

## **MONSTER WORLDWIDE, INC.**

### **AUDIT COMMITTEE CHARTER**

#### **1. Purpose**

The Audit Committee (the “Committee”) is appointed by the Board of Directors (the “Board”) of Monster Worldwide, Inc. (the “Company”) to oversee the accounting and financial reporting processes of the Company and the audits of the Company’s financial statements. In that regard, the Committee assists the Board in monitoring (1) the quality and integrity of the financial statements of the Company, (2) the independent accountants’ qualifications and independence, (3) the performance of the Company’s internal audit function and independent accountants and (4) compliance with legal and regulatory requirements. The Committee shall also prepare the report required by the rules of the U.S. Securities and Exchange Commission (the “SEC”) to be included in the Company’s annual proxy statement.

In performing its duties, the Committee shall seek to maintain an effective working relationship with the Board, the independent accountants, the internal auditors and management of the Company. The Committee shall perform such other functions as the Board may from time to time assign to the Committee.

While the Committee has the responsibilities and powers set forth in this charter, it is not the duty of the Committee to plan or conduct audits or to determine that the Company’s financial statements are complete and accurate and are in accordance with generally accepted accounting principles. This is the responsibility of management and the independent accountants.

The Committee shall exercise its business judgment in carrying out the responsibilities described in this charter in a manner that the Committee members reasonably believe to be in the best interests of the Company and its stockholders. No provision of this charter, however, is intended to create any right in favor of any third party, including any stockholder, officer, director or employee of the Company or any subsidiary thereof, in the event of a failure to comply with any provision of this charter. Nothing contained in this charter is intended to expand applicable standards of liability under statutory or regulatory requirements for the directors of the Company or members of the Committee. The purposes and responsibilities outlined in this charter are meant to serve as guidelines rather than as inflexible rules and the Committee is encouraged to adopt such additional procedures and standards as it deems necessary from time to time to fulfill its responsibilities provided that such procedures are consistent with the Company’s charter, bylaws, Corporate Governance Guidelines and any applicable law.

#### **2. Committee Membership**

2.1 Appointment. Committee members shall be appointed by the Board and may be removed by the Board with or without cause, in its discretion. Vacancies in the Committee shall be filled by action of the Board. The Chairperson of the Committee may be designated by a vote of the Board. If a Chairperson is not so designated, the members of the Committee shall select a Chairperson by majority vote of the Committee. The Chairperson of the Committee shall not serve as the chairperson of the Company’s Compensation Committee simultaneously.

2.2 Term. Each of the directors serving on the Committee shall serve until his or her successor has been duly elected and qualified or his or her death, resignation or removal, if earlier.

2.3 Qualifications and Number.

2.3.1 The members of the Committee shall meet the requirements of the SEC (the “SEC Rules”), the New York Stock Exchange Listed Company Manual (the “NYSE Listed Company Manual”), the Sarbanes-Oxley Act of 2002 (the “Sarbanes-Oxley Act”) and the Corporate Governance Guidelines of the Company.

2.3.2 The Committee shall be comprised of at least three members, as determined by the Board, all of whom shall be “independent directors,” as such term is defined in the NYSE Listed Company Manual or the NASDAQ Stock Market LLC Marketplace Rules (the “Nasdaq Rules”) (to the extent the definition in the Nasdaq Rules is more stringent than that imposed by the NYSE Listed Company Manual), the SEC Rules, the Sarbanes-Oxley Act and the Corporate Governance Guidelines of the Company.

2.3.3 All members of the Committee shall have a working familiarity with basic finance and accounting practices and be able to read and understand fundamental financial statements, including the Company’s balance sheet, statement of earnings and statement of cash flow. Committee members may enhance their familiarity with finance and accounting by participating in educational programs conducted by the Company or an outside consultant. At least one member of the Committee shall qualify as an “audit committee financial expert” as defined in the SEC Rules.

2.3.4 No member of the Committee shall have participated in the preparation of the financial statements of the Company in the past three years.

### **3. Meetings and Procedures.**

3.1 The Committee shall follow such procedures as are set forth in the Company’s Corporate Governance Guidelines.

3.2 As part of its responsibility to foster free and open communication, the Committee should, at least quarterly, meet with the internal auditors, controller, General Counsel, Chief Financial Officer and the independent accountants in executive sessions to discuss any matters that the Committee or any of these groups believe should be discussed privately and to review the results of each external audit of the Company, the report of the audit, any related management letter, management’s response to recommendations made by the independent accountants in connection with the audit, all significant reports of the internal auditing department and management’s responses to those reports.

