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

SCHEDULE 14A

Proxy Statement Pursuant to Section 14(a)
of the Securities Exchange Act of 1934

Filed by the Registrant ☒

Filed by a Party other than the Registrant ☐

Check the appropriate box:

☐ Preliminary Proxy Statement
☒ Definitive Proxy Statement
☐ Definitive Additional Materials
☐ Soliciting Material Pursuant to §240.14a-12

☐ **Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**

QUICKLOGIC CORPORATION

(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 all boxes that apply):

☒ 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

QUICKLOGIC CORPORATION
NOTICE OF ANNUAL MEETING OF STOCKHOLDERS
TO BE HELD ON WEDNESDAY, MAY 17, 2023

The Annual Meeting of Stockholders of QUICKLOGIC CORPORATION, a Delaware corporation ("QuickLogic" or the "Company"), will be held at the offices of QuickLogic at 2220 Lundy Avenue, San Jose, CA 95131, on Wednesday May 17, 2023, at 10:00 a.m., local time, for the following purposes:

1. To elect three Class III directors, nominees: Christine Russell, Brian C. Faith, and Radhika Krishnan for a term of three years expiring on the date on which our Annual Meeting of Stockholders is held in 2026;

2. To approve on a non-binding advisory basis, the compensation of QuickLogic's named executive officers (the "say-on-pay vote");

3. To approve, on a non-binding advisory basis, the frequency of future advisory votes on executive compensation;

4. To ratify the appointment of Moss Adams LLP as QuickLogic's independent registered public accounting firm for the fiscal year ending December 31, 2023; and,

5. To transact such other business as may properly come before the Annual Meeting, or at any and all continuation, adjournments, or postponements.

The foregoing items of business are more fully described in the Proxy Statement accompanying this Notice. The Board of Directors has fixed the close of business on March 20, 2023, as the record date for determining the stockholders entitled to receive notice of and to vote at the Annual Meeting and any continuation, adjournments, or postponements thereof.

Again, this year, we are using the U.S. Securities and Exchange Commission rule that allows companies to furnish their proxy materials over the Internet. This allows us to mail our stockholders a notice instead of a paper copy of the Proxy Statement and our 2022 Annual Report on Form 10-K. The notice contains instructions on how our stockholders may access our Proxy Statement and Annual Report over the Internet and how our stockholders can receive a paper copy of our proxy materials, including the Proxy Statement, our 2022 Annual Report on form 10K and a proxy card. Stockholders who do not receive a notice, including stockholders who have previously requested to receive paper copies of proxy materials, will receive a paper copy of the proxy materials by mail unless they have previously requested delivery of proxy materials electronically. Employing this distribution process will help us to conserve natural resources and reduce the costs of printing and distributing our proxy materials. The Proxy Statement and form of proxy are being distributed and made available on or about April 5, 2023.

All stockholders are cordially invited to attend the Annual Meeting in person. You must present your proxy or voter instruction card or meeting notice for admission.

For the Board of Directors,

Brian C. Faith
President and Chief Executive Officer

San Jose, California
March 29, 2023

YOUR VOTE IS IMPORTANT

WHETHER OR NOT YOU PLAN TO ATTEND THE ANNUAL MEETING, WE ENCOURAGE YOU TO VOTE PROMPTLY, SO THAT YOUR SHARES WILL BE REPRESENTED AT THE MEETING.

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QUICKLOGIC CORPORATION

PROXY STATEMENT
FOR ANNUAL MEETING OF STOCKHOLDERS

ABOUT THE ANNUAL GENERAL MEETING

General

This proxy statement is furnished by the Board of Directors (the "Board") of QuickLogic Corporation, a Delaware corporation ("QuickLogic" or the "Company"), in connection with the Board's solicitation of proxies for use at the Annual Meeting of Stockholders to be held on Wednesday, May 17, 2023, at 10:00 a.m., local time, and at any and all continuation, adjournments or postponements thereof (the "Annual Meeting"), for the purposes set forth in this Proxy Statement and in the accompanying Notice of Annual Meeting of Stockholders. The Annual Meeting will be held at the offices of QuickLogic at 2220 Lundy Avenue, San Jose, CA 95131, on Wednesday May 17, 2023, at 10:00 a.m., local time, and the Company's telephone number at that address is (408) 990-4000. At the Annual Meeting, only stockholders of record at the close of business on March 20, 2023, the record date, will be entitled to vote. On March 20, 2023, QuickLogic's outstanding capital stock consisted of 13,236,478 shares of common stock.

At the Annual Meeting, the stockholders will be asked:

1 To elect three Class III directors to serve for a term of three years expiring on the date on which our Annual Meeting of Stockholders is held in 2026;
2 To approve on a non-binding advisory basis, the compensation of QuickLogic's named executive officers;
3 To vote, on an advisory basis, on the frequency of holding an advisory vote on the compensation of QuickLogic's named executive officers;
4 To ratify the appointment of Moss Adams LLP as QuickLogic's independent registered public accounting firm for the fiscal year ending December 31, 2023; and
5 To transact such other business as may properly come before the Annual Meeting or at any and all adjournments or postponements thereof.

This Proxy Statement and form of proxy were first provided to stockholders entitled to vote at the Annual Meeting on or about May 17, 2023, together wh our 2022 Annual Report to Stockholders.

Board's Recommendation

Our Board of Directors recommends that you vote:

1. "**FOR**" the election of the three nominated Class III directors;

2. "**FOR**" approval on a non-binding advisory basis, the compensation of QuickLogic's named executive officers, and

3. "**FOR**" the approval, on a non-binding advisory basis, of future advisory votes on executive compensation every three years; and

4. **"FOR"** the ratification of the appointment of Moss Adams LLP as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2023.

Our management does not intend to present other items of business and knows of no items of business that are likely to be brought before the Annual Meeting, except those described in this Proxy Statement. However, if any other matters should properly come before the Annual Meeting, the proxy holders will have discretionary authority to vote the shares represented by proxies in accordance with their best judgment on the matters.

Record Date, Stock Ownership and Voting

Only stockholders of record at the close of business on March 20, 2023, are entitled to receive notice of and to vote at the Annual Meeting. At the close of business on March 20, 2023, there were outstanding and entitled to vote 13,236,478 shares of common stock. Each stockholder is entitled to one vote for each share of common stock held on all matters presented at the Annual Meeting. Stockholders do not have the right to cumulate votes in the election of directors. Voting instructions are included on your notice of availability of proxy materials, proxy card or voting instruction card.

Properly executed proxies received prior to the meeting, and subsequently not revoked, will be voted in accordance with the instructions on the proxy. Where no instructions are given, proxies will be voted "FOR" the election of the director nominees described herein, “FOR” the approval of a non-binding advisory basis, the compensation of QuickLogic's named executive officers and “FOR” the ratification of the appointment of the independent registered public accounting firm.

What’s required to approve each item?

Proposal 1: Election of Directors. Directors of the Company are elected by a plurality of the votes cast in contested and uncontested elections. The election at the Annual Meeting will be uncontested. “Plurality” means that the three individuals who receive the highest number of “FOR” votes will be elected as directors. You may vote either “FOR” or “WITHHOLD” your vote from any one or more of the nominees. Votes withheld with respect to one or more nominees will result in those nominees receiving fewer votes but will not count as a vote against the nominees. If you do not instruct your broker how to vote with respect to this item, your broker may not vote your shares with respect to the election of directors. Any shares not voted by a stockholder will be treated as broker non-votes, and broker non-votes will have no effect on the results of the election of directors.

Proposal 2: Advisory Vote on Executive Compensation. The affirmative vote of a majority of shares of common stock present (in person or by proxy) at the Annual Meeting and entitled to vote is required for the advisory vote on the compensation of the Company’s named executive officers. Because your vote on this proposal is advisory, it will not be binding on the Board of Directors or the Company. However, the Board of Directors will review the voting results and take them into consideration when making future decisions regarding executive compensation. An abstention will not be counted toward the approval of executive compensation, and the effect of an abstention is the same as a vote against the approval. Broker non-votes will have no effect on the outcome.

Proposal 3: Frequency of the Advisory Vote on Executive Compensation. *The option* (every one year, two years or three years) that receives the most affirmative votes cast (in person or by proxy) at the Annual Meeting will be considered the frequency recommended by the Company’s stockholders. Because your vote on this proposal is advisory, it will not be binding on the Board of Directors or the Company. However, the Board of Directors will review the voting results and take them into consideration when making future decisions regarding the frequency of voting on executive compensation. Abstentions and broker non-votes will have no effect on the outcome.

Proposal 4: Ratification of Appointment of Independent Registered Public Accounting Firm. Ratification of the appointment of Moss Adams LLP (“Moss Adams”) as the Company’s independent registered public accounting firm for the fiscal year ending December 31, 2023, will require the affirmative vote of a majority of the shares of common stock present (in person or by proxy) at the Annual Meeting and entitled to vote on the proposal. An abstention will have the effect of a vote against the ratification. Brokers will have discretionary authority to vote on Proposal 4 and, accordingly, there will be no broker non-votes for this proposal.

Will my shares be voted if I do not provide my proxy?

Under applicable rules, if you hold your shares through a brokerage firm, bank, or other nominee, and do not give instructions to that entity, it will still be able to vote your shares with respect to “discretionary” items, but it will not be allowed to vote your shares with respect to “non-discretionary” items. The ratification of Moss Adams as our independent registered public accounting firm (Proposal 4) is considered to be a discretionary item under applicable rules and your brokerage firm, bank, or other nominee will be able to vote on that item even if it does not receive instructions from you, so long as it holds your shares in its name. The remaining items of business at the Annual Meeting are “non-discretionary” and if you do not instruct your broker, bank, or other nominee how to vote with respect to such proposals, it may not vote with respect to these proposals and those shares will be counted as “broker non-votes.” “Broker non-votes” are shares that are held in “street name” by a brokerage firm, bank, or other nominee that indicates on its proxy that it does not have or did not exercise discretionary authority to vote on a particular matter. Please see “What’s required to approve each item?” for information regarding the vote required to approve the matters being considered at the Annual Meeting and the treatment of broker non-votes.

If you hold your shares through our transfer agent, American Stock Transfer and Trust Company, they will not be voted if you do not provide a proxy.

If your shares are held in street name, you must bring an account statement or letter from your bank or brokerage firm showing that you are the beneficial owner of the shares as of the record date in order to be admitted to the Annual Meeting. To be able to vote your shares held in street name at the Annual Meeting, you will need to obtain a legal proxy card from the holder of record.

Voting Electronically via the Internet, by Telephone or by Mail

There are three ways to vote by proxy:

By Internet —Stockholders who have received a notice of the availability of the proxy materials by mail may submit proxies over the Internet by following the instructions on the notice. Stockholders who have received the notice of the availability of the proxy materials by e-mail may submit proxies over the Internet by following the instructions included in the e-mail. Stockholders who have received a paper copy of a proxy card or voting instruction card by mail may submit proxies over the Internet by following the instructions on the proxy card or voting instruction card.

By Telephone —Stockholders of record who live in the United States or Canada may submit proxies by telephone by calling 1-800-690-6903 and following the instructions. Stockholders of record who have received a notice of availability of the proxy materials by mail must have the control number that appears on their notice available when voting. Stockholders of record who received notice of the availability of the proxy materials by e-mail must have the control number included in the e-mail available when voting. Stockholders of record who have received a proxy card by mail must have the control number that appears on their proxy card available when voting. Most of the stockholders, who are beneficial owners of their shares living in the United States or Canada and who have received a voting instruction card by mail may vote by phone by calling the number specified on the voting instruction card provided by their broker, trustee, or nominee. Those stockholders should check the voting instruction card for telephone voting availability.

By Mail —Stockholders who have received a paper copy of a proxy card or voting instruction card by mail may submit proxies by completing, signing, and dating their proxy card or voting instruction card and mailing it in the accompanying pre-addressed envelope.

Important Notice Regarding the Availability of Proxy Materials for the Shareholders Meeting To Be Held on May 17, 2023.

Our proxy materials including our Proxy Statement and 2022 Annual Report on Form 10-K are available on the Internet and may be viewed free of charge and printed at www.proxydocs.com/QUIK.

Solicitation of Proxies

The Company has not engaged any third party to assist in the solicitation of proxies, nor to provide related advice and informational support, for a services fee, plus customary disbursements. The Company engaged a third party to forward proxy and solicitation materials to stockholders and we will reimburse the third party brokerage firms, other custodians, nominees, and fiduciaries for this expense.

Revocability of Proxies

Any proxy given pursuant to this solicitation may be revoked by the person giving it at any time before its use by delivering to our secretary a written notice of revocation or a duly executed proxy bearing a later date, or by attending the meeting and voting in person. Your presence at the Annual Meeting in and of itself is not sufficient to revoke your proxy. For shares you hold in street name, you may revoke your prior proxy by submitting new voting instructions to your broker or nominee.

No Right of Appraisal

Neither Delaware law nor our amended and restated certificate of incorporation provide for appraisal or other similar rights for dissenting stockholders in connection with any of the proposals to be voted upon at the Annual Meeting. Accordingly, our stockholders will have no right to dissent and obtain payment for their shares.

Quorum; Abstentions; Broker Non-Votes

The presence at the Annual Meeting, in person or by proxy, of the holders of at least one-third of the voting power of our stock outstanding on the record date will constitute a quorum. As of the close of business on the record date, there were 13,236,478 shares of our common stock outstanding. Both abstentions and broker non-votes are counted for the purpose of determining the presence of a quorum. For the purpose of determining whether the stockholders have approved matters other than the election of directors (Proposal 1), abstentions are treated as shares present or represented and voting, so abstaining has the same effect as a negative vote. Directors are elected based on a plurality of the votes cast. Shares held by brokers who do not have discretionary authority to vote on a particular matter and who have not received voting instructions from their customers are counted for determining the presence or absence of a quorum for conducting business but are not counted or deemed to be present or represented for the purpose of determining whether stockholders have approved that matter.

