

Cohu, Inc.

AUDIT COMMITTEE CHARTER



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I. PURPOSE AND AUTHORITY

The Audit Committee (the “Committee”) of the Board of Directors (the “Board”) of Cohu, Inc. (“Cohu” or the “Company”):

- assists the Board in fulfilling its responsibilities for general oversight of: (1) Cohu’s accounting and financial reporting processes and the audit of Cohu’s financial statements, including the integrity of Cohu’s financial statements, (2) Cohu’s compliance with legal and regulatory requirements, (3) the independent registered public accounting firm’s qualifications and independence, (4) the performance of Cohu’s independent registered public accounting firm and internal audit function, (5) enterprise risk assessment and risk management, and (6) the execution of the Company’s cybersecurity risk management strategy;
- prepares the report required by the proxy rules of the Securities and Exchange Commission (the “SEC”) to be included in Cohu’s annual proxy statement; and
- has the additional duties and responsibilities as are enumerated in and consistent with this Charter.

The Committee has the authority to retain and terminate advisors and obtain advice and assistance from outside legal, accounting or other experts as the Committee deems necessary to carry out its duties, and the Committee will receive appropriate funding, as determined by the Committee, from Cohu for payment of compensation to the outside legal, accounting or other advisors employed by the Committee, fees of the registered independent accounting firm, or ordinary administrative expenses that the Committee determines are necessary or appropriate in carrying out the Committee’s duties.

The Committee will discharge its responsibilities, and assess the information provided by Cohu’s management and Cohu’s independent registered public accounting firm, in accordance with its business judgment. Management is responsible for the preparation, presentation, accuracy and integrity of Cohu’s financial statements, for the appropriateness of the accounting principles and reporting policies that are used by Cohu, and for establishing and maintaining adequate internal control over financial reporting. The independent registered public accounting firm is responsible for auditing Cohu’s financial statements and internal control over financial reporting and for reviewing Cohu’s unaudited interim financial statements. The authority and responsibilities set forth in this Charter do not reflect or create any duty or obligation of the Committee to plan or conduct any audit, to determine or certify that Cohu’s financial statements are complete, accurate, fairly presented, or in accordance with generally accepted accounting principles or applicable law, or to guarantee the independent registered public accounting firm’s reports.

II. MEMBERSHIP AND INDEPENDENCE

Except as otherwise permitted by applicable rules of The Nasdaq Stock Market LLC (“Nasdaq”), the Committee will consist of at least three directors, each of whom will meet the independence and experience criteria requirements of Nasdaq, Rule 10A-3(b)(1) promulgated under Section 10A(m)(3) of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), subject to the exemptions provided in Rule 10A-3(c) under the Exchange Act and the rules and regulations of the SEC, as determined by the Board and as required by the Cohu Corporate Governance Guidelines. Each member of the Committee must meet the applicable stock exchange financial literacy and expertise requirements as determined by the Board including, but not limited to, reading and understanding fundamental financial statements, including Cohu’s balance sheet, income statement and cash flow statement.

At least one member of the Committee will have past employment experience in finance or accounting, requisite professional certification in accounting or other comparable experience or background that leads to financial sophistication. At least one member of the Committee will be an “audit committee financial expert” as determined by the Board in accordance with SEC and Nasdaq rules. A person who satisfies this definition of audit committee financial expert will also be presumed to have financial sophistication. In addition, no Committee member:

- may have participated in the preparation of the financial statements of Cohu or any of Cohu’s current subsidiaries at any time during the past three years;
- accepts any consulting, advisory, or other compensatory fee, directly or indirectly, from Cohu or its subsidiaries, other than in his or her capacity as a member of the Committee, the Board or any other committee of the Board; or
- is an affiliate of Cohu or any of its subsidiaries, other than a director who meets the independence requirements of the Nasdaq Stock Market.

The members of the Committee will be appointed by the Board upon the recommendation of the Nominating and Governance Committee. The entire Committee or any individual director on the Committee may be removed with or without cause by the affirmative vote of a majority of the Board upon the recommendation of the Nominating and Governance Committee.