3.3 The Committee should meet with the independent accountants and management quarterly to review the Company’s financial statements prior to their public release consistent with the provisions set forth below in Section 4.

3.4 The Committee shall meet separately with management and the Company’s independent accountants prior to the filing with the SEC of each Form 10-K and 10-Q to discuss, among other things, the appropriateness of the Company’s accounting policies.

3.5 The Committee may also meet from time to time with the Company’s investment bankers, investor relations professionals and financial analysts who follow the Company.

### **4. Committee Responsibilities and Duties**

The Committee shall have the following primary duties and responsibilities, and shall perform any other activities consistent with this charter, the Company’s bylaws and governing law as the Committee or the Board may deem appropriate or necessary:

#### 4.1 Oversight of the Financial Reporting Processes

4.1.1 In consultation with the independent accountants and the internal auditors, review the quality and integrity of the organization's financial reporting processes, both internal and external.

4.1.2 Review and approve all related party transactions as defined by the SEC Rules, including (i) transactions involving potential conflicts of interest with corporate officers and directors, (ii) transactions involving any immediate family members of any corporate officers and directors and (iii) any other related party transactions.

4.1.3 Consider the independent accountants' judgments about the quality and appropriateness of the Company's accounting principles as applied in its financial reporting. Consider alternative accounting principles and estimates.

4.1.4 Annually review major issues regarding the Company's auditing and accounting principles and practices and its presentation of financial statements, including the adequacy of internal controls and special audit steps adopted in light of material internal control deficiencies.

4.1.5 Discuss with management and legal counsel the status of pending litigation, taxation matters, compliance policies and other areas of oversight applicable to the legal and compliance area as may be appropriate. Discuss with legal counsel any other legal matters that may have a material impact on the financial statements or the Company's compliance policies.

4.1.6 Meet at least quarterly with the Chief Financial Officer, General Counsel, the internal auditors, the controller and the independent accountants in separate executive sessions.

4.1.7 Review analyst reports and press articles about the Company's accounting and disclosure practices and principles.

4.1.8 Review all analyses prepared by management and the independent accountants of significant financial reporting issues and judgments made in connection with the preparation of the Company's financial statements, including any analysis of the effect of alternative generally accepted accounting principle ("GAAP") methods on the Company's financial statements and a description of any transactions as to which management obtained Statement on Auditing Standards No. 50 letters.

4.1.9 Review with management and the independent accountants the effect of regulatory and accounting initiatives, as well as off-balance sheet structures, on the Company's financial statements.

4.1.10 Review disclosures made to the Committee by the Company's CEO and CFO during their certification process for the Form 10-K and Form 10-Q about any significant deficiencies in the design or operation of internal controls or material weaknesses therein and any fraud involving management or other employees who have a significant role in the Company's internal controls.

4.1.11 Ensure that a public announcement of the Company's receipt of an audit opinion that contains a going concern qualification is made promptly.

#### 4.2. Review of Documents and Reports

4.2.1 Review and discuss with management and the independent accountants the Company's annual audited financial statements and quarterly financial statements and related footnotes (including disclosures under the section entitled "Management's Discussion and Analysis of Financial Condition and Results of Operation") and any certification, report, opinion or review rendered by the independent accountants, considering, as appropriate, whether the information contained in these documents is consistent with the information contained in the financial statements and whether the independent accountants and legal counsel are satisfied with the disclosure and content of such documents. These discussions shall include consideration of the quality of the Company's accounting principles as applied in its financial reporting, including review of audit adjustments (whether or not recorded) and any such other inquiries as may be appropriate. The review should include separate discussions with management and with the independent auditors of significant issues and disagreements, if any, regarding accounting principles, practices and judgments, any difficulties encountered during the course of the audit, including any restrictions on the scope of work or access to required information and the effect on using different accounting principles, practices and judgments. Based on the review, the Committee shall make its recommendation to the Board as to the inclusion of the Company's audited consolidated financial statements in the Company's annual report on Form 10-K.

4.2.2 Review and discuss with management and the independent accountants earnings press releases, as well as financial information and earnings guidance provided to analysts and rating agencies prior to releasing such information.

4.2.3 Review the internal reports to management prepared by the internal auditors and management's response thereto.

4.2.4 Review reports from the General Counsel, management, the internal auditors and the independent accountants on the Company's subsidiaries' and affiliates' compliance with the Company's code(s) of conduct, Company policies regarding insider and related party transactions and applicable law.

4.2.5 Review with management and the independent accountants any correspondence with regulators or government agencies and any employee complaints or published reports that raise issues regarding the Company's financial statements or accounting policies.

