

CONEXANT SYSTEMS INC.

GUIDELINES ON CORPORATE GOVERNANCE

As of 8/13/08

The Board of Directors (“Board”) of Conexant Systems Inc. (the “Company”) has established the following guidelines for the conduct and operation of meetings and deliberations of the Board. These guidelines will be reviewed annually by the Governance and Board Composition Committee who shall make recommendations to the full Board. These Guidelines are subject to future refinement or changes as the Board may deem necessary or advisable.

This Board has developed corporate governance practices to help fulfill its responsibilities to the shareholders in overseeing the work of management and the Company’s business results. These guidelines ensure that the Board has the necessary authority and practices in place to review and evaluate the Company’s business operations, as needed, and to make decisions that are independent of the Company’s management. These Guidelines are also intended to align the interests of directors and management with those of the Company’s shareholders. Each director owes a duty of loyalty to the Company and is expected to act in the best interests of the Company and its shareholders.

1. Attendance

Directors must be willing to devote sufficient time to carrying out their duties and responsibilities effectively. The Board of Directors has four (4) regularly scheduled meetings a year. The Board historically has held more than four (4) special meetings a year. Directors are expected to attend all scheduled Board and Committee meetings and a majority of any special meetings.

2. Selection of Chairman of the Board (“Chairman”) and the Chief Executive Officer (“CEO”)

The Board Selects the Company’s Chairman and the CEO in the manner it determines to be in the best interests of the Company. The Chairman need not be an executive officer of the Company.

3. Meetings of the Independent Directors of the Board and Presiding Director

The Independent Directors will meet privately at least twice a year without the presence of any corporate officer, or director who might be deemed not to be “Independent” under NASDAQ or securities law definitions of “independence.”

At the meetings of the Independent Directors and in other circumstances where the Independent Directors meet without the Chairman, a director shall be designated by the other Independent Directors to act as the Presiding Director. The Presiding Director may be selected in advance of or at any meeting and for a duration to be determined by the Independent Directors.

Following any meeting of the Independent Directors, the Presiding Director may discuss with the Chairman, to the extent appropriate, matters emanating from such meeting.

In addition, the Independent Directors may meet in executive session in conjunction with regular meetings of the Board.

The Independent Directors may invite any consultants, advisors, executives or others to attend all or part of their meetings.

The Independent Directors shall not receive any compensation in addition to their normal stipend for attending any meeting of the Independent Directors.

4. Number of Committees

The Board has the following standing committees: (i) Audit, (ii) Compensation and Management Development, and (iii) Governance and Board Composition. The Board has the flexibility to form a new committee or disband a current committee. It is the policy of the Board that only Independent Directors serve on standing Committees.

5. Assignment and Rotation of Committee Members

The Board, after consultation with the Chairman, annually designates the members of the committees taking into account their particular experience and knowledge of the Company and the preferences of individual Board members.

While rotating committee members should be considered periodically, the Board does not believe rotation should be mandated as a policy since there are significant benefits attributable to continuity, experience gained in service on particular committees, and utilizing most effectively the individual talents of Board members.

6. Frequency and Length of Committee Meetings

The Chairman of each committee, in consultation with its members and the appropriate officers, determines the frequency and length of the meetings of the committee. The schedule for meetings of each committee will be distributed to the directors by September for the ensuing calendar year.

7. Committee Agenda and Reports

The Chairman of each committee, taking into account recommendations of committee members and in consultation with the appropriate officers, will establish the agenda for each committee meeting.

Minutes of each committee meeting will be provided to each Board member to assure that the Board remains fully apprised of topics discussed and actions taken. The Chairman of each committee will also regularly report at Board meetings where significant committee matters warrant further information or discussion.

8. Selection of Agenda Items for Board Meetings

The Chairman will establish the agenda for each Board meeting, and the Secretary will distribute a preliminary agenda sufficiently in advance of each meeting to assure Board members are apprised of the principal matters to be considered.

By September of each year there will be distributed to the directors the proposed schedule of Board and Committee meetings for the ensuing calendar year.

Each Board member may recommend agenda items and is encouraged to raise at any Board meeting subjects that are not on the agenda for that meeting.

At least one Board meeting each year will review long-term strategic plans and discuss principal issues that are expected to affect the Company in the future.

9. Distribution of Board Materials

It is the sense of the Board that information and data important to the Board's understanding of the business be distributed regularly to the Board. This material is to include, but not be limited to, monthly financial information comparing results with plan and prior year, and a monthly management letter discussing material factors affecting the business and its strategic plans and outlook. The Management will make every attempt to see that this material is as brief as possible consistent with providing the desired information.

10. Presentations

For particular matters that are likely to benefit from advance consideration by Board members, and to conserve meeting time and focus deliberations, presentations should be sent to Board members in advance unless the subject matter is too sensitive.

When there is no prior distribution of a presentation on a sensitive subject, it is the sense of the Board that (i) each member be advised in advance of the meeting of the subject and the principal issues to be considered and (ii) the Board be provided ample time to deliberate on any action to be taken.

11. Attendance of Non-Directors at Board Meetings

The Board considers it desirable that senior Management selected by the Chairman or CEO regularly attend Board meetings. The Chairman or CEO may, as particular circumstances warrant, invite other executives, counsel or other consultants or advisors to attend Board meetings or appropriate portions thereof.

12. Board Access to Senior Management

Board members have complete access to the Management and the Company's counsel and auditors.

Furthermore, the Board encourages bringing into Board meetings from time to time managers who: (a) can provide additional insight into the items being discussed or (b) senior Management believes have future potential as prospective leaders.

The Board may retain and have access to outside counsel or other advisors of its choice with respect to any issue relating to its activities.

