

**CHARTER FOR THE COMPENSATION COMMITTEE  
OF THE BOARD OF DIRECTORS  
OF  
AMKOR TECHNOLOGY, INC.**

**(As of November 3, 2016)**

**PURPOSE:**

The purpose of the Compensation Committee of the Board of Directors (the “Board”) of Amkor Technology, Inc. (“Amkor” or the “Company”) shall be to discharge the Board’s responsibilities relating to compensation of the executive officers of Amkor. The Committee has overall responsibility for approving and evaluating the compensation plans, policies and programs of the Company as they affect the Company’s executive officers.

The Compensation Committee has the authority to undertake the specific duties and responsibilities listed below and will have the authority to undertake such other specific duties as the Board from time to time prescribes.

**STATEMENT OF PHILOSOPHY:**

The philosophy of the Compensation Committee is to provide compensation to the Company’s officers and directors in such a manner as to attract and retain highly qualified personnel for positions of substantial responsibility with the Company, to provide incentives for such persons to perform to the best of their abilities for the Company, and to promote the success of the Company’s business.

**COMMITTEE MEMBERSHIP AND ORGANIZATION:**

The Compensation Committee will be appointed by and will serve at the discretion of the Board. The Compensation Committee shall consist of no fewer than three (3) members. The members of the Compensation Committee shall meet the (i) independence requirements of the listing standards of the NASDAQ Stock Market, (ii) non-employee director definition of Rule 16b-3 promulgated under Section 16 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), and (iii) outside director definition of Section 162(m) of the Internal Revenue Code of 1986, as amended.

The members of the Compensation Committee will be appointed by the Board on the recommendation of the Nominating and Governance Committee. In determining the eligibility of members of the Compensation Committee, a variety of factors shall be taken into account, including: (i) the source of compensation of the prospective member, including any consulting, advisory or other compensatory fees paid by the Company to such person and (ii) whether the prospective member is affiliated with the Company, a subsidiary of the Company or an affiliate of a subsidiary of the Company to determine whether such affiliation would impair the prospective member’s judgment as a member of the Compensation Committee.

## **RESPONSIBILITIES:**

The responsibilities of the Compensation Committee include:

1. Annually reviewing and approving the compensation, including annual base salaries and annual incentive opportunities, and compensation policies for the executive officers of the Company and such other officers of the Company as directed by the Board, or making recommendations to the Board regarding such matters.
2. Reviewing and making recommendations to the Board regarding director compensation.
3. Reviewing, approving and/or making recommendations to the Board regarding all forms of compensation (including all “plan” compensation, as such term is defined in Item 402(a)(6) of Regulation S-K promulgated by the Securities and Exchange Commission (“SEC”), and all non-plan compensation) to be provided to the Chief Executive Officer and all other executive officers of the Company.
4. Reviewing, approving and/or making recommendations to the Board regarding general compensation goals and guidelines for the Company’s employees and the criteria by which bonuses to the Company’s employees are determined.
5. Administering and interpreting the terms and conditions of all current and future equity incentive plans and underlying award agreements, including acting as Administrator (as defined therein) of each of the Company’s equity plans as may be in effect from time to time. In its administration of the plans, the Compensation Committee may, pursuant to authority delegated by the Board and the Company’s Equity Award Policy (i) grant awards to individuals eligible for such grants (including grants to individuals subject to Section 16 of the Exchange Act, in compliance with Rule 16b-3 promulgated thereunder, so long as the Compensation Committee is comprised solely of two or more “non-employee directors,” as such term is defined in Rule 16b-3(d) promulgated under the Exchange Act), and (ii) amend such awards. The Compensation Committee shall also make recommendations to the Board with respect to amendments to the plans and changes in the number of shares reserved for issuance thereunder.
6. Reviewing, approving and/or making recommendations to the Board regarding other plans that are proposed for adoption or adopted by the Company for the provision of compensation to employees of, directors of and consultants to the Company.
7. Reviewing and approving any material amendments to the Company’s 401(k) plan.
8. Reviewing and approving the compensation discussion and analysis and committee report (to be included in the Company’s proxy statement) which describes among other things: (a) the criteria on which compensation paid to the Chief Executive Officer for the last completed fiscal year is based; (b) the relationship of such compensation to the Company’s performance; and (c) the Compensation Committee’s executive compensation policies applicable to executive officers.
9. Authorizing the repurchase of shares of the Company’s common stock from terminated

employees pursuant to applicable law.

10. Annually reviewing the adequacy of the Committee Charter.

The Compensation Committee may form and delegate authority to subcommittees when appropriate. In performing its responsibilities, the Compensation Committee shall have the authority, in its sole discretion, to retain or otherwise obtain advice, reports or opinions from internal or external consultants, legal counsel and other expert advisors. If any compensation consultant, legal counsel or other adviser is retained by the Compensation Committee, in its sole discretion, the Compensation Committee shall be directly responsible for the appointment, compensation and oversight of the work of any such adviser. The Compensation Committee shall also have the authority, in its sole discretion, to determine the amount of and provide for appropriate funding and any other terms and conditions associated with the retention or other engagement of such advisers. In selecting any such advisers, other than in-house legal counsel, the Compensation Committee shall give consideration to the factors set forth in the applicable NASDAQ and SEC rules.

#### **MEETINGS:**

It is anticipated that the Compensation Committee will generally meet at least four (4) times each year in conjunction with quarterly Board meetings, provided that the actual number of meetings in any given year will be dependent upon the required activity of the Compensation Committee, and the Compensation Committee will meet as often as it may deem necessary or appropriate, in its judgment, in order to fulfill its responsibilities. The Chief Executive Officer may not be present during voting or deliberations by the Compensation Committee on his or her compensation.

#### **MINUTES:**

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

#### **REPORTS:**

The Compensation Committee will provide periodic reports to the Board regarding the actions and recommendations of the Compensation Committee, and will provide to the Board copies of the written minutes of its meetings.