Stockholder Nominations and Proposals for Candidates to the Board of Directors

The Nominating and Corporate Governance Committee of our Board of Directors has established policies and procedures, available on our website *at http://www.quicklogic.com/corporate/about-us/management*, to consider recommendations for candidates to the Board of Directors from stockholders holding either (i) shares of the outstanding voting securities of the Company in an amount equal to at least $2,000 in market value or (ii) 1% of the Company's outstanding voting securities continuously for at least one-year prior to the date of the submission of the recommendation. Recommendations received after the date that is 120 days prior to the one-year anniversary of the mailing of the previous year's proxy statement will likely not be considered timely for consideration at that year's annual meeting.

A stockholder that desires to recommend a candidate for election to the Board of Directors must direct the recommendation in writing to the Nominating and Corporate Governance Committee, care of the Chief Financial Officer, 2220 Lundy Avenue, San Jose, California 95131, and must include the candidate's name, home and business contact information, detailed biographical data and qualifications and an explanation of the reasons why the stockholder believes this candidate is qualified for service on the Company's Board of Directors. The stockholder must also provide such other information about the candidate that would be required by the Securities and Exchange Commission ("SEC") rules to be included in a proxy statement. In addition, the stockholder must include the consent of the candidate and describe any arrangements or undertakings between the stockholder and the candidate regarding the nomination. The stockholder must submit proof of ownership of the requisite number of Company voting securities.

A stockholder that instead desires to nominate a person directly for election to the Board of Directors must meet the deadlines and other requirements set forth in Section 2.4 of the Company's Bylaws and the rules and regulations of the SEC.

Deadlines for Submission of Other Stockholder Proposals and Proposals for Dissident Candidates to the Board of Director

Stockholders are entitled to present proposals for consideration at the next annual meeting of stockholders provided that they comply with the proxy rules promulgated by the SEC and our Bylaws.

Stockholders wishing to present a proposal for inclusion in the proxy statement relating to our 2024 Annual Meeting of Stockholders must submit such proposal to us by the date that is 120 days prior to the one-year anniversary of the date on which this proxy is first mailed, in order to be considered timely for stockholder proposals to be included in such proxy statement, which date is November 21, 2023. Proposals received after this date will likely not be considered timely for consideration at that year's annual meeting.

Stockholders wishing to recommend proposal for a dissident candidate for election to the Board of Directors for inclusion in the proxy statement relating to our 2023 Annual Meeting of Stockholders must submit such proposal to us by the date that is 60 days prior to the one-year anniversary of the date of the prior year's annual meeting, in order to be considered timely for nominations to be included in such proxy statement, which date is January 20, 2024. Proposals received after this date will likely not be considered timely for consideration at that year's annual meeting.

Householding

Householding is a cost-saving procedure used by us and approved by the SEC. Under the householding procedure, we send only one Annual Report and Proxy Statement to stockholders of record who share the same address and last name, unless one of those stockholders notifies us that the stockholder would like a separate Annual Report and Proxy Statement. A stockholder may notify us that the stockholder would like a separate Annual Report and Proxy Statement by telephone at (408) 990-4000 or at the following mailing address: 2220 Lundy Avenue, San Jose, California 95131, Attention: Investor Relations. If we receive such notification that the stockholder wishes to receive a separate Annual Report and Proxy Statement, we will promptly deliver such Annual Report and Proxy Statement. A separate proxy card is included in the materials for each stockholder of record. If you wish to update your participation in householding, beneficial owners should contact their broker and registered shareholders should contact our transfer agent American Stock Transfer & Trust Company or AST at 1 (800) 937-5449.

PROPOSAL ONE

ELECTION OF DIRECTORS

QuickLogic's Board of Directors (the "Board") is currently comprised of seven members, divided into three classes with overlapping three-year terms. As a result, a portion of our Board of Directors will be elected each year. Michael R. Farese and Andrew J. Pease have been designated as Class I directors whose terms expire at the 2024 Annual Meeting of Stockholders, Gary H. Tauss and Joyce Kim have been designated as Class II directors whose terms expire at the 2025 Annual Meeting of Stockholders, and Christine Russell, Brian C. Faith, and Radhika Krishnan have been designated as Class III directors whose terms expire at the 2023 Annual Meeting of Stockholders. Any additional directorships resulting from an increase in the number of directors will be distributed among the three classes so that, as nearly as possible, each class will consist of an equal number of directors. There are no family relationships between any of our directors or executive officers.

The Nominating and Governance Committee is committed to continuing to identify and recruit highly qualified director candidates with diverse experiences, perspectives, and backgrounds to join our Board. The table below provides certain information regarding the composition of our Board. Each of the categories listed in the below table has the meaning as it is used in Nasdaq Rule 5605(f) and related instructions.

Board Diversity Matrix As of March 20, 2023				
Total Number of Directors				
	Female	**Male**	**Non-Binary**	**Did not Disclose Gender**
Directors	3	4	-	-
Demographic Information:				
African American or Black	-	-	-	-
Alaskan Native or Native American	-	-	-	-
Asian	2	-	-	-
Hispanic	-	-	-	-
Native Hawaiian or Pacific Islander	-	-	-	-
White	-	4	-	-
Two or More Races or Ethnicities	-	-	-	-
LGBTQ+	-	-	-	-
Did not disclose demographic background	1	-	-	-

Nominees for Class III Directors

Three Class III directors are to be elected at this Annual Meeting of Stockholders for a three-year term ending in 2026. Pursuant to action by the Nominating and Corporate Governance Committee, the Board of Directors has nominated Christine Russell, Brian C. Faith, and Radhika Krishnan. Unless otherwise instructed, the persons acting as proxies intend to vote proxies received by them for the election Christine Russell, Brian C. Faith, and Radhika Krishnan. QuickLogic expects that Christine Russell, Brian C. Faith, and Radhika Krishnan will serve if elected. In the event that any nominee is unable or declines to serve as a director at the time of the Annual Meeting, proxies will be voted for a substitute nominee or nominees designated by the Nominating and Corporate Governance Committee of the Board of Directors. The term of office of each person elected as director will continue until such director's term expires in 2026 or until such director's successor has been elected and qualified or until such director's earlier death, resignation, or removal.

Vote Required and Board of Directors' Recommendation

The three nominees receiving the highest number of affirmative votes shall be elected directors. Votes withheld from any director are counted for purposes of determining the presence or absence of a quorum for the transaction of business but have no other legal effect in the election of directors under Delaware law.

Directors of the Company are elected by a plurality of the votes cast in contested and uncontested elections. The election at the Annual Meeting will be uncontested. "Plurality" means that the three individuals who receive the highest number of "FOR" votes will be elected as directors. You may vote either "FOR" or "WITHHOLD" your vote from any one or more of the nominees. Votes withheld with respect to one or more nominees will result in those nominees receiving fewer votes but will not count as a vote against the nominees. If you do not instruct your broker how to vote with respect to this item, your broker may not vote your shares with respect to the election of directors. Any shares not voted by a stockholder will be treated as broker non-votes, and broker non-votes will have no effect on the results of the election of directors.

OUR BOARD OF DIRECTORS UNANIMOUSLY RECOMMENDS THAT STOCKHOLDERS VOTE FOR THE CLASS III DIRECTOR NOMINEES LISTED ABOVE

Directors and Nominees for Director

The following table sets forth information concerning the nominees for Class III director.

Nominees for Class III Director

Name	Age	Position
Brian C. Faith	48	Director
Radhika Krishnan	52	Director
Christine Russell	73	Director

Brian C. Faith was promoted to Chief Executive Officer and was elected as a director in June 2016 after having served as Vice President of Worldwide Marketing and Vice President of Worldwide Sales & Marketing between 2008 and 2016. Mr. Faith has been with QuickLogic since 1996, and during the last 20 years has held a variety of managerial and executive leadership positions in engineering, product line management, marketing, and sales. Mr. Faith has also served as the Chairman of the Marketing Committee for the CE-ATA Organization. He holds a B.S. degree in Computer Engineering from Santa Clara University and was an Adjunct Lecturer at Santa Clara University for Programmable Logic courses.

Mr. Faith's vast understanding of the semiconductor industry coupled with his in-depth knowledge of the day-to-day operation and strategic direction of the Company makes him an invaluable resource and contributor to the Board.

Radhika Krishnan is a versatile product and general management executive with a strong track record of building new businesses at both startups and Fortune 500 companies. Her prior accomplishments and success are based on a combination of deep technical expertise and business acumen, as well as hands-on experience across engineering, QA, product management, messaging, go to market and ecosystem building.

Ms. Krishnan currently serves as Chief Product Officer and General Manager at Hitachi Vantara. She is responsible for the vision, strategy, delivery, positioning, and P&Ls for all Hitachi Vantara products, including highly resilient data storage, multi-cloud solutions, and the industry leading Lumada SaaS portfolio across the data management, analytics, AI/ML, and Industrial IoT market segments. Prior to joining Hitachi Vantara, Krishnan served as the Executive Vice President and General Manager of Software at 3D Systems Corporation from 2019 to 2020. From 2018 to 2020, Ms. Krishnan was Vice President and General Manager of software defined infrastructure at Lenovo. Previously, she was Vice President, Solutions and Product Alliances at Nimble Storage from 2013 to 2018. At Network Appliance she was a Product Manager from 2009 to 2013 having previously been at Cisco Systems as an Interconnect and Switches Product Manager for one year. She started her career at Hewlett Packard, Co where she had various Senior Management roles from 1998 to 2008.

Ms. Krishnan holds a bachelor's degree in Electrical and Electronics Engineering from Birla Institute of Technology and Science, Pilani and an MBA from San Jose State University. Her experience across multiple facets of the cloud infrastructure, gained from working with best-in-class providers, provides her with a valuable skill set to help the Company create practical and winning customer solutions.

Christine Russell has been serving as a member of our Board of Directors since June 2005. In July 2022, Ms. Russell was elected as a member of the Board of Directors of MariaDB plc, and in December 2019, Ms. Russell was elected as member of the Board of Directors of AXT, Inc. From July 2018 to March 2020, Ms. Russell was Chief Financial Officer at PDF Solutions, which offers yield process improvement and manufacturing efficiencies to the semiconductor industry and their supply chain using proprietary AI and data mining software technology. In February 2017, she became a member of the Board of Directors of eGain Corporation, a Nasdaq traded SaaS company providing software for call center and customer support organizations. From May 2015 through March 2018, she served as Chief Financial Officer at UniPixel, Inc., a precision engineered film company whose products include touch-screen films. From May 2014 to March 2015, Ms. Russell served as Chief Financial Officer of Vendavo, Inc., a pricing optimization enterprise software company, which was sold in late 2014 to a private equity firm. From May 2009 to October 2013, Ms. Russell was Chief Financial Officer of Evans Analytical Group, a leading international provider of materials characterization and microelectronic failure analysis and "release to production" services. From June 2006 to April 2009, Ms. Russell was at Virage Logic Corporation, a provider of advanced intellectual property for the design of integrated circuits, where she served as Executive Vice President of Business Development from September 2008 and as Vice President and Chief Financial Officer from June 2006 to September 2008. Ms. Russell served as Senior Vice President and Chief Financial Officer of OuterBay Technologies, Inc., a privately held software company enabling information lifecycle management for enterprise applications, from May 2005 until February 2006, when OuterBay was acquired by Hewlett-Packard Company. From October 2003 to May 2005, Ms. Russell served as the Chief Financial Officer of Ceva, Inc., a company specializing in semiconductor intellectual property offering digital signal processing cores and application software. Prior to 2005, Ms. Russell served as Chief Financial Officer and in various senior financial management positions with a number of technology companies for a period of more than twenty years. Ms. Russell holds a B.A. degree and an M.B.A. degree from the University of Santa Clara.

Ms. Russell's extensive executive experience in corporate finance, accounting and operations, and her involvement in governance issues for boards of directors in her role as Chairman Emeritus of the SVDX (Silicon Valley Directors Exchange), an organization that fosters excellence in corporate governance for directors in affiliation with Stanford University and past service as President of the NACD, Silicon Valley Chapter, make her an important asset to the Company. In addition, her career background in semiconductor intellectual property companies provides her with specific industry knowledge.

Incumbent Class I Directors Whose Terms Expire in 2024

Name	Age	Position
Michael R. Farese	76	Chairman of the Board
Andrew J. Pease	72	Director

Michael R. Farese (Ph.D.) has been serving as a member of our Board of Directors since April 2008, and as our Chairman since December 6, 2019. Dr. Farese also served as Chairman of the Nominating and Corporate Governance Committee from August 2014 until February 2021. In January 2015, Dr. Farese joined Antenna79, a consumer electronics company creating advanced antenna technology for wireless devices, where he held the position of Chief Scientist until December 2016 when Antenna79 was acquired. From June 2010 to December 2014, Dr. Farese served as Chief Technology Officer and Senior Vice President of Global Engineering at Entropic Communications Inc., a fabless semiconductor company that designs, develops, and markets system solutions to enable connected home entertainment. From September 2007 to May 2010, he was President and Chief Executive Officer and member of the Board of Directors of BitWave Semiconductor, Inc., a fabless semiconductor company and innovator of programmable radio frequency ICs. From September 2005 to September 2007, Dr. Farese was Senior Vice President, Engineering, of Palm, Inc., a leading mobile products company. Dr. Farese also served as President and Chief Executive Officer of WJ Communications, a radio frequency (RF) semiconductor company, from March 2002 to July 2005 and President and CEO of Tropian Inc., a developer of high efficiency RF ASICs for 2.5 and 3G cellular phones, from October 1999 to March 2002. Prior to that time, Dr. Farese held senior management positions at Motorola Corp., Ericsson Inc., Nokia Corp., and ITT Corp. Dr. Farese also held management positions at AT&T Corp. and Bell Laboratories, Inc. and has been in the telecommunications and semiconductor industry for more than 40 years. Dr. Farese also served on the board of PMC-Sierra, Inc., an Internet infrastructure semiconductor solution provider, from May 2006 until its acquisition in January 2016 by Microsemi Corp. Dr. Farese holds a B.S. degree and a Ph.D. in Electrical Engineering from Rensselaer Polytechnic Institute. He also received his M.S. degree in Engineering from Princeton University. Dr. Farese has extensive executive experience and knowledge of the wireless industry, cellular handsets and wireless devices, and the use of semiconductors for the wireless industry. His business acumen and strong technical and strategic planning skills bring an invaluable perspective to the Board.

