

Aviso de Derechos para emisoras del

FECHA: 26/12/2025



BOLSA MEXICANA DE VALORES, S.A.B DE C.V, INFORMA:

FOLIO DE REFERENCIA DEL EVENTO CORPORATIVO	278078
FOLIO DE REFERENCIA INDEVAL	870102C001
TIPO DE MENSAJE	NEW
COMPLETO / INCOMPLETO	COMPLETE
CONFIRMADO / NO CONFIRMADO	CONFIRMED

CLAVE DE COTIZACIÓN	QRVO
RAZÓN SOCIAL	QORVO, INC.
SERIE	*
ISIN	US74736K1016
MERCADO PRINCIPAL	NASDAQ

TIPO DE EVENTO	MERGER
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DETALLE DEL TIPO DE EVENTO
Offer Type
DISSENTER'S RIGHTS

MANDATORIO / OPCIONAL / VOLUNTARIO	Mandatory
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OPCIÓN	1
TIPO	CashAndSecurity
DEFAULT	true

TRANSACCIÓN	Cash Movement
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CREDIT / DEBIT	Credit
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TRANSACCIÓN	Securities Movement
CREDIT / DEBIT	Debit

VALORES A RECIBIR	
	US74736K1016
TRANSACCIÓN	Securities Movement
CREDIT / DEBIT	Credit

RATIO	NewToOld
	0.96 / 1
VALORES A RECIBIR	ExistingIssue
	US83088M1027
DISPOSICIÓN FRACCIONES	CashInLieuOfFraction

NOTAS DEL EVENTO CORPORATIVO

NOTA
<p>26/12/2025</p> <p>Notice of special meeting of stockholders to be held on February 11, 2026.</p> <p>Each of the boards of directors of Skyworks and Qorvo has unanimously approved and declared advisable the Agreement and Plan of Merger, dated as of October 27, 2025, by and among Skyworks, Comet Acquisition Corp., a Delaware corporation and a direct wholly-owned subsidiary of Skyworks, Comet Acquisition II, LLC, a Delaware limited liability company and a direct wholly-owned subsidiary of Skyworks, and Qorvo. Upon the terms and subject to the conditions of the Merger Agreement, which are more fully described in the accompanying joint proxy statement/prospectus, Skyworks and Qorvo will combine through (a) the merger of Merger Sub I with and into Qorvo, with Qorvo continuing as the surviving corporation in the First Merger and a wholly-owned subsidiary of Skyworks, and (b) immediately following the First Merger and as the second step in a single integrated transaction with the First Merger, the merger of the Surviving Corporation with and into Merger Sub II, with Merger Sub II continuing as the surviving entity in the Second Merger and a wholly-owned subsidiary of Skyworks.</p> <p>If the Mergers are consummated, Qorvo stockholders will be entitled to receive (a) 0.960 shares of Skyworks Common Stock, par value USD 0.25 per share, without interest, and (b) USD 32.50 in cash, without interest, subject to applicable withholding taxes, for each share of Qorvo Common Stock, par value USD 0.0001 per share, that they hold immediately prior to the effective time of the First Merger. No fractional shares of Skyworks Common Stock will be issued in connection with the Mergers, and Qorvo stockholders will receive cash in lieu of any fractional shares of Skyworks Common Stock as more fully described in this joint proxy statement/prospectus and in the Merger Agreement.</p> <p>Dissenter Rights</p> <p>If the proposed transaction is completed and certain other statutory requirements described herein are met, Qorvo stockholders of record and beneficial owners who do not vote in favor of the Merger Agreement Proposal, who properly demand appraisal of their shares, who hold shares of stock on the date of making such demand with respect to such shares, and who continuously held such shares through the Effective Time may be entitled to appraisal rights in connection with the First Merger under Section 262 of the DGCL.</p>

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Tax Information (pages 159-163)

Qorvo and Skyworks intend for the Mergers, taken together, to qualify as a reorganization within the meaning of Section 368(a) of the Code for U.S. federal income tax purposes. The consummation of the Mergers is not conditioned on the Mergers qualifying for the intended tax treatment or upon the receipt of an opinion of counsel to that effect, and neither Qorvo nor Skyworks will request a ruling from the IRS regarding the U.S. federal income tax consequences of the Mergers. However, in connection with the registration statement of which this joint proxy statement/prospectus forms a part, each of Davis Polk & Wardwell LLP, legal counsel to Qorvo, and Skadden, Arps, Slate, Meagher & Flom LLP, legal counsel to Skyworks, has delivered a legal opinion to the effect that the Mergers, taken together, will qualify as a reorganization within the meaning of Section 368(a) of the Code.

