

PLANAR SYSTEMS, INC.

Charter of the Audit Committee of the Board of Directors

I. Audit Committee Purpose

The Audit Committee is appointed by the Board of Directors to assist the Board of Directors in fulfilling its oversight responsibilities. The Audit Committee's primary duties and responsibilities are to:

Oversee the processes of accounting and financial reporting of the Company and the audits and financial statements of the Company.

Monitor the integrity of the Company's financial reporting process and systems of internal controls regarding finance, accounting and legal compliance.

Monitor the independence and performance of the Company's independent auditors.

Provide an avenue of communication among the independent auditors, management and the Board of Directors.

The Audit Committee has the authority to conduct any investigation appropriate to fulfilling its responsibilities, and it has direct access to the independent auditors as well as anyone in the organization. The Audit Committee has the ability to retain, at the Company's expense, special legal, accounting or other consultants or experts it deems necessary in the performance of its duties. The Company shall provide appropriate funding, as determined by the Audit Committee, to compensate the independent auditor, outside legal counsel, or any other advisors employed by the Audit Committee, and to pay ordinary Audit Committee administrative expenses that the Audit Committee deems necessary in the performance of its duties.

II. Audit Committee Composition and Meetings

Audit Committee members shall meet the applicable requirements of the Nasdaq Stock Market. The Audit Committee shall be comprised of three or more directors as determined by the Board of Directors, each of whom shall be "independent" within the meaning of Section 10A(m)(3) of the Securities Exchange Act of 1934, (the "Exchange Act"), the regulations promulgated from time to time by the Securities and Exchange Commission, the Nasdaq Stock Market or other appropriate authorities, free from any relationship that would interfere with the exercise of his or her independent judgment. All members of the Audit Committee shall be able to read and understand fundamental financial statements, including a company's balance sheet, income statement and statement of cash flows, and at least one member shall have current or past employment experience in finance or accounting, requisite professional certification in accounting or other comparable experience or background.

Audit Committee members shall be appointed by the Board of Directors. The Board of Directors may, at any time and in its complete discretion, replace a Audit Committee member. If an Audit Committee Chair is not designated or present, the members of the Audit Committee may designate a Chair by majority vote of the Audit Committee membership.

The Audit Committee shall meet at least four times annually, or more frequently as circumstances dictate. The Audit Committee should meet privately at least twice per year with the independent auditors to discuss any matters that the Audit Committee or the independent auditors believe should be discussed.

III. Audit Committee Responsibilities and Duties

A. Review Procedures

1. Review and assess the adequacy of this Charter at least annually. Submit the charter to the Board of Directors for approval and have the document published in accordance with the regulations of the SEC.
2. In consultation with the management and the independent auditors, consider the integrity of the Company's financial reporting processes and controls. Discuss significant financial risk exposures and the

steps management has taken to monitor, control and report such exposures. Review significant findings prepared by the independent auditors together with management's responses.

3. Review with financial management and the independent auditors the Company's annual audited financial statements prior to filing of the Company's annual audited financial statements with the SEC. Discuss and disclose any significant changes to the Company's accounting principles or practices and any items required to be communicated by the independent auditors in accordance with SAS 61.
4. Review with financial management the Company's quarterly financial results prior to the filing of the Company's quarterly financial statements with the SEC. Discuss any significant changes to the Company's accounting principles or practices and any items required to be communicated by the independent auditors in accordance with SAS 61.
5. Review the CEO and CFO's disclosure and certification under Sections 302 and 906 of the Sarbanes-Oxley Act.

B. Independent Auditors

1. The independent auditors are ultimately accountable to the Audit Committee and the Board of Directors. The Audit Committee shall directly appoint, retain and compensate the independent auditor. The Audit Committee has sole authority to approve all audit engagement fees and terms, as well as all significant non-audit engagements with the independent auditor.
2. Preapprove all auditing and non-auditing services of the independent auditor, subject to *de minimus* exceptions for other than audit, review or attestation services that are preapproved by the Audit Committee prior to completion of the audit. Alternatively, the engagement of the independent auditor may be entered into pursuant to pre-approved policies and procedures established by the Audit Committee, provided that the policies and procedures are detailed as to the particular services and the Audit Committee is informed of each service.
3. Approve the fees and other significant compensation to be paid to the independent auditors.
4. On an annual basis, the Audit Committee should require the independent auditors to deliver a formal written report describing all significant relationships that the independent auditors have with the Company that could impair the auditors' independence, and review, discuss and take appropriate action with respect to such report.
5. Review the independent auditors audit plan, discuss scope, staffing, locations, reliance upon management and internal audit and general audit approach.
6. Consider the independent auditors' judgments about the quality and appropriateness of the Company's accounting principles as applied in its financial reporting.
7. Assure the regular rotation of the lead audit partner as required by Section 10A(j) of the Exchange Act.
8. Set clear hiring policies for employees or former employees of the independent auditor that are consistent with Section 10A(l) of the Exchange Act.

C. Internal Accounting Department and Legal Compliance

1. Review the budget, plan, changes in plan, activities, organizational structure and qualifications of the internal accounting department, as needed.
2. Review the appointment, performance and replacement of the senior internal accounting executive.
3. Review significant reports prepared by the internal accounting department together with management's response and follow-up to these reports.
4. On at least an annual basis, review with the Company's counsel, any legal matters that could have a significant impact on the organization's financial statements, the Company's compliance with applicable laws and regulations, and inquiries received from regulators or governmental agencies.

5. Ascertain at least annually from the independent auditor whether the Company has issues under Section 10A(b) of the Exchange Act.

D. Other Audit Committee Responsibilities

1. Annually prepare a report to shareholders for inclusion in the Company's annual proxy statement as required by the regulations of the SEC.
2. Perform any other activities consistent with this Charter, the Company's bylaws, and governing law, as the Audit Committee or the Board of Directors deems necessary or appropriate.
3. Maintain minutes of meetings and periodically report to the Board of Directors on significant results of the foregoing activities.
4. Periodically perform self-assessment of Audit Committee performance.
5. Review financial and accounting personnel succession planning within the Company.
6. Review and approve all related party transactions.
7. Establish procedures for the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls and auditing matters, and the confidential, anonymous submission by employees of concerns regarding questionable accounting or auditing matters.