

**AMIS HOLDINGS, INC.**  
a Delaware corporation  
(the “Company”)

**Audit Committee Charter**  
Adopted October 26, 2004

**A. Purpose**

The Audit Committee is created by the board of directors of the Company to oversee the accounting and financial reporting processes of the Company and the audits of the financial statements of the Company. Specifically, the Audit Committee shall:

1. assist the board in its oversight of
  - the integrity of the financial statements of the Company;
  - the qualifications, independence and performance of the Company’s independent registered public accounting firm (the “independent auditors”);
  - the performance of the Company’s internal audit function; and
  - compliance by the Company with legal and regulatory requirements;
2. prepare the Audit Committee report that Securities and Exchange Commission rules require to be included in the Company’s annual proxy statement.

**B. Membership**

The Audit Committee shall consist of at least three members comprised solely of independent directors meeting the independence and experience requirements of the Securities and Exchange Commission and applicable stock exchange rules or requirements, subject to any grace periods or exceptions of such rules and requirements. Independence shall be reviewed annually for each member by the Nominating Committee of the board of directors. At least one member of the Audit Committee shall be an “audit committee financial expert” within the meaning of Securities and Exchange Commission rules. No member of the Audit Committee may serve on the audit committees of more than two other public companies while serving on the Company’s Audit Committee, unless the board of directors determines that such simultaneous service would not affect the ability of such member to effectively serve on the Audit Committee. The Nominating and Corporate Governance Committee shall recommend nominees for appointment to the Audit Committee as vacancies or newly created positions occur. Audit Committee

members shall be appointed by the board and may be removed by the board at any time. The Nominating and Corporate Governance Committee shall recommend to the board, and the board shall designate, the chairman of the Audit Committee.

### **C. Authority and Responsibilities**

In addition to any other responsibilities which may be assigned from time to time by the board, the Audit Committee is responsible for the following matters.

#### *Independent Auditors*

1. The Audit Committee has the sole authority to appoint, compensate, retain, oversee, and terminate the independent auditors of the Company, including sole authority to approve all audit engagement fees and terms and permissible non-audit services to be provided by the independent auditors. The independent auditor must report directly to the Audit Committee. The Audit Committee shall pre-approve the audit services and non-audit services before the accountant is engaged to render such services to be provided by the Company's independent auditors. In particular, the Audit Committee must pre-approve tax and mergers and acquisitions services. The Audit Committee may consult with management in the decision making process, but may not delegate this authority to management. The Audit Committee may delegate its authority to pre-approve services to one or more Audit Committee members, provided that such designees present any such approvals to the full Audit Committee at the next Audit Committee meeting.
2. The Audit Committee shall review and approve the scope and staffing of the independent auditors' annual audit plan(s).
3. The Audit Committee shall evaluate the independent auditors' qualifications, performance and independence, and shall present its conclusions with respect to the independent auditors to the full Board on at least an annual basis. As part of such evaluation, at least annually, the Audit Committee shall:
  - obtain and review one or more written reports from the Company's independent auditors:
    - describing the independent auditors' internal quality control procedures;
    - describing any material issues raised by (i) the most recent internal quality control review or peer review of the auditing firm, or (ii) any inquiry or investigation by governmental or professional authorities, within the preceding five years, regarding one or more independent audits carried out by the auditing firm; and any steps taken to deal with any such issues;
    - delineating all relationships between the independent auditors

and the Company consistent with Independence Standards Board Standard No. 1; and

- assuring that Section 10A of the Securities Exchange Act of 1934 has not been implicated;
  - actively engage in a dialogue with the auditor with respect to any disclosed relationships or services that may affect the objectivity and independence of the auditor and take, or recommend that the full board take, appropriate action to oversee the independence of the outside auditor;
  - review and evaluate the senior members of the independent auditor team(s), particularly the partners on the audit engagement teams;
  - take reasonable steps to confirm that the independent auditor complies with applicable partner rotation requirements and consider whether the audit engagement team partners should be rotated more frequently than is required by law, so as to assure continuing auditor independence;
  - consider on an annual basis whether the independent auditors should be rotated, so as to assure continuing auditor independence; and
  - obtain the opinion of management and the internal auditors of the independent auditors' performance.
4. The Audit Committee shall establish a hiring policy for employees or former employees of the independent auditor. As part of this policy the Audit Committee must approve the hiring of any current employee of the independent auditors or any person who has been such an employee within five years of his proposed hire date by the company.

