall have sole authority to approve the engagement or employment of any person(s) or entities responsible for or engaged in internal audit functions on behalf of the Company.
2. The Audit Committee shall pre-approve (or, where permitted under the rules of the SEC, subsequently approve) engagements of the independent registered public accounting firm to render audit or non-audit services and/or establish pre-approval policies and procedures for such engagements, provided that (i) such policies and procedures are detailed as to the particular services rendered, (ii) the Audit Committee is informed of each such service, and (iii) such policies and procedures do not include delegation to management of the Audit Committee’s responsibilities under the Securities Exchange Act of 1934, as amended.

3. The Audit Committee shall review the independence of the independent registered public accounting firm, including (i) obtaining on a periodic basis a formal written statement from the independent auditors delineating all relationships between the independent auditors and the Company, consistent with Independence Standards Board Standard No. 1, (ii) maintaining an active dialogue with the independent auditors covering any disclosed relationship or services that may impair their objectivity and independence, (iii) presenting this statement to the Board, and (iv) to the extent there are any such relationships, monitoring and investigating them and, if necessary, taking, or recommending to the Board that the Board take, appropriate action to oversee the independence of the outside auditors. The Audit Committee shall set clear hiring policies for employees or former employees of the independent auditors.
4. The Audit Committee shall evaluate, at least annually, the independent auditors' qualifications, performance, and independence, which evaluation shall include a review and evaluation of the lead partner of the independent auditors and consideration of whether there should be rotation of the lead audit partner or the auditing firm, and take appropriate action to oversee the independence of the independent auditors. The Audit Committee shall, at least annually, obtain and review a report by the independent auditor describing the firm's internal quality-control procedures; any material issues raised by the most recent internal quality-control review, or peer review, of the firm; the published results of any audit of such firm by the Public Company Accounting Oversight Board; the published results of any inquiry or investigation of such firm by governmental or professional authorities within the preceding five years respecting one or more independent audits carried out by the firm and any steps taken to deal with any such issues; and (to assess the auditor's independence) all relationships between the independent auditor and the Company.
5. The Audit Committee shall review, in consultation with the independent auditors, the annual audit plan and scope of audit activities and monitor such plan's progress.
6. The Audit Committee shall discuss and, as appropriate, review with management and the independent auditors the Company's annual and quarterly financial statements and annual and quarterly reports on Forms 10-K and 10-Q, including the Company's disclosures under "Management's Discussion and Analysis of Financial Condition and Results of Operations;" discuss with the independent auditors any other matters required to be discussed by Statement on Auditing Standards 61; and recommend to the Board whether the audited financial statements and Management's Discussion and Analysis should be included in the Company's Form 10-K.
7. The Audit Committee shall discuss with management and the independent auditors significant financial reporting issues raised and judgments made in

connection with the preparation of the Company's financial statements, including the review of (i) major issues regarding accounting principles and financial statement presentation, including any significant changes in the Company's selection or application of accounting principles, and major issues as to the adequacy of the Company's internal controls and any special audit steps adopted in light of material control deficiencies; (ii) analyses prepared by management and/or the independent auditors setting forth significant financial reporting issues raised and judgments made in connection with the preparation of the financial statements, including analyses of the effects of alternative GAAP methods on the financial statements; (iii) the effect of regulatory and accounting initiatives, as well as off-balance sheet structures, on the Company's financial statements; and (iv) the type and presentation of information to be included in earnings press releases, as well as any financial information and earnings guidance to be provided to analysts and rating agencies.

8. The Audit Committee shall receive, review, and discuss quarterly reports from the independent auditors on (i) the major critical accounting policies and practices to be used; (ii) significant alternative treatments of financial information within GAAP that have been discussed with management; (iii) ramifications of the use of such alternative disclosures and treatments; (iv) any treatments preferred by the independent auditors; and (v) other material written communications between the independent auditors and management, such as any management letter or schedule of unadjusted differences.
9. The Audit Committee shall review on a regular basis with the Company's independent auditors any problems or difficulties encountered by the independent auditors in the course of any audit work, including management's response with respect thereto, any restrictions on the scope of the independent auditors' activities or on access to requested information, and any significant disagreements with management. The Audit Committee shall resolve any disagreements between management and the independent auditors regarding financial controls or financial reporting.
10. The Audit Committee shall discuss with management and the independent auditors any correspondence with regulators or governmental agencies and any published reports that raise material issues regarding the Company's financial statements or accounting policies.
11. The Audit Committee shall discuss, in a general manner, earnings press releases and financial information and earnings guidance to be provided to analysts and rating agencies, including any proposed use of "pro forma" or "adjusted" non-GAAP information.
12. The Audit Committee shall approve the Company's investment policy, review and discuss quarterly reports concerning the Company's investments and

