



**CHARTER OF THE
RISK OVERSIGHT COMMITTEE OF
DIODES INCORPORATED
(Amended and Restated as of February 21, 2017)**

PURPOSE

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

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

The objective of the risk oversight framework is 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").

COMMITTEE MEMBERSHIP AND ORGANIZATION

The Committee shall be comprised of no fewer than three members of the Board. The members of the Committee shall be appointed by the Board and may be removed by the Board with or without cause at any time.

The Board shall appoint one of the members as Chair. The Chair will chair all regular sessions of the Committee and set the agendas for Committee meetings.

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. Delegation by the Board of responsibilities to the Committee shall not preclude the Board from taking any action permitted to be taken under governing law, rules or regulations applicable to the Company. 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.

1. Review and evaluate the effectiveness of management's processes for identifying the Company's significant risks.



2. Review and evaluate management's effectiveness and timeliness in reporting significant risks to the Committee.
3. For each significant risk reported to the Committee:
 - (i) Review and evaluate the strategic objective affected by that risk.
 - (ii) 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.
 - (iii) Review and evaluate management's plan for monitoring that risk.
 - (iv) Review and evaluate management's recommendations for managing that risk.
 - (v) Review and evaluate the effectiveness of the Company's efforts to manage that risk.
4. Review and evaluate the effectiveness of management's communication of the Company's risk management policies, procedures and processes to the Company's employees.
5. 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).
6. Perform such other duties and responsibilities as may be assigned to the Committee, from time to time, by the Board or the Chairman of the Board related to the purposes of the Committee described above.

ADVISERS

The Committee shall have the sole power to retain and terminate such legal, accounting and other advisers as it determines appropriate to assist it in fulfilling its responsibility, and to approve such adviser'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 adviser.

REVIEW

The Committee shall conduct an annual self-evaluation of the Committee's performance and report the results of such self-evaluation to the Board. It shall also review and reassess the adequacy of this Charter at least annually and recommend any proposed changes to the Board for approval.

MEETINGS, MINUTES AND REPORTS

The Committee shall meet at least twice per year and will also meet as required in response to the needs of the Board and to fulfill its responsibilities.



The Chair 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 who are not members of the Committee may attend meetings of the Committee but may not vote on any matter presented to the Committee. 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 person it deems appropriate in its sole discretion.

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 will maintain written minutes of its meetings, which minutes will be filed with the minutes of the meetings of the Board.