



Audit Committee Charter

I. PURPOSE OF THE AUDIT COMMITTEE

The purpose of the Audit Committee (the "**Committee**") of the Board of Directors (the "**Board**") of First Solar, Inc. (the "**Company**") shall be to:

- assist the Board in monitoring (i) the integrity of the financial statements and system of internal controls of the Company, (ii) the qualifications, performance and independence of the independent auditor, (iii) the performance of the Company's internal audit function and (iv) the Company's compliance with regulatory and legal requirements;
- prepare the report required by the rules of the Securities and Exchange Commission (the "SEC") to be included in the Company's annual proxy statement;
- satisfy themselves that the Company's financial statements are complete, accurate and in accordance with generally accepted accounting principles and fairly present the financial position and risks of the Company; and
- provide the Board with such information and materials as it may deem necessary to make the Board aware of significant financial matters that require the attention of the Board.

II. COMPOSITION

A. Composition.

The Committee shall be comprised of three (3) or more "independent" directors as determined by the Board. The members of the Committee shall be appointed by the Board annually on the recommendation of the Nominating and Corporate Governance Committee, and shall serve until their successors are duly elected and qualified. The members of the Committee shall designate a Chair by majority vote of the full Committee membership.

B. Qualifications.

Each member of the Committee shall be determined by the Board to be "independent" and to satisfy the additional independence standards for audit committee service under the listing standards of the Nasdaq Global Market, the requirements set forth in the Securities Exchange Act of 1934, as amended (the "Exchange Act"), and the applicable rules and regulations of the SEC, in each case as in effect from time to time. Each member of the Committee shall be able to read and understand fundamental financial statements, including the Company's balance sheet, income statement and cash flow statement, and not have participated in the preparation of the financial statements of the Company or any subsidiary at any time during the past three years. At least one member of the Committee shall be an "audit committee financial expert" as determined by the Board and as required by the rules and regulations of the SEC.

C. Compensation.

No member of the Committee may receive any compensation from the Company other than (i) fees paid to directors for service on the Board (including customary perquisites and other benefits that all directors receive), (ii) additional fees paid to directors for service on a committee of the Board or as the chairperson of any committee and (iii) a pension or other deferred compensation for prior service that is not contingent on future service on the Board.

III. MEETINGS; VOTING; MINUTES

A. Meetings.

The Committee shall meet in person or telephonically at least quarterly, or more frequently as it determines. As part of its responsibility to foster open communication, the Committee shall meet in separate executive sessions at least (i) annually with each of management and the internal auditors and (ii) quarterly with the independent accountants, in each case to discuss any matters that the Committee or such group believes should be discussed privately. The Committee may hold additional formal or informal meetings or consultations with any officer or employee of the Company at the discretion of the Committee or the Chair.

B. Voting.

Each member of the Committee shall be entitled to one vote. A majority of the members of the Committee shall constitute a quorum for any meeting, and the majority of the members present shall decide any matter brought before the Committee.

C. Minutes.

The Committee shall maintain minutes of its meetings, which minutes will be filed with the minutes of the meetings of the Board.

IV. RESPONSIBILITIES AND DUTIES

The Committee shall be responsible for and perform the following functions:

A. General.

The Committee's responsibilities consist of the following:

- Review and update this charter at least annually and cause it to be attached as an appendix to the proxy statement every three years, at a minimum.
- Perform an annual evaluation of the performance of the Committee.
- Report regularly to the Board on the performance of the Committee's responsibilities and duties, as well as any issues that arise with respect to the quality or integrity of the Company's financial statements and internal controls, the Company's compliance with legal or regulatory requirements, the performance and independence of the Company's independent auditors or the performance of the internal audit function.
- Review and discuss with management and the independent auditors the Company's Form 10-Q report prior to its filing, and the results of the independent auditors' review of interim financial information pursuant to Statement on Auditing Standards 61. Such meeting shall include a review and discussion of the Company's disclosures under "Management's Discussion and Analysis of Financial Condition and Results of Operations".
- Meet to review and discuss with management and the independent auditors the Company's Annual Report on Form 10-K prior to its filing, including the financial statements contained therein and the Company's disclosures under "Management's Discussion and Analysis of Financial Condition and Results of Operations", and recommend to the Board whether the audited financial statements should be included in the Company's annual report on Form 10-K.
- Discuss the Company's earnings press releases, as well as financial information and earnings guidance provided to analysts, rating agencies or the investing public. Discussions of earnings press releases as well as financial information and earnings guidance may be done generally (i.e., discussion of the types of information to be disclosed and the type of presentation to be made).
- Review and approve all reports and disclosure with respect to matters related to the Committee required to be included in the Company's proxy statement pursuant to applicable rules and regulations of the SEC.
- Review the Company's system of internal controls and discuss with management any material issues as to the adequacy of the Company's internal controls and any special steps adopted in light of material control deficiencies.
- Discuss with management and the independent auditors significant financial reporting issues and judgments made in connection with the preparation of the Company's financial statements.
- Review with the independent auditors (i) all critical accounting policies and practices used, (ii) their judgments about the appropriateness, not just the acceptability, of accounting principles and financial disclosure practices used or proposed to be adopted by management, (iii) all alternative treatments of financial information within generally accepted accounting principles that have been discussed with management, including the ramifications of the use of such alternative treatments, and the treatment preferred by the auditor and (iv) other material written communications between the independent auditor and management, such as any management letter or schedule of unadjusted differences.
- Discuss with management and the independent auditor the effect on the Company's financial statements of any regulatory or accounting initiatives or any off-balance sheet structures.
- Review the disclosures and certifications of the Company's Chief Executive Officer and Chief Financial Officer under Sections 302 and 906 of the Sarbanes-Oxley Act of 2002.
- The Committee shall have the authority to retain such outside counsel, experts and other advisors as it determines appropriate to assist in the full performance of its functions and the Committee shall receive appropriate funding, as determined by the Committee, for payment of compensation to such counsel, experts and other advisors; and the Committee shall have reasonable access to employees, consultants and agents of the Company and access to the books and records of the Company necessary to perform the duties of the Committee.

