

AUDIT COMMITTEE CHARTER

Purpose

This Charter specifies the scope of the responsibilities of the Audit Committee of the Board of Directors of Atheros Communications, Inc. (the “Corporation”), and how the Committee carries out those responsibilities, including the structure, processes, and membership requirements. The primary purpose of the Audit Committee of the Board of Directors of the Corporation is to assist Board oversight of

- the integrity of the Corporation’s financial statements and other financial information provided by the Company to any governmental body or to the public,
- the Corporation’s compliance with legal and regulatory requirements,
- the independent auditor’s qualifications and independence as well as their performance, and
- the Corporation’s risk management, cash management, auditing, accounting and financial reporting processes in general.

Consistent with this function, the Committee should encourage continuous improvement of, and should foster adherence to, the Company’s financial policies, procedures and practices at all levels.

The Committee’s function is one of oversight, recognizing that the Corporation’s management is responsible for preparing the Corporation’s financial statements, and the independent auditor is responsible for auditing those statements. In adopting this Charter, the Board of Directors acknowledges that the Committee members are not employees of the Corporation and are not providing any expert or special assurance as to the Corporation’s financial statements or any professional certification as to the external auditor’s work or auditing standards. Each member of the Committee shall be entitled to rely on the integrity of those persons and organizations within and outside the Corporation that provide information to the Committee and the accuracy and completeness of the financial and other information provided to the Committee by such persons or organizations absent actual knowledge to the contrary.

Membership and Procedures

Membership and Appointment. The Committee shall consist of not fewer than three members of the Board of Directors, as shall be appointed from time to time by the Board of Directors based on recommendations, if any, from the Nominating and Governance Committee. No Committee member shall simultaneously serve on the audit committees of more than three other public companies. Unless a chairman is elected by the full Board, the members of the Committee may designate a chairman by majority vote of the full Committee membership.

Independence and Qualifications. Each member shall meet the applicable independence, financial literacy and experience requirements as may be established from time to time by law and the Nasdaq Stock Market (“Nasdaq”). All members of the Committee must be able to read and understand fundamental financial statements, including a balance sheet, income statement, and cash flow statement. In addition, at least one member must have past employment experience in finance or accounting, professional certification in accounting, or other comparable experience or background resulting in the individual’s financial sophistication, including being or having been a chief executive, chief financial, or other senior officer with financial oversight responsibilities.

Delegation. The Committee may, by resolution passed by a majority of the Committee, designate one or more subcommittees, each subcommittee to consist of one or more members of the Committee. Any such subcommittee to the extent provided in the resolutions of the Committee, and to the extent not limited

by applicable law or listing standard, shall have the power and authority of the Committee to grant preapprovals of auditing and permitted non-audit services by the independent auditor. Any decision of such a subcommittee shall be presented to the Committee at its next scheduled meeting.

Authority to Retain and Replace Advisors. The Committee shall have the power and authority, at the Corporation's expense, to retain, replace and compensate independent counsel, accounting and other advisors, as it determines necessary to carry out its duties.

Annual Performance Evaluation. The Committee shall perform an annual performance evaluation of the Committee and, to the extent the Committee so determines, make recommendations to the Board of Directors for changes or modifications to the Audit Committee Charter.

Duties and Responsibilities

The following shall be the common recurring duties and responsibilities of the Committee in carrying out its oversight functions. These duties and responsibilities are set forth below as a guide to the Committee with the understanding that the Committee may alter or supplement them as appropriate under the circumstances to the extent permitted by applicable law, regulation or listing standard.

With respect to the independent auditors:

1. The Committee shall have the sole authority to appoint or replace the Corporation's independent auditors. The Committee shall be directly responsible for the compensation and oversight of the work of the independent auditors (including resolution of disagreements between management and the independent auditors regarding financial reporting) for the purpose of preparing or issuing an audit report or related work. The independent auditors shall report directly to the Audit Committee.

2. The Committee shall pre-approve the provision of all auditing and non-audit services by the independent auditors to the Corporation and its subsidiaries and shall also approve all audit engagement fees and terms and all non-audit engagements with the independent auditors.

3. In connection with the Committee's approval of non-audit services, the Committee shall consider whether the independent auditors' performance of any non-audit services is compatible with the independent auditors' independence.

4. At least annually, the Committee shall obtain and review a report by the independent auditors describing:

- (a) the independent auditors' internal quality-control procedures;
- (b) any material issues raised by the most recent internal quality control review or peer review of the independent auditors, or by any inquiry or investigation by governmental or professional authorities, within the preceding five years, respecting one or more independent audits carried out by the independent auditors, and the steps taken to deal with those issues; and
- (c) all relationships between the independent auditors and the Corporation, in order to assess the auditors' independence.