Andrew J. Pease has been serving as a member of our Board of Directors since April 2011 and Chairman of the Nominating and Corporate Governance Committee since February 2021. He joined QuickLogic in November 2006 and served as our President and Chief Executive Officer from January 2011 to his retirement in June 2016, and as our President from March 2009 to his retirement in June 2016. From November 2006 to March 2009, Mr. Pease served as our Vice President of Worldwide Sales. From July 2003 to June 2006, Mr. Pease was Senior Vice President of Worldwide Sales at Broadcom Corporation, a global leader in semiconductors for wired and wireless communications. From March 2000 to July 2003, Mr. Pease was Vice President of Sales at Syntricity, Inc., a company providing software and services to better manage semiconductor production yields and improve design-to-production processes. From 1984 to 1996, Mr. Pease served in a number of sales positions at Advanced Micro Devices, or AMD, a global semiconductor manufacturer, where his last assignment was Group Director, Worldwide Headquarters Sales and Operations. Mr. Pease previously held Vice President of Sales positions at Integrated Systems Inc., an embedded software manufacturer (1996-1997), and Vantis Corporation, a programmable logic subsidiary of AMD (1997-1999). Mr. Pease holds a B.S. degree from the United States Naval Academy and an M.S. in computer science from the Naval Postgraduate School in Monterey, California. Mr. Pease has many years of executive experience in the semiconductor industry, primarily in sales and operations. His vast understanding of the semiconductor industry coupled with his in-depth knowledge of the day-to-day operation and strategic direction of the Company makes him an invaluable resource and contributor to the Board.

Incumbent Class II Directors Whose Terms Expire in 2025

Name	Age	Position
Joyce Kim	52	Director
Gary Tauss	68	Director

Gary H. Tauss has been serving as a member of our Board of Directors since June 2002. Mr. Tauss has also been serving as a board member for Hootsuite Inc., a social media dashboard company since January 2010. In January 2017, Mr. Tauss joined the board of NetForecast, Inc., an auditing firm which audits ISP data usage meter systems. From January 2010 to March 2014, Mr. Tauss served as the Executive Director and Chief Executive Officer of BizTech, a not-for-profit technology-focused business incubator. From October 2006 until February 2008, Mr. Tauss served as President and Chief Executive Officer of Mobidia Technology, Inc., a provider of performance management software that enables wireless operators to provide users with high-quality mobile content. From May 2005 until the sale of its assets to Transaction Network Services, Inc. in March 2006, Mr. Tauss served as President, Chief Executive Officer and director of InfiniRoute Networks Inc., a provider of software peering services for wireline and wireless carriers. From October 2002 until April 2005, Mr. Tauss served as President and Chief Executive Officer of LongBoard, Inc., a company specializing in fixed-to-mobile convergence application software for leading carriers and service providers. From August 1998 until June 2002, Mr. Tauss was President, Chief Executive Officer, and a director of TollBridge Technologies, Inc., a developer of voice-over-broadband products. Prior to co-founding TollBridge, Mr. Tauss was Vice President and General Manager of Ramp Networks, Inc., a provider of Internet security and broadband access products, with responsibility for engineering, customer support and marketing. Mr. Tauss earned both a B.S. and an M.B.A. degree from the University of Illinois. Mr. Tauss has a strong executive background with technology companies providing products for the mobile market. His in-depth understanding of the important attributes of products for the mobile market make him an invaluable resource as QuickLogic develops and markets devices for the mobile market.

Joyce Kim brings over two decades of experience scaling commercial innovation and growth in the technology sector through large scale digital transformation and brand elevation strategies. Her expertise spans all facets of Go-To-Market including digital, brand, communications, channels and product strategy for global hardware and SaaS companies.

Currently, she serves as the Chief Marketing Officer for Genesys, PE backed pre-IPO company with over $2B in revenue and is responsible for driving market expansion and revenue diversification strategies including customer acquisition, engagement, and channel growth. From 2016 to 2020, she was Chief Digital & Marketing Officer for Arm, where she led the enterprise-wide digital transformation and digital GTM strategy for new SaaS and IoT platform. Ms. Kim also successfully launched multiple microprocessor IP products in Japan and China alongside one of the largest partner ecosystems in the world. Prior to Arm, Ms. Kim was at Citrix from 2015 to 2016 as the Chief Marketing Officer. From 2008 to 2015 she led marketing for global brands such as Skype and Skype for Business at Microsoft as well as product communications and partnerships for Chromebooks and WebRTC/Google Hangouts at Google. From 2000 to 2007, she held multiple marketing and product management leadership positions for several startup and mid-sized companies including Wrike, Symmetricom, and Internap. She has demonstrated her thought leadership as an active member of the CMO Council, Executive Council Member of the Forbes CMO Practice, McKinsey CMO Advisory Council, and as part of the Fast Company Executive Board. She also serves as a member of the board of directors at Bring Me A Book, a non-profit focused on bringing the joy and transformational power of books to all children in under-resourced communities. She also serves as an advisory board member for Sparklabs Frontier program at Arizona State University. Ms. Kim earned a double major from California Polytechnic State University San Luis Obispo with Bachelor of Science degrees in Finance and Architecture.

The Company believes that Ms. Kim's expertise in increasing brand value and revenue growth, by advancing a data-driven organization, will add significant value to her role on our Board.

Board Leadership Structure; Lead Independent Director

The Board of Directors does not currently have a policy on whether the roles of Chief Executive Officer and Chairman may be filled by one individual. This allows the Board flexibility to better address the leadership needs of the Company from time to time as it deems appropriate. We currently separate the positions of Chief Executive Officer and Chairman of the Board. Mr. Brian C. Faith is our President and Chief Executive Officer and Dr. Farese has served as our non-employee Chairman of the Board since December 6, 2019.

Board's Oversight of Risk Management

The Board has an active role, as a whole and at the committee level, in overseeing management of the Company's risks. The Board regularly reviews information regarding the Company's credit, liquidity, operations, and enterprise risks. The Company's Compensation Committee is responsible for overseeing the management of risks relating to the Company's executive compensation plans and arrangements. The Audit Committee oversees management of financial, accounting, and internal control risks. The Nominating and Corporate Governance Committee manages risks associated with the independence of the Board of Directors and potential conflicts of interest. While each committee is responsible for evaluating certain risks and overseeing the management of such risks, the entire Board of Directors is regularly informed through committee reports about such risks. The Board and its committees are committed to ensuring effective risk management oversight and work with management to ensure that effective risk management strategies are incorporated into the Company's culture and day-to-day business operations.

Board Meetings, Committees and Corporate Governance

The Board of Directors has determined that the Company's current directors, with the exception of Mr. Faith, meet the independence requirements of the Nasdaq Capital Market. No director qualifies as independent unless the Board of Directors determines that the director has no direct or indirect material relationship with the Company. In making the determination that a particular director is independent, the Board considers the relationships that such director has with the Company and all other facts and circumstances deemed relevant in determining their independence, including information requested from and provided by each director concerning his or her background, employment, and affiliations, including family relationships and other information received through annual directors' questionnaires.

It is the policy of the Board of Directors to have a separate meeting time for independent directors. During the last fiscal year, five sessions of the independent directors were held.

The standing committees of the Board of Directors include an Audit Committee, a Compensation Committee, and a Nominating and Corporate Governance Committee.

We have written charters for the Audit Committee, the Compensation Committee, and the Nominating and Corporate Governance Committee, copies of which are available on our website, free of charge, at *http://www.quicklogic.com/corporate/about-us/management*. You can also obtain copies of the charters, free of charge, by writing to us at 2220 Lundy Avenue, San Jose, California 95131, Attention: Finance Department.

In accordance with applicable SEC requirements and Nasdaq Capital Market listing standards, all the standing committees are comprised solely of non-employee, independent directors. The table below shows current membership for each of the standing committees.

Audit Committee	Nominating and Corporate Governance Committee	Compensation Committee
Michael R. Farese (3)	Michael R. Farese	Michael R. Farese
Joyce Kim	Joyce Kim	Radhika Krishnan
Christine Russell (1)(2)	Radhika Krishnan	Christine Russell
	Andrew J. Pease (1)	Gary H. Tauss (1)

(1) Committee Chairman
(2) Audit Committee Financial Expert
(3) Lead Independent Director

Audit Committee

The Audit Committee held five meetings in 2022. Ms. Russell has served as Chairman of the Audit Committee since April 2006. Dr. Farese and Ms. Kim have served as members of the Audit Committee since February 2010, and December 2021, respectively. Each member meets the independence requirements of the SEC and the Nasdaq Capital Market. The Board of Directors has determined that Ms. Russell is an Audit Committee Financial Expert as defined by Item 407(d)(5) of Regulation S-K.

The Audit Committee has sole and direct authority to select, evaluate and compensate our independent registered public accounting firm, and it reviews and approves in advance all audit, audit related and non-audit services, and the related fees, provided by the independent registered public accounting firm (to the extent those services are permitted by the Securities Exchange Act of 1934, as amended). The Audit Committee meets with our management and appropriate financial personnel regularly to consider the adequacy of our internal controls and financial reporting process and the reliability of our financial reports to the public. The Audit Committee also meets with the independent registered public accounting firm regarding these matters. The Audit Committee has established a Financial Information Integrity Policy, pursuant to which QuickLogic can receive, retain, and treat employee complaints concerning questionable accounting, internal control or auditing matters, or the reporting of fraudulent financial information. The Audit Committee examines the independence and performance of our independent registered public accounting firm. In addition, among its other responsibilities, the Audit Committee reviews our critical accounting policies, our annual and quarterly reports on Forms 10-K and 10-Q, and our earnings releases before they are published. The Audit Committee has a written charter, a copy of which is available on our website, free of charge, at *http://www.quicklogic.com/corporate/about-us/management.*

Compensation Committee

The Compensation Committee held four meetings in 2022 and acted by unanimous written consent two times during the year. Mr. Tauss has served as Chairman of the Compensation Committee since September 2004. Ms. Russell, Dr. Farese, and Ms. Krishnan served as members of the Compensation Committee since February 2010, August 2014, and January 2015, respectively. Each member of the Compensation Committee meets the independence requirements of the SEC and the Nasdaq Capital Market. The purpose of the Compensation Committee is to: (i) discharge the responsibilities of the Board of Directors relating to compensation of the Company's directors, Chief Executive Officer, and executive officers; (ii) review and recommend to the Board of Directors compensation plans, policies and benefit programs, as well as approve individual executive officer compensation packages; and (iii) review and discuss the Compensation Discussion and Analysis with management and prepare the Compensation Committee Report to be included in the Company's Proxy Statement and Annual Report on Form 10-K. The Compensation Committee's duties also include administering QuickLogic's stock option plans and employee stock purchase plans.

The Compensation Committee has the authority to retain and meet privately with independent advisors and compensation and benefits specialists as needed, and may request the assistance of any director, officer, or employee of the Company whose advice and counsel are sought by the Compensation Committee. The Compensation Committee has periodically engaged Compensia as an independent compensation consultant, including in 2022. The Compensation Committee has reviewed the independence of Compensia under applicable SEC and Nasdaq standards and found that no conflict of interest exists. The Compensation Committee, after reviewing management's recommendations, determines the equity and non-equity compensation of the Company's executive officers and directors. Management generally provides internal compensation information, compensation survey information for similarly sized technology companies, and other information to the Compensation Committee, and the Chief Executive Officer recommends compensation amounts for the executive officers other than the Chief Executive Officer. Under the guidance of the Compensation Committee, the Chief Executive Officer or an executive officer of the Company makes recommendations to the Compensation Committee regarding the executive incentive compensation plan, including plan objectives and payments earned based on performance to those objectives. No members of management are present when the Compensation Committee approves the compensation of the executive officers. The Compensation Committee may delegate its responsibilities to subcommittees when appropriate. The Compensation Committee has a written charter, which is available on our website, free of charge, at *http://www.quicklogic.com/corporate/about-us/management*.

Nominating and Corporate Governance Committee

The Nominating and Corporate Governance Committee held three meetings in 2022. Mr. Pease has served as Chairman of the Nominating and Corporate Governance Committee since February 2021. Each of the directors on the Nominating and Corporate Governance Committee meets the independence requirements of the SEC and the Nasdaq Capital Market. The purpose of the Nominating and Corporate Governance Committee is to: (i) assist the Board of Directors by identifying, evaluating and recommending to the Board of Directors, or approving as appropriate, individuals qualified to be directors of QuickLogic for either appointment to the Board of Directors or to stand for election at a meeting of the stockholders; (ii) review the composition and evaluate the performance of the Board of Directors; (iii) review the composition and evaluate the performance of the committees of the Board of Directors; (iv) recommend persons to be members of the committees of the Board of Directors; (v) review conflicts of interest of members of the Board of Directors and executive officers; and (vi) review and recommend corporate governance principles to the Board of Directors. Other duties of the Nominating and Corporate Governance Committee include overseeing the evaluation of management, succession planning, and reviewing and monitoring the Company's Code of Conduct and Ethics. The Nominating and Corporate Governance Committee adopted our Corporate Governance Guidelines in December 2004. A copy of the Guidelines and a copy of the written charter of the Nominating and Corporate Governance Committee are available on our website, free of charge, at *http://www.quicklogic.com/corporate/about-us/management*.

The Nominating and Corporate Governance Committee regularly reviews the size and composition of the full Board of Directors and considers the recommendations properly presented by qualified stockholders as well as recommendations from management, other directors, and search firms to attract top candidates to serve on the Board of Directors. Except as may be required by rules promulgated by the SEC and the Nasdaq Capital Market, there are no specific, minimum qualifications that must be met by each candidate for the Board of Directors, nor are there specific qualities or skills that are necessary for one or more of the members of the Board of Directors to possess. In evaluating the qualifications of the candidates, the Nominating and Corporate Governance Committee considers many factors, including character, judgment, independence, expertise, length of service and other commitments, among others. The Nominating and Corporate Governance Committee does consider diversity when identifying director candidates and nominees with respect to differences of viewpoints, professional experiences, race, gender, and other individual qualities and attributes that contribute to heterogeneity on the Board. The Committee evaluates such factors and does not assign any particular weight or priority to any of these factors. While the Nominating and Corporate Governance Committee has not established specific minimum qualifications for director candidates, the Nominating and Corporate Governance Committee believes that candidates and nominees must reflect a Board of Directors that is predominantly independent and is comprised of directors who (i) are of high integrity, (ii) have qualifications that will increase the overall effectiveness of the Board of Directors, and (iii) meet other requirements as may be required by applicable rules, such as financial literacy or financial expertise with respect to Audit Committee members.