III. MEETINGS AND PROCEDURES

The Board may designate a Chair of the Committee (the “Chair”). In the absence of such designation, the Committee may designate the Chair by majority vote of the Committee. From time to time the Chair may establish such other procedures as are necessary for the conduct of the business of the Committee. The Committee will meet at least four times each year in conjunction with Cohu’s quarterly earnings releases with additional meetings called as the Committee deems appropriate. The Chair is responsible for the agenda, including input from management, staff and other Committee and Board members as appropriate. A majority of the Committee members will be present to constitute a quorum for the transaction of the Committee’s business. All determinations of the Committee will be by a majority of the members present at a meeting, provided that any decision or determination of the Committee reduced to writing and consented to (including, but not limited to, by means of electronic transmission) by all of the members of the Committee will be fully as effective as if it had been made at a meeting. The Committee will meet regularly in separate executive sessions and also in private sessions with management and the independent registered public accounting firm to facilitate full communication. The Committee will be given full access to Cohu’s CEO, CFO, internal audit function, Cohu executives and the independent registered public accounting firm, as well as Cohu’s books, records, facilities and other personnel.

IV. DELEGATION OF AUTHORITY

The Committee may create a subcommittee of the Committee consisting of one or more directors on the Committee and may delegate any of its duties and responsibilities to such subcommittee, unless otherwise prohibited by applicable laws or listing standards. The Committee may delegate any of its duties and responsibilities to one or more directors on the Committee, another director or other persons, unless otherwise prohibited by applicable laws or listing standards. Any subcommittee, director or other person will provide a written or oral report to the Committee regarding any activities undertaken pursuant to such delegation. The Committee may terminate any such subcommittee and revoke any such delegation at any time.

V. DUTIES AND RESPONSIBILITIES

The following will be the recurring duties and responsibilities of the Committee in carrying out its oversight functions. These duties and responsibilities are set forth below as a guide to the Committee with the understanding that the Committee may alter or supplement them as appropriate under the circumstances to the extent permitted by applicable laws or stock exchange listing standards or by direction of the Board. The Committee will:

1. Review and reassess annually the adequacy of this Charter and submit any recommended changes to the Charter to the Nominating and Governance Committee and the Board for approval. The Committee will also conduct an annual self-evaluation of the Committee's performance and processes and will report the results of such self-evaluation to the Nominating and Governance Committee and the Board.
2. Appoint, and at least annually, evaluate and approve compensation for the independent public accounting firm that is registered with the Public Company Accounting Oversight Board (the "PCAOB") to serve as the Company's independent auditor and oversee the rotation of the independent registered public accounting firm's lead audit and concurring partners, with applicable rotation time-out periods, in accordance with SEC regulations, and issues related to the timing of any rotation and the transition to a new lead audit partner. The Committee will have sole and direct responsibility for overseeing the work of the independent registered public accounting firm, including resolution of disagreements between management and the independent registered public accounting firm regarding financial reporting. The Committee will determine in its sole discretion whether to retain or replace the independent registered public accounting firm. The Committee is responsible for recommending the independent registered public accounting firm for approval by the stockholders, if appropriate.
3. Review and approve in advance, in accordance with applicable SEC and stock exchange rules, the scope and timing of the annual independent audit, other audit services and audit fees, establish policies for the independent registered public accounting firm's activities and any fees beyond the core audit, approve in advance all non-audit services to be performed by the independent registered public accounting firm that are not otherwise prohibited by law and associated fees, and monitor the usage of and fees paid to the independent registered public accounting firm. The Committee may delegate to the Chair of the Committee the authority, within agreed limits, to pre-approve audit-related and permissible non-audit services not prohibited by law to be performed by the independent registered public accounting firm. The Chair will report any decisions to pre-approve such services to the full Committee at its next meeting.

