

ADVANCED MEDICAL OPTICS, INC.

AUDIT AND FINANCE COMMITTEE CHARTER

I. PURPOSE

The Audit and Finance Committee (the "AFC") is appointed by the Board of Directors (the "Board") of Advanced Medical Optics, Inc. (the "Company") (1) to assist the Board in its oversight of (a) the integrity of the Company's financial statements, (b) the Company's compliance with legal and regulatory requirements, (c) the independent auditor's qualifications and independence, and (d) the performance of the Company's internal audit function and independent auditors; (2) to assist the Board in the review and approval of corporate financial policy and strategy; and (3) to prepare an AFC report to be included in the Company's annual proxy statement, as required by the Securities Exchange Commission ("SEC").

The AFC shall have the authority to conduct or authorize any investigation appropriate to fulfilling its responsibilities and it shall have direct access to the independent auditor as well as to anyone in the Company. In fulfilling its responsibilities, the AFC may utilize the services of the Company's regular corporate legal counsel with respect to legal matters or, at its discretion and at the Company's expense, retain special legal, accounting, or other advisers or experts it deems necessary or appropriate in the performance of its duties. The Company shall provide for appropriate funding, as determined by the AFC for payment of: (i) compensation to any registered public accounting firm engaged for the purpose of preparing or issuing an audit report or performing other audit, review or attest services for the Company; (ii) compensation to any advisers employed by the AFC pursuant to this Charter; and (iii) ordinary administrative expenses of the AFC that are necessary or appropriate in carrying out its duties.

II. COMMITTEE COMPOSITION AND MEETINGS

The AFC shall be composed of three or more directors as determined by the Board. The members shall be appointed by action of the Board and shall serve at the discretion of the Board. All members of the AFC shall be "financially literate" as determined by the Board in its business judgment and shall satisfy the "independence" requirements of Rule 10A-3 promulgated under the Securities Exchange Act of 1934, as amended (the "Act"), and Section 303A of the New York Stock Exchange ("NYSE") Listed Company Manual. At least one member of the AFC shall have "accounting or related financial management expertise" as determined by the Board in its business judgment.

The Chair (or in his or her absence, a member designated by the Chair) shall preside at all meetings of the AFC. The AFC shall have the authority to establish its own rules and procedures consistent with the Bylaws of the Company for notice and conduct of its meetings, should the AFC, in its discretion, deem it desirable to do so. The AFC shall evaluate its own performance at least annually.

The AFC shall meet at least four times in each fiscal year, or more frequently as circumstances dictate. An agenda shall be circulated in advance of each meeting. The AFC may meet privately in executive session with the Company's financial management, the director of the internal auditing department, representatives of the independent auditor, any other financial personnel employed or retained by the Company, any other persons whose presence the AFC believes to be necessary or appropriate, and as a committee to discuss any matters that the AFC or any of these groups believe should be discussed. The AFC shall meet separately, periodically with the independent auditor and/or the director of the internal auditing department to discuss any matters that the AFC believes should be addressed privately, without management's presence. The AFC shall likewise meet privately with management, as it deems appropriate.

III. RESPONSIBILITIES AND DUTIES

A. Audit Oversight. The AFC is directly responsible for the appointment, compensation, retention and oversight of the work of any registered public accounting firm engaged (including resolution of disagreements between management and the auditor regarding financial reporting) for the purpose of preparing or issuing an audit report or performing other audit, review or attest services for the Company, and each such registered public accounting firm shall report directly to the AFC. In its audit oversight role, the AFC shall have the following responsibilities and duties:

Independent Auditor

1. The independent auditor of the Company is ultimately accountable to the AFC and the Board in connection with the audit of the Company's annual financial statements and related services. The AFC has the ultimate authority and responsibility to select and evaluate the independent auditor on the basis of qualifications, performance and independence, to assure the rotation of the audit partner(s) as required by law, to consider whether it is appropriate to rotate the independent auditors on a regular basis and, where appropriate, to replace the independent auditor (or to nominate the independent auditor to be proposed for shareholder approval in the annual proxy statement).
2. Approve the fees and other significant compensation to be paid to the independent auditor and any other terms of the engagement of the independent auditor.
3. On an annual basis, ensure that the independent auditor prepares and delivers a written statement delineating all relationships between the independent auditor and the Company, consistent with Independence Standards Board Standard 1. Actively engage in a dialogue with the independent auditor with respect to any disclosed relationships or services that, in the view of the AFC, may impact the objectivity and independence of the independent auditor. If the AFC determines that further inquiry is advisable, recommend that the Board take any appropriate action in response to the independent auditor's report to satisfy itself of the auditor's independence.
4. Review the experience and qualifications of the outside auditor's senior personnel that are providing audit services to the Company and the quality control procedures of the outside auditor. At least annually, obtain and review a report by the

independent auditor describing: the auditing firm's internal quality control procedures; any material issues raised by the most recent internal quality control review, or peer review, of the auditing 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 auditing firm, and any steps taken to deal with any such issues; and (to assess the auditor's independence) all relationships between the independent auditor and the Company.