B. Independent Auditors.

The independent auditors for the Company are accountable, and report directly, to the Committee. The Committee shall have the sole authority to (i) retain, evaluate and terminate the Company's independent auditors, (ii) approve all fees and other compensation paid to the auditors and (iii) resolve any disagreements between management and the independent auditors

regarding financial reporting. The Committee shall pre-approve all auditing and permitted non-auditing services of the independent auditors, subject to de minimis exceptions for non-audit services described in Section 10A(i)(1)(B) of the Securities Exchange Act of 1934 that are approved by the Committee prior to completion of the audit. The Committee may form, and delegate authority to, subcommittees consisting of one or more members when appropriate, including the authority to grant pre-approvals of audit and permitted non-audit services, provided that decisions of such subcommittee to grant pre-approvals shall be presented to the full Committee at its next scheduled meeting.

The Committee shall review the performance of the independent auditors and shall:

- Ensure that the independent auditors submit to the Committee at least annually a formal written statement describing all relationships between the independent auditors and the Company, including each non-audit service provided to the Company and the matters set forth in Independence Standards Board Standard No. 1 (Independence Discussions with Audit Committees).
- Obtain and review a report from the independent auditor at least annually regarding (a) the independent auditor's internal quality control procedures, (b) any material issues raised by the most recent internal quality control review, or peer review, of the firm, or by any inquiry of investigation by governmental or professional authorities within the preceding five years respecting one or more independent audits carried out by the firm, (c) any steps taken to deal with such issues and (d) all relationships between the independent auditor and the Company or its executive officers.
- Review and evaluate the qualifications, performance and independence of the independent auditors and the lead audit partner of the independent auditors, including whether the auditor's quality controls are adequate and the provision of any permitted non-audit services is compatible with maintaining the auditor's independence, in each case taking into account the opinions of management and the independent auditors. The Committee shall present its conclusions with respect to the independent auditors and the lead audit partner of the independent auditors to the Board not less frequently than annually.
- Assure the regular rotation of the lead audit partner as required by Section 10A(j) of the Securities Exchange Act of 1934.
- Review and discuss with the independent auditor the annual audit plan the scope of the audit, and review and discuss the results of the audit prior to releasing year-end earnings.
- Consider and review with the independent auditor the matters required to be discussed by generally accepted auditing standards.
- Discuss with external auditors significant consultations on matters that otherwise are required to be disclosed to the audit committee and made with the external auditor's national office.
- Review and pre-approve requests for any management consulting engagement with the independent auditors. Set clear hiring policies for employees or former employees of the independent auditors and confirm with management prior to the initiation date of each audit that the Company has not hired any such person in the past year in violation of Section 10A (1) of the Exchange Act.
- Discuss with the independent auditors the matters required to be discussed pursuant to Statement on Auditing Standards No. 61, including management's adoption and/or application of, or changes to, the Company's significant auditing and accounting principles and practices, any difficulties encountered in the audit, any restrictions on the scope of the activities or access to requested information and any significant disagreements with management, and, in each case, management's responses thereto. Obtain from the independent auditor assurance that it is not aware of any illegal act required to be reported to the Committee under Section 10A(b) of the Exchange Act.

C. Internal Audit.

The Committee shall:

- Review and concur in the appointment, replacement, dismissal, compensation and performance review of the senior internal audit executive as well as any firm providing internal audit services. Discuss with the internal auditor and management the internal audit department responsibilities, budget and staffing and any recommended changes to the planned scope of internal audit projects.
- Review the internal audit function of the Company including its competence and objectivity and the independence and authority of its reporting obligations, the proposed audit plan for the coming year including intended levels of support and the coordination of such plans with the independent auditors and the firm providing internal audit services.
- Assist the Board in its oversight of the performance of the senior internal audit executive and the Company's internal audit function.
- Review significant reports prepared by the internal audit department together with management's responses and follow-up to those reports.

D. Legal Compliance.

The Committee shall:

- At least quarterly, review with Company counsel any legal matters that could have significant impact on the Company's financial statements or its compliance with applicable laws and regulations.
- Assist the Board in its oversight of the Company's compliance with legal and regulatory requirements.

E. Other Matters.

The Committee shall:

- Annually prepare a report to shareholders as required by the Commission for inclusion in the Company's annual proxy statement.
- Review and discuss with management the Company's major financial risk exposures and the steps management has taken to monitor and control such exposures, including the Company's risk assessment and risk management programs.
- Review and approve all related party transactions to ensure that they are on such terms, which, in the judgment of the Committee, are no less favorable to the Company than could be obtained from unaffiliated parties.
- Monitor and review annually the Company's compliance with its Code of Business Conduct and Ethics.
- Review the policies and procedures with respect to officers' expense accounts and perquisites, and consider the results of any review of the areas by the internal auditors.
- Discuss with management any correspondence with regulators or governmental agencies or any published reports, in each case, which raise material issues regarding the Company's financial statements or accounting policies.
- Form, and delegate authority to, subcommittees when it deems appropriate.
- Establish procedures for: (i) the receipt, retention, and treatment of complaints received by the Company from its employees regarding accounting, internal accounting controls, and auditing matters; and (ii) the confidential, anonymous submission by employees of concerns regarding questionable accounting or auditing matters.
- Perform such other functions as may be necessary or appropriate under law, the Company's Charter or By-Laws or as directed by the Board.