4. Review any non-audit fees and services, and periodically review independence-related responses in director and officer questionnaires (as summarized by legal counsel), in assessing the independence of the independent registered public accounting firm.
5. Review with the independent registered public accounting firm their annual written statement delineating all relationships or services between the independent registered public accounting firm and Cohu and individuals in financial reporting oversight roles at Cohu that may reasonably be thought to bear on their independence, or any other relationships or services that may impact their objectivity and independence and discuss with them the potential effects of any such relationships or services on their independence.
6. Set clear hiring policies for employees or former employees of the independent registered public accounting firm, and monitor compliance with such policies.
7. Review with management and the independent registered public accounting firm:
 - A. Cohu's annual audited and quarterly unaudited financial statements contained in Form 10-Q and 10-K, including Cohu's disclosures in "Management's Discussion and Analysis of Financial Condition and Results of Operations" and other relevant information prior to the public release or filing of such information;
 - B. the results of the independent registered public accounting firm's annual audit and quarterly reviews, including the communications required by the PCAOB, the schedule of unadjusted audit differences and the independent registered public accounting firm's opinions on Cohu's annual financial statements and internal control over financial reporting;
 - C. the independent registered public accounting firm's judgments on the quality, not just the acceptability, and consistent application of Cohu's accounting principles and practices, the reasonableness of significant judgments, clarity of disclosures and underlying estimates in the financial statements;
 - D. major issues concerning accounting principles and financial statement presentation, including changes in accounting principles or application thereof, significant judgment areas, and significant and complex transactions;
 - E. any disagreements between management and the independent registered public accounting firm, about matters that individually or in the aggregate could be significant to Cohu's financial statements or the independent registered public accounting firm's report, and any serious difficulties the independent registered public accounting firm encountered in dealing with management related to the performance of the audit and management's response;
 - F. memorandums and analyses prepared by management or the independent registered public accounting firm setting forth significant financial reporting and accounting 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; and
 - G. the report from the independent registered public accounting firm required by Section 10A of the Exchange Act, including all critical accounting policies to be used by the Company; all alternative financial treatments of financial information permissible within generally accepted accounting principles that have been discussed with management, the ramifications of the use of such alternative treatments, and the independent registered public accounting firm's preferred treatment; and other material written communications, such as management letters, between the independent registered public accounting firm and management.

8. Review and discuss with management and the independent registered public accounting firm the audited financial statements and recommend to the Board whether the audited financial statements should be included in Cohu's Annual Report on Form 10-K.
9. Review and discuss earnings press releases, as well as corporate policies with respect to financial information and earnings guidance provided to analysts.
10. At least annually, obtain from and review a report by the independent registered public accounting firm describing (a) the independent registered public accounting firm's internal quality control procedures, and (b) any material issues raised by the most recent internal quality-control review, or peer review, or by the PCAOB, any governmental or professional inquiry or investigation within the preceding five years regarding any audit performed by the independent registered public accounting firm, and any steps taken to deal with any such issues.
11. Review the adequacy and effectiveness of Cohu's disclosure controls and procedures.
12. Review the adequacy and effectiveness of Cohu's internal controls, including any significant deficiencies in such controls and significant changes or material weaknesses in such controls reported by the independent registered public accounting firm, the internal audit function or management, any special audit procedures adopted in light of significant or material control deficiencies and any fraud, whether or not material, that involves management or other Cohu employees who have a significant role in such controls.
13. Review the adequacy and effectiveness of Cohu's information security policies and the internal controls regarding information security and cybersecurity.
14. Assure that procedures are established (and oversee compliance with such procedures) for the receipt, retention and treatment of complaints received by Cohu regarding accounting, internal accounting controls or auditing matters, as well as for confidential, anonymous submissions by Cohu's employees of concerns regarding questionable accounting or auditing matters and compliance with the Cohu Code of Business Conduct and Ethics. (the "Code").
15. Receive and, if appropriate, respond to attorneys' reports of evidence of material violations of securities laws and breaches of fiduciary duty and similar violations of U.S. or state law.
16. Review significant risks or exposures relating to litigation and other proceedings and regulatory matters that may have a significant impact on Cohu's financial statements.
17. Review the results of significant investigations, examinations or reviews performed by regulatory authorities and management's response.
18. Review and approve on an on-going basis all "related party transactions," as defined in SEC and stock exchange rules and other applicable rules and regulations for potential conflict of interest situations.
19. Conduct or authorize investigations into any matters within the Committee's scope of responsibilities.
20. Consider such other matters regarding Cohu's financial affairs, its controls, and the independent audits of Cohu as the Committee, in its discretion, may determine to be advisable.

- 21.** Report regularly to the Board with respect to the Committee's activities.
- 22.** Coordinate, as appropriate, with the Compensation Committee regarding cost, funding and financial impact of equity compensation and benefits.
- 23.** Annually review and assess the adequacy of and work with Cohu management to address issues related to the Code, including assessing compliance with the Code and implementing appropriate disciplinary action for any officer or director who is found to have violated the Code.
- 24.** Review the overall cost, scope, qualifications, resources, activities, reports, organizational structure and effectiveness of the internal audit function and approve the appointment, replacement, reassignment or dismissal of the head of such function. The internal audit function will have unimpaired and direct access to the Committee.
- 25.** Assist the Board to review the Company's policies with respect to risk assessment and risk management, including guidelines and policies to govern the process by which the Company's exposure to risk is handled.