4.2.6 Prepare the report as required by the SEC Rules to be included in the Company's annual proxy statement.

4.2.7 Submit the minutes of all meetings of the Committee to, or discuss the matters discussed at each Committee meeting with, the Board.

4.2.8 Review any restatements of financial statements that have occurred or were recommended. Review the restatements made by other clients of the independent accountants.

4.2.9 The Committee shall request assurances from management, the independent accountants and the Company's internal auditors that the Company's foreign subsidiaries and foreign affiliated entities are in conformity with applicable legal requirements, including disclosure of affiliated party transactions.

#### 4.3. Independent Accountant Matters

4.3.1 Interview and retain the Company's independent accountants, considering the accounting firm's independence and effectiveness, and approve the engagement fees and other

compensation to be paid to the independent accountants. The Committee shall have the exclusive authority to retain the Company's independent accountants (subject to ratification by the affirmative vote of the shareholders). Meet with the independent accountants and the Company's financial management to review the scope of the proposed external audit for the current year.

4.3.2 Approve, in advance of the work being performed, the scope of all audit and permissible non-audit services of the independent accountants and discuss planning and staffing of the audit.

4.3.3 On an annual basis, the Committee shall evaluate the independent accountants' qualifications, performance and independence. To assist in this undertaking, the Committee shall require the independent accountants to submit a report (which report shall be reviewed by the Committee) describing (a) the independent accountants' internal quality-control procedures, (b) any material issues raised by the most recent internal quality-control review, or peer review, of the accounting firm or by any inquiry or investigations by governmental or professional authorities (within the preceding five years) respecting one or more independent audits carried out by the independent accountants, and any steps taken to deal with any such issues and (c) all relationships the independent accountants have with the Company and relevant third parties in order to determine the impact, if any, of such relationships on the independent accountants' independence. In making its determination, the Committee shall consider not only auditing and other traditional accounting functions performed by the independent accountants, but also non-audit services performed or proposed to be performed. The Committee shall also consider whether the provision of any of these non-audit services is compatible with the independence standards under the guidelines of the SEC and other applicable authorities (including, possibly, the Public Company Accounting Oversight Board) and shall approve in advance any non-audit services to be provided by the independent accountants.

4.3.4 Review on an annual basis the experience and qualifications of the senior members of the external audit team. Discuss the knowledge and experience of the independent accountants and the senior members of the external audit team with respect to the Company's industry. The Committee shall ensure the regular rotation of the lead audit partner and audit review partner as required by law and consider whether there should be a periodic rotation of the Company's independent accountants.

4.3.5 Review the performance of the independent accountants and terminate the independent accountants when circumstances warrant. The Committee shall have the exclusive authority to discharge the independent accountants.

4.3.6 Establish and periodically review hiring policies for employees or former employees of the independent accountants.

4.3.7 Review with the independent accountants any problems or difficulties the auditors may have encountered and any "management" or "internal control" letter provided by the independent accountants and the Company's response to that letter. Such review should include:

(a) any difficulties encountered in the course of the audit work, including any restrictions on the scope of activities or access to required information and any disagreements with management;

(b) any accounting adjustments that were proposed by the independent accountants that were not agreed to by the Company;

(c) communications between the independent accountants and its national office regarding any issues on which it was consulted by the audit team and matters of audit quality and consistency;

(d) any changes required in the planned scope of the internal audit; and

(e) the responsibilities, budget and staffing of the Company's internal audit function.

4.3.8 Obtain from the independent accountants in connection with any audit of the annual audited financial statements a timely report describing (a) alternative treatments of financial information within the parameters of GAAP, (b) critical accounting policies and practices to be used in preparing the audit report and (c) such other matters as the SEC and the New York Stock Exchange may direct by rule or regulation.

4.3.9 Periodically consult with the independent accountants out of the presence of management about internal controls and the fullness and accuracy of the organization's financial statements.

4.3.10 Oversee the relationship with the independent accountants by discussing with the independent accountants the nature and rigor of the audit process, receiving and reviewing audit reports and ensuring that the independent accountants have full access to the Committee (and the Board) to report on any and all appropriate matters.

4.3.11 Discuss with the independent accountants prior to the audit the general planning and staffing of the audit.

4.3.12 Obtain a representation from the independent accountants that Section 10A of the Securities and Exchange Act of 1934, as amended, has been followed.

4.3.13 Advise the independent accountants that they are expected to provide the Committee with a timely analysis of significant issues and practices relating to accounting principles and policies, financial reporting and internal control over financial reporting.

