

INTERSIL CORPORATION CHARTER OF THE COMPENSATION COMMITTEE OF THE BOARD OF DIRECTORS

I. Committee Purpose

To (A) evaluate the Company's plans for the development, training and utilization of its management resources; (B) review the Company's compensation philosophy and approve compensation of executive officers and certain other members of senior management; (C) approve, report to the Board of Directors and seek ratification of the compensation of the Chief Executive Officer; and (D) administer the Company's stock incentive and stock based compensation plans.

II. Committee Composition and Meetings

A. Composition

The Committee shall be comprised of three or more Directors who shall be appointed by the Board after considering the recommendation of the Nominating and Governance Committee. The Committee shall only include directors who satisfy the independence requirements of the Securities and Exchange Commission and NASDAQ and are free of any relationship that, in the opinion of the Board, would interfere with their exercise of independent judgment as a Committee member. One member of the Committee shall be appointed Chairman of the Committee by the Board after considering the recommendation of the Nominating and Governance Committee.

B. Meetings

The Committee shall meet at least twice each year and hold such other meetings from time to time as may be called by its Chairman or any member of the Committee. A majority of the members of the Committee shall constitute a quorum of the Committee. A majority of the members in attendance shall decide any question brought before any meeting of the Committee. Notice of any such meeting shall be delivered to all Committee members in advance of said meeting date. Except in extraordinary circumstances as determined by the Committee Chairman, notice shall be delivered to all Committee members at least forty-eight (48) hours in advance of the meeting date.

C. Minutes

The Committee shall keep minutes of its proceedings that shall be signed the person whom the Chairman designates to act as secretary of the meeting. The minutes of a meeting shall be approved by the Committee at its next meeting, shall be available for review by the entire Board, and shall be filed as permanent records with the Secretary of the Company.

D. Consultants

The Committee shall have the authority, to the extent it deems necessary or appropriate, to retain special legal, compensation or other consultants to advise the Committee. The Committee may request any officer or employee of the Company or the Company's outside counsel to attend a meeting of the Committee or to meet with any member of, or consultants to, the Committee.

E. Reports

The Chairman shall at each meeting of the Board following a meeting of the Committee report to the full Board on the matters considered at the last meeting of the Committee.

F. Performance Evaluation

At least annually and in Executive Session, the Board of Directors shall provide the Committee with an evaluation of its performance.

III. Committee Responsibilities and Duties

A. Management Training, Development and Succession

1. Review plans for management training and development programs, management organizational structure and management succession. Recommend to the Board of Directors for its approval individuals for election as corporate officers.
2. Review and approve severance agreements in the event of a change in control and any special arrangements in the event of termination, death or retirement of executive officers (except the Chief Executive Officer).
3. Review and recommend to the Board of Directors for its approval severance agreements in the event of a change in control and any special arrangements in the event of termination, death or retirement of the Chief Executive Officer.

B. Chief Executive Officer and Executive Officer Compensation

1. Review and evaluate against competitive survey data the Company's annual compensation, perquisites and other benefit programs affecting management, including salaries, incentive compensation and profit sharing programs, and report to the Board of Directors the adoption of any new programs or the modification or termination of existing programs.
2. Review, approve and recommend to the Board of Directors for its ratification, the annual compensation, perquisites and other benefits of the Chief Executive Officer under salary, incentive and other benefit plans as approved for participation by executive officers.
3. Review management's recommendations and approve the annual compensation, perquisites and other benefits of other executive officers, under salary, incentive and

other benefit plans as approved for participation by executive officers.

4. Review the annual compensation, perquisites and other benefits to management employees other than executive officers as approved by the Chief Executive Officer.

C. Stock Based Compensation Plan Administration

1. Interpret the terms and conditions of the Company's stock incentive and stock based compensation plans; establish, amend and rescind rules and regulations relating to such plans as appropriate; and make all other determinations necessary or advisable for administration of the plans.

2. Recommend to the Board of Directors for its approval awards under the plans to the Chief Executive Officer. Review and approve awards under the plans to the executive officers (except the Chief Executive Officer) and other key employees.

3. Review and approve: the types of awards; the number of shares relative thereto; the financial and other performance objectives; vesting schedules; and the terms and conditions of all agreements entered into pursuant to the plans.

D. Delegation of Authority

1. Delegate authority to subcommittees or one or more designated members of the Committee to perform certain of its duties on its behalf including, to the extent permitted by applicable law, the delegation to a subcommittee of at least two directors the authority to grant equity awards and establish, administer, and certify the attainment of, performance goals associated with performance-based compensation.

2. Delegate to a Secondary Committee composed of one or more officers authority to approve equity awards under stock-based compensation plans, as permitted by the applicable plan and subject to any limitations contained in such plan.

E. Director Compensation

1. Review and evaluate against competitive survey data the Company's annual compensation programs for non-management members of the Board of Directors, including annual cash retainer, special retainers for Audit Committee members and committee chairpersons and equity grants, and, when appropriate, recommend to the Board of Directors the modification of existing programs.

2. Review and evaluate the Company's Director Stock Ownership Policy for non-management directors against competitive survey data and, when appropriate, recommend to the Board of Directors modification of the policy.