

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

SCHEDULE 14A INFORMATION

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

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

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

Silicon Laboratories Inc.

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required.
 - Fee paid previously with preliminary materials.
 - Fee computed on table in exhibit required by Item 25(b) per Exchange Act Rules 14a-6(i)(1) and 0-11
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2023

Notice of Annual Meeting and Proxy Statement

ANNUAL MEETING OF STOCKHOLDERS

APRIL 18, 2024

LETTER TO THE STOCKHOLDERS



Austin, Texas
March 6, 2024

To the Stockholders of Silicon Laboratories Inc.:

You are cordially invited to attend the Annual Meeting of Stockholders of Silicon Laboratories Inc., ("Silicon Labs") a Delaware corporation, to be held on April 18, 2024, at 9:00 a.m. Central Time in a virtual meeting format only, via the Internet, with no physical in-person meeting for the purposes described in the Proxy Statement. To participate in the Annual Meeting virtually via the Internet, please visit www.proxydocs.com/SLAB. In order to attend, you must register in advance at www.proxydocs.com/SLAB prior to the deadline of April 18, 2024 at 9:00 a.m. (Central Time). Upon completing your registration, you will receive further instructions via email, including your unique links that will allow you access to the meeting and to submit questions during the meeting. You will not be able to attend the Annual Meeting in person. During the Annual Meeting, you may submit questions via the question box provided on the virtual meeting website and we will respond to as many inquiries as time permits. If we receive substantially similar questions, we will group such questions together and provide a single response to avoid repetition. Our Investor Relations team will follow up with individual stockholders to answer appropriate questions received during the Annual Meeting that were not answered due to time constraints. We will have technicians ready to assist you with any technical difficulties you may have accessing the virtual meeting website. If you encounter any difficulties accessing the virtual Annual Meeting during the check-in or meeting time, please call the technical support number that will be posted on the Annual Meeting website log-in page.

The 2024 Annual Meeting will focus on the items of business listed in the Notice of Annual Meeting of Stockholders and Proxy Statement that follows. We are sending this Proxy Statement to our stockholders on or about March 6, 2024. During the Annual Meeting we will also present a report on Silicon Labs' performance and operations during 2023.

Whether or not you plan to attend the meeting, your vote is important. Instructions regarding the various methods of voting are contained in the Proxy, including voting by toll-free telephone number or the Internet. If you request and receive a paper copy of the Proxy by mail, you may still vote your shares by fully completing and returning the Proxy. You may revoke your Proxy at any time prior to the Annual Meeting. If you attend the Annual Meeting and vote by ballot, your Proxy will be revoked automatically and only your vote at the Annual Meeting will be counted.

Sincerely,

A handwritten signature in black ink, appearing to read 'R. Matthew Johnson'.

R. Matthew Johnson
President, Chief Executive Officer and Director

Silicon Laboratories Inc.

Notice of Annual Meeting of Stockholders

| | |
|--------------------------|--|
| Time | 9:00 a.m., Central Time on Thursday, April 18, 2024 |
| Place | Virtually at www.proxydocs.com/SLAB . In order to attend, you must register in advance at www.proxydocs.com/SLAB prior to the deadline of April 18, 2024 at 9:00 a.m. (Central Time). |
| Items of Business | <ol style="list-style-type: none">1. To elect three Class II directors to serve on the Board of Directors until our 2027 annual meeting of stockholders, or until a successor is duly elected and qualified;2. To ratify the appointment of Ernst & Young LLP as our independent registered public accounting firm for the fiscal year ending December 28, 2024;3. To vote on an advisory (non-binding) resolution to approve executive compensation; and4. To transact such other business as may properly come before the meeting or any adjournment or adjournments thereof. |
| Voting | We have furnished proxy materials over the Internet where you may read, print and download our Annual Report and Proxy Statement at www.proxydocs.com/SLAB . On or about March 6, 2024, we mailed to our stockholders a notice containing instructions on how to vote and how to access our 2024 Proxy Statement and 2023 Annual Report. The notice also provides instructions on how you can request a paper copy of these documents if you desire. If you received your annual materials via email, the email contains voting instructions and links to the Annual Report and Proxy Statement on the Internet. |
| Who Can Vote | Only stockholders of record at the close of business on February 23, 2024 are entitled to notice of and to vote at the Annual Meeting. A list of stockholders entitled to vote at the Annual Meeting will be available for inspection at our executive offices. |

YOUR VOTE IS VERY IMPORTANT, REGARDLESS OF THE NUMBER OF SHARES YOU OWN. PLEASE READ THE ATTACHED PROXY STATEMENT CAREFULLY AND VOTE YOUR SHARES BY TELEPHONE, BY INTERNET, OR BY COMPLETING, SIGNING, DATING, AND RETURNING A PROXY CARD AS PROMPTLY AS POSSIBLE.

PROXY STATEMENT SUMMARY

This Proxy Statement Summary highlights information contained elsewhere in this proxy statement, which is first being sent or made available to stockholders on or about March 6, 2024. This summary does not contain all of the information you should consider, so please read the entire proxy statement carefully before voting.

2024 Annual Meeting of Stockholders

Date and Time

Thursday, April 18, 2024
9:00 a.m., Central Time

Location

Virtually at www.proxydocs.com/SLAB

Record Date

February 23, 2024

Matters To Be Voted Upon

The following table summarizes the proposals to be voted upon at the 2024 Annual Meeting of Stockholders to be held on April 18, 2024 (the “Annual Meeting”) and the Board’s voting recommendations with respect to each proposal.

| Proposals | Board Recommendation | Page Reference |
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| 2. Ratification of Appointment of Independent Registered Public Accounting Firm | FOR | 15 |
| 3. Advisory Vote on Executive Compensation | FOR | 17 |

Director Nominees

| | Age | Director Since | Independent | Committee Membership |
|---------------------|-----|----------------|-------------|--|
| Matt Johnson | 48 | 2022 | | |
| Sumit Sadana | 55 | 2015 | ✓ | • Nominating & Corporate Governance (Chair) |
| Gregg Lowe | 61 | 2017 | ✓ | • Compensation (Chair) • Nominating & Corporate Governance (Member) |

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Corporate Responsibility & ESG

Silicon Labs is a leading provider of silicon, software, and solutions for a smarter, more connected world. Our integrated hardware and software platform empowers developers to create wirelessly connected devices that are transforming industries, growing economies, and improving lives. Guided by our shared values, we strive to “do the right thing” for our employees, customers, shareholders, and communities. We integrate environmental, social, and governance (ESG) principles throughout our business, driven by our stakeholders, who help us identify and prioritize ESG-related issues. We routinely engage with our shareholders to better understand their ESG views, carefully considering the feedback we receive and acting when appropriate. While we devote resources to a wide range of ESG-related issues, our goals are focused in five strategic areas based on a materiality assessment by stakeholders: employee wellbeing, product and services innovation, eco-efficient operations, climate change mitigation, and responsible supply chain.

We report additional details on our ESG commitments and progress in our annual Corporate Sustainability Report, available at: <https://www.silabs.com/corporate-responsibility>.

Ensuring Ethical & Responsible Governance

Our Board of Directors oversees ESG Governance and has delegated specific responsibility for this oversight to the Nominating and Governance Committee. Our CEO, CFO and ESG Steering Committee provide management level oversight of ESG matters across the Company.

The CFO is the executive sponsor of the ESG Steering Committee, which includes members of executive and senior management who provide environmental, social and governance leadership within the Committee. The Committee is cross functional and composed of members from departments including environmental and facilities, human resources, legal, global marketing, investor relations and quality. The Committee sets overall ESG strategy, goals and objectives and is responsible for managing and reporting on ESG-related activities. The CFO and members of the ESG Steering Committee report quarterly to the CEO and the Nominating and Governance Committee of the Board of Directors.

Enabling a More Sustainable World

Silicon Labs creates hardware and software solutions for IoT developers who design products to improve our world and our lives with a diverse selection of System-on-Chips (SoCs), expertise on all IoT standards and protocols, and exceptionally high standards of quality and security. We enable sustainable IoT solutions across home, medical, industrial, and commercial segments, with applications including air pollution and waste management monitoring, water integrity, residential irrigation monitoring, street lighting networks, advanced metering infrastructure, and residential and commercial building energy management.

We are committed to clean tech product design with a focus on reducing die size and improving production yields, optimizing sustainable manufacturing processes, and providing the highest level of product security.

- Our Series 2 products have been designed to meet the growing needs for low-power IoT devices, allowing devices to stay in the field for up to ten years on a single coin-cell battery. Our next-generation Series 3 platform aims to deliver even greater power efficiency.
- With our Series 2 portfolio of products, we have been able to reduce the die size by more than 50%, while also reducing energy consumption.
- We provide small, energy-efficient integrated circuits that can extend battery life by up to 25%, enabling fewer disposable batteries and reducing landfill waste.

CORPORATE RESPONSIBILITY AND ESG

- We are investing in research and development related to energy harvesting, which is aimed at further reducing the number of disposable batteries.
- Mindful of the circular economy, we use recycled/recyclable materials in the manufacturing and transportation of our products, and we require the same approach from our suppliers.
- Silicon Labs is the world's first IoT semiconductor company to achieve PSA Certified Level 3, the highest level of IoT hardware and software security protection.

Creating a Culture of Innovation

Silicon Labs is a multi-national and multi-ethnic workforce, with sites and employees in more than a dozen countries. We believe a diversity of experiences and viewpoints lead to better solutions and are the cornerstone of innovation. We support a curious, high-performing culture with the resources they need to grow their technical knowledge, build management skills, and achieve their development goals. For the past 16 years, we've hosted a 3-day global technical symposium that is focused on bringing employees together from across the globe to share their best work and latest innovations. Employees collaborate and share expertise through an internal training program of virtual sessions and in-person workshops, and we host university professors and external speakers that help strengthen technical and professional skills to broaden knowledge, trigger creativity, and inspire innovation.

We are committed to fostering a representative and inclusive workplace that attracts and retains exceptional talent. These principles are also reflected in our employee training, with targeted curriculum on eliminating harassment, discrimination, and bias in the workplace. We're committed to driving long-term change and accountability by incorporating diversity, equity, and inclusion (DEI) objectives into our executive bonus plan and conducting an annual employee inclusion assessment to inform our action plans.

- Silicon Labs has been a certified Great Place to Work since 2019 and annually executes an employee engagement survey to assess progress.
- We offer medical, dental, and vision insurance plans to fit the needs of employees and their families and provide broad benefit packages, including profit sharing, retirement, disability insurance, life insurance plans, and mental health and wellness plans.
- We inspire creativity and innovation through a robust internal training program, including on-demand skills training, external speakers, technical certifications, mentoring and coaching, and leadership training.
- Silicon Labs strives to foster an inclusive environment for all employees, supporting employee resource groups, mentorship circles, and diversity leadership initiatives in the semiconductor industry.
- We actively promote representation in our organization and equity in our recruitment, development, and promotion practices.
- Silicon Labs' Corporate Governance Policy requires that women and minority candidates are included in the pool from which we select new director candidates.
- We partner with universities and nonprofits, providing donations and volunteer support to increase underrepresented groups in engineering and STEM roles.
- We have more than 500 unique learnings in our Silicon Labs University and offer additional libraries of content to ensure we have a robust learning offering for all our employees and continue to expand our core programs to ensure we reach as many employees as possible, personalizing the experience to fit their needs.
- All Silicon Labs employees receive 24 hours of paid time off annually to volunteer and we help direct our global philanthropy programs through local grants and corporate matching gifts for board service and employee giving in the US.

Advancing Responsible & Sustainable Operations

Sustainability is an integral part of everything we do. Responsible and sustainable practices are threaded throughout our everyday business operations, product design, and technology investments, in both our own internal operations and our relationships with suppliers and customers. We minimize resource use, work with our suppliers to reduce the environmental impact of our production processes, require safe working conditions in our supply chain, and protect the security of our technology infrastructure and data.

We strive to deliver products that meet environmental regulations and requirements and have high standards for our global supply chain partners, prioritizing qualified suppliers who are socially and environmentally progressive. As a fabless semiconductor company, we are committed to working closely with our suppliers to understand climate-related impacts throughout our supply chain as we strive to reduce our carbon footprint.

- We demand excellence in our quality and environmental management systems, each respectively certified to ISO 9001:2015 and ISO 14001:2015 standards.
- Silicon Labs is an EPA Green Power Partner and is committed to increasing our use of renewable energy where available.
- We employ proactive practices to reduce office water usage, including integrated low-flow equipment and reduced landscaping water usage in common areas.
- We actively track waste generation and implement measures to improve our diversion rate with higher availability of recycling and electronic disposal options.
- Silicon Labs joined the Responsible Business Alliance® (“RBA®”), the world’s largest industry coalition dedicated to Corporate Social Responsibility (CSR) in global supply chains. In 2023 our major supplier list covered direct suppliers with a cumulative spend of more than 90% in outsourced manufacturing services such as foundry and outsourced assembly and test services (OSATs). 100% of our major suppliers’ self-assessment questionnaires (SAQ) indicated a low risk for non-conformance to the RBA code.
- In 2023, 100% of our major suppliers involved in the manufacture of Silicon Labs products were required to abide by the RBA code of conduct.
- We recognize the importance of the secure protection of our customer, partner, supplier, and employee data and are committed to continuously strengthening our technology infrastructure and policies, following industry practices and aligning with standards such as the ISO/IEC 27001 and NIST CSF.

Matters to be Considered at Annual Meeting Silicon Laboratories Inc. Proxy Statement

Annual Meeting of Stockholders to be held on April 18, 2024

General

The enclosed Proxy is solicited on behalf of the Board of Directors of Silicon Laboratories Inc., a Delaware corporation, for use at the Annual Meeting of Stockholders to be held on April 18, 2024 at 9:00 a.m. Central Time and which will be conducted virtually via a live webcast at www.proxydocs.com/SLAB, or at any adjournment thereof. On or about March 6, 2024 we mailed to our stockholders a notice containing instructions on how to vote and how to access our 2024 Proxy Statement and 2023 Annual Report.

Voting

The specific proposals to be considered and acted upon at the Annual Meeting are summarized in the accompanying notice and are described in more detail in this Proxy Statement. On February 23, 2024, the record date for determination of stockholders entitled to notice of and to vote at the Annual Meeting, 31,921,227 shares of our common stock were outstanding and no shares of our preferred stock were outstanding. Each stockholder is entitled to one vote for each share of common stock held by such stockholder on February 23, 2024. The presence, or representation by proxy, of the holders of a majority of our shares entitled to vote is necessary to constitute a quorum at the Annual Meeting or at any adjournment thereof. Stockholders may not cumulate votes in the election of directors. The affirmative vote of a majority of the votes cast (including votes cast by proxy) at the Annual Meeting with respect to each director's election is necessary for the election of such director. The affirmative vote of a majority of our shares present or represented by proxy at the Annual Meeting and entitled to vote will be required to approve Proposals Two and Three. All votes will be tabulated by the inspector of elections appointed for the meeting, who will separately tabulate affirmative and negative votes, abstentions and broker non-votes (*i.e.*, a Proxy submitted by a broker or nominee specifically indicating the lack of discretionary authority to vote on the matter). Abstentions and broker non-votes will be counted as present for purposes of determining a quorum for the transaction of business. Abstentions will have no effect on the election of directors but will be counted as shares "entitled to vote" and therefore will have the same effect as a vote against Proposals Two and Three. Broker non-votes will not be counted for purposes of determining whether each proposal has been approved.

Proxies

If the enclosed form of Proxy is properly signed and returned or you properly follow the instructions for telephone or Internet voting, the shares represented thereby will be voted at the Annual Meeting in accordance with the instructions specified thereon. If the Proxy does not otherwise specify how the shares represented thereby are to be voted, the Proxy will be voted (i) FOR the election of the directors proposed by the Board of Directors, (ii) FOR the approval of the selection of Ernst & Young LLP as our independent registered public accounting firm and (iii) FOR the approval of an advisory resolution to approve executive compensation. You may revoke or change your Proxy at any time before the Annual Meeting by filing either a notice of revocation or another signed Proxy with a later date with our Corporate Secretary at our principal executive offices at 400 West Cesar Chavez, Austin, Texas 78701. You may also revoke your Proxy by attending the Annual Meeting and voting during the meeting.

Solicitation

We will bear the entire cost of solicitation, including the preparation, assembly, printing and mailing of this Proxy Statement, the Proxy and any additional solicitation materials furnished to the stockholders. Copies of solicitation materials will be furnished to brokerage houses, fiduciaries and custodians holding in their names shares that are

PROXY STATEMENT

beneficially owned by others so that they may forward this solicitation material to such beneficial owners. In addition, we may reimburse such persons for their costs in forwarding the solicitation materials to such beneficial owners. The original solicitation of Proxies by mail and the Internet may be supplemented by a solicitation by telephone or other means by directors, officers, or employees. No additional compensation will be paid to these individuals for any such services. Except as described above, we do not presently intend to solicit Proxies other than by mail and the Internet.

Deadline for Receipt of Future Stockholder Proposals

Pursuant to Rule 14a-8 under the Securities Exchange Act of 1934, stockholder proposals to be presented at our 2025 annual meeting of stockholders and in our proxy statement and form of proxy relating to that meeting must be received by us at our principal executive offices at 400 West Cesar Chavez, Austin, Texas 78701, addressed to our Corporate Secretary, not later than November 6, 2024. These proposals must comply with applicable Delaware law, the rules and regulations promulgated by the Securities and Exchange Commission ("SEC") and the procedures set forth in our bylaws. Pursuant to our bylaws, stockholder proposals received after November 6, 2024, will be considered untimely. In addition to satisfying advance notice requirements under our bylaws, to comply with the universal proxy rules under the Exchange Act, stockholders who intend to solicit proxies in support of director nominees other than those nominees nominated by the Company must provide notice that sets forth the information required by Rule 14a-19 under the Exchange Act no later than February 17, 2025, which is 60 days prior to the anniversary date of the 2024 annual meeting of stockholders. Unless we receive notice in the manner specified above, the proxy holders shall have discretionary authority to vote for or against any such proposal presented at our 2025 annual meeting of stockholders.

Proposal One: Election of Directors

General

The Board of Directors is divided into three classes, designated Class I, Class II and Class III, with staggered three-year terms. The term of office of the Class II Directors, Matt Johnson, Sumit Sadana and Gregg Lowe, will expire at this Annual Meeting. Messrs. Johnson, Sadana and Lowe have been nominated to continue as Class II Directors. The directors elected as Class II Directors at the Annual Meeting will each serve for a term of three years expiring at the 2027 annual meeting of stockholders, or until such director's successor has been duly elected and qualified or until such director's earlier death, resignation or removal.

The nominees for election have agreed to serve if elected, and management has no reason to believe that the nominees will be unavailable to serve. In the event any of the nominees are unable or decline to serve as directors at the time of the Annual Meeting, the Proxies will be voted for any nominees who may be designated by our present Board of Directors to fill the vacancies. Unless otherwise instructed, the Proxy holders will vote the Proxies received by them FOR the nominees named below.

