

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

Nominating and Corporate Governance Committee Charter
Adopted January 25, 2005

Purpose

The Nominating and Corporate Governance Committee (the “Committee”) is created by the Board of Directors of the Company to:

- identify individuals qualified to become independent Board members, and recommend to the Board director nominees for election at the next annual or special meeting of stockholders at which directors are to be elected or to fill any vacancies or newly created directorships that may occur between such meetings;
- recommend directors for appointment to Board committees;
- make recommendations to the Board as to determinations of director independence;
- evaluate Board performance; and
- develop and recommend to the Board the Corporate Governance Guidelines and Code of Business Conduct and Ethics of the Company and oversee compliance with such Guidelines and Code.

Membership

The Committee shall consist of at least three members. No current officer of the Company may serve on the Nominating and Corporate Governance Committee. The Board shall recommend nominees for appointment to the Committee annually and as vacancies or newly created positions occur. Committee members shall be appointed by the Board and may be removed by the Board at any time.

Authority and Responsibilities

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

Board/Committee Nominees

- The Committee shall oversee searches for and identify qualified individuals to fill any independent director positions on the Company's Board of Directors.
- The Committee shall establish criteria for Board and Board committee membership, including as to director independence, and shall recommend individuals to fill any independent director positions for membership on the Company's Board of Directors and directors for appointment to the committees of the Board. At no time shall the Committee take action that contravenes the Shareholders' Agreement dated December 21, 2000 between the Company and the stockholders named therein or in joinder agreements thereto, as amended from time to time. In making its recommendations, the Committee shall:
 - review candidates' qualifications for membership on the Board or a committee of the Board (including, where applicable, making a specific determination as to the independence of each candidate) based on the criteria established by the Committee (and taking into account the enhanced independence and financial expertise standards that may be required under law or stock exchange rules for audit committee membership purposes);
 - in evaluating current directors for re-nomination to the Board or re-appointment to any Board committees, assess the performance of such director;
 - as necessary or as the Committee deems advisable, review the composition of the Board and its committees in light of the current challenges and needs of the Board and each committee, and determine whether it may be appropriate to add or remove individuals after considering issues of judgment, diversity, age, skills, background and experience;
 - consider rotation of committee members and committee Chairmen; and
 - consider any other factors that are set forth in the Company's Corporate Governance Guidelines or are deemed appropriate by the Committee.

Corporate Governance Matters

- The Committee shall develop and recommend to the Board the Corporate Governance Guidelines and Code of Business Conduct

and Ethics for the Company. The Committee shall review and reassess the adequacy of such Corporate Governance Guidelines and Code of Business Conduct and Ethics as often as necessary or advisable as determined by the Committee and recommend any proposed changes to the Board.

- The Committee shall be responsible for any tasks assigned to it in the Company's Corporate Governance Guidelines.
- The Committee shall oversee compliance with the Company's Corporate Governance Guidelines and Code of Business Conduct and Ethics and report on such compliance to the Board. The Committee shall also review and consider any requests for waivers of the Company's Corporate Governance Guidelines or Code of Business Conduct and Ethics for the Company's directors, executive officers and other senior financial officers, and shall make a recommendation to the Board with respect to such request for a waiver.
- The Committee shall review potential conflicts of interest involving directors and shall determine whether such director or directors may vote on any issue as to which there may be a conflict.

Reporting to the Board

- The Committee shall report to the Board as often as necessary or advisable as determined by the Committee or as requested by the Board. This report shall include a review of any recommendations or issues that arise with respect to Board or committee nominees or membership, Board performance, corporate governance or any other matters that the Committee deems appropriate or is requested to be included by the Board.
- The Committee shall review and assess the adequacy of this charter and recommend any proposed changes to the Board for approval as often as necessary or advisable as determined by the Committee.

Procedures

The Committee shall meet as often as it determines is appropriate to carry out its responsibilities under this charter.

The Committee has the authority to retain and terminate any search firm assisting the Committee in identifying director candidates, including authority to approve all such search firm's fees and other retention terms. In addition, the Committee has the authority to retain and terminate any compensation consultant assisting the Committee in the evaluation of director compensation, including

authority to approve all such compensation consultant's fees and other retention terms.

The Committee may delegate its authority to subcommittees when it deems appropriate and in the best interests of the Company.