



## **ACCESS WORLDWIDE COMMUNICATIONS, INC.**

### **Audit Committee Charter**

There shall be established a committee of the Board of Directors (the "Board") of Access Worldwide Communications, Inc. (the "Corporation") to be known as the Audit Committee (the "Committee").

The Committee shall be composed of, three directors appointed by the Board at the recommendation of the Corporation's Nominating Committee, each of whom (1) are educated and experienced in financial matters, (2) are independent of the management of the Corporation, (3) are free of any relationship that, in the opinion of the Board, would interfere with their exercise of independent judgment as a Committee member and (4) otherwise meet the educational, experience, independence and other requirements for membership on the Committee as may be determined from time to time by the Securities and Exchange Commission (the "Commission"), and the federal securities laws of the United States. In addition, at least one Committee member shall be a "financial expert" as such term is defined under the rules and regulations of Nasdaq and the Commission and under the federal securities laws.

The primary purpose of the Committee shall be to assist the Board in fulfilling its responsibilities to oversee management activities related to internal controls, disclosure controls, accounting and financial reporting policies and auditing practices, and to review the independence of the Corporation's independent auditors and the objectivity of its internal auditors. In fulfilling its responsibilities, the Committee shall maintain free and open communication among the Corporation's directors, its independent auditors and its management.

The Committee shall meet at least once a year with the Corporation's Chief Executive Officer and Chief Financial Officer, and the independent auditors in separate executive sessions.

In performing its oversight role, the Committee shall have the authority and discretion to retain independent legal, accounting or other consultants at its discretion and at the Corporation's expense.

It shall be the responsibility of the Audit Committee to:

#### Committee Management

- 1) Review and assess the adequacy of this Audit Committee Charter annually and propose amendments to this Charter and submit such proposed amendments for Board approval.
- 2) Maintain the independence, education and experience requirements of Nasdaq, the Commission and the federal securities laws of the United States, each as may be determined from time to time.
- 3) Establish an agenda for each ensuing year and hold such regular meetings as may be necessary and such special meetings as may be called by the Chairman of the Committee or at the request of the independent auditors.
- 4) Submit the minutes of all meetings of the Committee to, or discuss the matters discussed at each Committee meeting with, the Board.
- 5) Consider such other matters in relation to the financial affairs of the Corporation and its accounts, and in relation to the external audit of the Corporation as the Committee may, in its discretion, determine to be advisable.

#### Management of Relationship with Independent Auditors

- 6) Appoint, determine funding for, and oversee the independent auditors to audit the financial statements of the Corporation and its divisions and subsidiaries. Supervise the work of the independent auditors and resolve any disagreements between management and the independent auditors. Meet with the independent auditors and financial management of the Corporation to review the scope of the proposed audit for the current year and the audit procedures to be utilized, and at the conclusion thereof review such audit, including any comments or recommendations of the independent auditors.
- 7) Receive and review (i) the independent auditor's formal written statement delineating all relationships between the independent auditors and the Corporation, consistent with Independence Standards Board Standard 1, Independence Discussions with Audit Committees, and (ii) any other certifications or documentation necessary to ensure that the independent auditors meet the independence standard required by law. Review all such documentation with the independent auditors, and if so determined by the Audit Committee, take or recommend that the full Board take appropriate action to oversee the independence of the independent auditors.
- 8) Receive and review timely reports from the independent auditors regarding: (i) all critical accounting policies and practices to be employed; (ii) all alternative treatments of financial information within generally accepted accounting principles in the United States of America that have been discussed with management officials of the Corporation, ramifications of the use of such alternative disclosures and treatments, and the treatment preferred by the independent auditors; and (iii) other material written communications between the independent auditors and the management of the Corporation, such as any management letter or schedule of unadjusted differences.
- 9) Review the following with management and the independent auditors:
  - a) the Corporation's annual financial statements and related disclosures contained in the Form 10-K, including the Corporation's disclosure under the Management's Discussion and Analysis of Financial Condition and Results of Operations (including quality of financial reporting decisions and judgments);
  - b) the audit of the annual financial statements and the independent auditors' report thereon;
  - c) any significant changes required in the independent auditors' audit plan;
  - d) any significant difficulties or disputes encountered during the audit;
  - e) critical accounting policies' disclosure for inclusion in the Form 10-K; and
  - f) recommendation to the Board of Directors that the audited annual financial statements be included in the Corporation's Annual Report on Form 10-K.
- 10) Review with management and the independent auditor the Corporation's quarterly financial statements prior to the filing of its Form 10-Q.

- 11) Discuss with the independent auditors any other matters required to be discussed by Statement on Auditing Standards No. 61 relating to the conduct of the audit.
- 12) Approve, in advance, all auditing services to be provided by the independent auditors in accordance with Nasdaq rules and regulations, the Commission's rules and regulations and the federal securities laws. Determine the amount of compensation to be paid to the independent auditors for such auditing services.
- 13) Approve, in advance, any non-audit services to be provided by the independent auditors in accordance with Nasdaq rules and regulations, the Commission's rules and regulations and the federal securities laws. Determine the amount of compensation to be paid to the independent auditors for such non-audit services.

Develop Controls to Insure the Integrity of the Financial Statements and Quality of Disclosure

- 14) Review with management and the independent accountants any significant risks and exposures, and the steps management has taken to minimize the risks or exposures.
- 15) Review with management the adequacy of the Corporation's system of internal controls and disclosure controls.
- 16) On a quarterly basis, discuss the following with management and the independent auditors, if applicable:
  - a) all significant deficiencies in the design or operation of internal controls and disclosure controls, which could adversely affect the Corporation's ability to record, process, summarize and report financial data and any material weaknesses in internal controls and disclosure controls; and
  - b) any fraud, whether or not material, that involves management or other employees who have a significant role in the Corporation's internal controls and disclosure controls.
- 17) Establish procedures for: (i) the receipt, retention and treatment of complaints received by the Corporation regarding accounting, internal accounting controls or auditing matters; (ii) the confidential, anonymous submission by employees of the Corporation of concerns regarding questionable accounting or auditing matters; and (iii) the receipt and treatment of any evidence of a violation of the securities laws or breach of fiduciary duty brought to the Committee's attention by the Corporation's external securities counsel.
- 18) Prepare the Audit Committee Report for inclusion in the Proxy Statement for the Corporation's Annual Meeting.