Nominees for Class II Directors with a Term Expiring in 2024 (ages as of Annual Meeting date)



Matt Johnson, 48

Mr. Johnson has served as a Director and our Chief Executive Officer since January 2022 and has served as our President since April 2021. Mr. Johnson served as our Senior Vice President and General Manager of our Internet of Things business unit from July 2018 until he was promoted to President in April 2021. Before joining Silicon Labs, Mr. Johnson held leadership positions at NXP, Freescale, and Fairchild Semiconductor. Mr. Johnson is dedicated to a strong company culture, innovative product development, and operational excellence. Mr. Johnson holds a B.S. in Electrical Engineering Technology from the University of Maine and has completed executive programs at Harvard Business School and Stanford University. Mr. Johnson currently serves on the boards of the Dell Children's Foundation and the Semiconductor Industry Association.

Mr. Johnson has extensive technology and operations experience in various leadership positions throughout the semiconductor industry, most recently as our chief executive officer, and brings to the Board a thorough understanding of our people, products and markets worldwide.



Sumit Sadana, 55

Mr. Sadana has served as a Director of Silicon Labs since 2015, and as Lead Director since January 2022. Mr. Sadana has been the Executive Vice President and Chief Business Officer of Micron Technology, Inc. (NASDAQ: MU) since 2017. In 2022, Mr. Sadana served as Micron's Interim Chief Financial Officer. Mr. Sadana has over 30 years of technology industry experience, including leadership positions at San Disk, Freescale Semiconductor and IBM. Mr. Sadana has a Bachelor of Technology degree in Electrical Engineering from the Indian Institute of Technology (IIT), Kharagpur (India) and an M.S. in Electrical Engineering from Stanford University.

Mr. Sadana brings to our board significant experience from diverse leadership roles across technology, engineering, operations, strategy, business development and P&L management as an executive in global technology and semiconductor companies. Mr. Sadana provides valuable insights in the areas of finance and accounting, M&A, culture and diversity, and global business supply chain.



Gregg Lowe, 61

Mr. Lowe has served as a Director of Silicon Labs since 2017. Mr. Lowe is currently the President and Chief Executive Officer of Wolfspeed, Inc. (NYSE: WOLF), an innovator of lighting-class LEDs, lighting products and Wolfspeed™ power and radio frequency (RF) semiconductors. Mr. Lowe previously served as President and CEO of Freescale Semiconductor from June 2012 until its merger with NXP (NASDAQ: NXPI) in 2015. Prior, Mr. Lowe served as senior vice president and manager of the Analog business for Texas Instruments (NASDAQ: TXN) where he helped to direct the acquisition of National Semiconductor. During his 27 years at Texas Instruments, he held various leadership positions across field sales, automotive sales, marketing, and integrated circuits where he oversaw a global team with design centers and customers on every continent. Mr. Lowe currently serves on the boards of Wolfspeed, the Semiconductor Industry Association, the Rock & Roll Hall of Fame in Cleveland, Ohio and St. Edward's High School in Lakewood, Ohio. Mr. Lowe has a Bachelor of Science degree in electrical engineering from Rose-Hulman Institute of Technology in Terre Haute, Indiana and is a graduate from the Stanford Executive Program at Stanford University. Mr. Lowe has been recognized for his accomplishments in the community and within the semiconductor industry as the recipient of the Rose-Hulman Institute of Technology Career Achievement Award.

Mr. Lowe brings to our board extensive experience as a chief executive office for publicly traded semiconductor companies. Mr. Lowe provides valuable insights from his experiences managing global operations including expertise in technology, marketing, sales, supply chain, and M&A.

Other Directors

Set forth below is information concerning our other Directors whose terms of office continue after this Annual Meeting.

Continuing Class III Directors with a Term Expiring in 2025 (ages as of Annual Meeting date)



William G. Bock, 73

Mr. Bock originally joined Silicon Labs' Board of Directors in 2000 and served as Chairman of the audit committee until he joined the management team and was appointed CFO in 2006. Mr. Bock was re-appointed to the board of directors in mid-2011, returning as interim CFO in early 2013 and was then appointed President in mid-2013 before retiring from the management team in early 2016. Mr. Bock previously participated in the venture capital industry, principally as a partner with CenterPoint Ventures. Before his venture career, Mr. Bock held senior executive positions with three venture-backed companies, Dazel Corporation, Tivoli Systems and Convex Computer Corporation. Mr. Bock began his career with Texas Instruments. Mr. Bock currently serves as Chairman of the Board of SolarWinds Corporation (NYSE: SWI) and Chairman of the Board of N-able Inc. (NYSE: NABL). Mr. Bock also currently serves on the Board of SailPoint Technologies, a private technology company. Mr. Bock holds a B.S. in Computer Science from Iowa State University and an M.S. in Industrial Administration from Carnegie Mellon University.

Mr. Bock brings more than 40 years of broad operational, financial and board of director experience to our board, specifically in the high-tech industry areas of systems, software and semiconductors. Mr. Bock has extensive experience as a board member and executive leader for public companies as well as M&A, including his time in venture capital. As a former Silicon Labs President and Chief Financial Officer, Mr. Bock brings to the board a thorough understanding of our operations and markets.



Christy Wyatt, 52

Ms. Wyatt has served as a Director of Silicon Labs since 2019. Ms. Wyatt has served as the President, Chief Executive Officer and a director of Absolute Software Corporation, an endpoint security and data risk management company that was publicly traded on both the Nasdaq and Toronto Stock Exchange until its acquisition by Crosspoint Capital Partners in July 2023. Ms. Wyatt currently is a director of Ericsson (NASDAQ:ERIC), a position she has held since 2023. Ms. Wyatt previously served as a director of Quotient Technology, Inc. (NYSE: QUOT), a digital promotions, media and analytics company, from July 2018 to April 2022. Ms. Wyatt previously served as Chairman, Chief Executive Officer and President of Good Technology Corporation from 2013, leading to its acquisition by BlackBerry in 2015, and also served as President and Chief Executive Officer and Director of Dtex Systems, a threat detection company, from 2016 to 2018. Ms. Wyatt has held leadership positions in the technology industry within Citigroup, Motorola, Apple, Palm and Sun Microsystems and also served as a board member for Centrify. Ms. Wyatt was named "CEO of the Year" by the Globe and Mail in 2020, one of the "Top 50 Women in Saas" by the Software Report in 2019, a "Top 50 Women Entrepreneur in America" by Inc. Magazine, "CEO of the Year" by Information Security Global Excellence Awards and a "Most Influential Women in Wireless" by Fierce Wireless.

Ms. Wyatt's CEO, director and officer experience provides our board expertise in global and international operating experience as well as cyber and security risk. Ms. Wyatt also has extensive technology expertise in hardware and software global technology product companies and contributes valuable insights in these areas.



Sherri Luther, 58

Ms. Luther joined the Silicon Labs Board of Directors in January 2022. Ms. Luther currently serves as the Chief Financial Officer of Lattice Semiconductor (NASDAQ: LSCC), a global leader of low power programmable FPGAs, a position she has held since January 2019. Prior to this role, Ms. Luther was a senior financial executive at Coherent Inc. (NASDAQ: COHR), most recently serving as Corporate Vice President of Finance where she oversaw large scale acquisitions and provided thought leadership and strategic direction across 40 global sites. Ms. Luther previously held various senior finance and accounting positions at companies including Quantum Corporation, Ultra Network Technologies and Arthur Andersen. Ms. Luther holds a Bachelor of Business Administration, with a dual major in Accounting and Finance, from Wright State University. Ms. Luther is a CPA (Certified Public Accountant), is NACD (National Association of Corporate Directors) Directorship Certified and graduated from the Executive MBA Program at Stanford University Graduate School of Business. Ms. Luther has been recognized for her high ethical and professional standards and received the “CFO of the Year” Award from the Business Journal in Portland, Oregon.

Ms. Luther brings to our board 35 years of experience in strategic and financial operations, with an expertise in financial reporting, forecasting, SOX compliance, M&A, operations and supply chain management. As the CFO of a multinational public semiconductor company and qualified financial expert under SEC regulations, Ms. Luther contributes valuable insights in the areas of finance and accounting, capital allocation, investor relations as well as in risk management, cybersecurity, and sustainability.

Continuing Class I Directors with a Term Expiring in 2026 (ages as of Annual Meeting date)



Navdeep S. Sooch, 61

Mr. Sooch co-founded Silicon Labs in August 1996 and has served as Chairman of the Board since our inception. Mr. Sooch served as Chief Executive Officer from August 1996 to December 2003 and as interim Chief Executive Officer from April 2005 to September 2005. Mr. Sooch also served as the CEO of Ketra, Inc., a private company in the field of solid-state lighting, from October 2011 to April 2018. Prior to founding Silicon Labs, Mr. Sooch held various positions at Crystal Semiconductor/Cirrus Logic, a designer and manufacturer of integrated circuits, including Vice President of Engineering and was a Design Engineer with AT&T Bell Labs. Mr. Sooch holds a B.S. in Electrical Engineering from the University of Michigan, Dearborn and an M.S. in Electrical Engineering from Stanford University.

Mr. Sooch brings to our board extensive experience as an executive, engineer, and semiconductor designer with valuable insights into our industry and Silicon Labs operations, as our founder and former CEO. Beyond his expertise in technology and as a public company executive leader, Mr. Sooch further contributes valuable insights in the areas of talent and culture.



Nina Richardson, 65

Ms. Richardson has served as a Director of Silicon Labs since 2016. Ms. Richardson was previously the Chief Operating Officer at GoPro where she led Engineering, Operations, Sales, Sales Operations, Support and Human Resources. Ms. Richardson also held a variety of executive positions at global EMS provider, Flex, including Vice President and GM where she managed several manufacturing plants in the U.S. and Mexico. Ms. Richardson is currently a Managing Director of Three Rivers Energy, an energy services company she co-founded in 2004. Ms. Richardson is also a board member of Resideo Technologies, Inc. (NYSE: REZI), a global provider and distributor of comfort and security solutions and Cohu, Inc. (NASDAQ: COHU), a global provider of back-end semiconductor equipment and services. Ms. Richardson is also a board member of Revelle, a privately held company in biomedical solutions and Tonal, a privately held smart-fitness equipment and services company. Ms. Richardson was previously a director of SGI, until its sale to HPE, CallidusCloud, until its sale to SAP, Zayo Group and Eargo (NASDAQ:EAR). Ms. Richardson holds a B.S. in Industrial Engineering from Purdue University and an Executive MBA from Pepperdine University.

Ms. Richardson has broad executive experience in manufacturing, engineering, and supply chain that complements our Company's operations. Ms. Richardson brings valuable insights from her experiences as a director at several other publicly traded companies and particularly her governance and ESG experience, having completed NACD's Cybersecurity Certification and the Diligent Climate Leadership Certification. Ms. Richardson has scaled operations, talent and organizations in multiple geographies bringing an important perspective to this stage of our growth.



Robert Conrad, 64

Mr. Conrad has served as a Director of Silicon Labs since July 2022. Mr. Conrad was previously the Senior Vice President of the Automotive Microcontrollers and Processors business at NXP Semiconductors (NASDAQ: NXPI). Prior to this role, he held several senior executive roles at Freescale Semiconductor, Fairchild Semiconductor and Analog Devices leading various product groups and corporate strategy. Mr. Conrad started his career with Texas Instruments in product engineering and hardware design, process development, and operations. Mr. Conrad is also the owner of privately held North Water Marine since 2021. Mr. Conrad currently serves on the boards of Montalvo Corporation, The New Hampshire Boat Museum and The Wolfeboro Public Library Foundation. Mr. Conrad holds a BSEE in Electrical and Computer Engineering from the University of Cincinnati.

Mr. Conrad brings to our board more than 40 years of extensive experience in leadership, technology development, and strategy across a variety of technology, product, and market segments as a member of the executive staff for multiple public top tier semiconductor companies. Mr. Conrad provides extensive insights into the semiconductor industry as well as global business, M&A, and supply chain.

Board Leadership/Independence

The Board of Directors' current policy is to separate the role of Chairman of the Board from the role of Chief Executive Officer. The Board of Directors also finds it useful and appropriate to designate one of the independent members of the Board of Directors as Lead Director and has designated Mr. Sadana as such. The Lead Director's duties include presiding over executive sessions of the Company's independent directors and serving as principal liaison between the non-employee directors, the Chief Executive Officer and the Chairman of the Board on sensitive issues. The Board believes that the appointment of the Lead Director and the separation of the Chairman and Chief Executive Officer roles currently provides the most efficient and effective leadership model for the Company as it encourages free and open dialogue regarding competing views and provides for strong checks and balances. Specifically, the balance of powers among our Chief Executive Officer, Chairman of the Board and Lead Director facilitates the active participation of our independent directors and enables our Board of Directors to provide more effective oversight of management. The Board of Directors has determined that Messrs. Bock, Conrad, Lowe, Sadana, and Sooch and Mses. Richardson, Wyatt and Luther are each independent as defined in the applicable Marketplace Rules of the NASDAQ Stock Market, Inc. Independent directors met in executive session without the Chief Executive Officer and other non-independent directors present on nine occasions during fiscal 2023.

Committees and Meetings

During fiscal 2023, our Board of Directors held a total of twelve meetings. Our Board of Directors has an Audit Committee, Compensation Committee, Nominating and Corporate Governance Committee and a Corporate Development and Finance Committee. During fiscal 2023, each incumbent director attended or participated in at least 75% of the aggregate of (i) the meetings of the Board of Directors and (ii) the meetings held by all committees of the Board of Directors on which such director served.

Audit Committee. The Audit Committee is responsible for matters relating to the selection of our independent registered public accounting firm, the scope of the annual audits, the fees to be paid to the independent registered public accounting firm, the performance of our independent registered public accounting firm, compliance with our accounting and financial policies, and management's procedures and policies relative to the adequacy of our internal accounting controls. The Committee also reviews the Company's policies and practices with respect to risk management including cyber security risks. The members of the Audit Committee are Mr. Bock and Mses. Luther and Richardson. Mr. Bock serves as Chairman of the Audit Committee. The Board of Directors has determined that Mr. Bock is qualified as an audit committee financial expert pursuant to Item 407 of Regulation S-K and as a financially sophisticated audit committee member under Rule 5605(c)(2)(A) of the Marketplace Rules of the NASDAQ Stock Market, Inc. The Board of Directors has also determined that each of the members of the Audit Committee is independent as defined in the applicable Marketplace Rules of the NASDAQ Stock Market, Inc. and Rule 10A-3 under the Securities Exchange Act of 1934. The Board of Directors has adopted a written charter for the Audit Committee, a current copy of which is located on our Internet website under the "Investor Relations" page. Our Internet website address is <http://www.silabs.com>. The Audit Committee reviews and assesses the adequacy of its charter on an annual basis. The Audit Committee held ten meetings during fiscal 2023.

Compensation Committee. The Compensation Committee reviews and approves all compensation to be provided to our executive officers and makes recommendations to the Board of Directors regarding the compensation of our directors. In addition, the Compensation Committee has authority to administer our stock incentive and stock purchase plans. The members of the Compensation Committee are Messrs. Lowe and Conrad and Ms. Wyatt. Mr. Lowe serves as Chairman of the Compensation Committee. The Board of Directors has determined that each of the members of the Compensation Committee is independent as defined in the applicable Marketplace Rules of the NASDAQ Stock Market, Inc. The Board of Directors has adopted a written charter for the Compensation Committee, a current copy of which is located on our Internet website under the "Investor Relations" page. Our Internet website address is <http://www.silabs.com>. The Compensation Committee reviews and assesses the adequacy of its charter on an annual basis. The Compensation Committee held six meetings during fiscal 2023.

PROPOSAL ONE: ELECTION OF DIRECTORS

Nominating and Corporate Governance Committee. The Nominating and Corporate Governance Committee focuses on issues related to the composition, practices and operations of the Board of Directors. In addition, the Nominating and Corporate Governance Committee has the authority to consider candidates for the Board of Directors recommended by stockholders and to determine the procedures with respect to such stockholder recommendations. The Committee also reviews issues and developments related to corporate governance, environmental and social matters and recommends associated standards to the Board. The members of the Nominating and Corporate Governance Committee are Messrs. Lowe and Sadana and Ms. Luther. Mr. Sadana serves as Chairman of the Nominating and Corporate Governance Committee. The Board of Directors has determined that each member is independent as defined in the applicable Marketplace Rules of the NASDAQ Stock Market, Inc. The Board of Directors has adopted a written charter for the Nominating and Corporate Governance Committee, a current copy of which is available on our Internet website under the "Investor Relations" page. The Nominating and Corporate Governance Committee recommended, and the Board of Directors approved, the Corporate Governance Policy, which is also located on our Internet website under the "Investor Relations" page. Our Internet website address is <http://www.silabs.com>. The Nominating and Corporate Governance Committee held four meetings during fiscal 2023.

Corporate Development and Finance Committee. The Corporate Development and Finance Committee (the "Finance Committee") reviews and makes recommendations to the Board of Directors regarding our capital structure, liquidity risk, financial strategies, investment and hedging policies, capital allocation decisions, strategic investments and dispositions, acquisitions and divestitures and similar opportunities for maximizing shareholder value. The members of the Corporate Development and Finance Committee are Messrs. Sooch and Conrad and Ms. Richardson. Mr. Sooch serves as Chairman of the Finance Committee. The Corporate Development and Finance Committee held five meetings during fiscal 2023.

Director Nomination

In evaluating potential director candidates, the Nominating and Corporate Governance Committee considers the appropriate balance of experience, skills and characteristics required of the Board of Directors and seeks to ensure that at least a majority of the directors are independent under the applicable Marketplace Rules of the NASDAQ Stock Market, Inc. The Nominating and Corporate Governance Committee selects director nominees based on their personal and professional integrity, depth and breadth of experience, ability to make independent analytical inquiries, understanding of our business, willingness to devote adequate attention and time to duties of the Board of Directors and such other criteria as is deemed relevant by the Nominating and Corporate Governance Committee. The Nominating and Corporate Governance Committee includes, and has any search firm that it engages include, women and minority candidates in the pool from which the Committee selects director candidates. Our Corporate Governance Policy (approved by the Board of Directors) provides that the backgrounds and qualifications of the directors, considered as a group, should provide a diverse mix of experience, knowledge and skills. We do not have any other formal policy with respect to the diversity of our directors. The Nominating and Corporate Governance Committee considers the effectiveness of this policy and the effectiveness of the Board of Directors generally in the course of nominating directors for election. Our Corporate Governance Policy provides that directors that are public company executive officers should not serve on more than one public company board (in addition to serving on our Board of Directors) and other directors should not serve on more than three public company boards in addition to serving on our Board of Directors).

Any member of our Board of Directors may resign at any time by delivering written notice to us. When a director resigns, a majority of the directors remaining in office shall have the power to fill the vacancy on the Board of Directors and the director so elected shall hold office for the unexpired portion of the term of the resigned director.