#### 4.4 Oversight of Internal Audit Control Matters

4.4.1 Discuss with management and the independent accountants policies with respect to risk assessment and risk management. Although it is management's duty to assess and manage the Company's exposure to risk, the Committee should discuss guidelines and policies to govern the process by which risk assessment and management is handled and review the steps management has taken to monitor and control the Company's risk exposure. Review significant findings prepared by the independent accountants together with management's responses including the status of previous recommendations.

4.4.2 Establish regular and separate systems of reporting to the Committee by each of management, the independent accountants and the internal auditors regarding any significant judgments made in management's preparation of the financial statements and the view of each as to the appropriateness of such judgments.

4.4.3 Following completion of the annual external audit, review separately with each of management, the independent accountants and the internal auditors any significant difficulties

encountered during the course of the audit, including any restrictions on the scope of work or access to required information.

4.4.4 Review with the independent accountants, the internal auditors and management the extent to which changes or improvements in financial or accounting practices have been implemented. This review should be conducted at an appropriate time subsequent to implementation of changes or improvements, as decided by the Committee.

4.4.5 The Committee shall appoint a Senior Vice President of Risk and Internal Audit who shall report directly to the Chairperson of the Audit Committee and the Chief Financial Officer. The Senior Vice President of Risk and Internal Audit shall be responsible for examining and evaluating the adequacy and effectiveness of the Company's internal control procedures, shall have no other significant Company responsibilities and shall not have any Company responsibilities incompatible with responsibility of the Company's internal control procedures. The Senior Vice President of Risk and Internal Audit may only be removed with the approval of the Committee.

4.4.6. Review the procedures that the Company has implemented regarding compliance with the Company's code of conduct.

4.4.7 Establish procedures for the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls or auditing matters, and the confidential, anonymous submission by employees of concerns regarding questionable accounting or auditing matters. A memo setting forth procedures shall be distributed to all employees of the Company on an annual basis, and more frequently if circumstances require.

4.4.8 Periodically discuss with the Chief Executive Officer and Chief Financial Officer (a) the effectiveness and adequacy of the Company's system of internal controls and any significant deficiencies in the design or operation of the internal controls that could adversely affect the Company's ability to record, process, summarize and report financial data and (b) any fraud, whether or not material, that involves management or other employees who have a significant role in the Company's internal controls.

4.4.9 Oversee officers, directors and persons acting under the Committee's direction with the goal of preventing them from fraudulently influencing, coercing, manipulating or misleading the independent accountants for purposes of rendering the Company's financial statements materially misleading.

4.4.10 Review and approve any proposed changes to the compensation of the Senior Vice President of Risk and Internal Audit.

4.4.11 The annual report on internal controls mandated by Section 404 of the Sarbanes-Oxley Act shall assess the compliance of the Company's future stock option grants with the terms of the stock option plan.

#### 4.5 Evaluation of Internal Auditors

4.5.1 Review activities, organizational structure, resources, activities, reports, qualifications and effectiveness of the internal auditors. The internal audit department shall have direct communication access to the Committee without the need for prior approval from management.

4.5.2 Review and concur in the appointment, replacement, reassignment or dismissal of the Senior Vice President of Risk and Internal Audit.

4.5.3 Consider and review with management and the Senior Vice President of Risk and Internal Audit:

- (a) significant internal audit findings during the year and management's responses thereto;
- (b) any difficulties encountered in the course of internal audits, including any restrictions on the scope of the internal auditors' work or access to required information;
- (c) the annual internal audit plan and any significant changes thereto;
- (d) the internal auditors' budget and staffing; and
- (e) the internal auditors' compliance with the appropriate standards of The Institute of Internal Auditors' Standards for the Professional Practice of Internal Auditing.

## **5. Delegation of Duties and Committee Resources**

The Committee shall have the resources and authority appropriate to discharge its duties and responsibilities, including the authority to select, retain, terminate and approve the fees and retention terms of counsel or other experts or consultants, as it deems appropriate without seeking approval of the Board or management. The expense of retaining such counsel, experts or consultants shall be borne by the Company.

In fulfilling its responsibilities, the Committee shall be entitled to delegate any of its responsibilities to a subcommittee of the Committee, to the extent consistent with the Company's charter, bylaws, Corporate Governance Guidelines and applicable law and the requirements of the NYSE Listed Company Manual.

## **6. Amendment**

This charter may be amended from time to time by the Board and any amendment must be disclosed as required by, and in accordance with, applicable laws, rules and regulations.