

# **AUDIT COMMITTEE CHARTER**

Amended and Restated by the  
Board of Directors of Lam Research Corporation on  
May 11, 2017

## ***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, including the system of internal controls. 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***

The Audit Committee shall:

1. Appoint and provide for the compensation of an independent registered public accounting firm to serve as the Company's independent auditor, oversee the work of the independent registered public accounting firm (including resolution of any disagreements between management and the independent registered public accounting firm regarding financial reporting), evaluate the performance of the independent registered public accounting firm and, if so determined by the Audit Committee, replace the independent registered public accounting firm; it being acknowledged that the independent registered public accounting firm is ultimately accountable to the Board of Directors and the Audit Committee, as representatives of the stockholders. The Audit Committee shall provide management with guidelines for the fees payable to the registered public accounting firm and shall approve any fees in excess of the guidelines; provided that approval of any excess fees may be delegated to the chair or a subcommittee of one or more members and the chair or subcommittee will report to the full Audit Committee at a future meeting on any such approvals.

2. Ensure the receipt of, and evaluate, the written disclosures and the letter that the independent registered public accounting firm submits to the Audit Committee regarding the registered public accounting firm's independence in accordance with Rule 3526 in compliance

with Rule 3520 of the Public Company Accounting Oversight Board (PCAOB), discuss such reports with the registered public accounting firm, oversee the independence of the independent registered public accounting firm, and, if so determined by the Audit Committee in response to such reports, take appropriate action to address issues raised by such evaluation. The Audit Committee shall also 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 registered public accounting firm. The Audit Committee may adopt policies and procedures for the approval of such services which may include delegation of authority to a designated member or members of the Audit Committee to approve such services so long as any such approvals are disclosed to the full Audit Committee at its next scheduled meeting.

3. Discuss with the independent registered public accounting firm the matters required to be discussed under the standards of the PCAOB.

4. Instruct management, the independent registered public accounting firm and the internal auditor (if any) that the Audit Committee expects to be informed if there are any subjects that require special attention or if any significant deficiencies or material weaknesses to the system of internal control over financial reporting are identified. Review with management and the independent registered public accounting firm any material changes to the system of internal control over financial reporting.

5. Instruct the independent registered public accounting firm 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 registered public accounting firm to discuss the annual financial statements, the report of the independent registered public accounting firm and management representation letter 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 control over financial reporting; and the adequacy of disclosure of off-balance sheet transactions, arrangements, obligations and relationships in reports filed with the Securities and Exchange Commission. Review the deficiencies analysis delivered by the independent registered public accounting firm in connection with the audit. Following such review and discussions, if so determined by the Audit Committee, recommend to the Board of Directors that the annual financial statements be included in the Company's annual report.

7. Meet quarterly with management and the independent registered public accounting firm 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. Review quarterly any non-GAAP financial measures included in any SEC filing or in any public disclosure or release.

8. Meet at least once each year in separate executive sessions with management, the internal auditor (if any) and the independent registered public accounting firm to discuss matters that any of them or the Audit Committee believes could significantly affect the financial statements and should be discussed privately.

9. Review significant changes to the Company's accounting principles and practices proposed by the independent registered public accounting firm, the internal auditor (if any) or management.

10. At least annually, review and reassess the Internal Audit Charter and, if appropriate, approve any proposed changes. Review the scope, results and analysis of internal audits (if any). Evaluate the performance of the internal auditor (if any) and review Internal Audit performance with the Chief Financial Officer.

11. Conduct or authorize such inquiries into matters within the Audit Committee's scope of responsibility as the Audit Committee deems appropriate.

12. 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 Audit Committee's work.

13. At least annually, review and reassess this Charter and, if appropriate, recommend proposed changes to the Board of Directors.

14. 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.

15. Establish procedures 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. At least semi-annually review the effectiveness of the anonymous complaint and reporting process. The Audit Committee chair will be the initial point of contact on the Board of Directors for complaints and, depending on the subject matter, will determine the appropriate oversight body among the Audit Committee, the Board of Directors or another committee.

16. Review and monitor the Company's investment policy and its investment portfolio performance and associated risks, including but not limited to annual review and recommendation to the full board of management's Treasury Strategy Committee Charter. The Audit Committee shall also appoint and remove members of the Treasury Strategy Committee, as described in the Treasury Strategy Committee Charter.

17. Review and monitor the Company's information security policies and its internal controls regarding information security. Regularly report to the Board of Directors at such intervals as determined by the Committee the substance of such reviews and, as necessary, recommend to the Board of Directors such actions as the Committee deems appropriate.

18. Review and oversee, on an ongoing basis, for potential related party and conflict of interest situations, all transactions required to be disclosed pursuant to item 404 of Regulation SK, and any other transaction involving an executive or Board member.

19. Review the Company's hedging strategy annually. Review and approve management's decision to enter into swaps that are exempt from the clearing and trade execution requirements under the End User Exception provision of the Dodd Frank Act.

20. Review with management, on an ongoing basis, significant new regulatory or financial reporting matters.

21. Review as needed significant activities of the Treasury Strategy Committee from the prior quarter.

22. The Audit Committee shall fulfill any disclosure, reporting or other requirements imposed on or required of audit committees of public companies by the SEC or applicable listing requirements or other applicable laws, rulings or regulations.

23. At least annually, or as needed, review and monitor the Company's tax strategies.

### ***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 Audit Committee described above.
2. Engage independent counsel and other advisers as the Audit Committee determines necessary to carry out its responsibilities.
3. Cause the officers of the Company to provide such funding as the Audit Committee shall determine to be appropriate for the payment of compensation to the Company's independent registered public accounting firm and any legal counsel or other advisers engaged by the Audit Committee, and payment of ordinary administrative expenses of the Audit Committee that are necessary or appropriate in carrying out its duties.