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PROPOSAL ONE: ELECTION OF DIRECTORS

| Particular Competencies | Bock | Conrad | Johnson | Low | Luther | Richardson | Sadana | Sooch | Wyatt |
|--|------|--------|---------|-----|--------|------------|--------|-------|-------|
| Industry/Market Experience | • | • | • | • | • | • | • | • | • |
| Technology – hardware | | • | • | • | • | • | • | • | |
| Technology – software | • | • | • | | • | | • | | • |
| Public Company Executive Leadership | • | • | • | • | • | • | • | • | • |
| Sales and Marketing | | • | • | • | | | • | • | • |
| Financial Literacy, Capital Allocation and M&A | • | • | • | • | • | • | • | • | |
| Human Capital Management | • | • | • | • | | • | • | • | • |
| Supply Chain | | • | • | • | • | • | • | | |
| Multinational Experience | • | • | • | • | • | • | • | • | • |
| ESG | | | | | • | • | | | • |
| Cyber Security and Risk Management | • | | | | • | • | | | • |

Competencies

Value to Silicon Labs

| | |
|--|--|
| Industry/Market Experience | Experience in the semiconductor industry and our end markets provides relevant understanding of our business, strategy, and customer dynamics. |
| Technology — Hardware | Our mixed signal technology is used in a wide variety of products and technologies. Experience in hardware technologies helps us to evaluate product strategies. |
| Technology — Software | Increasingly, software applications are critical to the success of our business. Experience in software technologies helps us evaluate development, product security, and business models. |
| Public Company Executive Leadership | Public company executive experience provides important understanding of leadership, governance and best practices that are pertinent to our business. |
| Sales and Marketing | We have a diverse, global customer base and experience in sales and marketing provides relevant perspective to our sales and marketing strategies. |
| Financial Literacy, Capital Allocation and M&A | We are often involved in complex financial transactions and operate in a dynamic M&A environment, and can benefit from strong financial oversight and knowledge of financial and accounting principles. |
| Human Capital Management | Experience and knowledge of best practices in the areas of talent management, public company compensation structures and culture support our goals to recruit, retain and maintain a diverse, inclusive and engaged highly-skilled workforce in a competitive environment. |
| Supply Chain | With global operations and customers in several countries, global business and supply chain expertise helps us understand opportunities and challenges. |
| Multinational Experience | Multinational leadership experience leads to a deeper knowledge of global industry dynamics and international business issues which are increasingly important in this macroeconomic environment. |
| ESG | Experience in environmental, social and governance supports our programs and initiatives to align with our corporate strategy and considerations of our employees, customers, suppliers and investors. |
| Cyber Security and Risk Management | These competencies are critical in overseeing our enterprise risk program and cyber threats to our product, and the security of our assets and operations. |

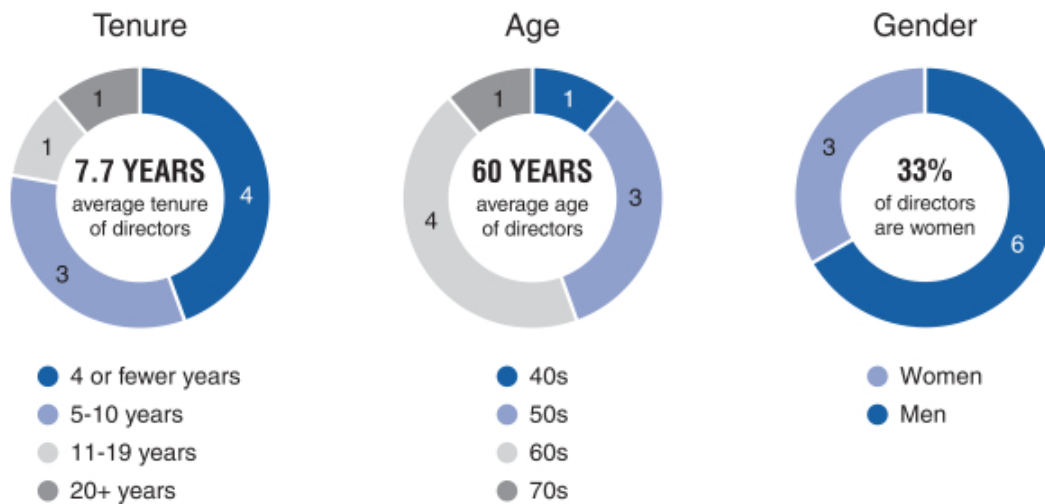
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PROPOSAL ONE: ELECTION OF DIRECTORS

Background

| Tenure/Age | Bock | Conrad | Johnson | Lowe | Luther | Richardson | Sadana | Sooch | Wyatt |
|--|------|--------|---------|------|--------|------------|--------|-------|-------|
| Years on the Board | 12 | 1 | 3 | 6 | 2 | 7 | 8 | 27 | 4 |
| Age | 73 | 64 | 48 | 61 | 58 | 65 | 55 | 61 | 52 |
| Gender Diversity | | | | | | | | | |
| Female | | | | | • | • | | | • |
| Male | • | • | • | • | | | • | • | |
| Non-Binary | | | | | | | | | |
| Did not Disclose Gender | | | | | | | | | |
| Racial/Ethnic/Nationality/Other Forms of Diversity: | | | | | | | | | |
| African American or Black | | | | | | | | | |
| Alaskan Native or Native American | | | | | | | | | |
| Asian (other than South Asian) | | | | | | | | | |
| South Asian | | | | | | | • | • | |
| Hispanic or Latinx | | | | | | | | | |
| Native Hawaiian or Pacific Islander | | | | | | | | | |
| White/Caucasian | • | • | • | • | • | • | | | • |
| Two or More Races or Ethnicities | | | | | | | | | |
| LBGTQ+ | | | | | | | | | |
| Persons with Disabilities | | | | | | | | | |
| Did not Disclose Demographics | | | | | | | | | |

To see our prior year’s Board diversity matrix, please see the proxy statement filed with the SEC on March 8, 2023.



PROPOSAL ONE: ELECTION OF DIRECTORS

In identifying potential director candidates, the Nominating and Corporate Governance Committee considers recommendations made by current directors and officers. In addition, the Nominating and Corporate Governance Committee may engage a third-party search firm to identify and recommend potential candidates. The Nominating and Corporate Governance Committee includes, and has any search firm that it engages include, women and minority candidates in the pool from which the committee selects new director candidates. Finally, the Nominating and Corporate Governance Committee will consider candidates recommended by stockholders.

Any stockholder wishing to recommend a director candidate for consideration by the Nominating and Corporate Governance Committee must provide written notice not later than November 6, 2024 to the Corporate Secretary at our principal executive offices located at 400 West Cesar Chavez, Austin, Texas 78701. Any such notice should clearly indicate that it is a recommendation of a director candidate by a stockholder and must set forth (i) the name, age, business address and residence address of the recommended candidate, (ii) the principal occupation or employment of such recommended candidate, (iii) the class and number of shares of the corporation which are beneficially owned by such recommended candidate, (iv) a description of all understandings or arrangements between the stockholder and the recommended candidate and any other person or persons pursuant to which the recommendations are to be made by the stockholder and (v) any other information relating to such recommended candidate that is required to be disclosed in solicitations of proxies for the election of directors.

In addition, such notice must contain (i) a representation that the stockholder is a holder of record of stock of the corporation entitled to vote at such meeting, (ii) the name and address, as they appear on the corporation's books, of the stockholder proposing such nomination, (iii) the class and number of shares of the corporation that are beneficially owned by such stockholder, (iv) any material interest of the stockholder in such recommendation and (v) any other information that is required to be provided by the stockholder pursuant to Regulation 14A under the Securities Exchange Act of 1934, as amended, in such stockholder's capacity as proponent of a stockholder proposal. Assuming that a stockholder recommendation contains the information required above, the Nominating and Corporate Governance Committee will evaluate a candidate recommended by a stockholder by following substantially the same process, and applying substantially the same criteria, as for candidates identified through other sources.

Attendance at Annual Meetings

The Board of Directors encourages all directors to attend our annual meetings of stockholders if practicable. All of the directors in office at the time of the virtual annual meeting of stockholders held on April 20, 2023 attended such meeting.

Stockholder Communications with the Board of Directors

The Board of Directors maintains a process for stockholders to communicate with the Board of Directors or with individual directors. Stockholders who wish to communicate with the Board of Directors or with individual directors should direct written correspondence to our Corporate Secretary at our principal executive offices located at 400 West Cesar Chavez, Austin, Texas 78701. Any such communication must contain (i) a representation that the stockholder is a holder of record of stock of the corporation, (ii) the name and address, as they appear on the corporation's books, of the stockholder sending such communication and (iii) the class and number of shares of the corporation that are beneficially owned by such stockholder. The Corporate Secretary will forward such communications to the Board of Directors or the specified individual director to whom the communication is directed unless such communication is deemed unduly hostile, threatening, illegal or similarly inappropriate, in which case the Corporate Secretary has the authority to discard the communication or to take appropriate legal action regarding such communication.

PROPOSAL ONE: ELECTION OF DIRECTORS

Code of Ethics

We have adopted a Code of Business Conduct and Ethics that applies to all officers, directors, employees and consultants. Our Code of Business Conduct and Ethics is located on our website under the “Investor Relations” page. Our website address is <http://www.silabs.com>.

Risk Management

Our Board of Directors oversees our management, which is responsible for the day-to-day issues of risk management. Such oversight is facilitated in large part by the Audit Committee, which receives reports from management, the internal audit team, the Chief Information Officer, the Chief Security Officer and the Company’s independent registered public accounting firm. In addition, members of management (including the Chief Executive Officer, Chief Financial Officer and Chief Legal Officer) may also report directly to the Board of Directors on significant risk management issues.

Director Compensation and Indemnification Arrangements

Our 2009 Stock Incentive Plan, as approved by our stockholders, limits to \$750,000 in each calendar year, the maximum grant date fair value of awards payable in our common stock and cash compensation for all services as an independent director that may be provided to each of our independent directors. Under the 2009 Stock Incentive Plan, on the date of the 2023 annual meeting of stockholders, the Board of Directors granted each non-employee director a Restricted Stock Unit (“RSU”) award covering a number of shares of the Company’s common stock equal to \$200,000 (or \$255,000 for the Chairperson of the Board) divided by the average closing price of the Company’s common stock during the 30 trading days ending on the second trading day preceding the grant date; provided that any former employee of the Company must have served as a non-employee director for at least six months in order to receive such award. Accordingly, as Chairman of the Board, Mr. Sooch received a grant of 1,494 RSUs and Messrs. Bock, Conrad, Lowe, Sadana and Ms. Luther, Richardson and Wyatt each received a grant of 1,172 RSUs on the date of the 2023 annual meeting of stockholders. The RSU awards require no purchase price payment and will vest on approximately the first anniversary of the date of grant.

During 2023, our non-employee director compensation program consisted of the following cash compensation: (i) \$55,000 per person per year, (ii) an additional \$25,000 per year for the Chairman of the Audit Committee, (iii) an additional \$9,000 per year for each Audit Committee member (excluding the Chairman), (iv) an additional \$25,000 per year for the Chairman of the Compensation Committee, (v) an additional \$9,000 per year for each Compensation Committee member (excluding the Chairman), (vi) an additional \$10,000 per year for the Chairman of the Nominating and Corporate Governance Committee, (vii) an additional \$5,000 per year for each Nominating and Corporate Governance Committee member (excluding the Chairman), (viii) an additional \$20,000 per year for the Lead Director (ix) an additional \$10,000 per year for the Chairman of the Corporate Development and Finance Committee, (x) an additional \$5,000 per year for each Finance Committee member (excluding the Chairman) and (xi) an additional \$20,000 per year for the Chairman of the Board. Payments under the cash compensation plan are generally paid in equal quarterly installments on the last day of each fiscal quarter. Notwithstanding this compensation program, for the period commencing August 1, 2023 and ending December 30, 2023, we reduced the cash retainer of each non-employee director of the Company from an annualized rate of \$55,000 to an annualized rate of \$33,000, in line with reductions we made to executive base pay as a response to market conditions and business performance. The other director compensation amounts were unchanged.

Cash compensation was pro-rated if the individual served less than the full year in a position.

Our certificate of incorporation limits the personal liability of our directors for breaches by them of their fiduciary duties. Our bylaws require us to indemnify our directors to the fullest extent permitted by Delaware law. We have also entered into indemnification agreements with all of our directors and have purchased Director and Officers liability insurance.

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PROPOSAL ONE: ELECTION OF DIRECTORS

In addition to the above compensation, we also reimburse non-employee directors for all reasonable out-of-pocket expenses incurred for attending board and committee meetings.

The following table provides summary information on compensation earned by each non-employee member of our Board of Directors in fiscal 2023.

Director Compensation Table for Fiscal 2023

| Name | Fees Earned or Paid in Cash (\$) | Stock Awards (\$) ⁽¹⁾ | Total (\$) |
|--------------------------------|----------------------------------|----------------------------------|------------|
| William G. Bock | 73,577 | 195,197 | 268,774 |
| Bob Conrad | 57,088 | 195,197 | 252,285 |
| Gregg Lowe | 75,833 | 195,197 | 271,030 |
| Sherri Luther | 58,308 | 195,197 | 253,505 |
| Nina Richardson | 60,138 | 195,197 | 255,335 |
| Sumit Sadana | 74,308 | 195,197 | 269,505 |
| Navdeep S. Sooch | 74,308 | 248,826 | 323,134 |
| William P. Wood ⁽²⁾ | 19,821 | — | 19,821 |
| Christy Wyatt | 57,577 | 195,197 | 252,774 |

(1) Amounts shown do not reflect compensation actually received by the director but represent the grant date fair value as determined pursuant to Financial Accounting Standards Board Accounting Standards Codification Topic 718, *Stock Compensation* ("ASC Topic 718"). The assumptions underlying the calculation are discussed under Note 15, *Stock-Based Compensation*, of the Company's Form 10-K for the fiscal year ended December 30, 2023.

(2) Mr. Wood served as a member of the Board of Directors until his term expired at the 2023 Annual Meeting.

RECOMMENDATION OF THE BOARD OF DIRECTORS

OUR BOARD OF DIRECTORS UNANIMOUSLY RECOMMENDS THAT THE STOCKHOLDERS VOTE FOR THE ELECTION OF THE NOMINEES FOR CLASS II DIRECTORS AS LISTED ABOVE.

Proposal Two: Ratification of Appointment of Independent Registered Public Accounting Firm

Our Audit Committee has appointed the firm of Ernst & Young LLP to serve as our independent registered public accounting firm for the fiscal year ending December 28, 2024. Ernst & Young LLP has audited our financial statements since our inception in 1996. A representative of Ernst & Young LLP is expected to be present at the Annual Meeting and will have an opportunity to make a statement if he or she so desires and will be available to respond to appropriate questions.

The following table presents fees for professional services rendered by Ernst & Young LLP for fiscal 2023 and 2022:

| | 2023 (\$) | 2022 (\$) |
|--------------------|-----------|-----------|
| Audit fees | 2,274,000 | 935,700 |
| Audit-related fees | 17,000 | 5,000 |
| Tax fees | 120,800 | 224,300 |
| All other fees | 3,800 | 3,300 |
| Total | 2,415,600 | 1,168,300 |

Audit Fees. Audit fees relate to services rendered in connection with the audits of the annual consolidated financial statements and internal control over financial reporting included in our Form 10-K, the quarterly reviews of financial statements included in our Form 10-Q filings, fees associated with SEC registration statements, assistance in responding to SEC comment letters, accounting consultations related to audit services and statutory audits required internationally.

Audit-Related Fees. Audit-related fees include services for assurance and other related services, such as consultations concerning financial accounting and reporting matters and due diligence related to mergers and acquisitions.

Tax Fees. Tax fees include services for tax compliance, research and technical tax advice.

All Other Fees. All other fees include the aggregate fees for products and services provided by Ernst & Young LLP that are not reported under "Audit Fees," "Audit-Related Fees" or "Tax Fees."

The Audit Committee is authorized by its charter to pre-approve all auditing and permitted non-audit services to be performed by our independent registered public accounting firm. The Audit Committee reviews and approves the independent registered public accounting firm's retention to perform attest services, including the associated fees. The Audit Committee also evaluates other known potential engagements of the independent registered public accounting firm, including the scope of the proposed work and the proposed fees, and approves or rejects each service, taking into account whether the services are permissible under applicable law and the possible impact of each non-audit service on the independent registered public accounting firm's independence from management. At subsequent meetings, the Committee will receive updates on the services actually provided by the independent registered public accounting firm, and management may present additional services for approval. The Committee has delegated to the Chairman of the Audit Committee the authority to evaluate and approve engagements on behalf of the Committee in the event that a need arises for pre-approval between Committee meetings. If the Chairman so approves any such engagements, he or she will report that approval to the full Audit Committee at its next meeting. During fiscal 2023, all such services were pre-approved in accordance with the procedures described above.

PROPOSAL TWO: RATIFICATION OF APPOINTMENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

Our Audit Committee has reviewed the fees described above and believes that such fees are compatible with maintaining the independence of Ernst & Young LLP.

Stockholder ratification of the appointment of Ernst & Young LLP as our independent registered public accounting firm is not required by our bylaws or other applicable legal requirement. However, the appointment of Ernst & Young LLP is being submitted to the stockholders for ratification. If the stockholders fail to ratify the appointment, the Audit Committee will reconsider whether or not to retain the firm. Even if the appointment is ratified, the Audit Committee at its discretion may direct the appointment of a different independent registered public accounting firm at any time during the year if it determines that such a change would be appropriate.

RECOMMENDATION OF THE BOARD OF DIRECTORS

UPON THE RECOMMENDATION OF OUR AUDIT COMMITTEE, OUR BOARD OF DIRECTORS UNANIMOUSLY RECOMMENDS THAT THE STOCKHOLDERS VOTE **FOR THE RATIFICATION OF THE APPOINTMENT OF ERNST & YOUNG LLP TO SERVE AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING DECEMBER 28, 2024.**

Proposal Three: Advisory Vote on Executive Compensation

The Dodd-Frank Wall Street Reform and Consumer Protection Act, enacted in July 2010, enables our stockholders to vote annually to approve, on an advisory (non-binding) basis, the compensation of our Named Executive Officers as disclosed in this Proxy Statement in accordance with the rules of the Securities and Exchange Commission.

This vote is advisory, and, therefore, not binding on the Company, the Compensation Committee, or our Board of Directors. However, our Board of Directors and our Compensation Committee value the opinions of our stockholders and to the extent there is any significant vote against the compensation of the Named Executive Officers as disclosed in this Proxy Statement, we will consider our stockholders' concerns and the Compensation Committee will evaluate whether any actions are necessary to address those concerns.