It is the policy of the Nominating and Corporate Governance Committee to consider recommendations for candidates to the Board of Directors from stockholders holding, continuously for at least one year prior to the date of the submission of the recommendation, either (i) shares of the outstanding voting securities of the Company in an amount equal to at least $2,000 in market value or (ii) 1% of the Company's outstanding voting securities. Recommendations received after the date that is 120 days prior to the one-year anniversary of the mailing of the previous year's proxy statement, will likely not be considered timely for consideration at that year's annual meeting. Stockholders may suggest qualified candidates for director by writing to the Nominating and Corporate Governance Committee, care of the Chief Financial Officer, 2220 Lundy Avenue, San Jose, California 95131 and must include the candidate's name, home and business contact information, detailed biographical data and qualifications and an explanation of the reasons why the stockholder believes the candidate is qualified for service on QuickLogic's Board of Directors. The stockholder must also provide such other information about the candidate that would be required by the SEC rules to be included in a proxy statement. In addition, the stockholder must include the consent of the candidate and describe any arrangements or undertakings between the stockholder and the candidate regarding the nomination. The Nominating and Corporate Governance Committee will evaluate all director nominations that are timely and properly submitted by stockholders on the same basis as any other candidate. Our Nominating and Corporate Governance Committee's Policies and Procedures for Director Candidates is posted on our website at *http://www.quicklogic.com/corporate/about-us/management*.

During 2022, activities of the Nominating and Corporate Governance Committee included reviewing and approving any actual or potential conflicts of interest, assessing the structure and performance of the Board and the committees of the Board, and reviewing our Code of Conduct and Ethics and our Policy for Stockholder Communications with Directors. The Nominating and Corporate Governance Committee also assessed the independence and qualifications of our directors, reviewed the performance of the CEO and his assessment of our executive officers, and ensured our directors adhered to our Corporate Governance Guidelines, including reviewing, monitoring and, where appropriate, approving fundamental financial and business strategies and major corporate actions. A copy of the Code of Conduct and Ethics and a copy of the Policy for Stockholder Communications with Directors are posted on our website at *http://www.quicklogic.com/corporate/about-us/management*.

Non-Standing Committees and Participation

The Board of Directors has delegated to the Equity Incentive Committee, which in 2022 consisted of Brian C. Faith, our President and Chief Executive Officer and Elias Nader, Chief Financial Officer and Senior Vice President of Finance, the authority to: (i) approve the grant of options to purchase Company stock to employees other than executive officers and certain other individuals, up to a limit of 40,000 shares per option grant; (ii) approve the award of restricted stock units (RSUs) based on dollar value maximums in accordance with guidelines established by the Committee, with inputs from Radford Consulting, up to a maximum dollar value of $100,000 for the top non-executive job level; (iii) grant refresh options or RSUs to employees other than executive officers and certain other individuals, subject to the approval of the total number of such refresh options or RSUs by the Board of Directors or the Compensation Committee; and (iv) amend options as authorized by the Board of Directors.

The Board of Directors held a total of five meetings and acted by unanimous written consent three times during 2022. During 2022, no incumbent director attended fewer than 75% of the aggregate of (i) the total number of meetings of the Board of Directors held during his or her term as a director and (ii) the total number of meetings held by all committees of the Board of Directors on which such director served during his or her term on such committee.

QuickLogic expects its directors to attend its annual meetings absent a valid reason. All then-current directors attended the May 10, 2022 Annual Meeting of Stockholders.

Stockholder Communications with the Board of Directors

The Nominating and Corporate Governance Committee has established a policy for stockholder communication with our Board of Directors. This policy, which is available on the investor relations portion of our website, provides a process for stockholders to send communications to the Board of Directors. Stockholders may contact QuickLogic's Board of Directors or any individual member thereof, by writing, whether by mail or express mail, to: QuickLogic Corporation Board of Directors, 2220 Lundy Avenue, San Jose, California 95131. Communications received in writing are reviewed internally by management and then distributed to the Chairman or other members of the Board, as appropriate. Stockholders who wish to contact the Board of Directors or any member of the Audit Committee to report questionable accounting or auditing matters may do so by using this address and designating the communication as "Compliance Confidential."

Code of Conduct and Ethics

QuickLogic adopted a Code of Conduct and Ethics applicable to all directors, officers, and employees on February 12, 2004. The Code of Conduct and Ethics covers topics including, but not limited to, financial reporting, conflicts of interest, confidentiality of information, compliance with laws and regulations and the code of ethics for our Chief Executive Officer, Chief Financial Officer and controllers. A copy of the Code of Conduct and Ethics, as amended, is posted on our website at *http://www.quicklogic.com/corporate/management*. To date, there have been no waivers under our Code of Conduct and Ethics. We will post any waivers, if and when granted, on our website at *http://www.quicklogic.com/corporate/about-us/management*.

Compensation Committee Interlocks and Insider Participation

During fiscal year 2022, the following directors were members of QuickLogic's Compensation Committee: Michael R. Farese, Radhika Krishnan, Christine Russell, and Gary H. Tauss (Chairman). None of the Compensation Committee's members has at any time been an officer or employee of QuickLogic.

None of QuickLogic's named executive officers serve, or in the past fiscal year have served, as a member of the board of directors or compensation committee of any entity that has one or more of its executive officers serving on QuickLogic's Board or Compensation Committee and none have engaged in any transaction with related persons, promoters or certain control persons requiring disclosure under Item 404 of Regulation S-K.

PROPOSAL TWO

ADVISORY VOTE ON NAMED EXECUTIVE OFFICER COMPENSATION

The Dodd-Frank Wall Street Reform and Consumer Protection Act of 2010 (the "Dodd-Frank Act") enables QuickLogic stockholders to vote to approve, on an advisory or non-binding basis, the compensation of our named executive officers as disclosed in this proxy statement in accordance with SEC rules.

One of the key principles underlying our Compensation Committee's compensation philosophy is pay-for-performance. This philosophy forms the foundation of all decisions regarding the compensation of our named executive officers and is important to our ability to attract and retain the highly qualified executive officers required to guide us as we continue to transition from our mature product base and experience renewed growth with our new product offerings. Please refer to "Executive Compensation-Compensation Discussion and Analysis" for a detailed discussion of QuickLogic's executive compensation practices and philosophy.

We are asking for stockholder approval of the compensation of our named executive officers as disclosed in this proxy statement in accordance with SEC rules, which disclosures include the disclosures under "Executive Compensation-Compensation Discussion and Analysis," the compensation tables and the narrative discussion following the compensation tables. This proposal, commonly known as a "say-on-pay" proposal, gives our stockholders the opportunity to express their views on our named executive officers' compensation. This vote is not intended to address any specific item of compensation, but rather the overall compensation of our named executive officers and the policies and practices described in this proxy statement.

The say-on-pay vote is advisory and therefore not binding on QuickLogic, the Compensation Committee of the Board, or the Board. The Board and the Compensation Committee value the opinions of QuickLogic's stockholders and is providing the vote as required pursuant to Section 14A of the Securities and Exchange Act of 1934, as amended. To the extent there is any significant vote against the named executive officer compensation 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.

Vote Required and Recommendation of the Board of Directors

The affirmative vote of a majority of the shares of QuickLogic common stock present in person or represented by proxy and entitled to be voted on the proposal at the Annual Meeting is required for advisory approval of this proposal. Abstentions will be counted as present for purposes of determining the presence of a quorum and will have the same effect as a vote against the proposal. Broker non-votes will not result from the vote on this Proposal No. 2.

OUR BOARD UNANIMOUSLY RECOMMENDS THAT STOCKHOLDERS VOTE FOR THE APPROVAL OF THE COMPENSATION OF QUICKLOGIC'S NAMED EXECUTIVE OFFICERS ON AN ADVISORY BASIS, AS DISCLOSED IN THIS PROXY STATEMENT PURSUANT TO THE COMPENSATION DISCLOSURE RULES OF THE SEC.

PROPOSAL THREE

ADVISORY VOTE ON THE FREQUENCY OF THE ADVISORY VOTE ON EXECUTIVE COMPENSATION

Section 14A of the Exchange Act, as added by the Dodd-Frank Act, also enables our stockholders to indicate their preference as to how frequently we should seek an advisory vote on the compensation of our named executive officers. By voting on this proposal, stockholders may indicate whether they would prefer an advisory vote on named executive officer compensation once every year, once every two years, or once every three years. Stockholders also may abstain from voting on this proposal.

After careful consideration of this proposal, the Board has determined that an advisory vote on executive compensation that occurs every three years is the most appropriate alternative for the Company, and therefore our Board recommends that you vote for a three-year (3-year) frequency for the advisory vote on executive compensation.

In formulating its recommendation, our Board considered that a triennial vote will allow stockholders to better evaluate our executive compensation program in relation to our short- and long-term company performance. Additionally, a triennial vote will provide us with time to respond to stockholder concerns and implement appropriate revisions.

The proxy card provides stockholders with the opportunity to choose among four options (holding the advisory vote on executive compensation every one, two or three years, or abstain from voting) and, therefore, stockholders will not be voting to approve or disapprove the recommendation of the board of directors. You may cast your vote on your preferred voting frequency by choosing the option of once every year (“1 year”), once every two years (“2 years”), once every three years (“3 years”), or you may abstain from voting.

The option of one year, two years or three years that receives the highest number of votes cast by stockholders will be considered the frequency for the advisory vote on executive compensation that is preferred by our stockholders. However, because this vote is advisory and not binding on the Board of Directors or the Company in any way, the Board may decide that it is in the best interests of our stockholders and the Company to hold an advisory vote on executive compensation more or less frequently than the option preferred by our stockholders.

Vote Required and Board of Directors’ Recommendation

The option of one year, two years or three years that receives the highest number of votes cast by stockholders will be considered the frequency for the advisory vote on executive compensation that is preferred by our stockholders. Abstentions and broker non-votes will not be counted in determining which option receives the largest number of votes cast.

OUR BOARD OF DIRECTORS UNANIMOUSLY RECOMMENDS THAT STOCKHOLDERS VOTE FOR A THREE YEAR (3-YEAR) FREQUENCY FOR THE STOCKHOLDER ADVISORY VOTE ON COMPENSATION AWARDED TO OUR NAMED EXECUTIVE OFFICERS.

PROPOSAL FOUR

RATIFICATION OF APPOINTMENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

The Audit Committee of the Board of Directors has appointed Moss Adams LLP ("Moss Adams"), an independent registered public accounting firm, to audit QuickLogic's consolidated financial statements for the fiscal year ending December 31, 2023, and as a matter of good corporate governance, seeks ratification of such appointment. In the event of a negative vote on such ratification, the Audit Committee will reconsider its appointment.

Representatives of Moss Adams are expected to be present at the Annual Meeting, will have the opportunity to make a statement if they desire to do so, and are expected to be available to respond to appropriate questions.

Fees billed to QuickLogic by Moss Adams during Fiscal Year 2022 and Fiscal Year 2021

Moss Adams, the Company's current independent registered public accounting firm, billed QuickLogic for the following professional services for fiscal years 2022 and 2021:

	Fiscal Years	
	2022	**2021**
Audit fees	$ 435,500	$ 325,000
Audit-related fees	$ —	$ —
Tax fees	$ 54,500	$ 49,000
All other fees	$ —	$ 24,875

The Audit Committee pre-approved all services and fees provided by Moss Adams during fiscal years 2022 and 2021.

Descriptions of fees billed are as follows:

Audit Fees

Audit fees consist of fees for the integrated audit of QuickLogic's annual consolidated financial statements and the effectiveness of the Company's internal control over financial reporting, reviews of QuickLogic's unaudited condensed consolidated interim financial statements included in the Company's quarterly Form 10-Q filings, and fees relating to the filings of the Company's Registration Statements on Form S-3, Form S-8, and Prospectus on Forms 424(b)(5) during fiscal years 2022 and 2021.

Tax Fees

Tax fees consist of fees for tax compliance, tax advice and tax planning.

Pursuant to the Audit Committee Charter, the Audit Committee must pre-approve all audit and non-audit services, and related fees, provided to QuickLogic by our independent registered public accounting firm, or subsequently approve non-audit services in those circumstances where a subsequent approval is necessary and permissible under the Securities Exchange Act of 1934, as amended, or the rules of the SEC. The Audit Committee pre-approved these services and fees regularly throughout the year.

The Audit Committee must approve all audit-related and permitted non-audit services to be performed by the independent auditors prior to the commencement of such services. The Audit Committee approves such services on the basis that the services are compatible with the maintenance of the auditor's independence in the conduct of its auditing functions. The independent auditors present a fee proposal to the Audit Committee at mid-year for review. The approved fees determine the scope of their fiscal year services. Any audit or non-audit services outside that scope (whether service or amount) must be approved by the Audit Committee.

Vote Required and Recommendation of the Board of Directors

Approval of this proposal requires

the affirmative vote of the holders of a majority in voting power of our common stock present in person or represented by proxy at a meeting at which a quorum is present. Abstentions will be counted as present for purposes of determining the presence of a quorum and will have the same effect as a vote against the proposal. Broker non-votes will not result from the vote on this Proposal No. 4.

OUR BOARD OF DIRECTORS UNANIMOUSLY RECOMMENDS THAT STOCKHOLDERS VOTE FOR THE RATIFICATION OF THE APPOINTMENT OF MOSS ADAMS LLP AS QUICKLOGICS INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING DECEMBER 31, 2023.

REPORT OF THE AUDIT COMMITTEE

This section shall not be deemed to be "soliciting material," or to be "filed" with the Securities and Exchange Commission, is not subject to the liabilities of Section 18 of the Securities Exchange Act of 1934, as amended, and is not to be incorporated by reference into any filing of QuickLogic under the Securities Act of 1933 or the Securities Exchange Act of 1934, each as amended, regardless of date or any other general incorporation language in such filing.