5. The Committee shall review the report by the independent auditors, which is required by Section 10A of the Securities Exchange Act of 1934, concerning:

- (a) all critical accounting policies and practices to be used;

- (b) alternative treatments of financial information within GAAP that have been discussed with management officials, ramifications of the use of such alternative disclosures and treatments, and the treatment preferred by the independent auditors; and
- (c) any other material written communications between the independent auditors and the Corporation's management.

With respect to the Corporation's financial statements:

6. The Committee shall discuss the annual audited financial statements and quarterly financial statements with management and the independent auditors, including the Corporation's disclosures under the section entitled "Management's Discussion and Analysis of Financial Condition and Results of Operations" in the Corporation's reports filed with the SEC.

7. The Committee shall review disclosures made to the Committee by the Corporation's chief executive officer and chief financial officer during their certification process for Forms 10-K and Forms 10-Q about any significant deficiencies in the design or operation of internal controls or material weaknesses therein and any fraud involving management or other employees who have a significant role in the Corporation's internal controls.

8. In connection with its review of the Corporation's financial statements, the Committee shall review and discuss with management and the independent auditors the matters relating to the conduct of the audit required to be discussed by Statement on Accounting Standards Nos. 61 and 90 (Communications with Audit Committees), as they may be modified or supplemented, including the auditors' judgment about the quality, not just acceptability, of the Corporation's accounting principles as applied in its financial reporting.

9. The Committee, as a whole or through the Chairperson, shall review the impact on the financial statements of significant events, transactions or changes in accounting principles or estimates that potentially affect the quality of the financial reporting with management and the independent auditors prior to filing of the Corporation's Reports on Forms 10-K or 10-Q, or as soon as practicable if the communications cannot be made prior to its filing.

10. Based on its review and discussions with management and the independent auditors, the Committee shall recommend to the Board of Directors whether the Corporation's financial statements should be included in the Corporation's Annual Report on Form 10-K (or the annual report to stockholders if distributed prior to the filing of the Form 10-K).

11. The Committee shall prepare or cause the preparation of the report required by SEC rules to be included in the Corporation's annual stockholders' meeting proxy statement.

12. The Committee shall generally discuss earnings press releases as well as financial information and earnings guidance provided to financial analysts and rating agencies.

13. The Committee shall review related party transactions for potential conflicts of interest.

14. Review the regular Management Letter to management prepared by the independent auditors and management's response.

With respect to periodic reviews and reports:

15. Periodically, the Committee shall meet separately with each of management and the independent auditors.

16. The Committee shall review with the independent auditors any audit problems or difficulties and management's response.

17. The Committee shall discuss the Corporation's policies with respect to risk assessment and risk management.

18. The Committee shall communicate to the Board of Directors any issues with respect to the quality or integrity of the Corporation's financial statements, the Corporation's compliance with legal or regulatory requirements, the performance and independence of the Corporation's independent auditors or the performance of the independent audit function.

With respect to ethical and legal compliance and other matters

19. The Committee shall ensure that management has set an appropriate corporate "tone" for quality financial reporting, sound business practices and ethical behavior. The Committee shall also periodically review the Corporation's policies and procedures regarding compliance with the Corporation's Code of Business Conduct and Ethics.

20. The Committee shall periodically review management's review system of the Company's financial statements, reports and other financial information disseminated to governmental organizations and the public to ensure that such documents satisfy legal requirements.

21. Review management's monitoring of compliance with the Foreign Corrupt Practices Act

22. Periodically review, with the Company's counsel, legal and regulatory compliance matters including corporate securities trading policies, and the adequacy and effectiveness of the Corporation's systems and controls for monitoring and managing legal and regulatory compliance.

23. The Committee shall review, with the Company's counsel, any legal matter that could have a significant impact on the Company's financial statements.

24. Perform any other activities consistent with this Charter, the Company's Bylaws and governing law, as the Committee or the Board deems necessary or appropriate.

25. If necessary, initiate special investigations, and if appropriate, hire special counsel or experts to assist the Committee.

26. The Committee shall establish procedures for:

- (a) the receipt, retention and treatment of complaints received by the Corporation regarding accounting, internal accounting controls or auditing matters; and
- (b) the confidential, anonymous submission by the Corporation's employees of concerns regarding accounting or auditing matters.

27. The Committee shall establish the Corporation's hiring policies for employees or former employees of the Corporation's independent auditors.