As described in detail under the heading "Compensation Discussion and Analysis," our executive compensation program is designed to attract, motivate, and retain the Named Executive Officers, who are critical to our success. Under this program, the Named Executive Officers are rewarded for the achievement of strategic and operational objectives and the realization of increased stockholder value. Please read the Compensation Discussion and Analysis and the accompanying compensation tables beginning on page 23 of this Proxy Statement for additional information about our executive compensation program, including information about the compensation of the Named Executive Officers in fiscal 2023.

The Compensation Committee regularly reviews our executive compensation program to ensure that it achieves the desired goal of aligning our executive compensation structure with the interests of our stockholders and current market practices.

We are asking our stockholders to indicate their support for the compensation of the Named Executive Officers as described in this Proxy Statement. This proposal, commonly known as a "Say-on-Pay" proposal, gives our stockholders the opportunity to express their views on the compensation of the Named Executive Officers. Please note that this vote is not intended to address any specific item of compensation, but rather the overall compensation of the Named Executive Officers and the philosophy, policies and practices described in this Proxy Statement.

We will ask our stockholders to vote "FOR" the following resolution at the Annual Meeting:

"RESOLVED, that the compensation paid to the Company's Named Executive Officers as disclosed in this Proxy Statement is hereby approved."

RECOMMENDATION OF THE BOARD OF DIRECTORS

OUR BOARD OF DIRECTORS UNANIMOUSLY RECOMMENDS THAT THE STOCKHOLDERS VOTE FOR APPROVAL OF THE ABOVE RESOLUTION.

OTHER MATTERS

Other Matters

We know of no other matters that will be presented for consideration at the Annual Meeting. If any other matters properly come before the Annual Meeting, it is the intention of the persons named in the enclosed form of Proxy to vote the shares they represent as the Board of Directors may recommend. Discretionary authority with respect to such other matters is granted by the execution of the enclosed Proxy.

OWNERSHIP OF SECURITIES

Ownership of Securities

The following table sets forth certain information known to us with respect to the beneficial ownership of our common stock as of February 15, 2024 by (i) all persons who were beneficial owners of five percent or more of our common stock, (ii) each director and nominee for director, (iii) the named executive officers in the Summary Compensation Table of the Executive Compensation section of this Proxy Statement and (iv) all then current directors and executive officers as a group. Unless otherwise indicated, each of the stockholders has sole voting and investment power with respect to the shares beneficially owned, subject to community property laws, where applicable.

| Beneficial Owner ⁽¹⁾ | Shares Beneficially Owned | Percentage of Shares Beneficially Owned ⁽²⁾ |
|---|---------------------------------|---|
| R. Matthew Johnson | — | * |
| John Hollister | 53,856 | * |
| Brandon Tolany ⁽³⁾ | 41,595 | * |
| Sandeep Kumar | 48,794 | * |
| Navdeep S. Sooch | 399,553 | 1.25% |
| William G. Bock | 31,468 | * |
| Robert Conrad | — | * |
| Gregg Lowe | 9,504 | * |
| Sherri Luther | 1,249 | * |
| Nina Richardson | 5,408 | * |
| Sumit Sadana | 4,530 | * |
| Christy Wyatt | 4,548 | * |
| Entities deemed to be affiliated with BlackRock, Inc. ⁽⁴⁾ | 4,308,742 | 13.50% |
| Entities deemed to be affiliated with The Vanguard Group ⁽⁵⁾ | 3,464,163 | 10.85% |
| Entities deemed to be affiliated with FMR LLC ⁽⁶⁾ | 4,766,878 | 14.93% |
| All directors and executive officers as a group (12 persons) ⁽⁷⁾ | 550,989 | 1.72% |
| Total Beneficial Ownership | 13,144,628 | 41.15% |

* Represents beneficial ownership of less than 1%.

(1) Unless otherwise indicated in the footnotes, the address for the beneficial owners named above is 400 West Cesar Chavez, Austin, Texas 78701.

(2) Percentage of ownership is based on 31,921,227 shares of common stock outstanding on February 15, 2024. Shares of common stock subject to stock options which are currently exercisable or will become exercisable within 60 days after February 15, 2024 and shares of common stock subject to restricted stock units which will become vested within 60 days after February 15, 2024 are deemed outstanding for computing the percentage for the person or group holding such awards but are not deemed outstanding for computing the percentage for any other person or group.

(3) Includes 18,270 shares issuable upon exercise of stock options.

(4) Pursuant to a Schedule 13G/A dated January 31, 2024 filed with the SEC, BlackRock, Inc. reported that as of December 31, 2023 that it had sole voting power over 4,246,034 shares, sole dispositive power over 4,308,742 shares and that its address is 50 Hudson Yards, New York, NY 10001.

(5) Pursuant to a Schedule 13G/A dated February 13, 2024 filed with the SEC, The Vanguard Group reported that as of December 29, 2023 that it and certain related entities had sole dispositive power over 3,371,064 shares, shared voting power over 58,878 shares, and shared dispositive power over 93,099 shares and that its address is 100 Vanguard Boulevard, Malvern, Pennsylvania 19355.

(6) Pursuant to a Schedule 13G/A dated February 9, 2024 filed with the SEC, FMR LLC reported that as of December 29, 2023 that it and certain related entities had sole voting power over 4,766,628 shares, sole dispositive power over 4,766,878 shares and that its address is 245 Summer Street, Boston, Massachusetts 02210.

(7) Includes 18,270 shares issuable upon exercise of stock options.

Certain Relationships and Related Transactions, and Director Independence

Certain Relationships and Related Transactions

Our bylaws require us to indemnify our directors and executive officers to the fullest extent permitted by Delaware law. We have entered into indemnification agreements with all of our directors and executive officers and have purchased Director and Officers liability insurance. In addition, our certificate of incorporation limits the personal liability of the members of our Board of Directors for breaches by the directors of their fiduciary duties.

Policies and Procedures with Respect to Related Party Transactions

Our Audit Committee Charter requires that the members of our Audit Committee, all of whom are independent directors, review and approve all related party transactions as described in Item 404 of Regulation S-K promulgated by the SEC. We have also adopted a written policy regarding the approval of all related party transactions. Under such policy, each of our directors and executive officers must notify the Corporate Secretary (who, in turn, will provide such information to the Audit Committee) of any proposed related party transactions. To assist with the identification of potential related party transactions, we solicit information through questionnaires in connection with the appointment of new directors and executive officers and on an annual basis with respect to existing directors and executive officers. The Chairman of the Audit Committee is delegated the authority to approve or ratify any related party transactions in which the aggregate amount involved is expected to be less than \$1 million per year. All other proposed related party transactions are subject to approval or ratification by the Audit Committee except for certain categories of transactions that are deemed to be pre-approved by the Audit Committee. In determining whether to approve or ratify a related party transaction, the Audit Committee and the Chairman, if applicable, will take into account, among other factors deemed appropriate, whether the related party transaction is on terms no more favorable to the counterparty than terms generally available to an unaffiliated third-party under the same or similar circumstances and the extent of the related party's interest in the transaction.

Our Code of Business Conduct and Ethics requires our executive officers and directors to disclose any conflicts of interest, including any material transaction or relationship involving a potential conflict of interest. No executive officer may work, including as a consultant or a board member, simultaneously for us and any competitor, customer, supplier or business partner without the prior written approval of our Chief Financial Officer or legal department. Furthermore, executive officers are encouraged to avoid any direct or indirect business connections with our competitors, customers, suppliers or business partners.

Pursuant to our Corporate Governance Policy, we expect each of our directors to ensure that other existing and future commitments do not conflict with or materially interfere with their service as a director. Directors are expected to avoid any action, position or interest that conflicts with our interests, or gives the appearance of a conflict. In addition, directors should inform the Chairman of our Nominating and Corporate Governance Committee prior to joining the board of another public company to ensure that any potential conflicts, excessive time demands or other issues are carefully considered.

Director Independence

See the subsection entitled "Committees and Meetings" in the section of this Proxy Statement entitled "Proposal One: Election of Directors."

Audit Committee Report

The following is the report of the Audit Committee with respect to the audit of the fiscal 2023 consolidated financial statements of Silicon Laboratories Inc. (the "Company"):

Management is responsible for the Company's internal controls and the financial reporting process. The independent registered public accounting firm is responsible for performing an independent audit of the Company's consolidated financial statements in accordance with the standards of the Public Company Accounting Oversight Board (United States) and for issuing a report thereon. Additionally, the independent registered public accounting firm is responsible for performing an independent audit of the Company's internal control over financial reporting and for issuing a report thereon. The Committee's responsibility is to monitor and oversee these processes.

In this context, the Committee has met and held discussions with management and the independent registered public accounting firm. Management represented to the Committee that the Company's consolidated financial statements in the Annual Report were prepared in accordance with accounting principles generally accepted in the United States, and the Committee has reviewed and discussed the consolidated financial statements in the Annual Report with management and the independent registered public accounting firm. The Committee has discussed with the independent registered public accounting firm, Ernst & Young LLP, the required communications specified by auditing standards together with guidelines established by the Securities and Exchange Commission and the Sarbanes-Oxley Act.

The Company's independent registered public accounting firm also provided to the Committee the written disclosures required by applicable requirements of the Public Company Accounting Oversight Board regarding the independent accountant's communications with the Audit Committee concerning independence. The Audit Committee reviewed non-audit services provided by its independent registered public accounting firm for the last fiscal year and determined that those services are not incompatible with maintaining the independent registered public accounting firm's independence.

Based upon the Committee's discussion with management and the independent registered public accounting firm and the Committee's review of the representation of management and the reports of the independent registered public accounting firm to the Committee, the Committee recommended that the Board of Directors include the audited consolidated financial statements in the Company's Annual Report on Form 10-K for the fiscal year ended December 30, 2023 filed with the Securities and Exchange Commission.

Submitted by the Audit Committee of the Board of Directors:

William G. Bock (Chairman)
Sherri Luther
Nina Richardson

EXECUTIVE OFFICERS

Executive Officers

Set forth below is information regarding the executive officers of Silicon Labs as of February 15, 2024 (ages as of Annual Meeting date).

| Name | Age | Position |
|--------------------|-----|--|
| R. Matthew Johnson | 48 | President, Chief Executive Officer and Director |
| Mark Mauldin | 53 | Interim Chief Financial Officer and Chief Accounting Officer |
| Brandon Tolany | 49 | Senior Vice President of Worldwide Sales & Marketing |
| Sandeep Kumar, PhD | 59 | Senior Vice President of Worldwide Operations |

R. Matthew Johnson has served as a Director and our President and Chief Executive Officer since January 2022. Prior to this role, Mr. Johnson served as our Senior Vice President and General Manager of Silicon Labs' Internet of Things (IoT) business unit from July 2018 until he was promoted to President in April 2021. Prior to joining Silicon Labs, Mr. Johnson served as Senior Vice President and General Manager of automotive processing products and software development at NXP Semiconductors. Mr. Johnson holds a B.S. in Electrical Engineering Technology from the University of Maine and has completed executive programs at Harvard Business School and Stanford University. Mr. Johnson also serves on the Board of Trustees for Dell Children's Foundation, the Global Semiconductor Alliance and the Semiconductor Industry Association.

Mark Mauldin has served as our Interim Chief Financial Officer since February 2024 and Chief Accounting Officer since April 2021. Mr. Mauldin joined Silicon Labs in 2004 and has served in various financial management roles including Vice President of Finance, Corporate Controller, Director of FP&A, and Director of Internal Audit. Prior to joining Silicon Labs, Mr. Mauldin served as Chief Financial Officer and Corporate Controller for Perficient, Inc. and started his career at Ernst & Young. Mr. Mauldin is a Certified Public Accountant and holds a master's degree in professional accounting and a bachelor's degree in business administration from the University of Texas at Austin.

Brandon Tolany has served as our Senior Vice President of Worldwide Sales and Marketing since January 2016. Prior to joining Silicon Labs, Mr. Tolany served as Senior Vice President, Chief Sales and Marketing Officer at Freescale Semiconductor where he led global sales and marketing activities from 2013 to 2015. During his tenure at Freescale, Mr. Tolany held various leadership positions including Vice President of Global Marketing for Microcontrollers and Director of Sales and Field Application Engineering for Freescale's Americas West Region. Mr. Tolany started his career at Freescale in 2004 as a marketing manager for the i.MX applications processor product line. Prior to joining Freescale, Mr. Tolany was Director of Sales and Business Development for Luminent where he led global marketing efforts. He also served as a product manager at Mitsubishi Electric. Mr. Tolany holds a bachelor's degree in Communications from the University of Texas at Austin. Mr. Tolany also serves as a board member for the Rosedale Foundation.

Sandeep Kumar, PhD has served as our Senior Vice President of Worldwide Operations since July 2013. He previously served as Vice President of Operations Engineering from September 2009 to July 2013. He joined Silicon Labs in July 2006 and is responsible for worldwide operations. His team includes the manufacturing teams, product and test engineering, quality assurance, failure analysis, as well as the prototype production and reliability test labs; and works closely with the technology organization in driving the process and package engineering strategies. Dr. Kumar's group drives the company technology strategy and supplier choices. Prior to joining Silicon Labs, Dr. Kumar managed global test engineering teams and was responsible for worldwide product and test engineering for the storage business at Agere Systems, Lucent Technologies and AT&T Bell Labs. Dr. Kumar has a bachelor's degree in Electrical Engineering from the Indian Institute of Technology in Bombay, a M.S. in Electrical Engineering from the University of Evansville in Indiana and a Ph.D. in Electrical Engineering from Lehigh University. Dr. Kumar serves on the Electrical and Computer Engineering Department's Industry Advisory Council for Southern Illinois University in Carbondale, IL.

Compensation Discussion and Analysis

This Compensation Discussion and Analysis (CD&A) provides information regarding the 2023 compensation program for our principal executive officer, principal financial officer and two other most highly compensated executive officers. We had no other executive officers during 2023. For 2023, these individuals were:

- R. Matthew Johnson, our President and Chief Executive Officer (“CEO”)
- John Hollister, our Former Senior Vice President and Chief Financial Officer (“CFO”)
- Brandon Tolany, our Senior Vice President of Worldwide Sales, Marketing & Applications
- Sandeep Kumar, our Senior Vice President of Worldwide Operations

We refer to these executive officers collectively in this Proxy Statement as the “Named Executive Officers” or “NEOs.” As previously reported, on February 2, 2024, Mr. Hollister resigned from his position as CFO of the Company.

In this CD&A, we describe the material elements of our compensation program for the NEOs during 2023 as administered by the Compensation Committee. This analysis also provides an overview of our executive compensation philosophy, including our principal compensation policies and practices, for our NEOs. Finally, we explain how and why the Compensation Committee arrived at the specific compensation decisions for our Named Executive Officers in 2023 and discuss the key factors that the Compensation Committee considered in determining their compensation.

2023 Business Results

In 2023, total revenue decreased 24% from 2022 to \$782 million as weak global macroeconomic conditions and an industry-wide inventory correction impacted our results and the overall market. Our industry-leading Series 2 portfolio of products and singular focus on the IoT continued to drive design wins in rapidly growing markets in 2023, including in connected health, retail digitalization and smart metering.

Worldwide distribution revenue was 78% of 2023 revenue. Revenue from our top ten customers was 22%, and no single customer was greater than 5% of our revenue.

Our GAAP gross margins were nearly 59% in 2023, down from 63% in 2022, reflecting variations in product and customer mix. GAAP operating loss for the year was \$24 million, compared to operating income of \$119 million in the prior year. The decrease in operating income was due to lower revenue and gross margin, offset partially by a 7% year-on-year reduction in operating expenses. Net interest income increased from 2022, primarily due to increased interest income earned as a result of higher market interest rates. Headcount at the end of the year was 1,846, and down approximately 6% over 2022, due to workforce reductions.

In 2023, cash flow used in operating activities was \$30 million, primarily driven by a strategic investment in increasing our internal inventory levels. We ended the year with approximately \$439 million in cash, cash equivalents, and short-term investments.

We also finalized the redemption process on our 2025 convertible notes in 2023, funding \$535 million in cash and issuing approximately 0.9 million shares.

2023 Business Highlights

We executed well in 2023 despite a difficult industry operating environment characterized by weak demand and high inventory. Though revenue was down 24% from 2022, we gained significant new design wins across our customer base, in-line with the aggressive targets we set. These design wins span a broad range of technologies, applications and customers and are expected to deliver strong growth and earnings power as the market backdrop improves. We also gained market share in areas such as Bluetooth.

In 2023, we introduced new and innovative products, highlighted by the following key announcements:

- Introduced a new integrated circuit family designed for the smallest form factor IoT devices: the xG27 family of Bluetooth SoCs.
- Announced the new dual-band FG28 SoC, designed for long-range networks and protocols like Amazon Sidewalk, Wi-SUN, and other proprietary protocols.
- Unveiled our next-generation Series 3 platform, purpose-built for embedded IoT devices. Series 3 devices will be designed to offer industry-leading compute, wireless performance, scalability, and energy efficiency with the highest levels of IoT security.

Significant Executive Compensation Actions

Our Compensation Committee, which consists entirely of independent directors, sets the compensation of our Named Executive Officers each year. Specifically, the Compensation Committee, in consultation with our compensation consultant, examines whether each NEO's compensation is competitive and appropriate in view of such person's role, level or responsibility, and experience, as further described in the "Compensation-Setting Process" section below. In April 2023, the Compensation Committee approved the following changes to our NEOs' target compensation:

- Increased Mr. Johnson's base salary 6.0% on April 2, 2023.
- Increased Mr. Hollister's base salary 3.0% on April 2, 2023.
- Increased Mr. Kumar's base salary 2.1% on April 2, 2023.
- Approved annual cash incentive bonus targets with 45% tied to revenue, 45% tied to operating income and 10% tied to diversity, equity and inclusion metrics as part of our overall ESG initiatives.
- Approved long-term incentive compensation, consisting of a combination of Restricted Stock Units ("RSUs") and Performance Stock Units ("PSUs") to align our executives' incentives with our stockholders, retain key employees, and reward performance.

Proactive response to industry downturn. We are committed to increasing shareholder value and ensuring alignment of our compensation practices with stockholder interests. Company management and the Compensation Committee, in consultation with our compensation consultant, acted quickly in response to an industry downturn which affected Company performance and took the following actions with respect to NEO compensation to better align NEO compensation with Company performance:

- Decreased Mr. Johnson's base salary 40.0% for the period of August 1 – December 30, 2023.
- Decreased Mr. Hollister's base salary 20.0% for the period of August 1 – December 30, 2023.
- Decreased Mr. Tolany's base salary 20.0% for the period of August 1 – December 30, 2023.
- Decreased Mr. Kumar's base salary 20.0% for the period of August 1 – December 30, 2023.
- No performance bonus was paid based upon business performance in 2023.