5. Approve the retention of the independent auditor or any of its affiliates for any information technology services or other non-audit services and approve the fees to be paid to the independent auditor or its affiliates for any such services.

6. If applicable, consider whether the independent auditor's provision of (i) information technology services of the type described in Rule 2-01(c)(4)(ii) of Regulation S-X of the SEC and (ii) other non-audit services to the Company is compatible with maintaining the independence of the outside auditor.

Audit and Quarterly Reviews

7. Review the independent auditor's annual audit plan. Discuss scope, staffing, locations, reliance upon management and internal audit and general audit procedures to be followed.

8. Regularly discuss with the independent auditor any problems or difficulties the independent auditor may have encountered during the course of the audit or quarterly review work, including any restrictions on the scope of activities or access to required information or any significant disagreements with management, and whether or not those disagreements were resolved to the satisfaction of the independent auditor. Obtain from the independent auditor assurances that Section 10A of the Act has not been implicated.

9. Meet with the independent auditor and management prior to the public release of the financial results of operations for the year under audit or quarter under review and discuss with the independent auditor any matters within the scope of the pending audit or review that have not yet been completed.

10. Review and discuss the Company's annual audited financial statements and quarterly financial statements with the management of the Company and the independent auditor, including the Company's disclosures under "Management's Discussion and Analysis of Financial Condition and Results of Operations."

11. Discuss with the independent auditor the matters required to be discussed by Statement of Accounting Standards ("SAS") No. 90 as then in effect including, among others, (i) the methods used to account for any significant unusual transactions reflected in the audited financial statements; (ii) the effect of significant accounting policies in any controversial or emerging areas for which there is a lack of authoritative guidance or a consensus to be followed by the independent auditor; (iii) the process used by management in formulating particularly sensitive accounting estimates and

the basis for the auditor's conclusions regarding the reasonableness of those estimates; and (iv) any disagreements with management over the application of accounting principles, the basis for management's accounting estimates or the disclosures in the financial statements.

12. Based on the review and discussions in paragraphs 10 and 11 above, and based on the disclosures received from the independent auditor regarding its independence and discussions with the auditor regarding such independence in paragraphs 3 and 4 above, recommend to the Board whether the audited financial statements should be included in the Company's Annual Report on Form 10-K for the fiscal year subject to the audit.

13. Discuss the Company's earnings press releases, as well as financial information and earnings guidance provided to analysts and rating agencies. Although the AFC need not discuss such matters in advance of each earnings release or each instance in which the Company may provide guidance, the AFC should review the type and presentation of information included in earnings press releases, paying particular attention to any pro forma or adjusted non-GAAP information.

14. Prior to the filing of any Form 10-Q, the independent auditor is required to review the interim financial statements to be included in such Form 10-Q of the Company using professional standards and procedures for conducting such reviews, as established by generally accepted auditing standards as modified or supplemented by the SEC. The AFC shall discuss with management and the independent auditor the results of the quarterly review, including such matters as significant adjustments, management judgments, accounting estimates, significant new accounting policies and disagreements with management.

Internal Controls

15. Discuss with the independent auditor and the director of the internal auditing department, at least annually, the adequacy and effectiveness of the accounting and financial controls of the Company. The AFC should consider any recommendations for improvement of such internal control procedures, and any special audit steps adopted in light of material control deficiencies.

16. Discuss with the independent auditor and with management any management letter provided by the independent auditor and any other significant matters brought to the attention of the AFC by the independent auditor as a result of its annual audit. The AFC shall allow management adequate time to consider any such matters raised by the independent auditor.

Internal Audit Department

17. Maintain an internal audit function in order to provide management and the AFC with ongoing assessments of the Company's risk management process and systems of internal control.

