

Affymetrix, Inc.
Audit Committee Charter

(Adopted June 8, 2000)
(Amended April 10, 2003, February 27, 2004 and April 21, 2005)

1.0 Organization

This charter governs the operations of the Audit Committee. The committee shall review the charter and conduct a self-evaluation at least annually and communicate the results to the Nominating and Corporate Governance Committee. The Audit Committee shall consist of at least three members, comprised solely of independent directors meeting the independence and experience requirements of NASDAQ and the Sarbanes-Oxley Act. At least one member shall qualify as an “audit committee financial expert”, as defined by the rules and regulations of the Securities and Exchange Commission (“SEC”), and shall possess the experience or background required by the rules and regulations of the NASDAQ. The Nominating and Corporate Governance Committee shall recommend nominees for appointment to the Audit Committee annually and as vacancies or newly created positions occur. Audit Committee members shall be appointed by the Board and may be removed by the Board at any time. The Nominating and Corporate Governance Committee shall recommend to the Board, and the Board shall designate, the Chair of the Audit Committee.

2.0 Statement of Policy

The Audit Committee shall exist as a committee of the Board of Directors to assist it in fulfilling its oversight responsibility to the stockholders, potential stockholders, the investment community, and others for the Company’s financial statements and the financial reporting process and the systems of internal accounting and financial controls. In so doing, it is the responsibility of the committee to maintain free and open communication among the committee members, the independent registered public accounting firm, the internal auditors and management of the Company and take such actions as it deems appropriate in discharging its oversight role.

3.0 Responsibilities and Processes

The primary responsibility of the Audit Committee is to oversee the Company’s financial reporting process on behalf of the Board and report the results of their activities to the Board. Management is responsible for preparing the Company’s financial statements, and the independent registered public accounting firm is responsible for auditing those financial statements and annually auditing management’s assessment of the effectiveness of the Company’s internal control over financial reporting. The committee should take the appropriate actions to meet the specific responsibilities outlined below and to promote quality financial reporting, sound business risk practices, and ethical behavior. The following shall be the principal recurring processes of the Audit Committee in carrying out its oversight responsibilities. The processes are set forth as a guide with the understanding that the committee may change them as appropriate, provided that any such changes will be consistent with the requirements of the Sarbanes-Oxley Act, the rules and regulations of the SEC and the NASDAQ, and all applicable accounting guidelines and standards.

- The committee shall have a clear understanding with management and the independent registered public accounting firm that the independent registered public accounting firm is ultimately accountable to the Board and the Audit Committee, as representatives of the Company’s stockholders. The committee shall assess the independence of the registered public accounting firm based upon (a) its review of the formal written statement of the registered public accounting firm delineating all relationships between the registered public accounting firm and the Company as required by the Independence Standards Board Standard 1 and (b) its discussion with the registered public accounting firm of any relationships or services that may impact their objectivity and independence. The committee shall take or recommend that the full Board take appropriate action to oversee the independence of the outside registered public accounting firm.

- Annually, the committee shall review financial management's recommendation with respect to changes in the independent registered public accounting firm and bring a full recommendation to the Board regarding the selection of the Company's independent registered public accounting firm (subject, if applicable, to stockholder ratification). The committee shall have the ultimate authority and responsibility to evaluate and, when appropriate, recommend to the Board the replacement of the independent registered public accounting firm.
- The committee has the sole authority to appoint, retain, oversee, compensate and terminate the independent registered public accounting firm of the Company (subject, if applicable, to stockholder ratification), including sole authority to approve all audit engagement fees and terms and permissible non-audit services to be provided by the independent registered public accounting firm. The committee shall also be responsible for the resolution of any disagreements between management and the independent registered public accounting firm regarding financial reporting. The committee shall pre-approve the audit services and non-audit services before an accountant is engaged to render such services to be provided by the Company's independent registered public accounting firm. The committee may consult with management in the decision making process, but may not delegate this authority to management. The committee may delegate its authority to pre-approve services to one or more committee members, provided that such designees present any such approvals to the full committee at the next committee meeting.
- The committee shall ensure the regular and timely rotation of the lead and concurring (or reviewing) audit partners of the independent registered public accounting firm and set clear hiring policies for employees or former employees of the independent registered public accounting firm.
- The committee shall discuss with financial management and the independent registered public accounting firm the overall scope and plans for their respective annual audits including the adequacy of staffing and compensation.
- The committee shall discuss with financial management and the independent registered public accounting firm the adequacy and effectiveness of the accounting and financial controls, including the Company's system to monitor and manage business risk where material financial exposure exists.
- The committee shall discuss the results of the annual audit and any other matters required to be communicated to the committee by the independent registered public accounting firm under generally accepted standards including SAS 61. The committee shall have the opportunity to meet as often as may be deemed necessary or appropriate in its judgment with the independent registered public accounting firm in a private session without management present to discuss the results of their annual audit.
- The committee shall review with management and the independent registered public accounting firm the interim financial statements in the Company's Quarterly Reports on Form 10-Q prior to their filing with the SEC. Also, the committee shall discuss the results of the quarterly review and any other matters required to be communicated to the committee by the independent registered public accounting firm under generally accepted auditing standards. The chair of the committee may represent the entire committee for the purpose of this review.
- The committee shall review with management and the independent registered public accounting firm the audited financial statements to be included in the Company's Annual Report on Form 10-K (or the annual report to stockholders if distributed prior to the filing of Form 10-K), including their judgments about the quality, not just acceptability, of accounting principles, the reasonableness of significant judgments, and the clarity of the disclosures in the financial statements. The committee shall recommend to the Board whether, based on the discussions and reviews outlined above, the financial statements should be included in the annual report and the Form 10-K.

- The committee shall review and discuss with management and the auditors a report from the auditors of (a) all critical accounting policies and practices to be used by the Company, (b) all alternative accounting treatments of financial information permitted within GAAP for policies and practices related to material items that have been discussed with management, including the ramifications of using such alternative treatments and disclosures and the treatment preferred by the independent registered public accounting firm; (c) any accompanying management letters, schedules of unreported differences or other material written communications between the independent registered public accounting firm and management; (d) any significant changes in the accounting policies and practices of the Company and (e) any accounting and financial reporting proposals that may have a significant impact on the Company's financial reports.
- The committee shall prepare a report for inclusion in the Company's proxy statement for its annual meeting of stockholders, as required by SEC rules and regulations.
- At least annually, the committee shall evaluate the performance, responsibilities, budget and staffing of the Company's internal audit function and review the internal audit plan.
- The Audit Committee shall establish procedures for: (a) the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls or auditing matters, and (b) the confidential, anonymous submission by employees of the Company of concerns regarding questionable accounting or auditing matters. The Audit Committee shall review any significant complaints regarding accounting, internal accounting controls or auditing matters received pursuant to such procedures.
- The committee is authorized (without seeking Board approval) to retain special legal, accounting or other advisors and may request any officer or employee of the Company or the Company's outside counsel or independent registered public accounting firm to meet with any members of, or advisors to, the committee. The Company shall provide appropriate funding, as determined by the committee, for compensating any such advisers engaged by the committee, for compensating the Company's independent registered public accounting firm and for ordinary administrative expenses of the committee that are necessary or appropriate in carrying out its duties.
- The committee shall meet as often as may be deemed necessary or appropriate in its judgment, either telephonically or in person. In addition, the members of the committee shall meet without management in regular executive sessions with other independent directors.
- At least annually, the committee shall review and assess the adequacy of this charter and, to the extent required by the SEC rules and regulations, cause the Company to publicly file this charter, as then constituted.