



FAIRCHILD SEMICONDUCTOR INTERNATIONAL, INC.

CHARTER OF THE AUDIT COMMITTEE OF THE BOARD OF DIRECTORS

(As Amended through November 20, 2002)

I. Audit Committee Purpose

The audit committee is appointed by the board of directors to assist the board in fulfilling its oversight responsibilities. The audit committee's primary duties and responsibilities are to:

- Monitor the integrity of the company's financial reporting process and systems of internal controls regarding finance, accounting, legal compliance, ethics compliance and public disclosure relating to the foregoing.
- Appoint and oversee the company's independent auditors, who shall report directly to the audit committee. Approve all audit services and permitted nonaudit services to be performed by the independent auditors in accordance with applicable law. Determine the compensation received by the independent auditors, and review their independence and performance.
- Monitor the company's internal auditing function.
- Facilitate communication among the independent auditors, management, the internal auditing function, and the board of directors.
- Monitor compliance by the company and its directors, officers and employees with applicable law and company's code of ethics.

The audit committee has the authority to conduct any investigation appropriate to fulfilling its responsibilities, and it has direct access to the independent auditors as well as anyone in the organization. The audit committee has the ability and authority to retain, at the company's expense, special legal, accounting, or other consultants or experts it deems necessary in the performance of its duties.

II. Audit Committee Composition and Meetings

The audit committee shall be comprised of three or more directors, as determined by the board, each of whom shall be independent nonexecutive directors, free from any relationship that would interfere with the exercise of his or her independent judgment. Audit committee members shall meet the independence and other requirements of the New York Stock Exchange (NYSE), Section 10A of the Securities Exchange Act of 1934, as amended, and the rules and regulations of the Securities and Exchange Commission (SEC). Director's compensation (as disclosed by the company) shall be the sole remuneration for members of the audit committee, and no member of the committee may accept any additional consulting, advisory or other compensatory fee from the company. All members of the committee shall have a basic understanding of finance and accounting practices and be able to read and understand fundamental financial statements, and at least one member of the committee shall have accounting or related financial management expertise. To the extent committee members do not satisfy the definition of "financial expert" under applicable SEC regulations, the committee shall assist in the preparation of and shall approve any related public disclosures.

Audit committee members shall be recommended for membership on the committee by the nominating and governance committee, and appointed to the committee by the full board of directors. If an audit committee chair is not designated or present, the members of the committee may designate a chair by majority vote of the committee membership.

The committee shall meet at least four times annually. Meetings of the committee shall be conducted as the members shall decide. As part of its responsibility to foster open communication, the committee should meet regularly with management, a representative of the internal audit function or the company's internal audit service provider, and the independent auditors, in separate executive sessions to discuss any matters that the committee or each of these groups believes should be discussed privately.

III. Audit Committee Responsibilities and Duties

Review Procedures

1. Review and reassess the adequacy of this charter at least annually. Submit the charter to the board of directors for approval and have the document published in the company's annual proxy statement, on its web site and as otherwise required by SEC regulations or NYSE rules.
2. Review the company's annual audited and quarterly unaudited financial statements, together with the accompanying Management's Discussion and Analysis of Financial Condition and Results of Operations (MD&A) and remainder of the related annual or quarterly report, prior to filing with the SEC. These reviews should include discussions with management and independent auditors of significant issues regarding the reported results, accounting principles, practices and judgments. The committee should be kept informed of and should discuss significant releases of financial information by the company, including periodic releases of financial results and forward-looking guidance.

3. In consultation with the management, the independent auditors, and the internal auditors, consider the integrity of the company's financial reporting processes and controls. Discuss significant financial and nonfinancial risk exposures and the steps management has taken to monitor, control, and report such exposures. Review significant findings prepared by the independent auditors and the internal auditing function together with management's responses.
4. Consider and approve, if appropriate, major changes to the Company's accounting principles as suggested by the independent auditors, management, or the internal audit service provider and any items required to be communicated by the independent auditors in accordance with SAS 61 (see item 9). The chair of the committee may represent the entire audit committee for purposes of this review.