18. Review, as the AFC deems appropriate or necessary, the budget, plan, changes in plan, activities, organizational structure, and qualifications of the internal audit department.

19. Review the appointment and when necessary replacement of the senior internal audit executive.

20. Review significant reports prepared by the internal audit department, together with management's response and follow-up to these reports.

21. Grant the director of the internal auditing department and the other personnel performing the Company's internal audit function unfettered access to the AFC.

22. On at least an annual basis, review with the Company's counsel any legal matters that could reasonably be expected to have a significant impact on the Company's financial statements.

Other AFC Audit Oversight Responsibilities

23. Discuss with management and the independent auditor any accounting policies the independent auditor identifies as critical, and discuss any significant changes in the Company's selection or application of accounting policies or any changes (or initiatives or proposals to change) any accounting or financial reporting rules that could reasonably be expected to have a material impact on the Company's financial statements. The AFC shall review analyses prepared by management and/or the independent auditor setting forth significant financial reporting issues and judgments made in connection with the preparation of the financial statements, including analyses of the effects of alternative GAAP methods on the financial statements.

24. Review and discuss with management and the independent auditor: (i) any material off-balance sheet arrangements or other material financial arrangements of the Company that do not appear on the financial statements of the Company; (ii) any transactions with parties related to or affiliated with the Company which are material in size or involve terms different from those reasonably likely to be negotiated with independent third parties and which transactions are relevant to the understanding of the Company's financial statements, and (iii) the effect of regulatory and accounting initiatives on the financial statements of the Company.

25. Establish procedures for the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls, or auditing matters, and for the confidential, anonymous submission by Company employees of concerns regarding questionable accounting or auditing matters.

26. Discuss policies with respect to risk assessment and risk management, particularly with respect to the Company's major financial risk exposures. While it is the job of the Chief Executive Officer and senior management to assess and manage the Company's exposure to risk, the AFC shall discuss policies and guidelines to govern the process.

27. Set clear hiring policies for employees or former employees of the independent auditor.

28. Discuss with management and the independent auditor any correspondence from or with regulators or governmental agencies, any employee or other complaints or any published reports that raise material issues regarding the Company's financial statements, accounting and accounting policies, internal accounting controls, and auditing matters.

29. Review and reassess the adequacy of this Charter at least annually. Submit the Charter to the Board for approval and have the document published in accordance with SEC and NYSE regulations.

30. Annually prepare a report to shareholders as required by Item 306 of Regulation S-K of the SEC. The report should be included in the Company's annual proxy statement.

31. Perform any other activities consistent with this Charter, the Company's Bylaws and governing law, as the AFC or the Board deems necessary or appropriate.

32. Maintain minutes of its meetings and report, through its Chair, regularly (as often as the AFC deems necessary or desirable, but at least annually) to the full Board regarding the AFC's actions and recommendations.

33. Review as the AFC in its discretion deems necessary the Company's Code of Ethics and management's system to enforce this Code.

B. Finance Oversight. In its finance oversight role, the AFC shall have the following responsibilities and duties:

1. Review, evaluate and, to the extent the AFC deems necessary or appropriate, make recommendations to the Board regarding the Company's financial organization, staffing thereof, and succession planning.

2. Review periodically the capital structure of the Company and, to the extent the AFC deems necessary or appropriate, recommend to the Board transactions or alterations of the capital structure of the Corporation.

3. Review, evaluate and, to the extent the AFC deems necessary or appropriate, make recommendations to the Board regarding the Company's debt financing policies, strategies and actions.

4. Review, evaluate and, to the extent the AFC deems necessary or appropriate, make recommendations to the Board regarding investment, stock issuance, stock repurchases, dividend payment and other significant financial policies and actions.

C. Limitations

While the AFC is responsible for the duties set forth in this Charter, it is not the duty of the AFC to plan or conduct audits or to determine that the Company's financial statements are complete and accurate and are in accordance with generally accepted accounting principles. Management is responsible for preparing the Company's financial statements and the independent accountants are responsible for auditing the financial statements and monitoring the effectiveness of the internal controls. Auditing literature, including SAS No. 71, defines the term "review" to include a particular set of required procedures to be undertaken by independent accountants. The members of the AFC are not independent accountants, and the term "review" as used in this AFC charter is not intended to have this meaning. Consistent with footnote 47 of SEC Release No. 34-42266, any use in this AFC charter of the term "review" should not be interpreted to suggest that the AFC members can or should follow the procedures required of auditors performing reviews of interim financial statements.