



CONNECTIONS MADE
IMPACT DELIVERED

AUDIT COMMITTEE CHARTER

The Board of Directors (the "**Board**") of Harte-Hanks, Inc., a Delaware corporation (the "**Company**"), has established the Audit Committee (the "**Committee**") and adopted this Audit Committee Charter (as amended from time to time, the "**Charter**").

I. PURPOSE

The Committee is appointed by the Board to assist the Board in fulfilling its oversight of:

- The integrity of the Company's financial statements, including the financial reporting process and systems of internal controls regarding finance, accounting, and legal compliance.
- The qualifications and independence of the Company's independent auditors.
- The performance of the Company's internal audit function and independent auditors.
- The Company's compliance with legal and regulatory requirements.

The Committee shall provide an avenue of communication among the independent auditors, management, the internal auditing department and the Board.

The Committee has the authority to conduct any investigation appropriate to fulfilling its responsibilities, and it shall have direct access to the independent auditors as well as anyone else in the organization. The Committee shall have the authority to retain, at the Company's cost and expense, special independent legal, accounting, or other advisors or experts it deems necessary in the performance of its duties. The Company shall provide appropriate funding, as determined by the Committee, for payment of ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties, for payment of compensation to the outside legal, accounting or other advisors employed by the Committee, and compensation to the independent auditors or any other registered public accounting firm for the purpose of rendering or issuing an audit report or related work or performing other audit, review or attest services for the Company and to any independent counsel or other advisers employed by the Committee.

II. AUDIT COMMITTEE COMPOSITION AND MEETINGS

Committee members shall meet the independence and experience requirements of the New York Stock Exchange ("**NYSE**"), the Securities Exchange Act of 1934, as amended (the "**Exchange Act**"), and the rules and regulations of the Securities and Exchange Commission (the "**SEC**" or the "**Commission**"). The Committee shall be comprised of three or more directors as determined by the Board, each of whom the Board has determined has no material relationship with the Company and each of whom is otherwise "independent" under the rules of the NYSE, the Exchange Act, the Sarbanes Oxley Act of 2002 and the rules promulgated thereunder. All members of the Committee shall be financially literate (as determined by the Board in its business judgment) or must become financially literate within a reasonable period of time after appointment to the Committee, and at least one member of the Committee shall be an "audit committee financial expert" as defined by the SEC (who shall be presumed to have "accounting or related financial management expertise" as required by the NYSE). Committee members shall not simultaneously serve on the audit committee of more than two other public companies.

Committee members shall be appointed, and may be replaced, by the Board. If a Committee Chair is not designated or present, the members of the Committee may designate a Chair by majority vote of the Committee membership.

The Committee shall meet at least quarterly, or more frequently as circumstances dictate, to discuss with management the Company's annual audited financial statements and quarterly financial statements, as applicable. The Committee shall prepare and/or approve an agenda in advance of each meeting. The Committee shall periodically meet privately in executive session with management, the director of the internal auditing department, the independent auditors, and as a committee to discuss any matters that the Committee or each of these groups believe should be discussed.

III. COMMITTEE AUTHORITY AND RESPONSIBILITIES

The function of the Committee is oversight. The Committee is directly responsible for and the sole authority relating to the appointment, retention, compensation, evaluation, oversight of the work and termination of the Company's independent auditors and any other registered public accounting firm engaged for the purpose of performing review or attest services for the Company (including resolution of disagreements between management and the independent auditors or such other registered public accounting firm regarding financial reporting). The independent auditors and any such other registered public accounting firm shall report directly to the Committee.

The management of the Company is responsible for the preparation, presentation and integrity of the Company's financial statements, for maintaining appropriate accounting and financial reporting principles and policies and internal controls and procedures that provide for compliance with accounting standards and applicable laws and regulations. The independent auditors are responsible for planning and carrying out a proper audit of the Company's annual financial statements and reviewing the Company's quarterly financial statements prior to the filing of each quarterly report on Form 10-Q. In fulfilling their responsibilities hereunder, it is recognized that members of the Committee are not employees of the Company and are not, and do not represent themselves to be, performing the functions of auditors or accountants. As such, it is not the duty or responsibility of the Committee or its members to conduct "field work" or other types of auditing or accounting reviews or procedures or to set auditors independence standards.

