



**BOARD OF DIRECTORS
OF
FIRST SOLAR, INC**

**Charter of the Lead Independent
Director**

I. Purpose of the Lead Independent Director

The Board of Directors (the “Board”) of First Solar, Inc. (the “Company”) has determined it to be useful and appropriate to designate an independent non-management Director to coordinate the activities of the other independent Directors, and perform such other duties and responsibilities as the Board may determine, when the Chairman of the Board (“Chairman”) is an officer of the Company or the Board otherwise determines the Chairman is not independent.

II. Qualification of the Lead Independent Director

Subject to Section I, the Board will annually elect an independent Director to serve in a lead capacity (the “Lead Independent Director”). His or her service on outside boards shall be taken into consideration, among other factors, due to the demands required of the role. The Lead Independent Director is generally expected to serve for more than one year.

III. Responsibilities, Duties and Powers

The responsibilities, duties and powers of the Lead Independent Director are as follows:

• **Presides at Executive Sessions/Committee Meetings**

Presides at all meetings of the Board at which the Chairman is not present, including executive sessions of the independent Directors.

Serves as an ex-officio member of each committee and will attend meetings of the various committees regularly.

• **Calls Meetings of Independent Directors**

Has the authority to call meetings of the independent Directors, and shall call such meetings no less frequently than as specified in the Company’s Corporate Governance Guidelines.

- **Functions as Liaison with the Chairman and CEO**

Serves as liaison between the independent Directors and the Chairman and Chief Executive Officer.

- **Approves provision of information to the Board**

Contributes to, and approves of, meeting agendas.

Facilitates the Board's approval of the number and frequency of Board meetings, and approves meeting schedules to ensure that there is sufficient time for discussion of all agenda items.

Coordinates on the information sent to the Board, including the quality, quantity and timeliness of such information.

- **Authorizes Retention of Outside Advisors and Consultants**

Authorizes the retention of outside advisors and consultants who report directly to the independent Directors or the Board on board-wide issues.

- **Stockholder Communication**

Is regularly apprised of inquiries from stockholders and involved in correspondence responding to these inquiries when appropriate.

If requested by stockholders or other stakeholders, ensures that he/she is available, when appropriate, for consultation and direct communication.