In accordance with the written charter adopted by the Audit Committee on December 20, 2004, the Audit Committee consists of at least three members and operates under such written charter.

Membership of the Audit Committee

Throughout fiscal year 2022, the Audit Committee consisted of Michael R. Farese, Christine Russell, and Joyce Kim. Ms. Russell became Chairman of the Committee in April 2006. Dr. Farese, Ms. Russell, and Ms. Kim have been determined by our Board of Directors to be independent according to SEC rules and the Nasdaq Capital Market's listing standards. Joyce Kim was appointed to the Audit Committee subsequent to her appointment as a Company Director on December 8, 2021.

Audit Committee Financial Expert

Our Board of Directors has determined that Ms. Russell is an "Audit Committee Financial Expert." as defined in the SEC rules and regulations and also meets the standards of independence adopted by the SEC and the Nasdaq Capital Market for membership on an audit committee.

Role of the Audit Committee

Management is responsible for the financial reporting process, including the system of internal controls, and for the preparation of consolidated financial statements in accordance with generally accepted accounting principles ("GAAP"). Our independent registered public accounting firm is responsible for auditing those financial statements and expressing an opinion as to their conformity with accounting principles generally accepted in the United States. Our independent registered public accounting firm is also responsible for auditing our system of internal control over financial reporting. The Audit Committee's responsibility is: (i) to monitor and review these processes; (ii) to provide our Board of Directors with the results and recommendations derived from this monitoring; and (iii) to select, appoint for ratification by the Company's stockholders and compensate the independent registered public accounting firm. However, the members of the Audit Committee are not professionally engaged in the practice of accounting or auditing and are not experts in the fields of accounting or auditing, including with respect to the independence of the registered public accounting firm. The Audit Committee relies, without independent verification, on the information provided to it and on the representations made by management and the independent registered public accounting firm.

The Audit Committee held four meetings during 2022. The meetings weredesigned to, among other things, facilitate and encourage communication among the Audit Committee, management and QuickLogic's independent registered public accounting firm for fiscal year 2022, Moss Adams. The Audit Committee discussed with Moss Adams the overall scope and plans for their audits and met with Moss Adams, with and without management present, to discuss the results of their examinations and their evaluation of QuickLogic's internal controls. The purpose of the Audit Committee is to fulfill the Board of Director's oversight responsibilities relating to our corporate accounting and reporting practices, the quality and integrity of our financial reports, compliance with laws, the maintenance of ethical standards and effective internal controls. During the meetings held in 2022 and thereafter, the Audit Committee reviewed and discussed, among other things:

- the results of the 2022 independent audit of the financial statements and review of the Annual Report on Form 10-K and Proxy Statement;
- issues regarding accounting, administrative and operating matters noted during the 2022 audit;
- requirements and responsibilities for audit committees;
- the Company's significant policies for accounting and financial reporting and the status and anticipated effects of changes in those policies;
- the quarterly and annual procedures performed by our independent registered public accounting firm for fiscal year 2022;
- the adequacy of our internal controls and financial reporting process and the reliability of our financial reports to the public;
- the ability and responsibility to institute special investigations, if necessary, and obtain advice and assistance from independent outside legal, accounting, or other services, with funding from the Company;
- the quarterly consolidated unaudited financial statements and filings with the SEC;
- related party transactions; and
- other matters concerning QuickLogic's accounting, financial reporting, and potential conflicts of interest.

Review of QuickLogic's Audited Financial Statements for the Fiscal Year Ended January 1, 2023

The Audit Committee reviewed and discussed the fiscal 2022 audited financial statements and the Company's internal control over financial reporting with management and Moss Adams, the Company's independent registered public accounting firm. Specifically, the Audit Committee discussed with Moss Adams the matters required to be discussed by Statement of Financial Accounting Standards No. 16. In addition, the Audit Committee discussed with Moss Adams, Moss Adams' independence from management and QuickLogic, including the matters covered by the written disclosures and letter received by QuickLogic from Moss Adams as required by the applicable requirements of the Public Company Accounting Oversight Board.

On March 28, 2023, the Audit Committee reviewed QuickLogic's audited financial statements and footnotes for inclusion in QuickLogic's Annual Report on Form 10-K for the fiscal year ended January 1, 2023, and the Company's internal control over financial reporting. Based on this review and prior discussions with management and the independent registered public accounting firm, the Audit Committee recommended to the Board of Directors that QuickLogic's audited financial statements be included in its Annual Report on Form 10-K for the fiscal year ended January 1, 2023, for filing with the SEC.

MEMBERS OF THE AUDIT COMMITTEE

Christine Russell (Chairman)
Joyce Kim
Michael R. Farese

EXECUTIVE COMPENSATION

COMPENSATION DISCUSSION AND ANALYSIS

QuickLogic is a "smaller reporting company" under Item 10 of Regulation S-K promulgated under the Exchange Act and the following compensation disclosure is intended to comply with the requirements applicable to smaller reporting companies. Although the rules allow the Company to provide less detail about its executive compensation program, the Compensation Committee is committed to providing the information necessary to help stockholders understand its executive compensation-related decisions. Accordingly, this section includes supplemental narratives that describe the 2022 executive compensation program for our named executive officers.

Overview

QuickLogic’s compensation program is overseen and administered by the Compensation Committee of the Board of Directors (for purposes of this Compensation Discussion and Analysis, the Compensation Committee is referred to as the “Committee”), which consists entirely of independent directors as determined in accordance with various SEC and Nasdaq rules. The Committee operates under a written charter adopted by our Board. A copy of the charter is available free of charge at *http://www.quicklogic.com/corporate/management/*. The Committee has the responsibility of setting the compensation and evaluating the performance of our executive officers including our named executive officers (“NEOs”). Our NEOs for 2022 were:

- Brian C. Faith, President and Chief Executive Officer;
- Elias Nader, Senior Vice President and Chief Financial Officer; and
- Timothy Saxe, Senior Vice President, Engineering and Chief Technology Officer.

For further information regarding each current NEO’s professional background, please refer to the section “Information About Our Executive Officers and Directors” under Item 1 of our Annual Report on Form 10-K for the year ended January 1, 2023, filed with the SEC on March 28, 2023.

Executive Summary

Our pay-for-performance philosophy forms the foundation of all decisions regarding the compensation of our NEOs and is important to our ability to attract and retain the highly qualified executive officers required to guide us as we continue to develop and execute on our strategic plan to build a solid revenue base and strategic relationships with key customers and leading silicon suppliers.

In 2022, we continued to provide compensation consistent with our philosophy, policies, and objectives:

- A significant portion of our NEOs’ total compensation package was “at risk.”
- Our NEOs received cash bonuses for 2022 based on company performance on measures related to operating cash flow and major customer acquisition

In addition, our compensation program reflects a number of “best practices” including:

- reasonable, “double trigger” change of control severance benefits that become payable only upon an involuntary termination in connection with a change of control of the Company;
- no tax gross ups in connection with a change of control of the Company;
- insider trading policy that prohibits our executives, directors and other employees from hedging or pledging our stock; and
- no club memberships, personal use of corporate aircraft, or any other excessive executive perquisites.

Results of Prior Advisory Vote

At the 2017 Annual Meeting of Stockholders of the Company, a majority of the Company’s stockholders voting on the non-binding advisory resolution on the frequency of a say-on-pay vote chose in favor of holding “say-on-pay” advisory votes every three years. Our most recent say-on-pay vote was in 2020. At the 2020 Annual Meeting of Stockholders of the Company, our stockholders overwhelmingly approved the compensation of our NEOs, with over 90% of stockholder votes cast in favor of our say-on-pay proposal. We considered the strong support our stockholders expressed in our approach to setting reasonable executive compensation that both retains and motivates our NEOs and closely aligns their interests with those of our stockholders. Accordingly, we determined to retain the general philosophy and structure of our executive compensation program for 2023. We will continue to consider the outcome of our say-on-pay votes when making compensation decisions for our NEOs.

Compensation Philosophy and Objectives

The Company’s philosophy in setting its compensation policies for executive officers is to maximize stockholder value over time. The executive compensation programs and practices of the Company also are designed to, among other things:

- attract and retain highly qualified executive officers by offering overall compensation that is competitive with that offered for comparable positions in comparable companies in the technology industry;
- motivate executive officers to achieve the Company’s business objectives through the use of an annual cash incentive compensation plan based on performance metrics tied to those objectives;
- reward achievement of the Company’s short-term and long-term goals;
- align the interests of executive officers with the long-term interests of stockholders through executive participation in equity-based compensation plans, and by making a significant amount of compensation dependent upon the achievement of business objectives; and
- set compensation that is fair and reasonable and that discourages executives from exposing the Company to excessive risk.

Elements of Executive Compensation

The key elements of the compensation program for our NEOs are:

- base salary;
- performance-based incentive cash and equity compensation earned based on achieving corporate objectives; and
- equity-based incentive compensation programs.

The Committee sets base salary with the goal of attracting and retaining highly qualified executive officers, including our NEOs, and adequately compensating and rewarding them on a day-to-day basis for the time they spend, the services they perform, and the skills and experience they bring to the Company. The Committee sets target cash incentive compensation and performance objectives to motivate our executive officers, including our NEOs, to achieve the performance objectives, thereby directly and meaningfully linking the achievement of the Company's goals with their compensation. The Committee grants executive officers, including our NEOs, equity incentives to provide an incentive and reward for performance of key long-term business objectives and to help attract and retain these individuals. The Committee believes that the cash and equity incentive performance objectives and equity incentives align the interests of our NEOs and our stockholders while not encouraging our NEOs to expose the Company to excessive risk. In setting individual compensation levels for our NEOs, the Committee considers competitive market factors such as comparable compensation of similar individuals in similar companies as well as qualitative factors, such as experience, level of contribution, potential impact on company performance, and relative internal pay; and quantitative factors relating to corporate and individual performance. The Committee does not base its compensation decisions on any one single performance factor, nor does it specifically assign relative weights to any one performance factor; rather, it considers a mix of factors and individual performance is evaluated against that mix of performance factors.

Each of our NEOs is a party to a change in control arrangement. These arrangements are designed to provide our NEOs with certain payments and benefits if their employment with the Company is terminated in connection with a change of control. These arrangements are discussed in detail under the heading "Change of Control Severance Arrangements" below. The Board has determined that such payments and benefits are necessary to attract and retain our NEOs.

The Committee believes that our key elements of compensation, when combined, are effective, and will continue to be effective, in achieving the objectives of the Company's compensation program.

Peer Group

In 2018, the Committee, based on the recommendations of Compensia, established the criteria for and selected 18 publicly traded companies constituting the peer group to be used by the Committee when evaluating executive compensation, Board of Director compensation, and equity trends ("Compensation Peer Group"). The Compensation Peer Group was selected based on industry and financial comparability on the key metrics of (a) revenue of less than $100 million over the prior four quarters and (b) a 30-day market capitalization of $60 to $450 million. Although the parameters enabled the potential inclusion of a diverse set of companies, ultimately the Committee focused on those companies that were similar in revenue and market capitalization, while also including those companies with which we compete for executive talent and/or compete with respect to business. Other criteria considered included whether the company was based in California, whether the company was included in QuickLogic's prior peer group, whether the company identified QuickLogic as a peer for compensation purposes and whether the company was a fabless semiconductor company. These additional factors assisted the Committee in choosing companies that would allow meaningful comparison given the primary region from which QuickLogic recruits key talent and the similarities in the business and operations with and among other fabless companies. For 2022 compensation decisions, we continued to use the same Compensation Peer Group as in 2021 with the exclusion of the publicly traded company MoSys, which was acquired by Peraso Technologies, as follows:

Aware	Interlink Electronics
BK Technologies	Micropac Industries
Cavitation Technologies	Neonode
CVD Equipment	Network-1 Technologies
Electro-Sensors	Pixelworks
eMagin	Resonant
Energous	Rubicon Technology
Everspin Technologies	SCI Engineered Materials
IFH	Sono-Tek
Inrad Optics	WiSA Technologies (formerly Summit Wireless Technologies)

The Committee used the Compensation Peer Group as one of various factors in determining the total target cash compensation, base salary and target cash incentive compensation of our NEOs in 2022.

Cash-Based Compensation

Total Target Cash Compensation

NEO total target cash compensation consists of base salary and target cash incentive compensation. The Committee determines the base salary and target cash incentive compensation of the President and Chief Executive Officer and reviews and approves the base salaries and target cash incentive compensation for each of our other NEOs. The President and Chief Executive Officer may make recommendations to the Committee with respect to these elements of compensation of the NEOs other than himself, although the Committee retains complete discretion to accept or reject any recommendations.

Due to an inflationary environment in the United States during fiscal 2022,adjustments were made to slightly increase the base salaries and target cash incentive compensation of our NEOs during 2022. The target bonus as a percentage of base salary for Brian Faith was adjusted from 60 percent to 50 percent in 2022 to reflect the reduction in complexity due to resolution of uncertainties caused by the COVID-19 pandemic.

In 2022, the total target cash compensation of our NEOs was as follows:

Name	Base Salary	Target Bonus as a Percentage of Base Salary	Target Bonus Amount	Total Target Cash Compensation
Brian C. Faith	$ 340,800	50%	$ 170,400	$ 511,200
Elias Nader	$ 300,000	50%	$ 150,000	$ 450,000
Timothy Saxe	$ 266,000	45%	$ 119,700	$ 385,700

Cash Incentive Compensation

2022 Bonus Program

Under our 2005 Executive Bonus Plan (the "Bonus Plan"), as amended, our NEOs participate in a performance-based cash and equity incentive compensation plan. Our Bonus Plan is a pay for performance plan that places each NEO's incentive compensation at risk. Our Bonus Plan is intended to: (i) increase stockholder value and the success of the Company by motivating key employees to perform to the best of their abilities and work to achieve or exceed the Company's objectives; and (ii) to reward achievement of the Company's short-term and long-term business goals. Under the Bonus Plan, our NEOs are eligible to earn cash bonus incentive compensation based upon achieving certain performance goals and objectives relating to the Company. In addition, the Bonus Plan allows for increases in the payouts for incentive awards as performance increases versus Bonus Plan objectives. We have designed our Bonus Plan with the intent of encouraging NEOs to rise to a high level of performance and to motivate performance in line with the Company's approved operating plan. The Company's operating plan is developed by management and reviewed and approved by our Board on an annual basis. Achievement of the objectives set forth in the operating plan requires significant effort and skillful execution, because these objectives are intended to be challenging to foster the growth and development of QuickLogic. Likewise, the performance goals established under the Bonus Plan are intended to be greatly challenging and require very high levels of performance to achieve at target levels. The Committee has discretion to increase, reduce or eliminate bonuses under the Bonus Plan.