Significant Corporate Governance Standards

We maintain high standards in our executive compensation and governance practices. The following policies were in effect in 2023:

What We Do

We have stock ownership guidelines. Our CEO must hold Silicon Labs equity with a value equal to six times his base salary, and our CFO must hold equity with a value equal to three times his base salary following a phase-in period. Other executive officers must hold equity with a value of two times their base salary following a phase-in period. Unvested options and unvested PSUs do not count for purposes of the stock ownership guidelines. All executive officers and directors are in compliance with our stock ownership guidelines.

We have stock ownership guidelines for our Directors requiring them to hold Silicon Labs equity with a value equal to three times their annual cash retainer following a phase-in period.

All employee change in control agreements do contain double trigger (rather than single trigger) change in control provisions.

We separate the roles of Chairman of the Board and Chief Executive Officer. Our Board also includes the position of Lead Independent Director.

We conduct an annual assessment to ensure that the compensation consultant engaged by the Compensation Committee is independent.

We conduct an annual review of our compensation programs for executive officers and other employees to assess the level of risk associated with those programs and the effectiveness of our policies and practices for monitoring and managing these risks.

We have a recoupment (or claw-back) policy that complies with the listing standards of the Nasdaq to provide for recovery of incentive compensation from any executive officer in the event of a restatement of our financial results.

What We Do Not Do

We do not provide excise tax gross-ups in the event of a change in control.

We do not allow hedging and pledging of Company securities.

We do not provide significant perquisites or other personal benefits to our executive officers. Other than an annual physical examination provided by the Company, our executive officers participate in broad-based company-sponsored health and welfare benefits programs on the same basis as our other full-time employees.

We do not offer retirement plans or nonqualified deferred compensation plans to our executive officers, other than the 401(k) retirement plan offered to all salaried full-time employees.

Compensation Philosophy

Our executive compensation program supports our long-term strategic and operational goals. It is intended to attract, motivate, and retain talented individuals to serve as our executive officers. The Compensation Committee designs the various components of our executive compensation program to be market competitive and support growth and profitability objectives while remaining aligned with our culture.

We hold our executives to high performance standards and our compensation arrangements for our CEO and other Named Executive Officers are designed to deliver competitive base pay and attractive incentive opportunities if performance is outstanding while delivering significantly lower actual compensation when performance is below our rigorous standards. To this end, a significant portion of target compensation for our executives is designed to be at risk.

Salaries are compared not only to our peer group listed below, but also to data from the Radford Technology survey. Our target for base salaries, considering data from each source, is market median. Our annual cash incentive plan, discussed below, is based solely on achieving corporate targets. This plan targets above-market awards when the Company is performing well and places cash incentives at risk when performance targets are not achieved. See also “Annual Cash Incentive Bonus” below.

Our equity program includes time-vesting restricted stock units (RSUs) and performance stock units (PSUs) that are intended to incentivize achievement of high-performance standards. In 2021, we transitioned away from performance-based market stock units (MSUs) to a performance-based PSU program, more appropriate during the period of our company’s transformation and transition to a new business model. Our PSUs require significant levels of multi-year performance, measured by our achievement against our stated financial model and growth targets. These program design changes were made in consultation with our compensation consultant.

This approach provides a strong alignment between pay-for-performance, operational results and retention of key executive talent. The design appropriately establishes a clear focus on achieving our financial objectives. As such, our compensation program provides modest compensation when longer-term performance is below expectations. We believe that this approach optimally aligns the interests of management and our stockholders and results in the greatest emphasis on long-term stockholder value creation. For more information on the design of our equity programs and for awards granted in 2023, see “Long-Term Incentive Equity Awards” below.

Prior Say On Pay Vote and Shareholder Engagement

Our prior advisory Say-on-Pay proposal regarding the compensation of our Named Executive Officers received the support of approximately 94% of the votes cast at the 2023 Annual Meeting. The Compensation Committee and the Board reviewed the result of the Say-on-Pay vote, and appreciate the feedback and support of our shareholders for the adjustments we made to continue to strengthen our pay for performance practices.

Those adjustments included approving a resolution not to provide cash severance to executive officers upon a voluntary resignation (other than as may be contractually committed, such as upon a resignation for “good reason”), and increasing our CEO stock ownership guidelines from five times to six times base salary.

We believe that shareholder engagement is important, and our Compensation Committee will continue to take into account shareholder feedback, future Say-on-Pay votes and relevant market developments in order to determine whether any subsequent changes to our executive compensation program are warranted. We expect to continue our outreach efforts with respect to executive compensation in future years in order to ensure that we understand our shareholder views and concerns on each of these subjects for the consideration of our Compensation Committee and the full Board.

Compensation-Setting Process

Role of Compensation Committee. The Compensation Committee is responsible for administering our executive compensation program, as well as determining and approving the compensation for our Named Executive Officers. The Compensation Committee regularly reports to our Board of Directors on its deliberations and actions.

The Compensation Committee uses a balanced approach to set the compensation of our executive officers, with each primary direct component of compensation (base salary, annual cash incentive bonus, and long-term incentive compensation) designed to play a specific role. The Compensation Committee determines the compensation of each executive officer with respect to each compensation component based, in part, on its own analysis of competitive market data and the recommendations of our CEO, both as described below. Additionally, the Compensation Committee periodically reviews whether our compensation policies and practices create any risks reasonably likely to have a material adverse impact on the Company and the steps that have or should be taken to monitor and mitigate such risks. The Compensation Committee's 2023 review determined that the Company's pay policies and practices do not create risks reasonably likely to have a material adverse effect on the Company.

The Compensation Committee exercises its own judgment in making its compensation decisions and may accept or reject our CEO's recommendations. In addition, the Compensation Committee receives input from its compensation consultant and meets in executive session (without our CEO present) prior to making its final determinations regarding compensation.

Differences in compensation among our executive officers are the result of the Compensation Committee's exercise of its judgment, following its review of our CEO's recommendations, its analysis of competitive market data and its consideration of overall Company performance, competitive pressures, business conditions and the potential financial impact of compensation decisions, including share ownership dilution. Pay decisions are based on competitive market data from the compensation consultant and a variety of other factors, including level of performance, the vesting and value of outstanding equity awards, each individual's tenure, prior experience, distinctive value to the Company, variances in job responsibilities relative to similarly titled officers at other competitive companies and the Compensation Committee's determination of the appropriate mix of compensation elements (including base salary, cash incentives and equity incentives).

In determining the compensation of our CEO, the Compensation Committee consults with the other independent members of our Board of Directors, assesses our CEO's individual performance and considers competitive market data and the other factors described above.

For our Named Executive Officers, the Committee targets market median for base salaries and targets greater than market total direct compensation (i.e. including incentive compensation) when our stringent performance targets are achieved. The factors described above provide the framework for compensation decision-making for each Named Executive Officer. No single factor is determinative in setting pay levels, nor is the impact of any factor on the determination of pay levels quantifiable.

Role of Management. In carrying out its responsibilities, the Compensation Committee works with members of our management, including our CEO. Typically, our management assists the Compensation Committee by providing information on Company performance and its perspective on compensation matters. Our CEO generally attends Compensation Committee meetings (except with respect to discussions involving his own compensation or other executive sessions of the committee).

Our CEO makes pay recommendations to the Compensation Committee regarding our executive officers' compensation (except for his own compensation) using the factors mentioned above and his own review of each NEO's performance.

Our CEO conducts this assessment with the assistance of our Chief People Officer. Our CEO then makes formal recommendations to the Compensation Committee, using data from compensation firms Mercer and Radford,

COMPENSATION DISCUSSION AND ANALYSIS

regarding adjustments to base salary, annual cash incentive bonus opportunities and equity awards for his team. Our CEO also recommends performance measures and related target levels for annual cash incentive bonuses and equity awards for senior management.

The Compensation Committee solicits and reviews our CEO's recommendations and proposals on compensation-related matters. They consider these recommendations, among other factors, as they make compensation decisions for our executive officers.

Role of Compensation Consultant. The Compensation Committee is authorized to retain the services of compensation consultants and other advisors from time to time, as it sees fit, in connection with the administration of our executive compensation programs.

The Compensation Committee retained Mercer US LLC, ("Mercer"), a compensation consulting firm providing executive compensation advisory services, to provide competitive market data and analysis regarding material elements of compensation, including base salary, cash incentives and equity incentives. Mercer served at the discretion of the Compensation Committee and received \$211,294 for these services during 2023. Mercer did not provide any other services to the Company in 2023.

With the approval of the Compensation Committee, Mercer provided our CEO and our Chief People Officer with market data regarding compensation for our executive officers so that our CEO's compensation recommendations to the Compensation Committee are consistent with our compensation philosophy.

Competitive Positioning. The Compensation Committee believes it is in the best interests of our stockholders to ensure that our executive compensation is competitive with that of other companies of similar size and complexity. In late 2022, the Compensation Committee directed Mercer to use data gathered from the 2022 Radford High-Technology Executive Compensation Survey and publicly-available information from the following companies to identify and analyze the competitive market for 2023 executive compensation. Criteria for peer group selection included industry, revenue size, market capitalization, and business characteristics. The Compensation Committee adjusts the existing peer group each year to the extent needed to remove peers that merge or are acquired by another company. The Compensation Committee selected the following companies as a compensation peer group used for 2023 compensation in consultation with Mercer:

| | |
|---|----------------------------------|
| Advanced Energy Industries, Inc. | Monolithic Power Systems, Inc. |
| Alpha and Omega Semiconductor Limited | National Instruments Corporation |
| Cirrus Logic, Inc. | NETGEAR, Inc. |
| Diodes Incorporated | Power Integrations, Inc. |
| Knowles Corporation | Semtech Corporation |
| Lattice Semiconductor Corporation | Synaptics Incorporated |
| MACOM Technology Solutions Holdings, Inc. | Universal Display Corporation |
| MaxLinear, Inc. | Wolfspeed, Inc. |

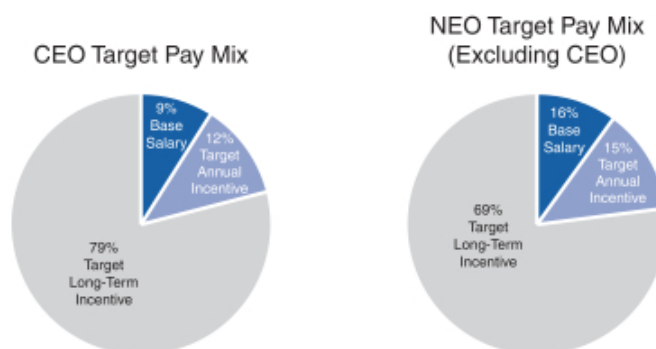
CMC Materials and Vivint Smart Home were removed from the peer group in 2023 due to their acquisitions.

Compensation Elements

The primary components of our executive compensation program are base salary, annual cash incentive bonus and equity awards. The Compensation Committee uses its discretion and does not use a prescribed formula for allocating compensation between annual and long-term compensation, between cash and non-cash compensation, or among different forms of non-cash compensation.

COMPENSATION DISCUSSION AND ANALYSIS

Based on compensation decisions made by the Compensation Committee at its regular meeting to determine executive compensation, approximately 91% of our CEO's target pay mix and on average approximately 84% of our other NEOs' target pay mix is tied to Company performance, including stock price performance ("at-risk"):



Base Salary. The 2022 and 2023 base salaries and percentage increase are set forth in the following table:

| Named Executive Officer | 2022 Base Salary (\$) | Percentage Increase | 2023 Base Salary (\$) |
|-----------------------------------|-----------------------|---------------------|-----------------------|
| R. Matthew Johnson ⁽¹⁾ | 650,000 | 6.0% | 689,000 |
| John Hollister ⁽²⁾ | 437,000 | 3.0% | 450,000 |
| Brandon Tolany ⁽²⁾ | 414,000 | 0% | 414,000 |
| Sandeep Kumar ⁽²⁾ | 379,000 | 2.1% | 387,000 |

(1) 2023 Base Salary for Mr. Johnson was decreased by 40%, effective August 1 through December 30, 2023, as previously described.

(2) 2023 Base Salaries for Messrs. Hollister, Tolany and Kumar were decreased by 20%, effective August 1 through December 30, 2023, as previously described.

Annual Cash Incentive Bonus. Each year, the Compensation Committee adopts a bonus plan (the "Bonus Plan") to reward exceptional performance and align the incentives of our Named Executive Officers with our short-term operating plan and long-term strategic objectives and the interests of our stockholders. The Compensation Committee approves the design, structure, and performance objectives, as well as each objective's relative weighting, under the Bonus Plan. The Compensation Committee designs the Bonus Plan to pay each Named Executive Officer up to 150% of the NEO's target annual cash incentive bonus opportunity for outstanding performance. Consistent with our "pay-for-performance" philosophy, however, no payment is guaranteed if the minimum established performance objectives under the Bonus Plan are not achieved. Our Board of Directors and the Compensation Committee may exercise discretion either to make payments absent attainment of the relevant performance metric target levels or to reduce or increase the size of any award payment.

For 2023, consistent with our business strategy, the Compensation Committee established adjusted revenue and adjusted non-GAAP operating income as a percentage of adjusted revenue as the principal corporate financial metrics. For this purpose, "adjusted revenue" and "adjusted non-GAAP operating income" mean revenue and operating income as determined under generally accepted accounting principles (GAAP) modified for stock compensation expense, intangible asset amortization, acquisition-related items and restructuring charges. These adjusted measures more clearly highlight the results of core ongoing operations. For purposes of cash incentive bonuses, the Compensation Committee reserves the authority to determine whether to exclude any item when making adjustments from the corresponding GAAP metric.

COMPENSATION DISCUSSION AND ANALYSIS

For 2023, the Compensation Committee continued to include diversity, equity and inclusion (DEI) metrics as a component of bonus compensation.

For each of the applicable bonus metrics, the percentage payout is determined using a sliding scale based on actual performance, with no minimum payout and a maximum payout of 150% of the executive's target annual cash incentive bonus opportunity for above-target performance. The financial components of the plan allowed for 100% payout at 100% of plan target. For the adjusted revenue component, there was a decreasing scale to 10% at 90% of plan target, no payment below 90% of target and a maximum payout of 150% at 110% of target. For the adjusted non-GAAP operating income components, there was a decreasing scale to 10% at 80% of plan target, no payment below 80% of target and a maximum payout of 150% at 120% of target. The DEI components of the plan were based on a set of challenging qualitative and quantitative goals representing core education and inclusion objectives of our DEI strategy but were not quota-based. If three of five goals were achieved, the plan allowed for 60% payout. If four of five goals were achieved, the plan allowed for 80% payout. If all five goals were achieved, the plan allowed for 100% payout. Two accelerators were added to the DEI goal set to allow for a payout above 100% to a maximum payout of 150% of target. These accelerators were only applicable if all five goals were already achieved.

The Compensation Committee exercised its discretion in July of 2023 to cancel the annual bonus opportunity for all NEOs due to overall Company performance, so no bonus was paid to the CEO or remaining NEOs for the 2023 performance year.

| 2023 Bonus Metrics | 2023 Target | Metric Weighting |
|--------------------------------------|-------------|------------------|
| Adjusted Revenue | \$1,131,229 | 45% |
| Adjusted Non-GAAP Operating Income % | 21.7% | 45% |
| DEI Scorecard | 5 goals | 10% |

Appendix I provides a reconciliation of GAAP and non-GAAP executive compensation financial measures.

The resulting payments to the Named Executive Officers were as follows:

| Named Executive Officer | Target Bonus as a Percent of Base Salary (%) | Actual Bonus as a Percent of Base Salary (%) |
|-------------------------|--|--|
| R. Matthew Johnson | 130% | 0% |
| John Hollister | 100% | 0% |
| Brandon Tolany | 100% | 0% |
| Sandeep Kumar | 75% | 0% |

Long-Term Incentive Equity Awards. The Compensation Committee uses long-term incentive compensation, typically in the form of equity awards, to retain our Named Executive Officers, to align their interests with the interests of our stockholders and to provide incentives that we believe encourage behaviors that will maximize stockholder value. For 2023, the Compensation Committee used a mix of PSUs and RSUs.

PSU Awards Granted in 2021, 2022, and 2023. In 2021, we replaced our performance based MSU program with a performance-based PSU program that we believe is appropriate during the period of our company transformation and transition to a new business model. PSUs allow us to directly tie executive compensation to specific company financial targets that are critical to the long-term success of our pure-play IoT model. The PSU program measures performance achievement against our multi-year growth targets and financial plan.

COMPENSATION DISCUSSION AND ANALYSIS

We continued to offer PSU awards in 2023. For each PSU award, a payment in shares of our common stock relative to the target number of units may be earned upon the Company achieving goals based on a three-year revenue compound annual growth rate (CAGR) and non-GAAP operating income margin (OI) in Years 2 and 3. The CAGR metric is set at the beginning of the performance period and is measured at the end of Year 3 and weighted at 50%. The OI margin metric is also a long-term multi-year metric that is set at the beginning of the performance period, with two measurement points. The first measurement is made at the end of Year 2. The second and final OI margin measurement is made at the end of Year 3. Each of these OI margin measurements is weighted at 25%. Award payments may range from 0% up to 200% of the target number of units and are scaled linearly against a base revenue or non-GAAP operating income margin percentage for each measurement, all tracking to our stated financial model. Each measurement has a discrete achievement threshold below which the payout value is 0.

The PSU Awards will be earned based upon the level of achievement of the following multi-year performance criteria:

| Grant Date | Performance Period | Measurement | Weight | Threshold | Target | Maximum |
|-------------------|--|--------------------------------|--------|-----------|--------|---------|
| May 15, 2021 | 3-Year through the end of Fiscal Year 2023 | 3-Year Revenue CAGR | 50% | >10% | 20% | 30% |
| June 3, 2021 | | Fiscal 2022 Non-GAAP OI Margin | 25% | >7.15% | 8.4% | 9.65% |
| | | Fiscal 2023 Non-GAAP OI Margin | 25% | >10.1% | 11.8% | 13.5% |
| December 22, 2021 | 3-Year through the end of Fiscal Year 2024 | 3-Year Revenue CAGR | 50% | >10% | 20% | 30% |
| February 15, 2022 | | Fiscal 2023 Non-GAAP OI Margin | 25% | >14% | 15.8% | 17.6% |
| | | Fiscal 2024 Non-GAAP OI Margin | 25% | >17.65% | 19.5% | 21.35% |
| February 15, 2023 | 3-Year through the end of Fiscal Year 2025 | 3-Year Revenue CAGR | 50% | >10% | 20% | 30% |
| | | Fiscal 2024 Non-GAAP OI Margin | 25% | >22.04% | 24.49% | 25.98% |
| | | Fiscal 2025 Non-GAAP OI Margin | 25% | >26.22% | 27.70% | 29.17% |

RSU Awards Granted in 2023

The RSU awards granted in 2023 provide a retention incentive and align the interests of our executive officers with those of our stockholders. These RSUs generally vest in three annual installments on each anniversary of the date of grant.

