

CHARTER FOR THE AUDIT COMMITTEE OF THE BOARD OF DIRECTORS OF ANALYSTS INTERNATIONAL CORPORATION

1. PURPOSE

The Board of Directors (the “Board”) of Analysts International Corporation (the “Company”) has adopted this formal written charter to govern the operation of the Audit Committee (the “Committee”). As provided herein, the Committee shall provide assistance to the Board in fulfilling the Board’s oversight responsibility to the Company’s shareholders and other constituents with respect to the quality of the accounting and financial reporting processes of the Company, the audits of the financial statements of the Company and the Board’s monitoring of (i) the integrity of the financial statements of the Company; (ii) the independent auditors’ qualifications and independence; (iii) the performance of the independent auditors; and (iv) the Company’s internal controls and disclosure procedures. The Committee will also prepare the report that SEC rules require be included in the Company’s annual proxy statement (recommending to the Board that the Company’s audited financial statements be filed with the SEC).

It is the responsibility of the Committee to develop and maintain free and open communication between and among the directors, the independent auditors and the financial management of the Company and to ensure that the independent auditors are accountable to both the Committee and the Board.

2. COMMITTEE MEMBERSHIP

The Committee shall be comprised of three or more directors each of whom shall satisfy the independence and experience requirements of The NASDAQ Global Market or other securities exchange on which the Company’s shares of common stock are listed. Each member of the Committee shall be an “independent director,” as such term is defined in the NASDAQ rules, shall be free from any relationship that, in the opinion of the Board, would interfere with the exercise of his or her independent judgment as a member of the Committee, and must satisfy the requirements for independence set forth in the rules and regulations of the Securities and Exchange Commission, including those issued pursuant to Rule 10A-3 of the Securities Exchange Act of 1934, as amended. All Committee members must be financially literate and able to read and understand financial statements, including a balance sheet, income statement and cash flow statement. No Committee member shall have participated in the preparation of the Company’s financial statements at any time during the prior three years. At least one member of the Committee shall qualify as an “audit committee financial expert” under the rules of the SEC. Such individual shall have past employment experience in finance or accounting, requisite professional certification in accounting, or other comparable experience or background which results in individual financial sophistication, including being or having been a chief executive officer, chief financial officer or other senior officer with financial oversight responsibilities.

On the recommendation of the Nominating and Governance Committee, members of the Committee shall be appointed annually by the Board for terms of one year, or until their successors shall be duly elected and qualified, and may be removed by the Board in its

discretion. The Board shall appoint one member of the Committee as Chair, on the recommendation of the Nominating and Governance Committee. He or she shall be responsible for leadership of the Committee, including overseeing the agenda, presiding over the meetings and reporting to the Board. If a Committee Chair is not present at a meeting, the members of the Committee may designate a Chair.

3. MEETINGS; MINUTES

The Committee will meet at least four times per year (on a quarterly basis) and at such other times as may be necessary to fulfill its responsibilities. It will meet following the end of each fiscal quarter of the Company prior to the release of quarterly or annual earnings to review the financial results of the Company for the preceding fiscal quarter or the preceding fiscal year, as the case may be. Meetings may be called by the Chair or the Chair of the Board.

The Committee may meet in person or by means of telephone conference call, and may also act by means of unanimous written consent. A majority of the Committee members shall constitute a quorum. Actions at meetings may be approved by a majority of Committee members present, so long as there is a quorum. Unless otherwise authorized by the Chair of the Board or by the Nominating and Governance Committee, the Committee shall not delegate any of its authority to any subcommittee.

The Committee will maintain written minutes of its meetings. Such minutes shall be provided to the Board and filed with the minutes of the meetings of the Board. Reports of any actions taken at meetings or by consent (by way of written action) shall be made by the Committee Chair to the Board at its next regularly scheduled meeting and shall be accompanied by any recommendations from the Committee to the Board. In addition, the Committee Chair or his/her delegate shall be available to answer any questions the other directors may have regarding the matters considered and actions taken by the Committee.