In May 2022, the Committee established the target bonuses and performance objectives under the Bonus Plan for 2022. The Committee determined that the primary business objectives for 2022 were to achieve proforma (non-GAAP) revenue of $17.7 million for the fiscal 2022 year and a single quarter proforma (non-GAAP) operating income target. Each objective would be equally weighed on a non-linear, percentage basis. For the revenue target, the payout factor ranged from zero to 2.25 corresponding to proforma revenue of less than $13.3 million to $26.6 million, respectively. The proforma operating income payout factor ranged from zero to 3.5 for proforma operating losses below $0.2 million to proforma operating income of $1 million, respectively. Bonuses could be earned depending on the degree to which the Company met or exceeded the performance targets,

2022 Bonus Plan Results

Based on our level of achievement of the established 2022 performance goals, each NEO earned compensation of 87.3% of the NEO's target proforma revenue incentive cash incentive and 85.0% of the NEOs proforma operating income performance targets. Equal weighing resulted in a 43.7% payout component for proforma revenue and 42.5% for proforma operating income. Hence, the net performance payout was based on an 86.2 percent achievement of performance targets.

Equity-Based Compensation

The Committee believes that equity awards are an essential component of executive compensation. Equity awards are subject to vesting provisions to encourage our NEOs to remain employed with the Company and to align their interests with the long-term interests of our stockholders.

Our NEOs generally receive an equity award, approved by the Committee or the Board of Directors, when they join the Company. During each fiscal year, the Committee may grant our NEOs additional stock options or other equity awards. The Committee takes into consideration the NEOs' relative responsibility, performance and anticipated future contribution to Company performance. The Committee receives recommendations from the President and Chief Executive Officer on the amounts and terms of equity compensation to be awarded to the other NEOs. The Chief Executive Officer's recommendations are based on the NEOs' anticipated future performance, responsibilities, and potential impact on Company results. The Committee takes these factors as well as the Compensation Peer Group data into account when approving such awards.

The Committee also reviews prior equity awards to each NEO, including the number of shares that continue to be subject to vesting under prior equity awards, in determining the size of equity awards to each of our NEOs. If we grant stock options, they are granted with an exercise price per share equal to the closing market price of the Company's common stock on the date of grant. The Committee granted performance-based stock awards in 2022 and 2021.

On July 14, 2021, after taking into account the impacts on our business due to the COVID-19 pandemic, the Committee granted NEOs performance-based stock awards that could be earned upon the achievement of operating cash flow improvement, and the acquisition of a major customer, in the 2021 fiscal year. The NEOs performance-based stock awards consisted of 175,000 PRSUs awarded on July 15, 2021, with vesting upon meeting or exceeding the entire performance goals for the 2021 fiscal year. The PRSUs were awarded as follows: Brian C. Faith, 100,000 PRSUs and Timothy Saxe, 50,000 PRSUs. Elias Nader was not employed by the Company during 2021 and did not receive a grant of PRSUs during 2021. On February 10, 2022, the Compensation Committee voted to approve 100% vesting of these PSRUs due to the NEOs meeting the 2021 goals. The awards were considered earned and vested on February 14, 2022, at one hundred percent. These grants are further described in the Grants of Plan-Based Awards table.

On February 10, 2022, the Compensation Committee voted to approve awards to Elias Nader, on employment by the Company, the amounts of $200,000 in RSUs ("New Hire RSUs") and $60,000 in RSUs as a signing bonus ("RSU Grant"), with a grant date of February 10, 2022. The New Hire RSUs vest over a four-year period with 25% of the New Hire RSUs vesting on the one-year anniversary of the grant date and 1/8th vesting each six months thereafter. The RSU Grant vests quarterly over a one-year period; 25% of the RSUs will vest on each quarterly anniversary of the grant date over the course of one year. Vesting of the New Hire RSU and the RSU Grant is subject to Elias Nader's continued employment with the Company and the terms of the QuickLogic 2019 Stock Plan.

On November 15, 2022, the Compensation committee voted to approve refresh retention RSU grants to the NEOs with such awards to be made at the Company's next regularly scheduled grant date. The RSU refresh, retention grants were subsequently issued on November 15, 2022, with a grant date of November 28, 2022. The RSUs vest over a two-year period with 50% vesting on the one-year anniversary of the grant date and 50% vesting on the second-year anniversary of the grant date, subject to each NEO's continued service through the applicable vesting dates.

Stock-based Policies

We do not currently have any equity or other security ownership policy that mandates ownership of certain amounts of our common stock by our NEOs. Under our insider trading policy, directors, officers, or employees are not allowed to margin the Company's securities, use the Company's securities as collateral to purchase the Company's securities or the securities of any other issuer, short sell Company securities, either directly or indirectly, or trade in derivative securities related to the Company's securities.

Change of Control Severance Arrangements

Consistent with our goals to attract and retain highly qualified executive officers and maintain a competitive executive compensation program, we previously entered into change of control agreements with each of our NEOs. These arrangements provide for certain "double trigger" severance benefits in connection with a change of control, as discussed in detail under the heading "Change of Control Agreements" below. It is expected that from time to time, we may consider the possibility of a corporate transaction such as a change of control. These transactions may be a distraction to our NEOs and can cause our NEOs to consider alternative employment opportunities. We entered into these change of control agreements to better ensure their continued dedication and objectivity notwithstanding the possibility or threat of a change of control, provide incentive for each NEO to continue employment with us and maximize stockholder value, and provide each NEO with enhanced financial security in these specified circumstances. The Committee believes that these change of control severance benefits are appropriate and reasonable as they are provided only upon an involuntary termination in connection with a change of control and do not become payable merely upon the occurrence of a change of control; provide for no tax gross-up or other excessive benefits to the NEOs; and are subject to the condition that each NEO agree to a release of claims in our favor. These benefits generally do not affect the Committee's decisions regarding other elements of compensation.

Executive Perquisites

The Company's NEOs are eligible to participate in the Company's 401(k) Plan and other benefits available generally to other employees of the Company. Mr. Saxe receives cash car allowances. Mr. Faith and Mr. Nader do not receive a car allowance. Our NEOs do not receive club memberships, personal use of corporate aircraft, or any other perquisites or personal benefits.

Tax Considerations

Our Board has reviewed the impact of tax and accounting treatment on the various components of our executive compensation program and has determined that limitations on deductibility of compensation may occur under Section 162(m) of the Internal Revenue Code, which generally limits the tax deductibility of compensation paid by a public company to its chief executive officer and other highly compensated executive officers to one million dollars per individual, per year. On December 22, 2017, the Tax Cuts and Jobs Act repealed the exception to the limit on deductibility for performance-based compensation that met certain requirements.

Although deductibility of compensation is preferred, tax deductibility is not a primary objective of our compensation programs, due in part to the large net operating loss carry forward available to the Company for tax reporting purposes. We believe that achieving the compensation objectives discussed earlier is more important than the benefit of tax deductibility and our executive compensation programs may, from time to time, limit the tax deductibility of compensation.

Equity Incentive Grant Policies

The Committee administers our equity-based plans, although either our Board or the Committee may grant stock options or other equity awards to our NEOs. During 2022, equity awards were granted to our NEOs in the form of restricted stock units that vest based on continued service. Our NEOs are generally granted equity awards when they join the Company and they may receive additional equity grants as part of a refresh grant, upon promotion or for individual performance. Our President and Chief Executive Officer recommends the timing, size, and terms of equity awards for NEOs other than himself, although the Committee is not obligated to approve these recommendations. Individual grants are based on position, individual performance, expected contribution and market data for similar positions, if available.

The Compensation Committee has implemented certain general policies relating to grants of stock options, RSUs and other awards, which policies apply to our NEOs. Specifically, the Committee has determined that, whenever stock options, RSUs and other awards are granted, they shall be granted on: (i) the second and fourth Thursdays of the Company's fiscal month (each a "Regular Grant Date"), or on the date the last director or Committee member approves such grants if not approved prior to the Regular Grant Date; (ii) on the date of a pre-scheduled Board of Directors or Committee meeting; or (iii) on such other date established in advance by the Board of Directors or Committee. The Company intends that future equity awards be made on a similar schedule. Option grants or other equity awards to NEOs may be approved at a properly constituted meeting of the Board of Directors or Committee or by the unanimous written consent of the directors or Committee members. Generally, our unanimous written consents are executed electronically, to ensure the date of approval is certain. All required documentation, including the list of recommended equity awards by recipient and the terms of the award, are sent to the Board of Directors or Committee prior to the meeting. The Committee believes that this practice will ensure that the exercise price of the options or other awards are based on the fair market value of our common stock on the date of grant and that the approval process results in grants made on a planned grant date. We have not and do not plan in the future to coordinate the timing of the release of material non-public information for the purpose of affecting the value of executive compensation (including equity award grants).

COMPENSATION COMMITTEE REPORT

The Compensation Committee has reviewed and discussed the Compensation Discussion and Analysis with our management.

Based on the Compensation Committee's review and discussion noted above, the Compensation Committee recommended to the Board of Directors that the Compensation Discussion and Analysis be included in this Proxy Statement on Schedule 14A.

MEMBERS OF THE COMPENSATION COMMITTEE

Michael R. Farese
Radhika Krishnan
Christine Russell
Gary H. Tauss (Chairman)

SUMMARY COMPENSATION TABLE
For Fiscal Years Ended January 1, 2023 and January 2, 2022

The following table sets forth fiscal 2022 and fiscal 2021 compensation information for our fiscal 202 NEOs. Elias Nader joined the Company on February 1, 2022, and was not paid any compensation by us during 2021. We have elected to follow the scaled disclosure requirements applicable to Smaller Reporting Companies with respect to the Summary Compensation Table.

Name and Principal Position	Year	Salary ($)	Bonus ($)	Stock Awards ($) (1)	Option Awards ($)	Non-Equity Incentive Plan Compensation ($) (2)	All Other Compensation ($) (3) (4)	Total ($)
Brian C. Faith	2022	$ 340,800	$ —	$ 854,730(5)(6)	$ —	$ 142,606	$ —	$ 1,338,136
President & CEO	2021	$ 300,044	$ 10,000	$ 320,202(6)	$ —	$ 65,282	$ 3,821	$ 699,349
Elias Nader CFO,	2022	$ 300,000	$ —	$ 54,785(6)	$ —	$ 124,125	$ —	$ 478,910
Timothy Saxe Sr. VP of Engineering and	2022	$ 266,000	$ —	$ 518,045(5)(6)	$ —	$ 96,364	$ 9,000	$ 889,409
CTO	2021	$ 218,224	$ 5,000	$ 160,722(6)	$ —	$ 35,089	$ 9,000	$ 428,035

(1) The amounts reflect the aggregate grant date fair value of equity-based awards computed in accordance with FASB ASC Topic 718. The assumptions used in the calculation of values of the awards are set forth under Note 12 to our consolidated financial statements entitled “Stock-Based Compensation” in our Annual Report on Form 10-K for fiscal year 2022, filed with the SEC on March 28, 2023.
(2) These were the amounts earned by the NEOs based on fiscal 2022 performance under the Bonus Plan.
(3) The Company does not have a defined benefit pension plan or a non-qualified deferred compensation plan.
(4) The amount shown for Mr. Saxe represent a cash automobile allowance. No NEO received perquisites exceeding $10,000 and no NEO had tax planning or other reimbursable personal expenses in 2022 or 2021. The Company does not provide the NEOs with perquisites or personal benefits during or after the NEO’s employment, except as disclosed in this Proxy Statement.
(5) Equity-based awards include the aggregate grant-date fair value of performance restricted stock units (PRSUs) under the 2019 Stock Plan.
(6) Equity-based awards include the aggregate grant-date fair value of RSUs under the 2019 Stock Plan.

GRANTS OF PLAN-BASED AWARDS
For Fiscal Year Ended January 1, 2023

The following table sets forth, for the fiscal year ended January 1, 2023, certain information regarding incentive awards granted to the NEOs.

			Estimated Possible 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	All Other Option Awards Number of Securities Underlying Options	Grant Date Fair Value of Stock and Option Awards
Name	Approval Date	Grant Date	Threshold ($)	Target ($)	Maximum ($)	Threshold (#)	Target (#)	Maximum (#)	(#)	(#)	($)
Brian C. Faith	2/15/2022	4/5/2022	—	$ 170,400	—	—	—	—	16,605	—	$ 89,999
	11/15/2022	11/28/2022	—	—	—	—	—	—	86,065	—	$ 524,997
Elias Nader	2/5/2022	2/10/2022	—	$ 150,000	—	—	—	—	48,598	—	$ 260,000
	11/15/2022	11/28/2022	—	—	—	—	—	—	32,786	—	$ 199.995
Timothy Saxe	2/15/2022	5/13/2022	—	$ 119,700	—	—	—	—	604	—	$ 3,425
	11/15/2022	11/28/2022	—	—	—	—	—	—	57,376	—	$ 349,994

(1) Represents cash incentive award opportunities for our NEOs under the Bonus Plan. There were no thresholds or maximum payment amounts in 2022. A description of the Bonus Plan for fiscal year 2022 is included in the "Compensation Discussion and Analysis" above.
(2) Represents target award opportunities under performance restricted stock units (PRSUs) awards under the 2019 Stock Plan, No PRSUs were awarded or granted in 2022.