#### *Internal Auditors*

5. The Company will maintain an internal audit function to, at a minimum, provide management and the Audit Committee with an ongoing assessment of the Company's risk management processes and system of internal control. This function may be fully or partially outsourced to a qualified professional provider other than the independent auditor.
6. At least annually, the Audit Committee shall evaluate the performance, responsibilities, budget and staffing of the Company's internal audit function and review the internal audit plan. Such evaluation shall include a review of the responsibilities, budget and staffing of the Company's internal audit function with the independent auditors.

7. At least annually, the Audit Committee shall evaluate the performance of the senior officer or officers responsible for the internal audit function of the Company, and make recommendations to the board and management regarding the appointment, responsibilities, retention or termination of such officer or officers.

*Financial Statements; Disclosure and Other Risk Management and Compliance Matters*

8. The Audit Committee shall review with management, the internal auditors and the independent auditors, in separate meetings if the Audit Committee deems it appropriate:

- the annual audited financial statements, including the Company's disclosures under "Management's Discussion and Analysis of Financial Condition and Results of Operations," prior to the filing of the Company's Form 10-K;
- the quarterly financial statements, including the Company's disclosures under "Management's Discussion and Analysis of Financial Condition and Results of Operations," prior to the filing of the Company's Form 10-Q;
- management's certifications pursuant to Sections 302 and 906 of the Sarbanes-Oxley Act of 2002;
- any analyses or other written communications prepared by management, the internal auditors and/or the independent auditors setting forth significant financial reporting issues and judgments made in connection with the preparation of the financial statements, including analyses of the effects of alternative GAAP methods on the financial statements;
- the critical accounting policies and practices of the Company, and any alternative accounting treatments discussed with the Company management, the ramification of the use of such alternative treatments and the treatment preferred by the independent auditors;
- related-party transactions and off-balance sheet transactions and structures, and approve these transactions;
- any major issues regarding accounting principles and financial statement presentations, including any significant changes in the Company's selection or application of accounting principles;
- any major issues as to the adequacy of the Company's internal controls

over financial reporting and any audit steps taken in light of material control deficiencies;

- the judgments of management and the independent auditors about the quality and not just the acceptability of accounting policies and practices of the Company;
- the Company's practices with respect to the use of non-GAAP financial information in its public disclosures; and
- regulatory and accounting initiatives, examinations or actions applicable to the Company (including any SEC investigations or proceedings) and any employee complaints or published reports that raise material issues regarding the Company's financial statements or accounting policies.

9. The Audit Committee shall review any of the Company's earnings guidance and any financial information included in the Company's earnings press releases and other public disclosures.

10. The Audit Committee shall, in conjunction with the CEO and CFO of the Company, review the Company's internal control over financial reporting. The Audit Committee shall review management's assessment of the effectiveness of internal controls over financial reporting and the independent auditors reports on internal controls over financial reporting. The review shall include whether there are any significant deficiencies in the design or operation of such controls, material weaknesses in such controls, any corrective actions taken with regard to such deficiencies and weaknesses and any fraud involving management or other employees with a significant role in such controls.