Except as described below with respect to the receipt of cash in lieu of a fractional share of Skyworks Common Stock, a U.S. Holder of Qorvo Common Stock who exchanges shares of Qorvo Common Stock for a combination of Skyworks Common Stock and cash will recognize gain, if any, (but not loss) equal to the lesser of (a) the excess, if any, of the amount of cash plus the fair market value at the Effective Time of the Skyworks Common Stock received in exchange for such shares of Qorvo Common Stock in the Mergers, over such holder's tax basis in the shares of Qorvo Common Stock exchanged therefor and (b) the amount of cash received by such holder in exchange for such shares of Qorvo Common Stock (in each case, excluding any cash received in lieu of a fractional share of Skyworks Common Stock, which is addressed in - Cash in Lieu of Fractional Shares). Generally, such holder's aggregate tax basis in the Skyworks Common Stock received by such holder in the Mergers, including the basis allocable to any fractional share of Skyworks Common Stock for which cash is received, will equal such holder's aggregate tax basis in the shares of Qorvo Common Stock exchanged therefor, increased by the amount of taxable gain, if any, recognized by such holder of Qorvo Common Stock in the exchange of such shares (excluding any gain recognized with respect to any fractional share of Skyworks Common Stock, as described below), and decreased by the amount of cash received by such holder of Qorvo Common Stock in exchange for such shares of Qorvo Common Stock (excluding any cash received in lieu of a fractional share of Skyworks Common Stock, as described below). A U.S. Holder's holding period in the Skyworks Common Stock received (including the holding period of any fractional share of Skyworks Common Stock deemed received and redeemed, as described below) will include the holding period for the holder's shares of Qorvo Common Stock surrendered in exchange therefore.

8-K October 28, 2025

On October 27, 2025, Qorvo, Inc., a Delaware corporation (Qorvo), entered into an Agreement and Plan of Merger (the Merger Agreement), by and among Skyworks Solutions, Inc., a Delaware Corporation (Skyworks), Qorvo, Inc., Comet Acquisition Corp., a Delaware corporation and a wholly owned subsidiary of Skyworks (Merger Sub I), and Comet Acquisition II, LLC, a Delaware limited liability company and a wholly owned subsidiary of Skyworks (Merger Sub II). Pursuant to the Merger Agreement, and subject to the satisfaction or waiver of the conditions specified therein, (i) Merger Sub I will merge with and into Qorvo (the First Merger), with Qorvo surviving the First Merger as a wholly owned subsidiary of Skyworks (the Surviving Corporation), and (ii) immediately following the First Merger, and as the second step in a single integrated transaction with the First Merger, the Surviving Corporation will merge with and into Merger Sub II (the Second Merger, and together with the First Merger, the Mergers), with Merger Sub II continuing as the surviving entity in the Second Merger and a wholly owned subsidiary of Skyworks (the Surviving Company). Capitalized terms used but not defined herein have the meanings specified in the Merger Agreement.

Qorvo's Board of Directors (the Board) has unanimously approved the Merger Agreement and resolved to recommend that Qorvo stockholders approve the adoption of the Merger Agreement and the Mergers contemplated thereby.

At the effective time of the First Merger (the Effective Time), each share of Common Stock, par value USD 0.0001 per share, of Qorvo (Qorvo Common Stock) outstanding immediately prior to the Effective Time (subject to certain exceptions, including shares of Qorvo Common Stock owned by stockholders of Qorvo who have not voted in favor of the adoption of the Merger Agreement and have properly exercised appraisal rights in accordance with Section 262 of the General Corporation Law of the State of Delaware (the DGCL)) will be converted into the right to receive (i) 0.960 (the Exchange Ratio) shares of Skyworks Common Stock, without interest, and (ii) USD 32.50 in cash, without interest (the Per Share Cash Amount), subject to applicable withholding taxes (the foregoing clauses (i) and (ii), collectively, the Merger Consideration). No fractional shares of Skyworks Common Stock will be issued in the Mergers, and Qorvo stockholders will receive cash in lieu of any fractional shares, as specified in the Merger Agreement.

Completion of the Mergers is subject to certain closing conditions, including (1) the adoption of the Merger Agreement by the holders of a majority of the shares of Qorvo Common Stock outstanding, (2) the expiration or early termination of the applicable waiting period under the Hart-Scott-Rodino Antitrust Improvements Act of 1976, as amended, and the approval of the Mergers under certain other antitrust and foreign investment regimes, (3) the absence of any order, injunction or law of such jurisdictions prohibiting the Mergers, (4) the effectiveness of the registration statement pursuant to which shares of Skyworks Common Stock to be issued in the Mergers will be registered with the U.S. Securities and Exchange Commission (the SEC), (5) the approval of the issuance of shares of Skyworks Common Stock included in the Merger Consideration by a majority in voting power of Skyworks stockholders present at the Skyworks Stockholder Meeting and entitled to vote thereon, (6) the accuracy of the other party's representations and warranties, subject to certain standards set forth in the Merger Agreement, (7) compliance in all material respects with the other party's obligations under the Merger Agreement and (8) the absence of a continuing material adverse effect with respect to each of Qorvo and Skyworks. The parties anticipate the transaction to close early in calendar year 2027.