financial condition, and discuss periodic management reports relating to financial risk and financial risk management, including an annual report from management concerning levels of insurance coverage and risks covered. The Audit Committee shall review with management the risk factors set forth in the Company's periodic SEC filings but shall be entitled to rely on management's assessment of the operational risks described therein. In addition, the Audit Committee shall review periodic reports by management relating to the Company's information technology infrastructure, its key information technology systems, and information technology risks facing the Company (including, without limitation, cyber-security risks and compliance with data privacy regulations).

13. The Audit Committee shall discuss with the Company's counsel legal matters that may have a material impact on the financial statements or the Company's compliance procedures.
14. The Audit Committee shall review the adequacy and effectiveness of the Company's internal control policies and procedures on a regular basis, including the responsibilities, budget, and staffing of the Company's internal audit function, as well as any special audit steps adopted in light of material control deficiencies, through inquiry and discussions with the Company's independent auditors and management as well as those persons performing the Company's internal audit function. In addition, the Audit Committee shall review the reports prepared by management, and attested to by the Company's independent auditors, assessing the adequacy and effectiveness of the Company's internal controls and procedures, prior to the inclusion of such reports in the Company's periodic filings as required under SEC rules. The Audit Committee shall review disclosures regarding the Company's internal controls that are required to be included in SEC reports.
15. The Audit Committee shall establish procedures for receiving, retaining, and treating complaints received by the Company regarding accounting, internal accounting controls or auditing matters, and procedures for the confidential, anonymous submission by employees of concerns regarding questionable accounting or auditing matters.
16. The Audit Committee shall act as the Company's Qualified Legal Compliance Committee ("*QLCC*") for the purposes of internal and external attorney reporting under SEC rules. The Audit Committee shall establish procedures for the confidential receipt, retention, and consideration of any attorney report to the QLCC.
17. The Audit Committee shall periodically review and receive reports from the Company's Disclosure Committee.

18. The Audit Committee shall periodically review the Company's policies with respect to anti-corruption (including, without limitation, the Foreign Corrupt Practices Act) and compliance therewith.
19. The Audit Committee shall monitor compliance with the portions of the Company's code of ethics applicable to its senior financial officers.
20. The Audit Committee shall review and approve in advance any proposed related party transaction.
21. The Audit Committee shall oversee compliance with the requirements of the SEC for disclosure of auditor's services and Audit Committee member qualifications and activities.
22. The Audit Committee shall make regular reports to the Board, which reports shall include any issues that arise with respect to the quality or integrity of the Company's financial statements, the Company's compliance with legal or regulatory requirements, the performance and independence of the Company's independent auditors, or the performance of the internal audit function.
23. The Audit Committee shall review and reassess the adequacy and scope of this Charter annually and recommend any proposed changes to the Board for approval.
24. At least annually, the Audit Committee shall evaluate its performance.
25. The Audit Committee shall have the authority to engage independent counsel and other advisers as it determines necessary to carry out its duties. The Company shall provide for appropriate funding, as determined by the Audit Committee, for payment of (i) compensation to the independent auditors engaged for the purpose of preparing or issuing an audit report or performing other audit review or attest services for the Company; (ii) compensation to any advisers employed by the Audit Committee; and (iii) ordinary administrative expenses of the Audit Committee that are necessary or appropriate for carrying out its duties.
26. Periodically, the Audit Committee shall meet separately with the Company's management, with persons responsible for the internal audit function, and with the independent auditors, which may include meetings with management that take place as part of regularly scheduled quarterly Audit Committee meetings.
27. The Audit Committee may form subcommittees for any purpose that the Audit Committee deems appropriate and may delegate to such subcommittees such power and authority as the Audit Committee deems appropriate. The Audit Committee shall not delegate to a subcommittee any power or authority

required by law, regulation, or listing standard to be exercised by the Audit Committee as a whole.

28. The Audit Committee shall perform such other functions as assigned by law, the Company's certificate of incorporation or bylaws, or the Board.

MEETINGS

The Audit Committee will meet at least once in each fiscal quarter of the Company and shall have at all times the option to meet more frequently. The Audit Committee may establish its own schedule, which it will provide to the Board in advance.

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

COMPENSATION

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

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