The Committee shall pre-approve all permitted non-audit services to be performed for the Company by its independent auditors, subject to the *de minimis* exceptions for permitted non-audit services described in the Exchange Act. The Committee may form and delegate authority to subcommittees consisting of one or more members when appropriate, including the authority to grant preapprovals of non-audit services, provided that decisions of such subcommittee to grant preapprovals shall be presented to the full Committee at its next scheduled meeting.

The Committee shall make regular reports to the Board. The Committee shall review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board for approval. The Committee shall annually evaluate the Committee's own performance, which evaluation must compare the performance of the Committee with the requirements of this Charter.

The Committee, to the extent it deems necessary or appropriate and as may be required by applicable rules and regulations, shall:

A. Financial Statement and Disclosure Matters

1. Review and discuss with management and the independent auditors the annual audited financial statements, including disclosures made in the "Management's Discussion and Analysis" portion of any documents filed with the Commission, and recommend to the Board whether the audited financial statements should be included in the Company's Form 10-K.
2. Review and discuss with management and the independent auditors the Company's quarterly financial statements prior to the filing of each Form 10-Q, including disclosures made in the "Management's Discussion and Analysis" portion of any documents filed with the Commission and the results of the independent auditors' review of the quarterly financial statements.
3. Review and discuss with management and the independent auditors significant matters arising from any audit, including any audit problems or difficulties and management's response including any accounting adjustments that were noted or proposed by the auditors but were "passed" (as immaterial or otherwise).

4. Review and discuss quarterly reports from the independent auditors on:
 - (a) All critical accounting policies and practices to be used.
 - (b) All alternative treatments of financial information within generally accepted accounting principles ("GAAP") that have been discussed with management, the ramifications of the use of such alternative disclosures and treatments, and the treatment preferred by the independent auditors.
 - (c) Other material written communications between the independent auditors and management, such as any "management" or "internal control" letter issued or proposed to be issued or schedule of unadjusted differences.
 - (d) All discussions between the independent audit team and the firm's national office regarding the audit.
5. Discuss with management the Company's earnings press releases, including the use of "pro forma" or "adjusted" non-GAAP financial measures, as well as financial information and earnings guidance provided to analysts and rating agencies. Such discussion may be done generally (consisting of discussing the types of information to be disclosed and the types of presentations to be made) and need not take place in advance of each earnings release or each instance in which the Company may provide earnings guidance.
6. Discuss with management and the independent auditors the effect of regulatory and accounting initiatives as well as off-balance sheet structures on the Company's financial statements.
7. Discuss with management the Company's major financial risk exposures and the steps management has taken to monitor and control such exposures, including the Company's risk assessment and risk management policies.
8. Discuss with the independent auditors the matters required to be discussed by Statement on Auditing Standards No. 114 relating to the conduct of the audit, and any communications related to:
 - deficiencies noted in the audit in the design or operation of internal controls;
 - consideration of fraud in a financial statement audit;
 - detection of illegal acts;
 - the independent auditors' responsibility under generally accepted auditing standards;
 - any restriction on audit scope;
 - significant accounting policies;
 - significant issues discussed with the national office respecting auditing or accounting issues presented by the engagement;
 - management judgments and accounting estimates;
 - any accounting adjustments arising from the audit that were noted or proposed by the auditors but were passed (as immaterial or otherwise);
 - the responsibility of the independent auditors for other information in documents containing audited financial statements;
 - disagreements with management;
 - consultation by management with other accountants;
 - major issues discussed with management prior to retention of the independent auditors;
 - difficulties encountered with management in performing the audit;
 - the independent auditors' judgments about the quality of the Company's accounting principles; and
 - reviews of interim financial information conducted by the independent auditors.
9. Review disclosures made to the Committee, if any, by the Company's CEO and CFO during their certification process for each Form 10-K and Form 10-Q about any significant deficiencies in the design or operation of internal controls that could adversely affect the Company's ability to record, process, summarize and report financial data, any material weaknesses therein and any fraud involving management or other employees who have a significant role in the Company's internal controls.

