

## **VENTIV HEALTH, INC.**

### **AUDIT COMMITTEE CHARTER**

This charter is intended as a component of the flexible framework within which the full Board of Directors (the “Board”) of Ventiv Health, Inc. (the “Company”), assisted by its committees, directs the affairs of the Company. While it should be interpreted in the context of all applicable laws, regulations and listing requirements, as well as in the context of the Company’s certificate of incorporation and bylaws, it is not intended by its own force to establish any legally binding obligations on the members of the Audit Committee (the “Committee”) or other Board members or to establish any rights in any stockholder or other person.

#### **1. PURPOSE**

The Committee is appointed to assist the Board in fulfilling its responsibility to (i) oversee the Company’s accounting and financial reporting processes and the audits of the Company’s financial statements and (ii) be directly responsible for the appointment, determination of the compensation for, retention and oversight of the work of the independent accountant employed by the Company (including resolution of disagreements between the independent accountants and management regarding financial reporting) for the purpose of preparing or issuing the annual audit report or any other audit, review or attest services. The independent accountants shall report directly to the Audit Committee.

The Committee shall be given full and direct access to the Company’s chief financial officer and other financial, accounting and internal audit personnel and other members of management as required by the Committee. The Committee’s function is one of oversight only and shall not relieve the Company’s management of its responsibilities for preparing financial statements which accurately and fairly present the Company’s financial results and condition, or the responsibilities of the independent accountants relating to the audit or review of financial statements. In discharging its responsibilities, the Committee shall be entitled to rely on the integrity of the Company’s senior management and on the Company’s outside advisors and auditors to the fullest extent permitted by applicable law. Consequently, in carrying out its oversight responsibilities, the Committee is not providing any expert or special assurance as to the Company’s financial statements or any professional certification as to the independent auditor’s work.

## **2. COMPOSITION OF THE AUDIT COMMITTEE**

The Audit Committee shall be comprised of not less than three directors, each of whom will be independent as required by Section 10A(m) of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), any rules and regulations promulgated thereunder by the Securities and Exchange Commission (the “SEC”), and the rules of the Nasdaq Stock Market (“NASDAQ”) or as may be required by any other market on which the securities of the Company are listed . Each Committee member shall be elected by the majority vote of the Board and his or her appointment subject to annual confirmation by the Board. Any Committee member may be removed by the Board at any time, with or without cause.

All members of the Committee shall be able to read and understand fundamental financial statements, including a balance sheet, income statement and cash flow statement. At least one member of the Committee shall have past employment experience in finance or accounting, requisite professional certification in accounting, or any other comparable experience or background which results in the individual’s financial sophistication, including being or having been a chief executive officer, chief financial officer or other senior officer with financial oversight responsibilities.

## **3. RESPONSIBILITIES AND DUTIES**

To fulfill its purposes, the Audit Committee shall carry out the following responsibilities and duties:

1. Review and reassess annually the Committee’s charter and recommend any changes to the Board.
2. Review the significant accounting principles, policies and practices followed by the Company in accounting for and reporting its financial results of operations in accordance with generally accepted accounting principles (“GAAP”).
3. Review the financial, investment and risk management policies followed by the Company in operating its business activities.
4. Select, evaluate, and, where appropriate, replace the independent accountants to conduct an annual audit of the Company’s financial statements.. Determine on at least an annual basis that the independent accountants satisfy applicable auditing standards for independence, including by (a) obtaining a formal written statement from the independent accountants delineating all relationships between the independent accountants and the Company, consistent with Independence Standards Board Standard 1 or any successor professional requirement, and (b) actively engaging in a dialogue with the independent accountants with respect to any disclosed relationships or services that may impact the objectivity and independence of the auditor. The Committee is responsible for assuring itself of the independence of the independent accountants. Review the effectiveness of the independent audit

effort, including approval of the scope of, and fees charged in connection with, the annual audit, quarterly reviews and any audit-related services being provided.

5. Review the Company's annual audited financial statements and related disclosures, including the Management's Discussion & Analysis of Financial Condition and Results of Operations portion of the Company's Form 10-K report, discuss with management the Company's presentation of its financial position and performance and discuss separately with the independent accountants the matters concerning the Company's audited financial statements required to be discussed under applicable auditing standards. Following completion of the annual audit, review separately with the independent accountants and management any significant difficulties encountered during the course of the audit. Resolve any disagreements between management and the independent accountants concerning financial reporting. Make a recommendation to the Board of Directors concerning the inclusion of the audited financial statements in the Company's Form 10-K report.