13. Board Compensation Review

It is appropriate for the Management to report periodically to the Compensation and Management Development Committee the status of Board compensation in relation to other similar U.S. companies. Changes in Board compensation, if any, should come at the suggestion of the Compensation and Management Development Committee, but with full discussion and concurrence by the Board.

The Board believes that a meaningful portion of director compensation should be in common stock or stock options of the Company to further the direct correlation of directors' and shareholders' economic interests.

14. Size of the Board

The Governance and Board Composition Committee shall assess periodically whether the size of the Board meets the needs of the Company and shall make recommendations for change as it deems appropriate.

15. Mix of Inside and Outside Directors

The Board believes that as a matter of policy there should be a substantial majority of Independent Directors, as well as the CEO, on the Company's Board. While the Board is willing to consider members of Management, in addition to the CEO, as directors, Board membership is not necessary or a prerequisite to any higher Management position in the Company.

On matters of corporate governance, decisions will be made by the Independent Directors in consultation with the Governance and Board Composition Committee and with the Chairman.

16. What Constitutes Director Independence

The Board will follow the same definitions of director independence as they exist in the securities laws of the United States and the rules and regulations of the stock exchange(s) on which the Company's shares may be listed.

17. Former CEO's Board Membership

The Board believes this is a matter to be decided in each individual instance. It is assumed that when the CEO no longer holds that position, resignation from the Board should be offered at the same time. Whether the individual continues to serve on the Board is a matter for discussion at that time with the new CEO and the Board.

18. Board Membership Criteria

The Governance and Board Composition Committee shall work with the Board on an annual basis to determine the appropriate characteristics, skills and experience for the Board as a whole and its individual members. In evaluating the suitability of individual Board members, the Governance and Board Composition Committee and the Board take into account many factors, including general understanding of the industry, sales and marketing, finance and other elements relevant to the success of a publicly-traded company in today's business environment, understanding the company's business on a technical level, and educational and professional background. The goal of the Governance and Board Composition Committee is to have a Board that can best perpetuate the success of the business and represent shareholder interests through the exercise of sound judgment. Board members are expected to rigorously prepare for, attend and participate in all Board and applicable committee meetings. Each Board member is expected to ensure that other commitments do not materially interfere with the member's duties to the Company and services as a Director.

19. Selection of New Director Candidates

The Board is responsible, in fact as well as procedure, for selecting its own members. The Board delegates the screening process involved to the Governance and Board Composition Committee with the active participation of both the Chairman and CEO.

20. Extending the Invitation to a New Potential Director to Join the Board

The invitation to join the Board should be extended by one or more directors designated by the Board, including the Chair of the Governance and Board Composition Committee.

21. Assessing the Board's Performance

The Governance and Board Composition Committee, using such resources or methods as it determines, is responsible to report annually to the Board an assessment of the Board's performance. Its report will be discussed with the Board at the same time as it makes recommendations of nominees for inclusion in the proxy statement for the next annual meeting.

This assessment should be of the Board's contribution as a whole. Its purpose is to increase the effectiveness of the Board, not to target individual Board members.

22. Directors who Change their Present Job Responsibility

Directors whose personal circumstances or job responsibilities change meaningfully from those they held when they were elected to the Board should promptly inform the Chairman and offer not to stand for reelection as a Director.

It is not the sense of the Board that such Directors should necessarily leave the Board. There should, however, be an opportunity for the Board via the Governance and Board Composition Committee to review the continued appropriateness of Board membership under these circumstances.

23. Term Limits

The Board does not believe it should establish term limits. While term limits could help ensure that there are fresh ideas and viewpoints available to the Board, they hold the disadvantage of losing the contribution of directors who have been able to develop, over a period of time, increasing insight into the Company and its operations and, therefore, provide an increasing contribution to the Board as a whole.

The Board believes the annual assessment of the Board's performance provides each director a convenient opportunity to confirm his/her desire to continue as a member of the Board.

24. Retirement Policy

The Board does not have a mandatory retirement age for independent directors.

25. Other Directorships

Directors, who are offered directorships at other companies, shall inform the Chairman in advance of accepting such positions so that the Chairman in consultation with the Governance and Board Composition Committee may assess whether this would cause any conflicts of interests.

26. Formal Evaluation of the Chief Executive Officer

The annual evaluation of the CEO shall be based on objective criteria including performance of the business, accomplishment of long-term strategic objectives, development of Management, adherence to good corporate governance etc.

The Compensation and Management Development Committee shall make this evaluation. One element of the evaluation shall be input from the Governance and Board Composition Committee regarding the CEO's performance with regard to corporate governance issues. This input, along with other relevant input, shall be used by the Compensation and Management Development Committee in the course of its deliberations when considering the compensation of the CEO, and shall be communicated to the chief executive officer by the Chair of the Compensation and Management Development Committee.

27. Succession Planning and Management Development

There shall be an annual report by the CEO to the Board on succession planning and management development.

There shall also be available, on a continuing basis, the CEO's recommendation as to a successor in the event of unexpected disability.

27. Board Interaction with Institutional Investors, the Press, Customers, Etc.

The Board believes that the Management speaks for the Company. While individual Board members may, from time to time, meet or otherwise communicate with various constituencies that are involved with the Company, it is expected that Board members would do this with the knowledge of the Management and, absent unusual circumstances, only at the request of Management.

29. Director Attendance at the Annual Meeting of Shareholders.

Directors are expected to attend the Annual Meeting of Shareholders of the Company when such meeting is held in conjunction with a regular Board meeting.

30. Shareholder Communications with Directors.

In the event that a shareholder wishes to communicate with one or more directors, the shareholder should write to such director(s) care of the Secretary of the Company, who shall promptly forward any such communication to the director(s) indicated. The Company shall post this communication procedure on its website and publish it elsewhere, as the Secretary deems appropriate.