B. Oversight of the Company's Relationship with the Independent Auditors

10. Obtain and review a report from the independent auditors, at least annually, describing (a) the independent auditors' internal quality-control procedures, (b) any material issues raised by the most recent internal quality-control review, or peer review, of the firm, or by any inquiry or investigation by governmental or professional authorities within the preceding five years (and any steps taken to deal with any such issues) respecting one or more independent audits carried out by the firm, and (c) (to assess the auditor's independence) all relationships between the independent auditors and the Company including each non-audit service provided to the Company and discuss with the independent auditors any relationships or services that may impact the quality of audit services or the objectivity and independence of the independent auditors.
11. Obtain and review a formal written statement from the independent auditors of the fees billed in each of the last two fiscal years for each of the following categories of services rendered by the independent auditors: (a) the audit of the Company's annual financial statements and the reviews of the financial statements included in the Company's Quarterly Reports on Form 10-Q or services that are normally provided by the independent auditors in connection with statutory and regulatory filings or engagements; (b) assurance and related services not included in clause (a) that are reasonably related to the performance of the audit or review of the Company's financial statements, in the aggregate and by each service, (c) tax compliance, tax advice and tax planning services, in the aggregate and by each service; and (d) all other products and services rendered by the independent auditors' in the aggregate and by each service.
12. Receive from the independent auditors the written disclosures and the letter from the independent auditors required by Independence Standards Board Standard No. 1 and discuss with the independent auditors the independent auditor's independence.
13. Evaluate the qualifications, performance and independence of the independent auditors (including the lead partner), including considering whether the auditors' quality controls are adequate and the provision of permitted non-audit services is compatible with maintaining the auditors' independence, taking into account the opinions of management and internal auditors.
14. Ensure the rotation of the lead audit partner, the concurring partner and any other active audit engagement team partner as required by law and consider whether, in order to assure continuing auditor independence, it is appropriate to adopt a policy of rotating the independent auditing firm on a regular basis.
15. Set clear policies for the Company's hiring of employees or former employees of the independent auditors who participated in any capacity in the audit of the Company.
16. Discuss with the independent auditors and management the planned scope and timing of the annual audit to be performed by the independent auditors.

C. Oversight of the Company's Internal Audit Function

17. Review the appointment and replacement of the senior internal auditing executive.
18. Review the significant reports to management prepared by the internal auditing department and management's responses.
19. Discuss with the independent auditors and management the internal audit department's responsibilities, budget and staffing and any recommended changes in the planned scope of the internal audit.

D. Compliance Oversight Responsibilities

20. 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.

21. Discuss with management and the independent auditors any correspondence with regulators or governmental agencies and any published reports which raise material issues regarding the Company's financial statements or accounting policies.
22. Discuss with the Company's General Counsel legal matters that may have a material impact on the financial statements or the Company's compliance policies.
23. Review any problems or difficulties encountered by the Company's independent auditors during the course of the audit, including those that the independent auditors would be required to disclose to the Committee under Section 10A(b) of the Exchange Act.

E. Other Audit Committee Responsibilities

24. Annually prepare a report to stockholders as required by the SEC. The report shall be included in the Company's annual proxy statement.
25. Perform any other activities consistent with this Charter, the Company's By-laws, and governing law, or as the Committee or the Board deems necessary or appropriate.
26. Maintain minutes of meetings and periodically report to the Board on significant results of the foregoing activities.
27. Periodically review the Company's policies and Code of Ethics, with particular focus on related party transactions and conflicts of interest involving, directly or indirectly, the principal executive officer, principal financial officer and principal accounting officer, and consider whether changes are needed.
28. Evaluate and decide whether to approve and monitor on an ongoing basis any related party transactions covered by the Company's policies and Code of Ethics, and make decisions regarding the grant of any waiver of or deviation from the Company's policies and Code of Ethics.

IV. LIMITATION OF AUDIT COMMITTEE'S ROLE

While the Committee has the responsibilities, duties 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 GAAP. The financial statements are the responsibility of the Company's management. The independent auditors are responsible for expressing an opinion on the financial statements based on their audits. Nothing contained in this Charter is intended to create, or should be construed as creating, any responsibility or liability of the Committee members, except to the extent otherwise provided under applicable federal or state law.

V. MISCELLANEOUS

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.

This Charter, and any amendments hereto, shall be displayed on the Company's website and a printed copy of such shall be made available to any stockholder of the Company who requests it.