OUTSTANDING EQUITY AWARDS AT FISCAL YEAR END
FOR FISCAL YEAR ENDED JANUARY 1, 2023

The following table sets forth certain information concerning outstanding equity awards held by the NEOs as of January 1, 2023:

		Option Awards						Stock Awards			
Name		Number of Securities Underlying Unexercised Options (1) Exercisable	Number of Securities Underlying Unexercised Options (1) Unexercisable	Equity Incentive Plan Awards: Number of Securities Underlying Unexercised Unearned Options (1)	Option Exercise Price	Option Expiration Date		Number of Shares or Units of Stock That Have Not Vested	Market Value of Shares or Units of Stock That Have Not Vested	Equity Incentive Plan Awards: Number of Unearned Shares, Units or Other Rights That Have Not Vested	Equity Incentive Plan Awards: Market or Payout Value of Unearned Shares, Units or Other Rights That Have Not Vested
Brian C. Faith	(4)	3,714	—	—	$ 47.46	12/11/2023		—	—	—	—
	(2)	3,158	—	—	$ 44.80	12/17/2024	(5)	34,129	$ 175,423	—	—
	(3)	41,480	—	—	$ 12.05	9/7/2026	(6)	86,065	$ 442,374	—	—
Elias Nader		—	—	—	—	—	(7)	37,383	$ 192,149	—	—
		—	—	—	—	—	(8)	2,804	$ 14,413	—	—
		—	—	—	—	—	(6)	32,786	$ 168,520	—	—
Timothy Saxe	(4)	3,714	—	—	$ 47.46	12/11/2023		—	—		
	(2)	1,958	—	—	$ 44.80	12/17/2024	(5)	21,331	$ 109,641	—	—
	(3)	6,222	—	—	$ 12.05	9/7/2026	(6)	40,983	$ 210,653	—	—

(1) The market value of unvested and unearned units is based on the closing share price of $5.14, which was the closing price of our common stock as quoted on the Nasdaq Capital Market on December 31, 2022.

(2) 25% of these options vested one year after December 18, 2014, and 1/48th per month of service thereafter.

(3) 25% of these options vested one year after September 8, 2016, and 1/48th per month of service thereafter.

(4) 25% of these options vested one year after December 12, 2013, and 1/48th per month of service thereafter.

(5) 25% of these RSUs vested one year after March 8, 2018, and 1/48th every 6 months of service thereafter.

(6) 50% of these RSUs vested one year after November 28, 2022, and 50% on the second year of service thereafter.

(7) 25% of these RSUs vested one year after February 10, 2022, and 25% every 3 months of service thereafter.

(8) 25% of these RSUs vested one quarter after February 10, 2022, and 25% every 3 months of service thereafter.

OPTION EXERCISES AND STOCK VESTED
FOR FISCAL YEAR ENDED JANUARY 1, 2023

The following table sets forth the number of option awards exercised by, and stock awards vested for each of our NEOs during fiscal year 2022:

	Option Awards		Stock Awards	
Name	Number of shares Acquired on Exercise (#)	Value Realized on Exercise ($)	Number of shares Acquired on Vesting (#)	Value Realized on Vesting ($) (1)
Brian C. Faith	—	$ —	151,905	$ 854,730
Elias Nader	—	$ —	8,411	$ 54,785
Timothy Saxe	—	$ —	88,992	$ 518,045

(1) Represents the number of shares that vested during Fiscal 2022 multiplied by the closing price of our common stock as reported on the Nasdaq Capital Market on the applicable vesting date, excluding any tax obligations incurred in connection with such vesting.

Equity Compensation Plan Summary

The following table sets forth certain information as of the end of the most recently completed fiscal year (January 1, 2023) with respect to compensation plans (including individual compensation arrangements) under which equity securities of the registrant are authorized for issuance, aggregated as follows:

i. All compensation plans previously approved by security holders; and
ii. All compensation plans not previously approved by security holders.

Plan Category	Number of Securities to be Issued upon Exercise of Outstanding Options and Rights as of January 1, 2023 (1)	Weighted Average Exercise Price of Outstanding Options (2)	Number of Securities Remaining Available for Future Issuance under Equity Compensation Plans as of January 1, 2023 (3)
Equity compensation plans approved by stockholders	704,501	$ 24.50	1,165,668
Equity compensation plans not approved by stockholders	—	$ —	—

(1) This number includes 74,616 options and 629,885 RSUs outstanding under the 2009 Plan and the 2019 Plan.
(2) The weighted-average exercise price does not take into account the shares issuable upon vesting of outstanding RSU awards, which have no exercise price.
(3) This number includes 959,735 shares available for future grant under our 2019 Stock Plan and 205,933 shares available for future issuance under our 2009 Employee Stock Purchase Plan.

Post-Employment and Change of Control Compensation

Payments Made Upon Termination

Regardless of the manner in which a NEO's employment terminates, each NEO is entitled to receive amounts earned during each their term of employment, including base salary, incentive compensation (provided the NEO is employed on the last day of the performance period), and the vested portion of their equity awards. Our Compensation Committee may, at its discretion, approve the payment of incentive compensation if a NEO is not employed on the last day of the reporting period. Except for compensation payments associated with our standard change of control agreements or payments made to a third party arising from indemnification, the Company does not have any written or unwritten payment obligations to our NEOs upon their resignation, severance, or retirement. The Compensation Committee may decide to approve such payments in the future. The Company is not aware of any existing arrangements, the operation of which may result in a change of control of the Company.

Change of Control Agreements

The Company has entered into a change of control severance agreement ("Change of Control Agreement" or "Agreement") with each of the NEOs. The Compensation Committee of the Board of Directors reviews the form of these agreements every year. The Company's standard form of Change of Control Agreement is attached as an exhibit to our annual report on Form 10-K. The Agreements provide that if the Company experiences a change of control, as defined in the Agreements, and such NEO's employment with the Company terminates as a result of an "Involuntary Termination" within three months prior to or twelve months following the change of control, the Company will provide the following to the NEO:

- A cash payment equal to 100% of their annual cash compensation (that is, base salary plus 100% of the target incentive compensation for the year, each as in effect on the last day of employment or immediately prior to the change of control, whichever target incentive compensation is greater) plus 100% of any unpaid bonus and incentive compensation declared prior to the date of any such termination.

- Continued coverage through COBRA under the Company's group health, dental and vision care plans at the same cost to the NEO as in effect on the last day of employment or immediately prior to the change of control, whichever cost is lower, for a period which is the lesser of (i) the date he or she is no longer eligible to receive continuation coverage pursuant to COBRA, or (ii) twelve months following the date of any such termination.

- Full vesting acceleration of outstanding equity awards granted by the Company prior to the change in control and a post-termination exercisability period of up to 3 months with respect to any such stock options.

The terms of the Change of Control Agreements also provide:

- In the event that the severance and other benefits provided for or otherwise payable to the NEO (i) constitute "parachute payments" within the meaning of Section 280G of the Code, and (ii) would be subject to the excise tax imposed by Section 4999 of the Code (the "Excise Tax"), then the NEO's change of control benefits shall be either delivered in full, or delivered as to such lesser extent which would result in no portion of such benefits being subject to the Excise Tax, whichever of the foregoing amounts, taking into account the applicable federal, state and local income taxes and the Excise Tax, results in the receipt by the NEO on an after-tax basis, of the greatest amount of benefits, notwithstanding that all or some portion of such benefits may be taxable under Section 4999 of the Code.

- That such payments be made in a lump sum within 30 days of the Involuntary Termination, as defined in the Agreement.

- That the NEOs shall be entitled to the severance benefits provided they sign a general release of claims substantially the same as the form included in the Company's standard Change of Control Agreement.

- Change of control generally is defined as the occurrence of any of the following: (i) consummation of a merger or consolidation of the Company with any other corporation, other than a transaction that would result in the Company's voting securities outstanding immediately prior thereto continuing to represent more than 50% of the total voting power represented by the voting securities of the Company or such surviving entity outstanding immediately after such transaction; (ii) approval by the Company stockholders of a plan of complete liquidation of the Company or an agreement for the sale or disposition by the Company of all or substantially all of the Company's assets; (iii) any person becoming the beneficial owner, directly or indirectly, of Company securities representing 50% or more of the total voting power represented by the Company's then outstanding voting securities; or (iv) a change in the composition of the Board, as a result of which fewer than a majority of the directors are directors who either (A) are directors of the Company as of the date of the Change of Control Agreement, or (B) are elected, or nominated for election, to the Board with the affirmative votes of at least a majority of those directors whose election or nomination was not in connection with any transactions described in subsections (i), (ii), or (iii) or in connection with an actual or threatened proxy contest relating to the election of directors of the Company.

- Cause generally is defined as (i) any act of personal dishonesty taken by the individual in connection with his or her responsibilities as an employee which is intended to result in his or her substantial personal enrichment, (ii) the individual's conviction of a felony which the Board reasonably believes has had or will have a material detrimental effect on the Company's reputation or business, (iii) a willful act by the individual which constitutes misconduct and is injurious to the Company, or (iv) continued willful violations by the individual of his or her obligations to the Company after there has been delivered to him or her a written demand for performance from the Company describing the basis for the Company's belief that the individual has not substantially performed his or her duties, and a period of 30 days following the date of delivery of such written demand for the individual to cure such violations.

- Involuntary Termination generally is defined as without the individual's express written consent, (i) a significant reduction of the individual's duties, position or responsibilities relative to the individual's duties, position or responsibilities in effect immediately prior to such reduction, or the removal of the individual from such position, duties and responsibilities, unless the individual is provided with comparable duties, position and responsibilities; (ii) a substantial reduction without good business reasons, of the facilities and perquisites (including office space and location) available to the individual immediately prior to such reduction; (iii) a reduction by the Company of the individual's base salary or target incentive compensation as in effect immediately prior to such reduction; (iv) a material reduction by the Company in the kind or level of employee benefits to which the individual is entitled immediately prior to such reduction with the result that the individual's overall benefits package is significantly reduced; (v) without the individual's express written consent, the relocation of the individual to a facility or a location more than 50 miles from his or her current location; (vi) any purported termination of the individual by the Company which is not effected for Cause, as defined in the agreement, or for which the grounds relied upon are not valid; or (vii) the failure of the Company to obtain the assumption of the Change of Control Agreement by any successors, as defined in the Change of Control Agreement, provided however, that the individual has given notice of any such condition within 90 days of its initial existence and the Company has been given a cure period of at least 30 days.

The following table describes the severance benefits which would be owed by the Company to each of the NEOs upon their Involuntary Termination at any time three months prior to or twelve months after a change of control, as defined in our Change of Control Agreements with our NEOs. The amounts shown are based upon target cash compensation and in-the-money unvested equity awards outstanding for each individual assuming that each NEO's Involuntary Termination occurred on January 1, 2023.

Name	Severance Base Salary	Severance Incentive Cash Compensation	Other Benefits (1)	Equity Awards (Stock Options and RSUs) (2)
Brian C. Faith	$ 340,800	$ 170,400	$ —	$ 617,797
Elias Nader	$ 300,000	$ 150,000	$ 31,200	$ 375,081
Timothy Saxe	$ 266,000	$ 119,700	$ 32,112	$ 320,294

(1) For other benefits, the amount in this column represents COBRA costs for the provision of annual health benefits, $23,112 and $31,200 for Timothy Saxe and Elias Nader, respectively, and $9,000 in a cash automobile allowance for Timothy Saxe.

(2) For stock options, the amount in this column represents the intrinsic value of the acceleration of vesting of any stock options that vest upon the event. Intrinsic value is the difference between the exercise price of the stock option and the closing price of our common stock on the date the triggering event occurred, which was $5.14 on December 30, 2022 (the last trading day of the fiscal year ended January 1, 2023). In accordance with SEC guidelines, no amount is shown for any stock option the intrinsic value of which is $0 or less. The acceleration value of RSUs and PRSUs is calculated as the closing price of our common stock which was $5.14 on December 30, 2022 (the last trading day of the fiscal year ended January 1, 2023), multiplied by the number of shares being accelerated (for PRSUs, assuming acceleration of target number of shares).

In addition to the indemnification provided for in the Company's certificate of incorporation and bylaws, the Company has entered into agreements to indemnify its current and former directors and executive officers. The Company's standard form of Indemnification Agreement is attached as an exhibit to our annual report on Form 10-K. These agreements, among other things, provide for indemnification of the Company's directors and executive officers for certain expenses, including attorneys' fees, judgments, fines and settlement amounts incurred by any such person in any action or proceeding, including any action by or in the right of the Company, arising out of such person's services as a director or executive officer of the Company, any subsidiary of the Company or any other company or enterprise to which the person provided services at the Company's request.

CEO Pay Ratio

For the 2022 fiscal year, the ratio of the annual total compensation of Brian C. Faith, our President and Chief Executive Officer ("CEO Compensation"), to the median of the annual total compensation of all of our employees other than our Chief Executive Officer ("Median Annual Compensation") was 5.16 to 1. This ratio is a reasonable estimate calculated in a manner consistent with Item 402(u) of Regulation S-K using the data and assumptions summarized below. In this summary, we refer to the employee who received such Median Annual Compensation, who was selected in a manner consistent with Item 402(u) of Regulation S-K, as the "Median Employee." For purposes of this disclosure, the date used to identify the Median Employee was January 1, 2023 (the "Determination Date").

CEO Compensation for purposes of this disclosure represents the total compensation reported for Mr. Faith in the "Summary Compensation Table" for the 2022 fiscal year. For the purposes of this disclosure, Median Annual Compensation was $183,000 and was calculated by totaling for our Median Employee all applicable elements of compensation for the 2022 fiscal year in accordance with Item 402(c)(2)(x) of Regulation S-K.

To identify the Median Employee, we first determined our employee population as of the Determination Date for purposes of the calculation. We measured compensation for 42 employees (40 with employees in the U.S. and 2 employees outside the U.S.), representing all full-time, part-time, seasonal and temporary employees of us and our consolidated subsidiaries as of the Determination Date, excluding Mr. Faith and, as permitted by Item 402(u) of Regulation S-K, excluding any independent contractors or "leased" workers and (ii) two non-U.S. employees (consisting of 1 employee in China and 1 employee in Japan). We then measured compensation for the period beginning on January 3, 2022, and ending on January 1, 2023, for these employees. This compensation measurement was calculated by totaling, for each employee, gross taxable earnings, including salary, wages, tips, and other compensation as shown in our payroll and human resources records for 2022. A portion of our employee workforce worked for less than the full fiscal year due to commencing employment after the beginning of the fiscal year. In determining the Median Employee, we annualized the compensation for such individuals.

