

Artesyn Technologies, Inc.

Audit Committee Charter

Revised April 2003

I. Purpose

The Audit Committee ("Committee") shall provide assistance to the Board of Directors ("Board") in fulfilling their responsibility to the shareholders, potential shareholders, and investment community relating to the integrity of corporate accounting and reporting practices, the quality and integrity of financial reports of the Company and the process for monitoring compliance with laws and regulations and the code of ethics. In so doing, it is the responsibility of the Committee to maintain free and open communication between the Board, the registered public accounting firm, the internal auditors and the financial management of Artesyn Technologies, Inc. ("the Company").

II. Composition and Qualifications

The Committee members shall be appointed by the Board upon recommendation of the Nominating Committee:

- The Committee shall be comprised of at least three independent directors. Independence shall be defined in accordance with SEC guidelines and NASDAQ listing standards.
- At least one member shall be a "financial expert" as defined by the SEC and NASDAQ.
- Remaining Committee members must be financially literate as defined by the SEC and NASDAQ.
- The Board in its discretion shall make the determination of the independence and qualifications to serve as a member of the Committee.

III. Duties and Responsibilities

In carrying out its responsibilities, the Committee believes its policies and procedures should remain flexible, in order to best react to changing conditions and to ensure to the directors and shareholders that the corporate accounting and reporting practices of the Company are in accordance with all requirements and are appropriate. It should be noted that fundamental responsibility for construction and disclosure of the Company's financial statements rests with management.

1. The Committee has the sole authority for the appointment, compensation, and oversight of the work of any registered public accounting firm employed by the Company (including resolution of disagreements between management and the auditor regarding financial reporting) for the purpose of preparing or issuing an audit report or related work, and each such registered public accounting firm shall report directly to the Committee.
2. Review and concur with management's appointment, termination, or replacement of the Director of Internal Audit.

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3. Investigate any matter brought to its attention within the scope of its duties, with the authority to engage and determine funding for independent counsel and other advisers, as it determines necessary to carry out its duties.

IV. Oversight

1. Review and reassess the Committee's responsibilities, independence, functions and Charter; evaluate its performance and make appropriate changes to keep pace with the Company and business developments and to ensure compliance with SEC regulations and NASDAQ listing standards.
2. Approve Audit Committee Report and Audit Committee Charter as required by the SEC for inclusion in the proxy statement.
3. Review qualifications of and appoint the registered public accounting firm to be selected to audit the financial statements of the Company. Pre-approve fees for annual audit and non-audit fees as required. The Committee Chairman may pre-approve non-audit services fees for an individual engagement up to 10% of the prior year audit fee with subsequent reporting to the Committee.
4. Review related party transactions and other potential conflict of interest situations, as appropriate.
5. Establish, review and revise as necessary procedures for the receipt, retention, and treatment of complaints received by the issuer regarding accounting, internal accounting controls, auditing or other matters; and ensure the confidential, anonymous treatment of such complaints. Engage independent counsel and other advisers, as determined necessary to carry out the Committee's duties.
6. Review the internal audit function of the Company including the independence and authority of its reporting obligations, the proposed audit plans for the coming year and the coordination of such plans with the registered public accounting firm.
7. Provide sufficient opportunity for the internal auditor and the registered public accounting firm to each meet separately with the members of the Committee without members of management present.
8. Review and approve minutes of all meetings and submit minutes to the Board.

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V. Audit and Financial Reporting

1. Review and provide feedback on the registered public accounting firm's plan and scope for the current year audit.
2. Review results of the annual audit with management and the registered public accounting firm.
3. Review the financial statements and management's discussion and analysis contained in the annual report to shareholders with management and the registered public accounting firm. Report the results of the annual audit to the Board and recommend whether or not the audited financial statements should be included in the Company's Annual Report on Form 10-K.
4. Review with financial management and the registered public accounting firm the significant financial reporting issues and practices, including changes in, or adoptions of, accounting principles and disclosure practices and any off-balance sheet structures.
5. Review with financial management and the registered public accounting firm all alternative treatments of financial information within generally accepted accounting principles that have been discussed with management officials of the Company, ramifications of the use of such alternative disclosures and treatments, and the treatment preferred by the registered public accounting firm. Determine that the registered public accounting firm is satisfied with the disclosure and content of the financial statements to be presented to the shareholders.
6. Review other written communications provided by the registered public accounting firm to management, including a schedule of unadjusted audit differences.
7. As a whole, or through the Committee chair, review with the registered public accounting firm the Company's interim financial results to be included in the Company's quarterly reports to be filed with the Securities and Exchange Commission. This review will occur prior to the Company's filing of the Form 10-Q.
8. Obtain from the registered public accounting firm a statement of all required communications under Generally Accepted Auditing Standards, including matters required by SAS 61 and by Independence Standards Board Standard No. 1, 'Independence Discussions with Audit Committees'. Confirm the registered public accounting firm's independence with respect to the Company by actively engaging in dialogue with the auditor with respect to any disclosed relationships or services that may impact the objectivity and independence of the registered public accounting firm.

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VI. Compliance and Internal Control

1. Review the results of any internal audit reports issued since the last Committee meeting.
2. Inquire of management, the internal auditor and the registered public accounting firm about significant risks or exposures and assess the steps management has taken to minimize such risks to the Company.
3. Discuss with management, the internal auditors and the registered public accounting firm the adequacy and effectiveness of the accounting and financial controls of the Company. Obtain a copy of the registered public accounting firm's management letter.
4. Review, approve and monitor the Company's code of ethics for its senior officers, including disclosure to the Board of any exceptions to the code of ethics.
5. Review adherence to the Company's code of conduct and policy statements to determine compliance with the Foreign Corrupt Practices Act and other applicable laws and regulations.
6. Review reports received from regulators and other legal and regulatory matters that may have a material effect on the financial statements or related company compliance policies.
7. Review the senior officers' quarterly attestation on financial full disclosure, internal controls and fraud, per Section 302 of the Sarbanes-Oxley Act and discuss with management the basis for their conclusions.
8. Review the registered public accounting firm's attestation on the effectiveness of the internal control structure and procedures for financial reporting, per Section 404 of the Sarbanes-Oxley Act and discuss with the registered public accounting firm the basis for their conclusions.