The Named Executive Officers were granted the following PSU and RSU awards during 2023:

| Named Executive Officer | PSU Awards | | RSU Awards | |
|-------------------------|-----------------------------|----------------------------|----------------------|----------------------------|
| | Target Number of Shares (#) | Grant Date Fair Value (\$) | Number of Shares (#) | Grant Date Fair Value (\$) |
| R. Matthew Johnson | 21,976 | 4,141,377 | 15,992 | 2,180,029 |
| John Hollister | 7,535 | 1,419,971 | 6,397 | 872,039 |
| Brandon Tolany | 9,105 | 1,715,837 | 4,798 | 654,063 |
| Sandeep Kumar | 3,140 | 591,733 | 3,199 | 436,088 |

Compensation Arrangements Upon Termination of Employment or a Change in Control

The equity awards granted to our Named Executive Officers under the Company's 2009 Stock Incentive Plan, as amended and restated on April 22, 2021, and the CEO Severance Agreement and the Executive Severance Agreements approved by the Board in May 2021 provide for the following potential payments and benefits upon a Change in Control Termination (as defined in the agreements): (a) 100% of annual base salary (200% in the case of the CEO), (b) 100% of target variable compensation for a full fiscal year (200% in the case of the CEO), (c) any actual earned bonus, commission or other short term cash incentive compensation for the fiscal year preceding the Change in Control Termination to the extent such amount has not already been paid, (d) a pro-rated portion of target variable compensation for the full fiscal year in which the Change in Control Termination occurs, (e) stock options, restricted stock, and RSUs shall become fully vested, (f) MSU and PSU units shall be vested at the greater of actual performance or 100% of the target value, and (g) a lump sum equal to the pre-tax cost of 12 months of continued COBRA coverage (24 months in the case of the CEO). In addition, the Executive Severance Agreements provide certain specified severance benefits to the Named Executive Officers upon a Non-CIC Termination (as defined in the agreements). The benefits are provided at a level that the Compensation Committee believes to be comparable to those of companies of similar size in our industry sector. Detailed information concerning the CEO Severance Agreement and the Executive Severance Agreements and the treatment of equity awards under the Company's 2009 Stock Incentive Plan in the event of a change in control, including the events that trigger benefits and the severance benefits provided upon the occurrence of such events, is discussed below under the heading "Potential Payments Upon Termination or Change in Control." We have provided for this treatment based on our belief that such treatment ensures that the executive officers remain focused on their responsibilities in the event of a potential transaction that will result in a significant benefit to our stockholders.

Welfare, Retirement, and Other Benefits

Welfare Benefits. The Company maintains an array of benefit programs to meet the health care and welfare needs of our employees including medical healthcare and prescription drug coverage, dental and vision programs, medical and dependent care flexible spending accounts, short-term disability insurance, long-term disability insurance, accidental death and dismemberment insurance, and group life insurance, as well as customary vacation, paid holiday, leave of absence and other similar policies. Our executive officers, including the Named Executive Officers, participate in these benefit programs on the same general terms as all of our salaried employees.

Retirement Benefits. The Company has established a tax-qualified Section 401(k) retirement savings plan for our employees. Our executive officers, including the Named Executive Officers, are eligible to participate in this plan on the same general terms available to all of our full-time employees. Currently, plan participants are provided with matching contributions that are subject to time-based vesting conditions. It is intended that this plan qualify under Section 401(a) of the Internal Revenue Code so that contributions by participants to the plan, and income earned on plan contributions, are not taxable to participants until withdrawn from the plan. Our executive officers, including the Named Executive Officers, do not receive any retirement benefits beyond those generally available to our full-time employees.

Perquisites and Other Personal Benefits. In addition to the general welfare and retirement benefits described above, the Compensation Committee has determined that we provide our executive officers, including the Named Executive Officers, with an annual physical examination beyond the benefit provided under our standard health care plans.

The Compensation Committee does not view perquisites or other personal benefits as a significant component of our executive compensation program and, except as described in the preceding paragraph, did not provide any perquisites or other personal benefits to our executive officers during 2023.

Income Tax and Accounting Considerations

Section 280G of the Internal Revenue Code. Section 280G of the Code disallows a tax deduction with respect to excess parachute payments to certain executives of companies that undergo a change in control. In addition, Section 4999 of the Code imposes a 20% penalty on the individual receiving the excess payment. Parachute payments are compensation that is linked to or triggered by a change in control and may include, but are not limited to, transaction bonus payments, severance payments, certain fringe benefits and payments and acceleration of vesting under long-term incentive plans. Excess parachute payments are parachute payments that exceed a threshold determined under Section 280G of the Code based on the executive's prior compensation. In approving the compensation arrangements for our named executive officers in the future, our Compensation Committee will consider all elements of the cost to the Company of providing such compensation, including the potential impact of Section 280G of the Code. However, our Compensation Committee may, in its judgment, authorize compensation arrangements that could give rise to loss of deductibility under Section 280G of the Code and the imposition of excise taxes under Section 4999 of the Code when it believes that such arrangements are appropriate to attract and retain executive talent. Note that none of our NEOs (or other executives or employees) are entitled to any tax gross-up or similar payments with respect to any excise taxes that may be imposed in accordance with the foregoing.

Accounting Treatment of Executive Compensation. The Company follows Financial Accounting Standards Board Accounting Standards Codification Topic 718 ("ASC Topic 718") in accounting for our stock-based awards. ASC Topic 718 requires companies to measure the compensation cost for all stock-based options and awards to employees (including our executive officers) and directors based on the "fair value" on the date of grant. This calculation is performed for accounting purposes and reported in the compensation tables below, even though our executive officers may never realize any value from their awards. ASC Topic 718 also requires companies to recognize the fair value of their stock-based options and awards in their income statements over the period that an executive officer is required to render service in exchange for his or her grant.

Compensation Committee Report on Executive Compensation

We, the Compensation Committee of the Board of Directors, have reviewed and discussed the Compensation Discussion and Analysis within the Executive Compensation section of this Proxy Statement with the management of the Company. Based on such review and discussion, we are of the opinion that the executive compensation policies and plans provide appropriate compensation to properly align Silicon Labs' performance and the interests of its stockholders through the use of competitive and equitable executive compensation in a balanced and reasonable manner, for both the short- and long-term. Accordingly, we have recommended to the Board of Directors that the Compensation Discussion and Analysis be included as part of this Proxy filing.

Submitted by the Compensation Committee of the Board of Directors:

Gregg Lowe (Chairman)
Christy Wyatt
Robert Conrad

COMPENSATION DISCUSSION AND ANALYSIS

Summary Compensation

The following table provides compensation information for our Named Executive Officers for fiscal years 2021, 2022 and 2023.

Summary Compensation Table

| Name and Principal Position | Year | Salary (\$) | Bonus (\$) ⁽¹⁾ | Stock Awards (\$) ⁽²⁾ | Option Awards (\$) ⁽²⁾ | Non-equity Incentive Plan Compensation (\$) ⁽³⁾ | All Other Compensation (\$) ⁽⁴⁾ | Total (\$) |
|---|------|------------------------|---------------------------|----------------------------------|-----------------------------------|--|--|------------|
| R. Matthew Johnson <i>President and Chief Executive Officer</i> | 2023 | 563,710 ⁽⁷⁾ | 0 | 6,321,406 | — | 0 | 9,605 | 6,894,721 |
| | 2022 | 650,000 | 1,000 | 4,935,285 | — | 1,159,027 | 10,921 | 6,756,233 |
| | 2021 | 416,000 ⁽⁵⁾ | 1,000 | 7,736,057 | — | 567,319 | 10,212 | 8,730,589 |
| John Hollister⁽⁸⁾ <i>Senior Vice President and Chief Financial Officer</i> | 2023 | 409,019 ⁽⁷⁾ | 0 | 2,292,010 | — | 0 | 6,446 | 2,707,475 |
| | 2022 | 430,039 ⁽⁶⁾ | 1,000 | 1,974,207 | — | 590,642 | 9,139 | 3,005,027 |
| | 2021 | 408,720 | 1,000 | 2,160,802 | — | 592,644 | 12,934 | 3,176,100 |
| Brandon Tolany <i>Senior Vice President of Worldwide Sales</i> | 2023 | 379,288 ⁽⁷⁾ | 0 | 2,369,900 | — | 0 | 10,197 | 2,759,385 |
| | 2022 | 410,972 ⁽⁶⁾ | 1,000 | 1,480,701 | — | 564,463 | 10,761 | 2,467,897 |
| | 2021 | 401,700 | 1,000 | 1,809,016 | — | 582,465 | 6,460 | 2,800,641 |
| Sandeep Kumar <i>Senior Vice President of Worldwide Operations</i> | 2023 | 346,721 ⁽⁷⁾ | 0 | 1,027,821 | — | 0 | 13,382 | 1,387,924 |
| | 2022 | 376,196 ⁽⁶⁾ | 1,000 | 987,175 | — | 387,524 | 8,179 | 1,760,074 |
| | 2021 | 367,608 | 1,000 | 2,034,360 | — | 399,774 | 13,729 | 2,816,471 |

(1) Represents holiday or profit-sharing bonus provided to all employees.

(2) Amounts shown do not reflect compensation actually received by the Named Executive Officer but represent the grant date fair value of RSUs and PSUs as determined pursuant to ASC Topic 718 (disregarding any estimate of forfeitures). The assumptions underlying the calculation under ASC Topic 718 are discussed under Note 15, *Stock-Based Compensation*, in our Form 10-K for the fiscal year ended December 30, 2023.

The PSUs are shown at target because target was determined to be the probable outcome for the performance period at the time of grant. The following is the aggregate grant date fair value of PSUs granted if we assumed the maximum amounts (200% of target) will be earned: For 2023: Mr. Johnson - \$8,282,755, Mr. Hollister - \$2,839,942, Mr. Tolany - \$3,431,674, and Mr. Kumar - \$ 1,183,467. For 2022: Mr. Johnson - \$4,643,663, Mr. Hollister - \$1,857,593, Mr. Tolany - \$1,393,356, and Mr. Kumar - \$928,797. For 2021: Mr. Johnson - \$13,272,698, Mr. Hollister - \$2,650,119, Mr. Tolany - \$2,298,332, and Mr. Kumar - \$3,012,860.

(3) Represents amounts earned under the 2022 Bonus Plan for services rendered in fiscal 2022 and the 2021 Bonus Plan for services rendered in fiscal 2021 although amounts were paid in the following year. No amounts were earned under the 2023 Bonus Plan for fiscal 2023.

(4) 2023 Other Compensation for Messrs. Johnson, Hollister, Tolany and Kumar consists of Company-paid life insurance premiums, disability premiums, and employer matching contributions into the Company's 401(k) Plan, executive physicals for Messrs. Johnson, Tolany and Kumar, and international travel bonuses and a charitable contribution match for Mr. Kumar. 2022 Other Compensation for Messrs. Johnson, Hollister, Tolany and Kumar consists of Company-paid life insurance premiums, disability premiums, and employer matching contributions into the Company's 401(k) Plan, executive physicals for Messrs. Johnson, Hollister and Tolany, and a charitable contribution match for Mr. Kumar. 2021 Other Compensation for Messrs. Johnson, Hollister, Tolany and Kumar consists of Company-paid life insurance premiums, disability premiums, and employer matching contributions into the Company's 401(k) Plan, and executive physicals for Messrs. Johnson, Hollister and Kumar.

(5) Amount shown reflects the two different base salary rates paid to Mr. Johnson in fiscal 2021 due to his promotion to President in April 2021.

COMPENSATION DISCUSSION AND ANALYSIS

- (6) Amount shown reflects the two different base salary rates paid to Messrs. Hollister, Tolany, and Kumar in fiscal 2022 due to market based salary increases provided on April 1, 2022.
- (7) Amount shown reflects the different base salary rates paid to Messrs. Johnson, Hollister, and Kumar in fiscal 2023 due to market based salary increases provided on April 2, 2023 and a 2023 reduction in base salary rates for the same plus Messr. Tolany effective from August 1 to December 30, 2023.
- (8) Mr. Hollister terminated his employment with Silicon Laboratories on February 2, 2024.

COMPENSATION DISCUSSION AND ANALYSIS

Grants of Plan-Based Awards

The following table contains information concerning all equity and non-equity plan-based awards granted during fiscal 2023 to our Named Executive Officers. All equity plan-based awards were granted under our 2009 Stock Incentive Plan, as amended and restated on April 22, 2021, and all non-equity plan-based awards were granted under our 2023 Bonus Plan.

Grants of Plan-based Awards Table for Fiscal 2023

| Names | Estimated Future Payouts Under Non-Equity Incentive Plan Awards ⁽¹⁾ (\$) | | | Estimated Future Payouts Under Equity Incentive Plan Awards ⁽²⁾ (#) | | | All Other Stock Awards: Number of Shares of Stock or Units ⁽³⁾ (#) | Grant Date Fair Value of Stock Awards ⁽⁴⁾ (\$) |
|--------------------|---|-----------|---------|--|-----------|--------|---|---|
| | Grant Date | Threshold | Target | Maximum | Threshold | Target | | |
| R. Matthew Johnson | | 132,454 | 883,025 | 1,324,537 | — | — | — | — |
| | 2/15/2023 | — | — | — | 1 | 21,976 | 43,952 | 4,141,377 |
| | 5/15/2023 | — | — | — | — | — | — | 15,992 |
| John Hollister | | 67,013 | 446,750 | 670,125 | — | — | — | — |
| | 2/15/2023 | — | — | — | 1 | 7,535 | 15,070 | 1,419,971 |
| | 5/15/2023 | — | — | — | — | — | — | 6,397 |
| Brandon Tolany | | 62,100 | 414,000 | 621,000 | — | — | — | — |
| | 2/15/2023 | — | — | — | 1 | 9,105 | 18,210 | 1,715,837 |
| | 5/15/2023 | — | — | — | — | — | — | 4,798 |
| Sandeep Kumar | | 43,313 | 288,750 | 433,125 | — | — | — | — |
| | 2/15/2023 | — | — | — | 1 | 3,140 | 6,280 | 591,733 |
| | 5/15/2023 | — | — | — | — | — | — | 3,199 |

- (1) Amounts shown represent amounts that were available under the 2023 Bonus Plan. Actual bonuses received under the 2023 Bonus Plan by the executive officers are reported in the Summary Compensation Table under the column entitled "Non-Equity Incentive Plan Compensation."
- (2) Represents PSUs.
- (3) Represents RSUs.
- (4) Includes grant date fair value of equity awards. A discussion of the assumptions underlying the calculation under ASC Topic 718 is found under Note 15, Stock-Based Compensation in our Form 10-K for the fiscal year ended December 30, 2023.

COMPENSATION DISCUSSION AND ANALYSIS

Outstanding Equity Awards at Fiscal Year-End

The following table shows all holdings of unexercised stock options and unvested RSU and PSU awards for each of our Named Executive Officers as of December 30, 2023

Outstanding Equity Awards at Fiscal 2023 Year-End Table

| Name | Grant Date | Option Awards | | | | Stock Awards | | | |
|--------------------|------------|---|---------------|----------------------------|------------------------|---|---|---|--|
| | | Number of Securities Underlying Unexercised Options (#) | | Option Exercise Price (\$) | Option Expiration Date | Number of Shares or Units of Stock That Have Not Vested (#) | Market Value of Shares or Units That Have Not Vested (\$) | Equity Incentive Plan Awards: | |
| | | Exercisable | Unexercisable | | | | | Number of Unearned Shares, Units or Other Rights That Have Not Vested (#) | Market or Payout Value of Unearned Shares, Units or Other Rights That Have Not Vested (\$) |
| R. Matthew Johnson | 5/15/2021 | — | — | — | — | 2,926 ⁽¹⁾ | 387,022 | — | — |
| | 5/15/2021 | — | — | — | — | — | — | 8,778 ⁽²⁾ | 1,161,066 |
| | 6/03/2021 | — | — | — | — | — | — | 3,686 ⁽³⁾ | 487,547 |
| | 12/22/2021 | — | — | — | — | — | — | 25,014 ⁽⁴⁾ | 3,308,602 |
| | 2/15/2022 | — | — | — | — | — | — | 14,424 ⁽⁵⁾ | 1,907,862 |
| | 5/15/2022 | — | — | — | — | 12,132 ⁽⁶⁾ | 1,604,700 | — | — |
| | 2/15/2023 | — | — | — | — | — | — | 21,976 ⁽⁷⁾ | 2,906,766 |
| | 5/15/2023 | — | — | — | — | 15,992 ⁽⁸⁾ | 2,155,262 | — | — |
| John Hollister | 5/15/2021 | — | — | — | — | 2,224 ⁽¹⁾ | 294,168 | — | — |
| | 5/15/2021 | — | — | — | — | — | — | 6,671 ⁽²⁾ | 882,373 |
| | 6/03/2021 | — | — | — | — | — | — | 3,686 ⁽³⁾ | 487,547 |
| | 2/15/2022 | — | — | — | — | — | — | 5,770 ⁽⁵⁾ | 763,198 |
| | 5/15/2022 | — | — | — | — | 4,853 ⁽⁶⁾ | 641,906 | — | — |
| | 2/15/2023 | — | — | — | — | — | — | 7,535 ⁽⁷⁾ | 996,654 |
| | 5/15/2023 | — | — | — | — | 6,397 ⁽⁸⁾ | 846,131 | — | — |
| Brandon Tolany | 1/28/2016 | 18,270 ⁽⁹⁾ | — | 43.82 | 1/28/2026 | — | — | — | — |
| | 5/15/2021 | — | — | — | — | 1,756 ⁽¹⁾ | 232,266 | — | — |
| | 5/15/2021 | — | — | — | — | — | — | 5,267 ⁽²⁾ | 696,666 |
| | 6/03/2021 | — | — | — | — | — | — | 3,686 ⁽³⁾ | 487,547 |
| | 2/15/2022 | — | — | — | — | — | — | 4,328 ⁽⁵⁾ | 572,465 |
| | 5/15/2022 | — | — | — | — | 3,640 ⁽⁶⁾ | 481,463 | — | — |
| | 2/15/2023 | — | — | — | — | — | — | 9,105 ⁽⁷⁾ | 1,204,318 |
| | 5/15/2023 | — | — | — | — | 4,798 ⁽⁸⁾ | 634,631 | — | — |

COMPENSATION DISCUSSION AND ANALYSIS

| Name | Grant Date | Option Awards | | | | Stock Awards | | | |
|---------------|------------|---|---------------|----------------------------|------------------------|---|---|---|--|
| | | Number of Securities Underlying Unexercised Options (#) | | Option Exercise Price (\$) | Option Expiration Date | Number of Shares or Units of Stock That Have Not Vested (#) | Market Value of Shares or Units That Have Not Vested (\$) | Equity Incentive Plan Awards: | |
| | | Exercisable | Unexercisable | | | | | Number of Unearned Shares, Units or Other Rights That Have Not Vested (#) | Market or Payout Value of Unearned Shares, Units or Other Rights That Have Not Vested (\$) |
| Sandeep Kumar | 5/15/2021 | — | — | — | — | 1,405 ⁽¹⁾ | 185,839 | — | — |
| | 5/15/2021 | — | — | — | — | — | — | 4,214 ⁽²⁾ | 557,386 |
| | 6/03/2021 | — | — | — | — | — | — | 7,371 ⁽³⁾ | 974,962 |
| | 2/15/2022 | — | — | — | — | — | — | 2,885 ⁽⁵⁾ | 381,599 |
| | 5/15/2022 | — | — | — | — | 2,427 ⁽⁶⁾ | 321,019 | — | — |
| | 2/15/2023 | — | — | — | — | — | — | 3,140 ⁽⁷⁾ | 415,328 |
| | 5/15/2023 | — | — | — | — | 3,199 ⁽⁸⁾ | 423,132 | — | — |

- (1) Assuming continued service, the Vesting Date is May 15, 2024.
- (2) Represents PSUs granted on May 15, 2021 and vesting on May 15, 2024. The final number of shares of common stock to be earned and settled will be subject to the terms of applicable award agreements.
- (3) Represents PSUs granted on June 03, 2021 and vesting on May 15, 2024. The final number of shares of common stock to be earned and settled will be subject to the terms of applicable award agreements.
- (4) Represents PSUs granted on December 22, 2021 and vesting on February 15, 2025. The final number of shares of common stock to be earned and settled will be subject to the terms of applicable award agreements.
- (5) Represents PSUs granted on February 15, 2022 and vesting on February 15, 2025. The final number of shares of common stock to be earned and settled will be subject to the terms of applicable award agreements.
- (6) Assuming continued service, the RSUs shall vest one-half on each of May 15, 2024 and May 15, 2025, respectively.
- (7) Represents PSUs granted on February 15, 2023 and vesting on February 15, 2026. The final number of shares of common stock to be earned and settled will be subject to the terms of applicable award agreements.
- (8) Assuming continued service, the RSUs shall vest one-third on each of May 15, 2024, May 15, 2025 and May 15, 2026, respectively.
- (9) Represents 18,270 Non-qualified stock options outstanding of the 72,940 options granted on January 28, 2016, the options associated with this grant were fully vested as of January 28, 2020.