Independent Auditors

5. The independent auditors are directly accountable to the audit committee. The audit committee shall review the independence and performance of the auditors and annually appoint the independent auditors, or discharge the auditors when circumstances warrant. The audit committee has the authority and responsibility to evaluate, select, oversee, compensate and, where appropriate, replace, the independent auditors. The committee shall ensure that the independent auditors' engagement partner rotates at least every five years as required by law.
6. All audit services to be performed by the independent auditor shall be reviewed and approved by the committee. The committee shall not approve, and the independent auditors shall not provide, any non-audit services to the company or its subsidiaries, except for non-audit services (if permitted by applicable law, regulations, and accounting and stock exchange rules) that customarily are, or which reasonably can only be, provided by the independent auditor, such as comfort letters in connection with securities offerings and the like.
7. The audit committee shall resolve disagreements between the independent auditors and management regarding financial reporting in accordance with applicable law, rules and regulations.
8. On at least an annual basis, the committee should review and discuss with the independent auditors all relationships they have with the company that could impair the auditors' independence.
9. Prior to filing the annual financial statements with the SEC, discuss the results of the audit with the independent auditors. Discuss certain matters required to be communicated to the audit committee in accordance with AICPA SAS 61.
10. Consider the independent auditors' judgments about the quality and appropriateness of the company's accounting principles as applied in its financial reporting.
11. On at least an annual basis the committee shall review with the independent auditors, including in executive sessions as the committee deems necessary or desirable, the company's critical accounting policies, including alternative treatments, as well as the discussion of those policies in the company's periodic reports.

12. On at least an annual basis, the committee shall obtain and review a report by the independent auditors describing: the auditors' internal quality-control procedures; any material issues raised by the most recent internal quality-control review, or peer review, of the firm, or by any inquiry or investigation by governmental or professional authorities, within the preceding five years, respecting one or more independent audits carried out by the firm, and any steps taken to deal with such issues; and (to assess the auditor's independence) all relationships between the independent auditors and the company.
13. Establish clear hiring policies for employees or former employees of the independent auditors, which comply with all applicable law.

Internal Audit and Legal Compliance

14. Review and approve the budget, plan, changes in plan, activities, organizational structure, and qualifications of the internal audit function, as needed
15. Review and approve the appointment, performance, and replacement of the internal audit service provider.
16. Review significant reports prepared by the internal audit service provider together with management's response and follow-up to these reports. Review with the independent auditor or service provider any audit problems or difficulties and management's response.
17. Establish and maintain procedures to receive, retain and respond to complaints relating to the committee's areas of responsibility, including but not limited to confidential or anonymous submissions by employees about questionable accounting practices.
18. Meet separately, periodically, with management, with internal auditors (or other personnel responsible for the internal audit function) and with the independent auditors.
19. On at least an annual basis, review with the company's counsel, any legal matters that could have a significant impact on the organization's financial statements, the company's compliance with applicable laws and regulations, and inquiries received from regulators or governmental agencies.

Other Audit Committee Responsibilities

20. Annually prepare a report to stockholders for the annual proxy statement, as required by the SEC.
21. Perform any other activities consistent with or as contemplated by this charter, the company's bylaws, applicable law, NYSE rules or SEC regulations as the committee or the board deems necessary or appropriate.
22. Maintain minutes of meetings and regularly report to the board of directors on significant results of the foregoing activities.
23. Monitor compliance with the company's Code of Ethical Conduct.

24. Annually review the committee's own performance.

Special Note on Audit Committee Responsibilities

The audit committee is responsible for the duties set forth in this charter but is not responsible for either the preparation of the financial statements or the auditing of the financial statements. Management is responsible for preparing the financial statements and implementing internal controls, and the independent accountants are responsible for auditing the financial statements and testing the effectiveness of the internal controls. The review of the financial statements by the audit committee is not of the same scope as the audit performed by the independent accountants. In carrying out its responsibilities, the audit committee believes its policies and procedures should remain flexible in order to best react to a changing environment.

Approved and adopted by the board of directors
of the company on November 20, 2002.