

## **AUDIT COMMITTEE CHARTER**

Adopted by the Board of Directors of  
Lam Research Corporation

### ***Purpose:***

The purpose of the audit committee of the board of directors of Lam Research Corporation is to oversee the accounting and financial reporting processes of the Company and the audits of its financial statements. The audit committee is not responsible, however, for planning or conducting audits, or determining whether the Company's financial statements are complete and accurate or in accordance with generally accepted accounting principles.

### ***Composition:***

The audit committee shall be composed of three or more directors, as determined by the board of directors, each of whom shall be independent, as defined by current laws, rules and regulations applicable to the Company and shall meet the independence and financial literacy requirements of NASDAQ, and at least one of whom shall have past employment experience in finance or accounting, requisite professional certification in accounting, or any other comparable experience or background which results in the individual's financial sophistication, including being or having been a chief executive officer, chief financial officer or other senior officer with financial oversight responsibilities.

### ***Responsibilities***

1. Appoint and provide for the compensation a registered public accounting firm to serve as the Company's independent auditor, oversee the work of the independent auditor (including resolution of any disagreements between management and the independent auditor regarding financial reporting), evaluate the performance of the independent auditor and, if so determined by the audit committee, replace the independent auditor; it being acknowledged that the independent auditor is ultimately accountable to the board of directors and the audit committee, as representatives of the stockholders.
2. Ensure the receipt of, and evaluate, the written disclosures and the letter that the independent auditor submits to the audit committee regarding the auditor's independence in accordance with Independence Standards Board Standard No. 1, discuss such reports with the auditor, oversee the independence of the independent auditor, and, if so determined by the audit committee in response to such reports, take appropriate action to address issues raised by such evaluation.
3. Discuss with the independent auditor the matters required to be discussed by SAS 61, as it may be modified or supplemented.
4. Instruct management, the independent auditor and the internal auditor (if any) that the committee expects to be informed if there are any subjects that require special attention or if they perceive any significant weaknesses in the company's information and reporting systems.
5. Instruct the independent auditor to report to the audit committee on all critical accounting

policies of the Company, all alternative treatments of financial information within generally accepted accounting principles that have been discussed with management, ramifications of the use of such alternative disclosures and treatments and the treatment preferred by the auditors, and other material written communications between the auditors and management.

6. Meet with management and the independent auditor to discuss the annual financial statements and the report of the independent auditor thereon, and to discuss significant issues encountered in the course of the audit work, including restrictions on the scope of activities, access to required information, the adequacy of internal financial controls; the adequacy of disclosure of off-balance sheet transactions, arrangements, obligations and relationships in reports filed with the Securities Exchange Commission
7. Review the management letter delivered by the independent auditor in connection with the audit.
8. Following such review and discussions, if so determined by the Committee, recommend to the Board of Directors that the annual financial statements be included in the Company's annual report.
9. Meet quarterly with management and the independent auditor to discuss the quarterly financial statements prior to the filing of the Form 10Q; provided that this responsibility may be delegated to the chairman of the audit committee or a member of the audit committee who is a financial expert
10. Meet at least once each year in separate executive sessions with management, the internal auditor (if any) and the independent auditor to discuss matters that any of them or the committee believes could significantly affect the financial statements and should be discussed privately.
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11. Review significant changes to the company's accounting principles and practices proposed by the independent auditor, the internal auditor (if any) or management.
12. Review the scope and results of internal audits (if any).
13. Evaluate the performance of the internal auditor (if any) and, if so determined by the audit committee, recommend replacement of the internal auditor.
14. Conduct or authorize such inquiries into matters within the committee's scope of responsibility as the committee deems appropriate.
15. Provide minutes of audit committee meetings to the board of directors, and report to the board of directors on any significant matters arising from the committee's work.
16. At least annually, review and reassess this charter and, if appropriate, recommend proposed changes to the board of directors.
17. Prepare the report required by the rules and regulations of the Securities and Exchange Commission to be included in the company's annual proxy statement.
18. Establish a procedure for receipt, retention and treatment of any complaints received by the

Company about its accounting, internal accounting controls or auditing matters and for the confidential and anonymous submission by employees of concerns regarding questionable accounting or auditing matters.

19. Approve, in accordance with and in a manner consistent with the laws, rules and regulations applicable to the Company, all professional services to be provided to the Company by its independent auditor. The committee may adopt policies and procedures for the approval of the such services which may include delegation of authority to a designated member or members of the committee to approve such services so long as any such approvals are disclosed to the full committee at its next scheduled meeting.

20. Review and approve all related party transactions.

### ***Authority***

By adopting this Charter, the Board of Directors delegates to the audit committee full authority, in its discretion, to:

1. Perform each of the responsibilities of the committee described above.
2. Appoint a chair of the committee unless a chair is designated by the board.
3. Engage independent counsel and other advisers as the committee determines necessary to carry out its responsibilities.
4. Cause the officers of the Company to provide such funding as the committee shall determine to be appropriate for the payment of compensation to the Company's independent auditor and any legal counsel or other advisers engage by the committee, and payment of ordinary administrative expenses of the audit committee that are necessary or appropriate in carrying out its duties.