11. The Audit Committee shall review and discuss with the independent auditors any audit problems or difficulties and management's response thereto, including those matters required to be discussed with the Audit Committee by the auditors pursuant to Statement on Auditing Standards No. 61, as amended, such as:

- any restrictions on the scope of the independent auditors' activities or access to requested information;
- any accounting adjustments that were noted or proposed by the independent auditors but were "passed" (as immaterial or otherwise);
- any communications between the audit team and the audit firm's national office regarding auditing or accounting issues presented by the engagement;
- any management or internal control letter issued, or proposed to be issued, by the independent auditors; and

- any significant disagreements between the Company's management and the independent auditors.
12. The Audit Committee shall have sole authority over the resolution of any disagreements between management and the independent auditor regarding the Company's financial reporting.
  13. The Audit Committee shall review the Company's policies and practices with respect to risk assessment and risk management, including discussing with management the Company's major financial risk exposures and the steps that have been taken to monitor and control such exposures.
  14. The Audit Committee shall develop and monitor compliance with one or more codes of ethics applicable to all company officers, directors and employees to the extent required.
  15. Complaints received by the Company regarding accounting, internal accounting controls or auditing matters shall be directed to both the internal auditor and Chairman of the Audit Committee simultaneously.
    - The Audit Committee shall establish procedures for the confidential, anonymous submission by employees of the Company of concerns regarding questionable accounting or auditing matters.
    - The Audit Committee shall establish procedures for receipt, retention and treatment of complaints from any source regarding accounting, internal accounting controls or auditing matters.
  16. The Audit Committee shall be responsible for the preparation of any Audit Committee reports required to be included in the Company's annual proxy statement.

#### *Reporting to the Board*

17. The Audit Committee shall report to the board as often as necessary or advisable (as determined by the Audit Committee) or as requested by the board. This report shall include a review of any issues that arise with respect to the quality or integrity of the Company's financial statements, the Company's compliance with legal and regulatory requirements, the qualifications, independence and performance of the Company's independent auditors, the performance of the internal audit function, any funding requirements for the outside auditors, Audit Committee and any advisors retained by the Audit Committee to assist it in its responsibilities and any other matters that the Audit Committee deems appropriate or is requested to be included by the board.

18. The Audit Committee shall review and assess the adequacy of this charter and recommend any proposed changes to the Nominating and Corporate Governance Committee as often as necessary or advisable, as determined by the Audit Committee, but no less frequently than annually
19. The Audit Committee shall complete an annual evaluation of the Audit Committee's performance.

#### **D. Procedures**

1. The Audit Committee shall meet as often as it determines is appropriate to carry out its responsibilities under this charter, but not less frequently than quarterly. The chairman of the Audit Committee, in consultation with the other committee members, shall determine the frequency and length of the committee meetings and shall set meeting agendas consistent with this charter.
2. All committee members are expected to attend each meeting, in person or via tele- or video-conference. Meeting minutes will be prepared.
3. On a periodic basis, the Audit Committee shall meet separately - with management, with internal auditors or other personnel responsible for the internal audit function and with the independent auditors.
4. The Audit Committee has authority to conduct or authorize investigations into any matters within its scope of responsibility.
5. The Audit Committee is authorized (without seeking Board approval) to retain and compensate special legal, accounting or other advisors and may request any officer or employee of the Company or the Company's outside counsel, independent auditors or external parties, to meet with any members of, or advisors to, the Audit Committee, and the Audit Committee may otherwise seek information from any of the foregoing.
6. The Audit Committee may (subject to applicable legal restrictions) delegate its authority to subcommittees or the chairman of the Audit Committee when it deems appropriate.

#### **E. Limitations Inherent in the Audit Committee's Role**

It is not the duty of the Audit Committee to plan or conduct audits or to determine that the Company's financial statements are complete and accurate and are in accordance with GAAP. This is the responsibility of management and the independent auditors. Furthermore, while the Audit Committee is responsible for reviewing the Company's policies and practices with respect to risk assessment and management, it is not the responsibility of the Audit Committee to determine the appropriate level of the Company's exposure to risk.