6. Review any management letters or internal control reports prepared by the independent accountants or the Company's internal auditors and responses to prior management letters. Review with the independent accountants the Company's internal controls over financial reporting. Oversee the reasonableness of the Company's system of internal financial controls and disclosure controls.

7. Review at least annually legal and regulatory matters that may have a material impact on the Company's financial statements, the scope and effectiveness of the Company's policies and programs for compliance with legal and regulatory requirements and compliance with, the adequacy of any requests for waivers under, the Company's Code of Business Conduct and Ethics (except as applicable to an executive officer where the matter is to be acted upon by the Board as a whole or as applicable to a director where the matter is to be acted upon by the Board as a whole or another committee of the Board).

8. Pre-approve all additional audit services and permissible non-audit services to be provided by the independent accountants (including the compensation to be provided therefor), and determine that any such non-audit services do not impair the independence of the independent accountants. The Committee may establish pre-approval policies and procedures for the engagement of independent accountants to render services to the Company, including but not limited to policies that would allow the delegation of pre-approval authority to one or more members of the Committee, provided that any pre-approvals delegated to one or more members of the Committee are reported to the Committee at its next scheduled meeting. In no event will any pre-approval policy operate to delegate authority to management to approve the performance of any audit or non-audit services by the independent accountants.

9. Review the hiring policies for any employees or former employees of the independent accountants.

10. For each of the first three fiscal quarters and at year end, at a Committee meeting review with management the quarterly financial results, and review with the independent accountants the results of their review of the interim quarterly financial information and the presentation thereof in the annual financial statements. Review any proposed earnings press release and formal earnings or other performance guidance to investors or rating agencies which the Company may plan to offer from time to time.

11. Review management's analysis of any significant accounting issues, changes, estimates, judgments or unusual items relating to the financial statements and the selection, application and effects of critical accounting policies applied by the Company and review with the independent accountants their views with respect thereto and any reports on such subjects to be made pursuant to the Exchange Act and the rules and regulations promulgated thereunder by the SEC. Review the certifications regarding the Company's financial statements, internal financial controls and disclosure controls required to be made by the Company's principal executive and financial officers. Discuss with the independent accountants the quality, in addition to compliance with generally accepted accounting principles, of the Company's financial reporting.

12. Approve or submit to the full Board (for approval by the independent directors or another independent body of the Board) all related party transactions, as defined by applicable NASD rules, and all transactions referred to the Committee under the Company's Code of Business Conduct and Ethics because they raise a potential conflict of interest involving a director or executive officer.

13. Following completion of the annual audit, review separately with the independent accountants and management any significant difficulties encountered during the course of the audit.

14 Prepare the report required by the applicable rules and regulations of the SEC for inclusion in the Company's annual proxy statement.

15. Engage and determine funding for such independent professional advisers and counsel as the Committee determines are appropriate to carry out its functions hereunder. The Company shall provide appropriate funding to the Committee, as determined by the Committee, for payment of (1) compensation to the independent accountants engaged by the Committee to prepare or issue an audit report or to perform other audit, review or attest services, as approved by the Committee, (2) compensation to any independent advisers retained by the Committee, and (3) ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties.

16. Report to the Board on a regular basis on the major events covered by the Committee and make recommendations to the Board and management concerning these matters.

17. Perform any other activities consistent with this charter, the Company's Bylaws and governing law as the Committee or the Board deems necessary or appropriate, including but not limited to review of any issues that may arise respecting the Company's legal and regulatory compliance.

The foregoing responsibilities are set forth as a guide for fulfilling the Committee's purposes, with the understanding that the Committee's activities may diverge as appropriate given the circumstances.

#### **4. AUDIT COMMITTEE MEETINGS**

The Committee will meet on a regular basis at least 4 times each year, and will hold special meetings as determined by the Chairman or a majority of the Committee members. Appropriate meetings will be held separately with representatives of the independent accountants and management. In addition, the Committee will meet at any time that the independent accountants believe communication to the Committee is required.