Pay Versus Performance

The following table sets forth compensation information and financial performance measures for the two most recent fiscal years. We have elected to follow the scaled disclosure requirements applicable to Smaller Reporting Companies with respect to the Pay Versus Performance Table.For further information concerning the Company's variable pay-for-performance philosophy and how the Company's 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 has been calculated in a manner consistent with Item 402(v) of Regulation S-K.

Year (1)	**Summary Compensation Table Total for PEO ($)** (2)	Compensation Actually Paid to PEO **($)** (3)	Average Summary Compensation Table Total for Non-PEO NEOs ($)	Average Compensation Actually Paid to Non-PEO NEOs ($)	**Value of Initial Fixed $100 Investment Based On Total Shareholder Return ($)**	**Net Income (Loss) ($)**
2022	$ 1,338,136	$ 1,310,401	$ 684,160	$ 599,787	$ 97.35	$ (4,267,000)
2021	$ 699,349	$ 699,306	$ 324,904	$ 326,535	$ 141.94	$ (6,616,000)

(1) In accordance with the transitional relief under the SEC rules, only two years of information is required as this is the Company's first year of disclosure under Item 402(v) of Regulation S-K.

(2) For all years in question, our Principal Executive Officer (PEO) was the Company's President and Chief Executive Officer, Brian C. Faith.

(3) Compensation Actually Paid to PEO reflects the exclusions and inclusions related to timing variations. Equity values are calculated in accordance with FASB ASC Topic 718. Amounts in the Exclusion of Equity Awards column are the totals from the Stock Awards column set forth in the Summary Compensation Table.

Compensation of Non-Employee Directors

The following table sets forth the annual compensation paid or accrued by the Company to or on behalf of the non-employee directors of the Company for the fiscal year ended January 1, 2023.

Name (1)	Fees Earned or Paid in Cash ($) (2)	Stock Awards ($) (3)	All Other Compensation ($)	Total ($)
Michael R. Farese	$ 56,300	$ 53,560	$ —	$ 109,860
Joyce Kim	$ 32,300	$ 21,780	$ —	$ 54,080
Radhika Krishnan	$ 32,300	$ 21,780	$ —	$ 54,080
Arturo Krueger (4)	$ 13,996	$ —-	$ —	$ 13,996
Andrew J. Pease	$ 33,507	$ 31,780	$ —	$ 65,287
Dan Rabinovitsj (5)	$ 26,887	$ 21,780	$ —	$ 48,667
Christine Russell	$ 35,300	$ 31,780	$ —	$ 67,080
Gary H. Tauss	$ 32,800	$ 31,780	$ —	$ 64,580

(1) Brian C. Faith, the Company's President and Chief Executive Officer is not included in this table. Mr. Faith was an employee of the Company during fiscal year 2022 and therefore received no compensation for his services as a director. The compensation received by Mr. Faith as an employee of the Company is shown in the Summary Compensation Table in this Proxy Statement.

(2) Directors who are not employees of the Company received an annual retainer of $30,800 for serving as a director of the Company. Directors receive annual leadership compensation awards as follows: Chairman of the Board, Chairman of the Audit Committee, Lead Independent Director, Chairman of the Compensation Committee, members of the Audit Committee, members of the Compensation Committee and directors residing outside of North America, receive annual leadership compensation awards of $20,000, $3,000, $2,500, $2,000, $1,500, $1,500, and $7,500, respectively. Only one leadership compensation award per committee is earned by each director. Retainers are paid quarterly. The Company reimburses all directors for travel, lodging, and other expenses related to their service on the Board.

(3) On August 25, 2022, the Company granted RSUs to the members of the Board of Directors as follows: Chairman Michael R. Farese, was granted 7,490 RSUs with a grant date value of $53,560, Directors Andrew J. Pease, Christine Russell and Gary H. Tauss were each granted 4,444 RSUs with a grant date value of $31,780, and Directors Joyce Kim, Radhika Krishnan and Dan Rabinovitsj were each granted 3,046 RSUs with a grant date value of $21,780. The fair market value of the Company's stock at the grant date of August 25, 2022, was $7.15.

(4) Arturo Krueger's term as a member of the Board of Directors expired at the 2022 Annual Meeting of Stockholders on May 10, 2022, and he did not stand for reelection.

(5) Daniel A. Rabinovitsj stepped down from his role as a member of the Board of Directors and as a member of the Nominating and Corporate Governance Committee and Compensation Committee on October 28, 2022.

The following table reports the outstanding RSUs, and outstanding stock options held by non-employee directors on January 1, 2023:

Name	Outstanding RSUs	Outstanding Stock Options
Michael R. Farese	7,490	1,428
Joyce Kim	3,046	—
Radhika Krishnan	3,046	—
Arturo Krueger	—	—
Andrew J. Pease	4,444	—
Christine Russell	4,444	1,428
Gary H. Tauss	4,444	1,428

QuickLogic has agreed to indemnify each director and NEO against certain claims and expenses for which the director or NEO might be held liable in connection with past or future services to QuickLogic and its subsidiaries. QuickLogic maintains insurance policies insuring its directors and NEOs against such liabilities.

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SECURITY OWNERSHIP

The following table sets forth certain information regarding our common stock beneficially owned as of March 20, 2023 by (i) each person who is known by QuickLogic to own beneficially more than 5% of QuickLogic's common stock, (ii) each director of QuickLogic, (iii) each of the NEOs listed in the Summary Compensation Table, and (iv) all directors and executive officers of QuickLogic as a group. Shares of common stock subject to options that are exercisable within 60 days of March 20, 2023, are deemed to be outstanding and beneficially owned by the person holding the option for the purpose of computing the percentage of ownership for that person but are not treated as outstanding for the purpose of computing the beneficial ownership of any other person. This table is based on information provided to QuickLogic or filed with the SEC by QuickLogic's directors, executive officers, and principal stockholders. Unless otherwise indicated in the footnotes below, and subject to community property laws where applicable, each of the named person has sole voting and investment power with respect to the shares shown as beneficially owned.

Unless otherwise indicated, the address for each stockholder listed in the following table is c/o QuickLogic Corporation, 2220 Lundy Avenue, San Jose, California 95131. Applicable percentage ownership in the following table is based on 13,236,478 shares of common stock outstanding as of March 20, 2023.

Title of Class: Common Stock $0.001 par value

Name and Address of Beneficial Owner	Amount and Nature of Beneficial Ownership (1)	Percent of Class Owned
Security Ownership of Certain Beneficial Owners:		
The Vanguard Group (3)	701,222	5.3%
Security ownership of Management:		
Brian C. Faith	134,417	*
Michael R. Farese	24,148	*
Joyce Kim	3,996	*
Radhika Krishnan	—	*
Elias Nader	11,582	*
Andrew J. Pease	19,696	*
Christine Russell	5,287	*
Timothy Saxe	115,377	*
Gary H. Tauss	14,315	*
All current executive officers and directors as a group (9 persons)	328,818	*

* Represents beneficial ownership of less than 1% of the outstanding common stock

(1) This column consists of outstanding shares plus RSUs and stock option shares issuable within 60 days of March 20, 2023, which is May 19, 2023, with respect to current NEOs, Directors and Directors Nominees.

(2) Based solely on a Schedule 13G (the "Vanguard 13G") filed by The Vanguard Group ("Vanguard") on March 23, 2023, with respect to shares of QuickLogic common stock beneficially owned by Vanguard as of December 30, 2022. Based solely on the Vanguard 13G, Vanguard has sole dispositive power with respect to 695,978 shares of QuickLogic common stock and shared dispositive power with respect to 5,244 shares of QuickLogic common stock, and therefore, Vanguard may be deemed to have beneficial ownership with respect to 701,222 shares of QuickLogic common stock. The principal business address of Vanguard is 100 Vanguard Blvd., Malvern, PA 19355.

TRANSACTIONS WITH RELATED PERSONS

The Company has entered into Change of Control Agreements with its NEOs and other executive officers. These are discussed under "Post Employment and Change of Control Compensation" above.

The Company has entered into agreements to indemnify its current and former directors and executive officers, in addition to the indemnification provided for in the Company's certificate of incorporation and bylaws. These agreements, among other things, provide for indemnification of the Company's directors and executive officers for certain expenses, including attorneys' fees, judgments, fines and settlement amounts incurred by any such person in any action or proceeding, including any action by or in the right of the Company, arising out of such person's services as a director or executive officer or the corporate controller of the Company, any subsidiary of the Company or any other company or enterprise to which the person provided services at the Company's request.

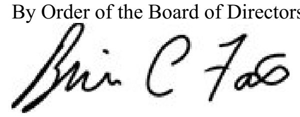
The charter of the Audit Committee of the Board of Directors specifies that the Audit Committee review and pre-approve related party transactions as such term is defined by SEC rules and regulations. The Nominating and Corporate Governance Committee of the Board of Directors, under the terms of its charter, considers questions of possible conflicts of interest of members of the Board and of executive officers, and reviews actual and potential conflicts of interest of members of the Board and executive officers, clearing the involvement of such persons in matters that may involve a conflict of interest. In addition, the Company's Code of Conduct and Ethics clarifies that no officer or any member of their family may supply goods or services to QuickLogic without approval.

There were no related party transactions required to be disclosed during fiscal year 2022.

OTHER MATTERS

The Board of Directors knows of no other matter that will be presented for consideration at the Annual Meeting of Stockholders. If any other matter is properly brought before the meeting, it is the intention of the persons acting as proxies to vote on such matter in accordance with their best judgment.

By Order of the Board of Directors



Brian C. Faith
President and Chief Executive Officer

March 29, 2023

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QUICKLOGIC CORPORATION
2220 LUNDY AVENUE
SAN JOSE, CA 95131
ATTN: LEGAL DEPARTMENT

SCAN TO
VIEW MATERIALS & VOTE

VOTE BY INTERNET - www.proxyvote.com or scan the QR Barcode above
Use the Internet to transmit your voting instructions and for electronic delivery of information. Vote by 11:59 P.M. ET on May 16, 2023. Have your proxy card in hand when you access the web site and follow the instructions to obtain your records and to create an electronic voting instruction form.

ELECTRONIC DELIVERY OF FUTURE PROXY MATERIALS
If you would like to reduce the costs incurred by our company in mailing proxy materials, you can consent to receiving all future proxy statements, proxy cards and annual reports electronically via e-mail or the Internet. To sign up for electronic delivery, please follow the instructions above to vote using the Internet and, when prompted, indicate that you agree to receive or access proxy materials electronically in future years.

VOTE BY PHONE - 1-800-690-6903
Use any touch-tone telephone to transmit your voting instructions. Vote by 11:59 P.M. ET on May 16, 2023. Have your proxy card in hand when you call and then follow the instructions.

VOTE BY MAIL
Mark, sign and date your proxy card and return it in the postage-paid envelope we have provided or return it to Vote Processing, c/o Broadridge, 51 Mercedes Way, Edgewood, NY 11717.

TO VOTE, MARK BLOCKS BELOW IN BLUE OR BLACK INK AS FOLLOWS:

KEEP THIS PORTION FOR YOUR RECORDS

DETACH AND RETURN THIS PORTION ONLY

THIS PROXY CARD IS VALID ONLY WHEN SIGNED AND DATED.

The Board of Directors recommends you vote FOR the following:

	For All	Withhold All	For All Except
	☐	☐	☐

To withhold authority to vote for any individual nominee(s), mark "For All Except" and write the number(s) of the nominee(s) on the line below.

1. Election of Directors

Nominees

01) Christine Russell 02) Brian Faith 03) Radhika Krishnan

The Board of Directors recommends you vote FOR the following proposal:

	For	Against	Abstain
2. To approve on a non-binding advisory basis, the compensation of QuickLogic's named executive officers.	☐	☐	☐

The Board of Directors recommends you vote 3 YEARS on the following proposal:

	1 year	2 years	3 years	Abstain
3. To vote, on a non-binding advisory basis, on the frequency of holding an advisory vote on the compensation of our named executive officers.	☐	☐	☐	☐

The Board of Directors recommends you vote FOR the following proposal:

	For	Against	Abstain
4. To ratify the appointment of Moss Adams LLP as QuickLogic's independent registered public accounting firm for the fiscal year ending December 31, 2023.	☐	☐	☐

NOTE: To transact such other business as may properly come before the Annual Meeting or at any adjournments or postponements.

	Yes	No
Please indicate if you plan to attend this meeting	☐	☐

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Please sign exactly as your name(s) appear(s) hereon. When signing as attorney, executor, administrator, or other fiduciary, please give full title as such. Joint owners should each sign personally. All holders must sign. If a corporation or partnership, please sign in full corporate or partnership name by authorized officer.

Signature [PLEASE SIGN WITHIN BOX]	Date	Signature (Joint Owners)	Date

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Important Notice Regarding the Availability of Proxy Materials for the Annual Meeting: The Form 10-K, Notice & Proxy Statement is/are available at www.proxyvote.com

QUICKLOGIC CORPORATION
Annual Meeting of Stockholders
May 17, 2023 10:00 AM
This proxy is solicited by the Board of Directors

The accompanying proxy is solicited by the Board of Directors of QuickLogic Corporation, a Delaware corporation, for use at the Annual Meeting of Stockholders to be held on Wednesday, May 17, 2023, at 10:00 a.m., local time, or at any and all adjournments or postponements thereof, for the purposes set forth in this Proxy Statement and in the accompanying Notice of Annual Meeting of Stockholders. The meeting will be held at the offices of QuickLogic at 2220 Lundy Avenue, San Jose, CA 95131. QuickLogic's telephone number at that address is (408) 990-4000. At the meeting, only stockholders of record at the close of business on March 20, 2023, the record date, will be entitled to vote. On March 20, 2023, QuickLogic's outstanding capital stock consisted of 13,236,478 shares of common stock. The Proxy Statement and form of proxy were first sent or given to stockholders entitled to vote at the Annual Meeting on or about April 3, 2023, together with our 2022 Annual Report to Stockholders.

This proxy, when properly executed, will be voted in the manner directed herein. If no such direction is made, this proxy will be voted in accordance with the Board of Directors' recommendations.

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Continued and to be signed on reverse side