Option Exercises and Stock Vested Table

The following table shows gains realized from the exercise of stock options and shares acquired upon the vesting of stock awards with respect to our Named Executive Officers during fiscal 2023.

Option Exercises and Stock Vested Table During Fiscal 2023

| | Option Awards | | Stock Awards | |
|--------------------|---|---------------------------------|--|--------------------------------|
| | Number of Shares Acquired on Exercise (#) | Value Realized on Exercise (\$) | Number of Shares Acquired on Vesting (#) | Value Realized on Vesting (\$) |
| R. Matthew Johnson | — | — | 16,220 | 2,449,024 |
| John Hollister | — | — | 11,879 | 1,857,259 |
| Brandon Tolany | — | — | 9,282 | 1,453,132 |
| Sandeep Kumar | — | — | 7,184 | 1,129,604 |

Potential Payments Upon Termination or Change in Control

Consistent with practices within our industry, we also provide certain post-employment termination benefits. We have implemented these programs in order to ensure we are able to continue to attract and retain top talent as well as ensure that during the uncertainty associated with a potential change in control or succession plan, the executives remain focused on their responsibilities and ensure a maximum return for our stockholders.

Executive Agreements. We have entered into a CEO Severance Agreement with Mr. Johnson and Executive Severance Agreements with Messrs. Hollister, Tolany, and Kumar. The agreements provide for the following potential payments and benefits upon a Change in Control Termination (as defined in the agreements): (a) 100% of annual base salary (200% in the case of the CEO), (b) 100% of target variable compensation for a full fiscal year (200% in the case of the CEO), (c) any actual earned bonus, commission or other short term cash incentive compensation for the fiscal year preceding the Change in Control Termination to the extent such amount has not already been paid (d) a pro-rated portion of target variable compensation for the full fiscal year in which the Change in Control Termination occurs, (e) stock options, restricted stock, and restricted stock units shall become fully vested, (f) market stock units and performance stock units shall be vested at the greater of actual performance or 100% of the target value and (g) a lump sum equal to the pre-tax cost of 12 months of continued COBRA coverage (24 months in the case of the CEO). Change in Control Termination occurs if the executive officer is demoted, relocated, or terminated other than for misconduct within the period beginning upon the earlier of our execution of a definitive agreement that results in a change in control or 90 days prior to a change in control and ending 18 months following the change in control transaction. The agreements provide for any change in control payments subject to Section 280G of the Code to be equal to the greater of: (i) the aggregate parachute payments reduced to the maximum amount that would not subject the executive to relevant excise taxes; or (ii) the aggregate parachute payments, with the executive paying the relevant excise taxes and such other applicable federal, state and local income and employment taxes. Under this “best after tax” provision, the NEO is solely responsible for payment of excise taxes and other applicable federal, state, and local income and employment taxes.

The agreements also provide for the following potential payments and benefits upon a Non-CIC Termination (as defined in the agreements): (a) 100% of annual base salary, (b) 100% of target variable compensation for a full fiscal year, (c) any actual earned bonus, commission or other short term cash incentive compensation for the fiscal year preceding the Non-CIC Termination to the extent such amount has not already been paid, (d) a pro-rated portion of actual earned bonus for the full fiscal year in which the Non-CIC Termination occurs, (e) restricted stock units that would have vested within 12 months following such termination shall become fully vested, and (f) a lump sum equal to the pre-tax cost of 12 months of continued COBRA coverage.

Equity Compensation. At our 2009 annual stockholders’ meeting, our stockholders approved the 2009 Stock Incentive Plan (the “2009 Plan”) and the 2009 Plan became effective immediately. On April 15, 2014, our stockholders approved amendments of the 2009 Plan. The amendments updated the 2009 Plan to comply with changes in local laws, authorized additional shares of common stock for future issuance, improved the Company’s corporate governance and implemented other best practices. The 2009 Plan governs the equity awards granted to our Named Executive Officers and other participants.

The Plan includes the following general change in control provisions, which may result in the accelerated vesting of outstanding stock options and stock awards:

- **Automatic Acceleration of Awards if not Assumed:** In the event that we experience a change in control, the vesting of outstanding equity awards will automatically fully accelerate and any transfer restrictions or repurchase rights will lapse, unless the awards are assumed or replaced by the successor company or otherwise continued in effect.
- **Discretionary Acceleration of Awards:** Our Compensation Committee, as plan administrator of the Plans, has the authority to accelerate the vesting of all outstanding equity awards at any time, including in the event of a change in control of the Company, by means of a “hostile takeover” or otherwise, whether or not those awards are assumed or replaced or otherwise continued in effect.

COMPENSATION DISCUSSION AND ANALYSIS

- **Acceleration Upon Termination After a Change in Control:** During a change in control, our Compensation Committee may provide for the acceleration of vesting if a participant (including a Named Executive Officer) is involuntarily terminated within a period of 18 months following a change in control. Pursuant to this authority, the terms of the stock options and stock awards granted to the Named Executive Officers and other participants under the Plans provide for such acceleration in vesting in the event of involuntary termination within 18 months following a change in control. Involuntary Termination includes termination by the successor company for reasons other than misconduct or resignation by the individual following a material reduction in duties, a material reduction in compensation, or involuntary relocation.

The following table depicts potential compensation arrangements with our NEOs as a result of a change in control that subsequently results in involuntary termination. Such termination is assumed to occur on December 30, 2023, the last business day of our fiscal 2023, and the amounts shown are based on each NEO's target compensation for 2023, without giving effect to the temporary reductions to base salary that were made during the year.

| Name | Severance Payment (\$) | Target Bonus Payment ⁽²⁾ (\$) | Intrinsic Value of Accelerated Equity ⁽¹⁾ (\$) | COBRA Payment (\$) | Total (\$) |
|-------------------------------|------------------------|--|---|--------------------|------------|
| R. Matthew Johnson | 1,378,000 | 1,791,400 | 13,878,827 | 62,474 | 17,110,701 |
| John Hollister ⁽³⁾ | 450,000 | 450,000 | 4,911,979 | 46,931 | 5,858,910 |
| Brandon Tolany | 414,000 | 414,000 | 4,309,357 | 35,241 | 5,172,598 |
| Sandeep Kumar | 387,000 | 290,250 | 3,259,265 | 34,832 | 3,971,347 |

- (1) Value is based upon the closing selling price per share of our common stock on the NASDAQ Global Select Market on the last trading day of fiscal 2023, which was \$132.27, less (if applicable) the option exercise price payable per share.
- (2) Target bonus values have not been reduced even though the Compensation Committee made the decision to cancel the 2023 bonus opportunity.
- (3) Mr. Hollister resigned as Senior Vice President and Chief Financial Officer effective February 2, 2024, and no severance benefits or payments were made in connection with the resignation.

The following table depicts potential compensation arrangements with our NEOs as a result of a termination in employment that is not covered by change in control. Such termination is assumed to occur on December 30, 2023, the last business day of our fiscal 2023, and the amounts shown are based on each NEO's target compensation for 2023, without giving effect to the temporary reductions to base salary that were made during the year.

| Name | Severance Payment (\$) | Target Bonus Payment ⁽⁴⁾ (\$) | Pro-rata Current Year Bonus Payment ⁽¹⁾ (\$) | Intrinsic Value of Accelerated Equity ⁽²⁾ (\$) | COBRA Payment (\$) | Total (\$) |
|-------------------------------|------------------------|--|---|---|--------------------|------------|
| R. Matthew Johnson | 689,000 | 895,700 | 0 | 1,894,371 | 31,237 | 3,510,308 |
| John Hollister ⁽³⁾ | 450,000 | 450,000 | 0 | 897,055 | 46,931 | 1,843,986 |
| Brandon Tolany | 414,000 | 414,000 | 0 | 684,497 | 35,241 | 1,547,738 |
| Sandeep Kumar | 387,000 | 290,250 | 0 | 487,283 | 34,832 | 1,199,365 |

- (1) Pro-rata current year bonus payment calculation based upon 2023 full fiscal year as all Named Executive Officers worked through the end of the fiscal year. Note that no bonus was paid in 2023 based upon business results.

COMPENSATION DISCUSSION AND ANALYSIS

- (2) Value is based upon the closing selling price per share of our common stock on the NASDAQ Global Select Market on the last trading day of fiscal 2023, which was \$132.27, less (if applicable) the option exercise price payable per share.
- (3) Mr. Hollister resigned as Senior Vice President and Chief Financial Officer effective February 2, 2024, and no severance benefits or payments were made in connection with the resignation.
- (4) Target bonus values have not been reduced even though the Compensation Committee made the decision to cancel the 2023 bonus opportunity.

CEO Pay Ratio

The CEO Pay Ratio analysis is a required disclosure enacted by the Securities and Exchange Commission (“SEC”) pursuant to the Dodd-Frank Wall Street Reform and Consumer Protection Act (the “Dodd-Frank Act”).

A reasonable estimate was prepared of the ratio of our CEO’s annual total compensation for fiscal year 2023 to the annual total compensation of our median employee for the same period. The 2023 calculation of all employees’ compensation was determined in the same manner as the “Total Compensation” shown for our CEO in the “Summary Compensation Table” with some adjustments necessary to report all amounts in US currency.

Pay elements included in the annual total compensation for our median employee may include all or some of the following:

- Base salary including 13th month payments
- Bonus, including quarterly profit sharing, recruiting referral bonuses, and ad-hoc bonuses earned via outstanding performance or for international travel
- Sales commissions
- Benefits, as provided to eligible roles in certain markets such as Company-paid life insurance premiums, car allowances or reimbursement for Company-paid executive physicals
- Long term incentives including RSUs and Restricted Cash Awards (“RCAs”) as provided to eligible roles in certain markets

Our calculations were prepared consistent with past years and based on our median employee as of December 30, 2023.

We determined the compensation of our median employee by calculating the annual total compensation using the applicable components above.

The annual total compensation for our CEO as represented in the Summary Compensation Table was \$6,894,721 and the compensation of our median employee was \$99,184. The resulting ratio is 69.5 to 1. The shift in ratio is representative of the targeted growth of our employee population in certain countries outside of the United States.

This information is being provided in order to comply with the SEC’s disclosure rules. In calculating the pay ratio, SEC rules allow companies to adopt a variety of methodologies, apply certain exclusions, and make reasonable estimates and assumptions reflecting their unique employee populations. Therefore, our reported pay ratio may not be comparable to that reported by other companies due to differences in industries, scope of international operations, business models and scale, as well as the different estimates, assumptions, and methodologies applied by other companies in calculating their respective pay ratios. Neither the Compensation Committee nor management of the Company used the pay ratio measure in making compensation decisions.

COMPENSATION DISCUSSION AND ANALYSIS

Pay Versus Performance

As required by Section 953(a) of the Dodd-Frank Wall Street Reform and Consumer Protection Act, and Item 402(v) of Regulation S-K, we are providing the following information about the relationship between executive compensation actually paid and certain financial performance of the Company. The amounts reported in this table are not additional amounts received by our chief executive officer and non-CEO NEOs in excess of the amounts reported in the Summary Compensation Table (“SCT”). The “compensation actually paid” set forth in the table below does not reflect amounts actually realized by our NEOs, and the Compensation Committee did not consider the pay versus performance disclosure below when making compensation decisions for any of the years presented. For further information concerning the Company’s variable pay-for-performance philosophy and how the Company aligns executive compensation with the Company’s performance, refer to “Executive Compensation – Compensation Discussion and Analysis.” Fair value amounts below are computed in a manner consistent with the fair value methodology used to account for share-based payments in our financial statements under generally accepted accounting principles. Total shareholder return (“TSR”) has been calculated in a manner consistent with Item 402(v) of Regulation S-K.

| (a) Year | (b) SCT Total for CEO ⁽¹⁾ | (c) Compensation Actually Paid to CEO ⁽²⁾ | (d) Average SCT Total for non-CEO NEOs ⁽³⁾ | (e) Average Compensation Actually Paid to non-CEO NEOs ⁽⁴⁾ | (f) Company TSR ⁽⁵⁾ | (g) Index TSR ⁽⁶⁾ | (h) Net Income ⁽⁷⁾ | (i) Adjusted Revenue ⁽⁸⁾ |
|---------------|--------------------------------------|--|---|---|--------------------------------|------------------------------|-------------------------------|-------------------------------------|
| FY2023 | \$ 6,894,721 | \$(3,944,626) | \$2,284,928 | \$ (376,763) | \$113.52 | \$237.57 | \$ (34,516,000) | \$ 782,258,000 |
| FY2022 | \$ 6,756,233 | \$ 647,273 | \$2,411,000 | \$ (874,461) | \$116.43 | \$142.26 | \$ 91,402,000 | \$1,024,106,000 |
| FY2021 | \$17,016,409 | \$21,049,328 | \$4,380,950 | \$11,180,775 | \$177.15 | \$218.45 | \$2,117,399,000 | \$ 926,572,000 |
| FY2020 | \$ 6,204,724 | \$ 3,366,644 | \$2,273,365 | \$ 1,487,824 | \$109.29 | \$152.93 | \$ 12,531,000 | \$ 886,677,000 |

- (1) G. Tyson Tuttle was CEO during FY2020 and FY2021, and R. Matthew Johnson became CEO in FY2022, effective January 2, 2022. The dollar amounts reported in column (b) are the amounts of total compensation reported for the CEO for each corresponding year in the “Total” column of the Summary Compensation Table.
- (2) The Compensation Actually Paid Schedule shown below sets forth the adjustments made to arrive at the “compensation actually paid” to our Chief Executive Officer.
- (3) During FY2020, our non-CEO NEOs were John Hollister, Brandon Tolany, D. Mark Thompson, and R. Matthew Johnson. During FY2021, our non-CEO NEOs were R. Matthew Johnson, John Hollister, Brandon Tolany, and Sandeep Kumar. During FY2022 and FY2023, our non-CEO NEOs were John Hollister, Brandon Tolany, and Sandeep Kumar. The dollar amounts reported in column (d) represent the average of the compensation reported for the NEOs for each corresponding year in the “Total” column of the Summary Compensation Table.
- (4) The Compensation Actually Paid Schedule shown below sets forth the adjustments made to arrive at the average “compensation actually paid” to our non-CEO NEOs for FY2023.
- (5) Represents the Company’s common stock cumulative TSR on a fixed investment of \$100 over the FY starting from the market close on the last trading day of FY2019 through the end of each applicable year in the table, assuming reinvestment of any dividends.
- (6) Represents the cumulative TSR of the PHLX Semiconductor Index, the Company’s peer group for this purpose, on a fixed investment of \$100 over the FY starting from the market close on the last trading day of FY2019 through the end of each applicable year in the table.
- (7) GAAP Net Income as reported under the Company’s Consolidated Statements of Income on Form 10-K of the applicable year.
- (8) Refers to the GAAP Revenue as reported under the Company’s Consolidated Statements of Income on Form 10-K of the applicable year. The amount shown for FY2021 included \$205,712,000 to adjust for the revenue earned in the divested infrastructure and automotive business of the Company through July 3, 2021 of that year, as more fully discussed under Note 3, *Discontinued Operations*, in our Form 10-K for the most recently completed fiscal year. The amount shown for FY2020 is the Company’s GAAP revenue as originally reported in Form 10-K for the year prior to the business divestiture.

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COMPENSATION DISCUSSION AND ANALYSIS

List of Most Important Financial Performance Measures

The following table outlines what we believe to be our NEOs' key performance measures, in no particular order. These key performance measures are further described in *Compensation Elements*.

