

Diodes Incorporated

Risk Oversight Committee Charter

I. Purpose

The Board of Directors (the "Board") has ultimate responsibility for oversight of the Company's risk management process. The Risk Oversight Committee will assist the Board in fulfilling this responsibility by:

- a. Overseeing the Company's efforts to align its management of risks with its strategic objectives;
- b. Overseeing the establishment and implementation of a risk oversight framework; and
- c. Reviewing the effectiveness of the risk oversight framework in the identification, assessment, monitoring, management and disclosure of significant risks.

The objectives of the framework are to provide reasonable assurance that processes are in place to identify, assess, monitor, manage and disclose risks that may have a material adverse effect on the achievement of the Company's strategic objectives (a "significant risk").

II. Membership

The Committee shall be comprised of members from the Board and will include at least three committee members. Committee members shall be appointed by the Board and may be removed by the Board with or without cause at any time.

Unless a Chairman is elected by the Board, the members of the Committee shall designate a Chairman by majority vote of the full Committee membership. The Chairman will chair all regular sessions of the Committee and set the agendas for Committee meetings.

III. Meetings and Reports

The Committee will report to the Board after each Committee meeting a summary of the proceedings of the meeting and recommend to the Board any necessary action.

The Committee shall meet at least twice per year, or more frequently as circumstances dictate. The Chairman of the Committee or any member of the Committee may call a meeting of the Committee. A majority of the members of the Committee shall constitute a quorum, and the vote of a majority shall constitute the act or decision of the Committee.

All directors that are not members of the Committee may attend meetings of the Committee but may not vote. Additionally, the Committee may invite to its meetings any director, any member of the management of the Company or such other persons as it deems appropriate in order to carry out its responsibilities. Notwithstanding the foregoing, the Committee may exclude from its meetings any persons it deems appropriate in order to carry out its responsibilities.

IV. Responsibilities and Duties

The following functions shall be the common recurring activities of the Committee in carrying out its purposes outlined above. These functions should serve as a guide with the understanding that the Committee may carry out additional functions and adopt additional policies and procedures as may be appropriate in light of changing business, legislative, regulatory, legal or other conditions. The Committee shall also carry out any other responsibilities and duties delegated to it by the Board from time to time related to the purposes of the Committee outlined above. While the scope of the Committee's responsibility is oversight of the Company's enterprise risk management, the primary responsibility for financial statement risk remains with the Audit Committee.

- Review and evaluate the effectiveness of management's processes for identifying the Company's significant risks.
- Review and evaluate management's effectiveness and timeliness in reporting significant risks to the Committee.
- For each significant risk reported to the Committee:
 - Review and evaluate the strategic objective affected by that risk.
 - Review and evaluate management's assessment of the effect of that risk on the achievement of the Company's strategic objectives, including the assessment of the Company's risk tolerance with respect to each significant risk.
 - Review and evaluate management's plan for monitoring that risk.
 - Review and evaluate management's recommendations for managing that risk.
 - Review and evaluate the effectiveness of the Company's efforts to manage that risk.
- Review and evaluate the effectiveness of management's communication of the Company's risk management policies, procedures and processes to the Company's employees.

- Review and evaluate the Company's disclosure of significant risks in all filings with the Securities and Exchange Commission (including the Annual Report on Form 10-K).

V. Advisors

The Committee shall have the sole power to retain and terminate such legal, accounting and other advisors as it determines appropriate to assist it in fulfilling its responsibility, and to approve such advisor's fees and other retention terms. The Company shall provide funding, as determined by the Committee, for payment of any fees or expenses of any such advisor.

VI. Review

The Committee shall evaluate its performance annually and report the results of that evaluation to the Board. It shall also assess annually the adequacy of this Charter and recommend to the Board any changes to this Charter.