



**BOARD OF DIRECTORS
OF
FIRST SOLAR, INC.
NOMINATING AND GOVERNANCE COMMITTEE CHARTER**

I. PURPOSE OF THE NOMINATING AND GOVERNANCE COMMITTEE

The Nominating and Governance Committee (the “Committee”) of the Board of Directors (the “Board”) of First Solar, Inc. (the “Company”) shall (i) establish Board membership criteria; (ii) identify qualified and diverse individuals to become Board members consistent with such criteria and select the director nominees for the next annual meeting of stockholders; (iii) develop and recommend to the Board a set of principles of corporate governance; and (iv) facilitate the annual review of the performance of the Board and its committees.

II. COMPOSITION

The members of the Committee shall (i) meet the independence requirements of the listing standards of the Nasdaq Stock Market (the “Nasdaq”), (ii) qualify as “Non-Employee Directors” for purposes of Rule 16b-3 promulgated under the Securities Exchange Act of 1934, as amended, and (iii) qualify as “outside directors” for purposes of Section 162(m) of the Internal Revenue Code of 1986, as amended, taking into account any exemptions therein. The members of the Committee shall be appointed by the Board from among its members and shall be subject to removal by the Board. The determination of any member’s qualification to serve on the Committee shall be made by the Board in keeping with the applicable requirements and definitions of the Nasdaq listing standards.

Each member shall serve until his or her successor is duly appointed and qualified or until such member’s resignation or removal by a majority vote of the Board.

III. RESPONSIBILITIES AND DUTIES

The responsibilities of the Committee include the following:

1. Board and Committee Membership

- a. Periodically review with the Board the appropriate size of the Board and the requisite skills and characteristics of its members as set forth below.
- b. It is the intent of the Board that the Board will be comprised of individuals who have distinguished records of leadership and success in their arena of activity and who will make substantial contributions to Board operations and effectively represent the interests of all stockholders.
- c. The Board’s assessment of Board candidates includes, but is not limited to, consideration of: (i) roles and contributions valuable to the business community;

(ii) personal qualities of leadership, character, judgment and whether the candidate possesses and maintains throughout service on the Board a reputation in the community at large of integrity, trust, respect, competence and adherence to the highest ethical standards; (iii) relevant knowledge and diversity of background and experience in such areas as business, technology, finance and accounting, marketing, international business, government and the like; and (iv) whether the candidate is free of conflicts and has the time required for preparation, participation and attendance at all meetings (the “Board Membership Criteria”). A director’s qualifications in light of these criteria is considered at least each time the director is re-nominated for Board membership.

- d. Review the resignation of directors whose principal occupation or business association changes, or other circumstances arise which may raise questions about the director’s continuing qualifications in relation to the Board Membership Criteria referred to above and recommend to the Board what action the Board should take with respect to the resignation.
- e. Periodically review the Board’s committee structure and recommend to the Board any proposed changes thereto.
- f. Annually review and recommend to the Board the appointment of committee members and chairs.
- g. Review and recommend to the Board whether to accept or reject the resignation submitted by a director receiving less than a majority of votes cast with respect to his or her election in an uncontested election of directors, in accordance with the Company’s Amended and Restated Bylaws.

2. Qualified Director Candidates

- a. Identify qualified and diverse individuals that the Committee believes are capable to become Board members in accordance with the Board Membership Criteria set forth above, and recommend that the Board select such nominee or nominees to stand for election at the next meeting of stockholders of the Company in which directors will be elected.
- b. In the event there is a vacancy on the Board, identify individuals that the Committee believes are qualified to become Board members in accordance with the Board Membership Criteria set forth above, and recommend to the Board from among such individuals a candidate or candidates for appointment to the Board.
- c. Review and evaluate all stockholder nominees for director (submitted in accordance with the Committee’s policy and the Company’s Amended and Restated Bylaws) in accordance with the Board Membership Criteria set forth above.

3. Corporate Governance

- a. Review the Company’s Corporate Governance Guidelines at least annually, and recommend any proposed changes to the Board for approval.
- b. Develop and recommend to the Board standards to be applied in making determinations on the types of relationships that constitute material relationships between the Company and a director for purposes of determining director

independence.

- c. Periodically review and recommend to the Board proposed changes to the Company's Amended and Restated Certificate of Incorporation and its Amended and Restated Bylaws.
 - d. Review stockholder proposals relating to corporate governance matters and recommend to the Board the Company's response to such proposals.
 - e. Periodically review the Board Membership Criteria and recommend any proposed changes to the Board for approval.
 - f. Periodically review the Company's political activity program.
 - g. Review any requests from a Section 16 officer of the Company to join the board of a for-profit entity.
4. Board and Committee Self-Assessment. Develop and recommend to the Board for its approval an annual self-assessment process of the Board and its committees and oversee the process. Based on this process, the Board will make an assessment reviewing areas in which the Board and/or the Company's management believe improvements could be made to increase the effectiveness of the Board.
5. Miscellaneous Matters.
- a. Assess whether to recommend to the Board that it establish a director retirement policy. If applicable, periodically review and recommend any changes to the director retirement policy to the Board for approval.
 - b. Review, as appropriate, the Company's practices with respect to director orientation and continuing education.
6. Meetings, Reports, Charter Review, Performance Evaluation and Outside Advisors
- a. Review and reassess the adequacy of this Charter at least annually and submit any changes to the Board for approval.
 - b. Conduct an annual performance evaluation of the Committee.
 - c. The Committee shall have the sole authority to retain and terminate search firms to assist in identifying director candidates. The Committee shall have sole authority to approve related fees and retention terms.
- B. Structure and Operations. The Committee shall designate one member of the Committee to act as its chairperson. The Committee shall meet in person or telephonically with such frequency and at such times and places as may be determined by the Committee chairperson, with further actions to be taken by unanimous written consent when deemed necessary or desirable by the Committee or its chairperson. A majority of the members shall constitute a quorum. A majority of the members present shall decide any matter brought before the Committee. The chairperson, with input from the other members of the Committee and, where appropriate, management, shall set the agendas for Committee meetings.

The Committee may request that any directors, officers or other employees of the Company, or any other persons whose advice and counsel are sought by the Committee, attend any meeting of the Committee to provide such pertinent information as the Committee requests. The Committee may exclude from its meetings any persons as it deems appropriate.

The Committee may form and delegate authority to subcommittees.

The Committee shall maintain minutes or other records of its meetings. Unless otherwise designated by the Committee, the Corporate Secretary of the Company, or an Assistant Corporate Secretary, shall serve as secretary to the Committee.

The Committee shall give regular reports to the Board on these meetings and such other matters as required by this Charter or as the Board shall from to time specify. Reports to the Board may take the form of oral reports by the chairperson of the Committee or any other member of the Committee designated by the Committee to give such report.

Except as expressly provided in this Charter, the Company's Amended and Restated Bylaws or the Company's Corporate Governance Guidelines, or as required by law, regulation or Nasdaq Stock Market listing standards, the Committee shall set its own rules of procedure.