Key Performance Measures

| | |
|------------------|---|
| Adjusted Revenue | Adjusted non-GAAP operating income margin |
| Revenue CAGR | DEI Goal Achievement |

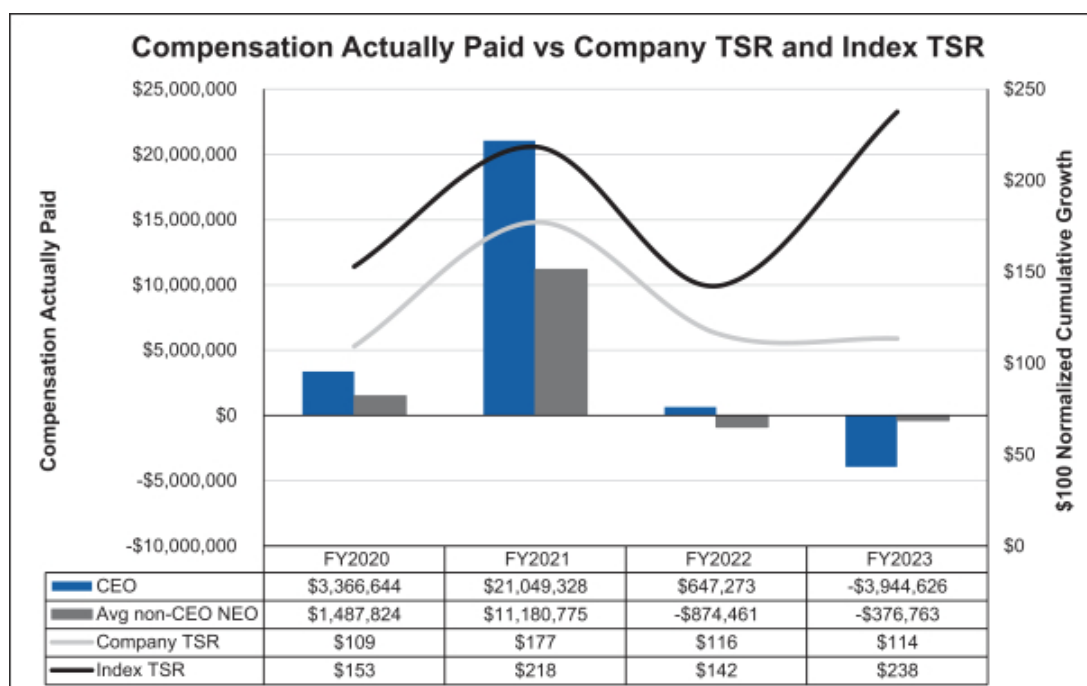
Compensation Actually Paid Schedule:

| | FY2023 | |
|---|--------------|---------------------|
| | CEO | Average non-CEO NEO |
| Summary Compensation table total for applicable year. | 6,894,721 | 2,284,928 |
| Deduction for amounts reported under the "Stock Awards" and "Option Awards" columns in the Summary Compensation table for applicable year. | (6,321,406) | (1,896,577) |
| Increase based on ASC Topic 718 fair value of Awards granted during applicable year that remain unvested as of applicable year end, determined as of applicable year end. | 6,982,641 | 2,094,963 |
| Increase/deduction for Awards granted in prior years that were outstanding and unvested as of applicable year end, determined based on change in ASC Topic 718 fair value from the prior year end to the applicable year end. | (11,197,405) | (2,613,088) |
| Increase/deduction for Awards granted in prior years that vested during the applicable year, determined based on change in ASC Topic 718 fair value from the prior year end to the vesting date. | 248,457 | 198,143 |
| Deduction of Awards granted in prior year that were forfeited in the applicable year, determined based on ASC Topic 718 fair value as of prior year end. | (551,634) | (445,133) |
| Compensation Actually Paid - | (3,944,626) | (376,763) |

COMPENSATION DISCUSSION AND ANALYSIS

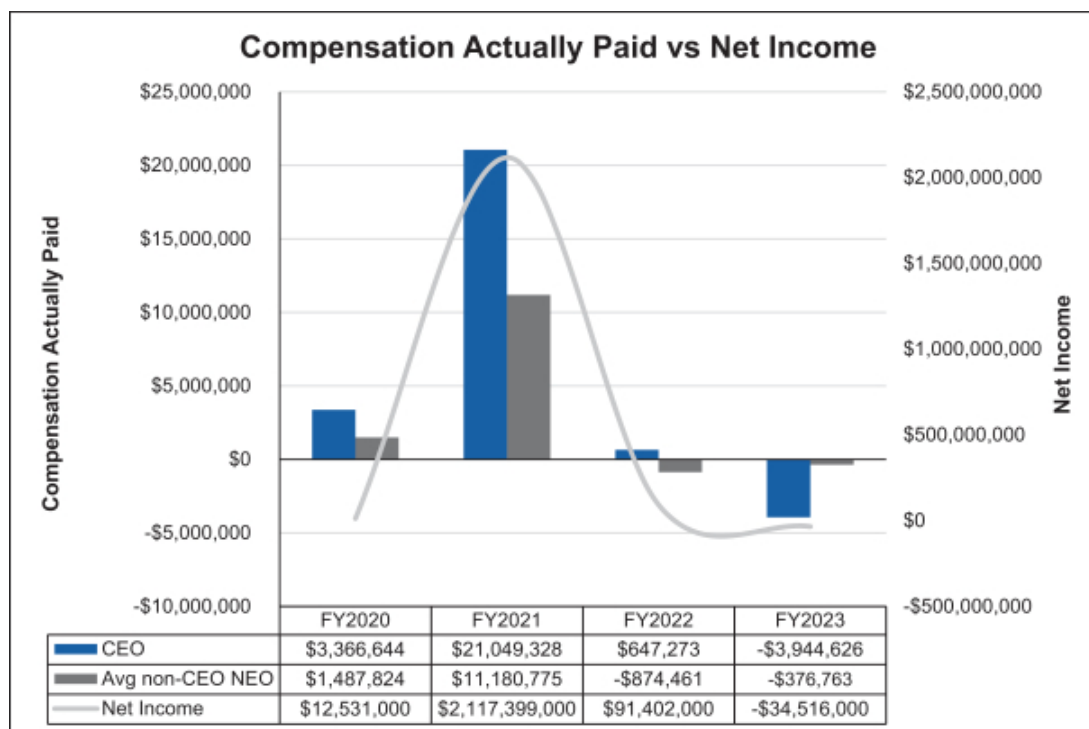
Pay Versus Performance Relationship Disclosures

The chart below provides a comparison between the compensation actually paid to our CEO and our average compensation actually paid to our other NEOs against the Company total shareholder return and the PHLX Semiconductor Index total shareholder return. As demonstrated below, the trend in NEO compensation has largely been aligned to the trend in TSR.



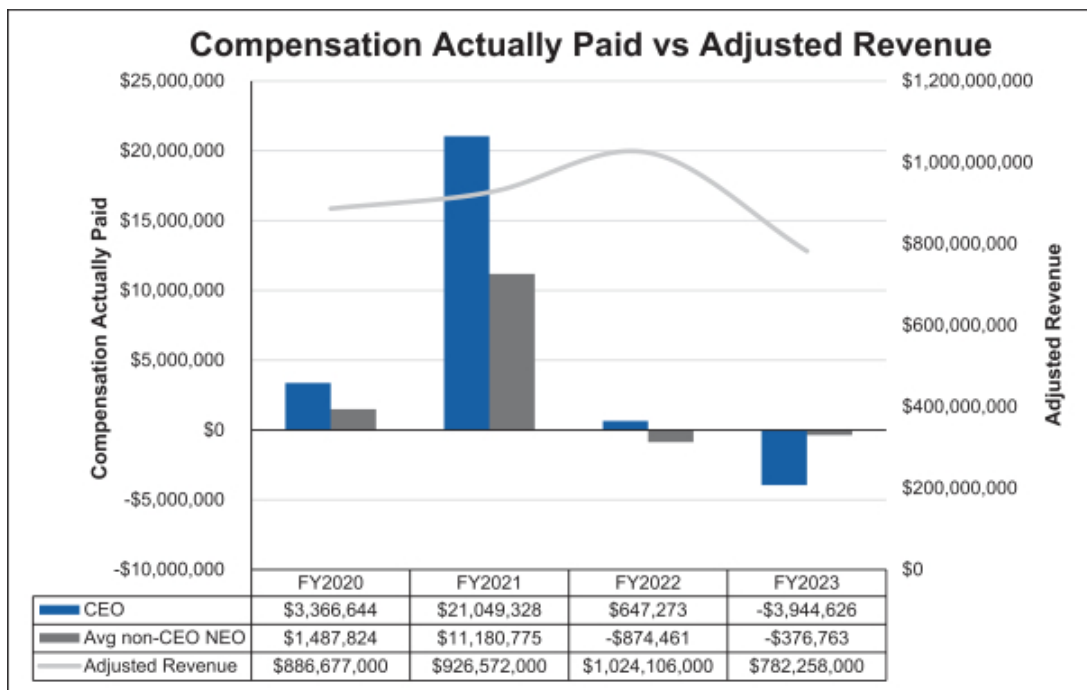
COMPENSATION DISCUSSION AND ANALYSIS

The chart below illustrates the correlation between compensation actually paid to our CEO and average compensation actually paid to our other NEOs against the Company's GAAP net income for FY2020, FY2021, FY2022, and FY2023. Our 2021 net income was heavily influenced by our divestiture event.



COMPENSATION DISCUSSION AND ANALYSIS

The chart below illustrates the correlation between compensation actually paid to our CEO and average compensation actually paid to our other NEOs against the Company's GAAP annual revenue for FY2020, FY2021, FY2022, and FY2023. FY2021 actual compensation values were heavily influenced by our stock price increase and our PSU overperformance, post our divestiture event. FY2022 actual compensation values were heavily influenced by our prior MSU underperformance and related CAP deductions. FY2023 actual compensation values were heavily influenced by our PSU underperformance and related CAP deductions.



Compensation Committee Interlocks and Insider Participation

None of our executive officers serves as a member of the Board of Directors or Compensation Committee of any entity that has one or more of its executive officers serving as a member of our Board of Directors or Compensation Committee. No member of the Compensation Committee currently serves as one of our officers or employees.

COMPENSATION DISCUSSION AND ANALYSIS

Equity Compensation Plan Information

The following table provides information on the Company's shares of common stock as of December 30, 2023 that may be issued under existing equity compensation plans.

| Plan Category | A | B | C |
|---|---|---|---|
| | Number of Securities to be Issued Upon Exercise of Outstanding Options and Rights (#) | Weighted Average Exercise Price of Outstanding Options (\$) | Number of Securities Remaining Available for Future Issuance Under Equity Compensation Plans (Excluding Securities Reflected in Column A) (#) |
| Equity Compensation Plans Approved by Stockholders ⁽¹⁾ | 1,163,918 ⁽²⁾ | 39.03 ⁽³⁾ | 3,086,623 ⁽⁴⁾ |
| Equity Compensation Plans Not Approved by Stockholders | — | — | — |
| Total | 1,163,918 | 39.03 | 3,086,623 |

(1) Consists of our 2009 Stock Incentive Plan and our 2009 Employee Stock Purchase Plan.

(2) Includes 1,069,648 shares of common stock subject to full value awards that vest over the holders' period of continued service and 94,270 shares of common stock issuable upon the exercise of stock options with a weighted average remaining term of 2.1 years. Excludes purchase rights accruing under our 2009 Employee Stock Purchase Plan. Under the 2009 Employee Stock Purchase Plan, each eligible employee may contribute up to 15% of his or her base salary to purchase shares of our common stock at semi-annual intervals on the last U.S. business day of April and October each year at a purchase price per share equal to 85% of the lower of (i) the closing fair market value (FMV) per share of our common stock on the employee's entry date into the offering period in which that semi-annual purchase date occurs and (ii) the closing fair market value (FMV) per share on the semi-annual purchase date.

(3) Calculated without taking into account 1,069,648 shares of common stock subject to outstanding full value awards that will become issuable as those awards vest without any cash consideration for such shares, and excludes shares under the Employee Stock Purchase Plan.

(4) Consists of shares available for future issuance under our 2009 Stock Incentive Plan and our 2009 Employee Stock Purchase Plan. As of December 30, 2023, an aggregate of 2,095,884 shares of our common stock were available for issuance in connection with future awards under our 2009 Stock Incentive Plan and 990,739 shares of our common stock were available for issuance under our 2009 Employee Stock Purchase Plan.

NO INCORPORATION BY REFERENCE OF CERTAIN PORTIONS OF THIS PROXY STATEMENT

No Incorporation by Reference of Certain Portions of this Proxy Statement

Notwithstanding anything to the contrary set forth in any of our filings made under the Securities Act of 1933, as amended, or the Securities Exchange Act of 1934, as amended, that might incorporate information in this Proxy Statement, neither the Audit Committee Report nor the Compensation Committee Report is to be incorporated by reference into any such filings as provided by SEC regulations. In addition, this Proxy Statement includes certain website addresses intended to provide inactive, textual references only. The information on these websites shall not be deemed part of this Proxy Statement.

Delinquent Section 16(a) Reports

The members of our Board of Directors, the executive officers and persons who hold more than 10% of our outstanding common stock are subject to the reporting requirements of Section 16(a) of the Securities Exchange Act of 1934 which require them to file reports with respect to their ownership of the common stock and their transactions in such common stock. Based upon (i) the copies of Section 16(a) reports which we received from such persons for their fiscal 2023 transactions in the common stock and their common stock holdings and (ii) the written representations received from one or more of such persons, we believe that all reporting requirements under Section 16(a) for such fiscal year were met in a timely manner by our directors, executive officers and greater than 10% beneficial owners.

Annual Report

A copy of the Annual Report for fiscal 2023 has been mailed concurrently with this Proxy Statement to all stockholders entitled to notice of and to vote at the Annual Meeting. The Annual Report is not incorporated into this Proxy Statement and is not considered proxy solicitation material.

Form 10-K

We filed an Annual Report on Form 10-K with the SEC on February 20, 2024. Stockholders may obtain a copy of our Annual Report, without charge, by writing to our Corporate Secretary at our principal executive offices located at 400 West Cesar Chavez, Austin, Texas 78701.

THE BOARD OF DIRECTORS OF SILICON LABORATORIES INC.

Dated: March 6, 2024

Appendix I: Reconciliation of GAAP to Non-GAAP Executive Compensation Financial Measures

The non-GAAP financial measurements provided herein do not replace the presentation of Silicon Labs' GAAP financial results. These non-GAAP measurements merely provide supplemental information to assist investors in analyzing Silicon Labs' financial position and results of operations in connection with executive compensation; however, these measures are not in accordance with, or an alternative to, GAAP and may be different from non-GAAP measures used by other companies or non-GAAP measures used in other contexts by Silicon Labs. We are providing this information because it may enable investors to perform meaningful comparisons of operating results, and more clearly highlight the results of core ongoing operations in connection with executive compensation.

Unaudited Reconciliation of GAAP to Non-GAAP Executive Compensation Financial Measures (In thousands)

| Non-GAAP Income Statement Items | Year Ended December 30, 2023 | | | | | | | | | |
|--|------------------------------|-------------------------------|----------------------------------|-------------------------------------|---------------------------------|---------------------|-----------------------------------|-------------------|---------------------------------|--|
| | GAAP Measure | GAAP Percent of Revenue | Stock Compensation Expense | Intangible Asset Amortization | Termination Costs & Other | Non-GAAP Measure | Non-GAAP Percent of Revenue | Target Measure | Target Percent of Revenue | |
| Revenues | \$ 782,258 | — | — | — | — | — | — | \$ 1,131,229 | — | |
| Operating Income (Loss) | \$ (24,154) | -3.1% | \$ 48,208 | \$ 25,374 | \$ 15,705 | \$ 65,133 | 8.3% | \$ 245,593 | 21.7% | |



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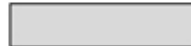


P.O. BOX 8016, CARY, NC 27512-9903

YOUR VOTE IS IMPORTANT! PLEASE VOTE BY:

| | |
|---|---|
|  | INTERNET Go To: www.proxypush.com/SLAB <ul style="list-style-type: none">• Cast your vote online• Have your Proxy Card ready• Follow the simple instructions to record your vote |
|  | PHONE Call 1-866-834-5878 <ul style="list-style-type: none">• Use any touch-tone telephone• Have your Proxy Card ready• Follow the simple recorded instructions |
|  | MAIL <ul style="list-style-type: none">• Mark, sign and date your Proxy Card• Fold and return your Proxy Card in the postage-paid envelope provided |
|  | You must register to attend the meeting online and/or participate at www.proxydocs.com/SLAB |

Silicon Laboratories Inc.
Annual Meeting of Stockholders



For Stockholders of record as of February 23, 2024

DATE: Thursday, April 18, 2024
TIME: 9:00 AM, Central Daylight Time
PLACE: Annual Meeting to be held live via the Internet
Please visit www.proxydocs.com/SLAB for more details

This proxy is being solicited on behalf of the Board of Directors

The undersigned revokes all previous proxies, acknowledges receipt of the Notice of Annual Meeting of Stockholders (the "Annual Meeting") of Silicon Laboratories Inc. ("Silicon Laboratories") and the Proxy Statement and hereby appoints Navdeep S. Sooch and R. Matthew Johnson ("Named Proxies") or either of them, as proxies, each with the power to appoint his substitute, and hereby authorizes them to represent and to vote, all of the shares of Silicon Laboratories that the undersigned is entitled to vote at the Annual Meeting to be held Virtually at 9:00 AM CDT on April 18, 2024, and any adjournment or postponement thereof.

THE SHARES REPRESENTED BY THIS PROXY WILL BE VOTED AS DIRECTED OR, IF NO DIRECTION IS GIVEN, SHARES WILL BE VOTED IDENTICAL TO THE BOARD OF DIRECTORS RECOMMENDATION. This proxy is revocable and will be voted as directed. However, if no instructions are specified, the proxy will be voted FOR the election of the director nominees specified in Proposal 1 and FOR Proposals 2 and 3. In their discretion, the Named Proxies are authorized to vote upon such other matters that may properly come before the meeting or any adjournment or postponement thereof.

You are encouraged to specify your choice by marking the appropriate box (SEE REVERSE SIDE) but you need not mark any box if you wish to vote in accordance with the Board of Directors' recommendation. The Named Proxies cannot vote your shares unless you sign (on the reverse side) and return this card.

Important Notice Regarding the Availability of Proxy Materials for the Annual Meeting: the Annual Report, Notice and Proxy Statement are available at www.proxydocs.com/SLAB.


PLEASE BE SURE TO SIGN AND DATE THIS PROXY CARD AND MARK ON THE REVERSE SIDE

Silicon Laboratories Inc. Annual Meeting of Stockholders

Please make your marks like this:

THE BOARD OF DIRECTORS RECOMMENDS A VOTE:

FOR the election of the director nominees in Proposal 1 and **FOR** Proposals 2 and 3.

| | YOUR VOTE | | | BOARD OF DIRECTORS RECOMMENDS |
|--|--------------------------|--------------------------|--------------------------|---|
| | FOR | AGAINST | ABSTAIN | |
| 1. To elect three Class II directors to serve on the Board of Directors until our 2027 annual meeting of stockholders, or until a successor is duly elected and qualified; | | | |  |
| 1.01 Matt Johnson | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | FOR |
| 1.02 Sumit Sadana | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | FOR |
| 1.03 Gregg Lowe | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | FOR |
| 2. To ratify the appointment of Ernst & Young LLP as our independent registered public accounting firm for the fiscal year ending December 28, 2024; | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | FOR |
| 3. To vote on an advisory (non-binding) resolution to approve executive compensation; and | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | FOR |
| 4. To transact such other business as may properly come before the meeting or any adjournment or adjournments thereof. | | | | |

NOTE: In accordance with the discretion of the proxy holders, to act upon all matters incident to the conduct of the meeting and upon other matters as they may properly come before the meeting.

You must register to attend the meeting online and/or participate at www.proxydocs.com/SLAB.

Authorized Signatures - Must be completed for your instructions to be executed.

Please sign exactly as your name(s) appears on your account. If held in joint tenancy, all persons should sign. Trustees, administrators, etc., should include title and authority. Corporations should provide full name of corporation and title of authorized officer signing the Proxy/Vote Form.

Signature (and Title if applicable)

Date

Signature (if held jointly)

Date