

Exhibit I

Material Terms of New Notes

Terms of New Notes to be Issued by Lakestar Semi, Inc. (“HoldCo”)

<u>Issuer:</u>	HoldCo.
<u>Debt:</u>	Senior Unsecured Notes (the “ <u>New Notes</u> ”).
<u>Principal Amount:</u>	\$76,000,000.
<u>Maturity:</u>	11 years.
<u>Guarantors:</u>	The New Notes shall not be guaranteed by any subsidiary or other affiliate of HoldCo including, for the avoidance of doubt, Conexant OpCo.
<u>Optional Prepayment:</u>	Permitted at any time without premium or penalty.
<u>Interest Rate:</u>	11.25% PIK or cash. Interest to be paid semi-annually. HoldCo can elect to pay cash interest or accrue interest in kind (“ <u>PIK</u> ”) during the current period; HoldCo may also elect to pay down cumulative interest from previous PIK elections in cash.
<u>Covenants:</u>	Limited to: (i) existing lines of business; (ii) change of control; (iii) corporate existence; (iv) payment of taxes and (v) merger and consolidation.
<u>Events of Default:</u>	Limited to: (i) failure to make payments; (ii) failure to comply with covenants; and (iii) insolvency events.