BOARD OF DIRECTORS

OF

FIRST SOLAR, INC.

AUDIT COMMITTEE CHARTER

I. PURPOSE OF THE AUDIT COMMITTEE

The Audit Committee (the "Committee") of the Board of Directors (the "Board") of First Solar, Inc. (the "Company") shall

- assist the Board in monitoring (i) the integrity of the financial statements, (ii) the effectiveness of the Company's internal control over financial reporting ("ICFR") and disclosure controls and procedures, (iii) the qualifications, performance and independence of the independent auditor, (iv) the performance of the Company's internal audit function, (v) the processes and procedures relating to risk assessment and risk management of financial and disclosure control-related, as well as reporting-related, matters and (vi) the Company's compliance with regulatory and legal requirements (including U.S. federal securities laws) regarding the preceding matters;

- 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;

- oversee the integrity of the Company's financial statements are complete, accurate and in accordance with U.S. generally accepted accounting principles ("GAAP") 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 in accordance with II.B. "Qualifications." below. The members of the Committee shall be appointed by the Board annually on the recommendation of the Nominating and Governance Committee, and shall serve until their successors are duly elected and qualified. One member of the Committee will be appointed by the Board as Chair, upon recommendation of the Nominating and Governance Committee.

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 or by video conference 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 and review the results of such annual evaluation, including by making any changes in response to such annual evaluation if applicable.

- 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. 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 ICFR and disclosure controls and procedures and discuss with management (including the senior internal audit executive) any material issues as to the adequacy of the Company's internal controls and any special steps adopted in light of material control deficiencies, including controls relating to the use of artificial intelligence and other automated tools in the preparations of financial statements and public disclosures.

- Review and discuss with management and the independent auditors the Company's ICFR, including (i) management's annual assessment of the effectiveness of ICFR pursuant to Section 404(a) of the Sarbanes-Oxley Act and (ii) the independent auditor's attestation report on ICFR pursuant to Section 404(b) of the Sarbanes-Oxley Act; discuss any identified material weaknesses and significant deficiencies, including their root causes, and oversee management's remediation plans and progress.

- Discuss with management (including the senior internal audit executive) and the independent auditors the Company's processes and procedures relating to assessment and management of financial, disclosure and reporting risks, 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 GAAP that have been discussed with management, including the ramifications of the use of such alternative treatments, and the treatment preferred by the auditor, (iv) all communications with the Committee and the independent auditor regarding certain matters related to the conduct of the audit pursuant to PCAOB Auditing Standard 1301 and (v) 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 as well as the Company's controls and processes surrounding such disclosures and certifications.

- Review with management any use of non-GAAP financial measures disclosed in any of the Company's SEC filings, if applicable.

- 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, in advance (or, where permitted under the rules and regulations of the SEC, subsequently) all auditing services and permitted non-audit services to be performed by the independent auditor, and approve the scope, procedures and fees for the proposed audit for the current year 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 Exchange Act that are approved by the Committee prior to completion of the audit. The Committee may, in its discretion, form subcommittees and delegate all or a portion of its duties, responsibilities and authority to such subcommittees,

consisting of one or more members when appropriate, or to any member of the Committee, 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:

- Receive and review, at least annually, a formal written statement describing all relationships between the independent auditors and the Company, including any non-audit service provided to the Company and the matters set forth in the applicable standards established from time to time by the Public Company Accounting Oversight Board (the "PCAOB**"**) and Rule 2-07 of Regulation S-X promulgated by the SEC; discuss with the independent auditor the impact of such relationships and services on the auditors' independence; and evaluate and conclude as to the independence of the independent auditor.

- Obtain and review a report from the independent auditor at least annually regarding (i) the independent auditor's internal quality control procedures, (ii) 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, (iii) any steps taken to deal with such issues and (iv) all relationships between the independent auditor and the Company or its executive officers. Receive from the independent auditor, in accordance with applicable professional standards, prompt written communication if the Company's audit is selected for PCAOB inspection, and discuss any related inspection findings or matters with the independent auditor.

- Review and evaluate at least annually 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.

- Ensure the regular rotation of the lead audit partner as required by Section 10A(j) of the Exchange Act or the PCAOB or any other applicable legislation.

- Review and discuss with the independent auditor the annual audit plan and the scope of the audit, and review and discuss the results of the audit prior to releasing year-end earnings.

- Review the scope, conduct and findings of any financial or internal control-related audit performed by the independent auditor, including, if applicable, any critical audit matters, or CAMs, that have been identified by the independent auditor in connection with its audit of the Company's annual financial statements for the current audit period and any other significant matters that arose or difficulties encountered by the independent auditor.

- Consider and review with the independent auditor the matters required to be discussed by generally accepted auditing standards, including by engaging with management and the independent auditor during the implementation process of new accounting standards.

- Discuss with independent auditors significant consultations on matters that otherwise are required to be disclosed to the audit committee and made with the independent auditor's national office.

- Review and pre-approve all audit and permissible non-audit services to be provided by the independent auditor, in accordance with applicable laws and regulations, and establish policies and procedures for such pre-approval. 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 of the Exchange Act.

- Discuss with the independent auditors 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.

- Discuss with the independent auditors the matters required to be discussed in accordance with applicable standards established from time to time by the SEC or the PCAOB or pursuant to applicable law or listing standards.

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.

- Approve annually the proposed audit plan for the coming year and all significant changes to the plan, 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.

- Approve annually the Internal Audit Charter.

- Review the effectiveness of the internal audit function, including conformance with The Institute of Internal Auditor’s the Definition of Internal Auditing, Code of Ethics and the International Standards for Professional Practice of Internal Auditing.

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. Cybersecurity

The Committee shall:

- Oversee the Company's management of cybersecurity risks and assist the Board in its oversight of such risks, consistent with the Board's allocation of cybersecurity risk oversight responsibilities.

- Review and discuss with management the integration of the Company's cybersecurity controls and procedures into the Company's overall risk management systems and processes.

- Review and discuss with management the Company's cybersecurity disclosures, including those included in the Company's Annual Report on Form 10-K (including disclosures required by Item 106 of Regulation S-K) and any material cybersecurity incident disclosures, including the determination of materiality and related disclosures under Form 8-K, Item 1.05.

- Review and discuss with management the Company's response to material cyber incidents, including:

  - disclosure considerations, including, but not limited to, disclosures to the SEC, law enforcement, government agencies, vendors, customers, employees and other potentially affected persons; and

  - the engagement of forensic and other technology experts to ascertain the extent of the incident, remediation of the incident and other remedial and responsive actions to prevent or mitigate future incidents.

- Receive periodic reports, at least quarterly (and more frequently as appropriate), from the Company's Chief Information Security Officer (or equivalent) regarding the Company's cybersecurity risk profile, controls, incident preparedness and response, and any significant cybersecurity incidents.

F. Other Matters.

The Committee shall:

- Annually prepare a report to shareholders as required by the SEC for inclusion in the Company's annual proxy statement.

- Review and discuss with management the Company's major financial risk exposures, including those relating to treasury activities, liquidity, cash management, investments, financing arrangements, and insurance programs (including the adequacy of coverage), as well as information security risks (including cybersecurity) and the steps management has taken to monitor, control and limit such exposures and risks, including the Company's risk assessment and risk management programs.

- Review and discuss with management the Company's significant tax matters and tax strategy, including material tax risks and exposures, the impact of enacted or emerging tax legislation, regulations, and policy developments on the Company's operations and financial results, opportunities to enhance tax efficiency and reduce the Company's effective tax rate, and the related accounting treatment and disclosures in the Company's financial statements.

- Prior to the Company entering into any related person transaction required to be disclosed pursuant to Item 404 of Regulation S-K promulgated by the SEC (such transaction being a "Related Person Transaction") review and approve such transaction 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. The Committee shall also review and report to the Board any questions of possible conflict of interest involving Board members, members of senior management or their immediate families. For purposes of this duty, the terms "transaction" and "related person" shall have the meanings contained in Item 404 of Regulation S-K of the rules of the SEC.

- 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.

- Establish procedures for: (i) the receipt, retention, and treatment of complaints received by the Company regarding accounting, internal accounting controls, and auditing matters; and (ii) the confidential, anonymous submission by employees of concerns regarding questionable accounting or auditing matters.

- Promote an environment that supports the integrity of the financial reporting process and the independence of the audit.

- 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.

G. Limitation of Responsibility

While the Committee has the responsibilities set forth in this charter, the Committee recognizes that the Company's consolidated financial statements are the responsibility of management, not the Committee. Furthermore, the independent auditor is responsible for planning and conducting the

annual audit to determine (i) whether the Company's annual consolidated financial statements present fairly, in all material respects, the financial position of the Company in accordance with accounting principles generally accepted in the United States of America; and (ii) whether the Company maintained, in all material respects, an effective ICFR and disclosure controls and procedures.