4. COMMITTEE RESOURCES

In discharging its duties, the Committee is authorized to investigate any matter brought to its attention, with full access to all books, records, facilities and personnel of the Company. The Committee may retain such independent consultants, counsel and other advisors as may be necessary to fulfill its responsibilities. The selection, retention and termination of such personnel shall be at the sole discretion of the Committee. The Company shall provide appropriate funds in order to pay the reasonable fees of (i) any registered public accounting firm engaged for the purpose of preparing or issuing an audit report or preparing other audit, review or attest services for the Company, (ii) any consultants, counsel or other advisors hired by the Committee, and (iii) ordinary administrative expenses of the Committee that are necessary in carrying out its duties. The Committee shall keep the Company's finance department advised as to the general range of any such anticipated expenses. The Committee shall have the right to use reasonable amounts of time of the Company's internal and independent accountants, internal and outside lawyers and other internal staff in performing its responsibilities.

5. COMMITTEE'S ROLE AND LIMITATIONS

The Audit Committee recognizes that the preparation of the Company's financial statements and other financial information is the responsibility of the Company's management and that the auditing, or conducting of reviews, of those financial statements and other financial

information is the responsibility of the Company's independent auditor. The Audit Committee's responsibility is to oversee the financial reporting process and to report to the Board with respect thereto.

The Company's management, and the independent auditor, in the exercise of their responsibilities, acquire greater knowledge and more detailed information about the Company and its financial affairs than members of the Audit Committee. Consequently, the Audit Committee is not responsible for providing any expert or special assurance as to the Company's financial statements and other financial information or any professional certification as to the independent auditors' work, including without limitation its reports and reviews of the Company's financial statements and other financial information. Thus, 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 audited financial statements are complete, accurate and in accordance with generally accepted accounting principles. Such responsibility and the fundamental responsibility for the Company's financial statements and internal accounting controls, rests with management and the Company's independent auditors.

6. RESPONSIBILITIES AND AUTHORITY

In carrying out its duties and responsibilities, the Committee should design its policies and procedures to be flexible, so that it may be in a position to react or respond appropriately to changing circumstances or conditions and to ensure that the corporate accounting and financial reporting practices of the Company, as well as the auditing process, are in accordance with all applicable requirements, and also are appropriately tailored for the Company's specific business and financial risks.

In carrying out its duties and responsibilities, the following tasks are within the responsibilities and authority of the Committee:

6.1 Oversight of Independent Auditors

6.1.1 Appointment and Oversight. The Committee shall be directly responsible, subject to any required shareholder ratification, for the appointment, retention, compensation, evaluation, termination and oversight of the work of the independent auditors (including resolution of any disagreements between management and the independent auditor regarding financial reporting) for the purpose of preparing or issuing an audit report or related work. The independent auditors shall report directly to the Committee, and the Committee shall have a clear understanding with management and the independent auditors that the independent auditors are ultimately accountable to the Committee and the Board. The Committee shall review and pre-approve all audit services and non-audit services to be performed by the independent auditors.

6.1.2 Audit Scope and Procedures. The Committee shall discuss with the independent auditors the overall scope, plans and staffing for their respective audits.

6.1.3 Annual Audit. As more fully set forth in Section 6.2.1, the Committee shall, in consultation with the independent auditors and management, discuss the results of the annual audit and any other matters required to be communicated to the Committee by the independent auditors under Statement of Auditing Standards 61.

6.1.4 Accounting Policies and Practices. The Committee shall discuss with

the independent auditors critical accounting policies and procedures used by the Company, as well as any material alternative treatments of financial information within generally accepted accounting principles that have been discussed with management, ramifications of the use of such alternative treatments, and the treatment preferred by the independent auditors. The Committee shall also discuss with the independent auditor and management any correspondence with regulators or governmental agencies and any published reports which raise material issues regarding the Company's financial statements or accounting policies, and shall inquire of the independent auditors whether they have any concerns regarding the possibility of significant accounting or reporting risks or exposures; the appropriateness and quality of significant accounting treatments and whether there has been any aggressive creativity in any such treatments; any business transactions that may affect the fair presentation of the Company's financial condition or results of operations; or any weaknesses in the Company's internal control systems.

6.1.5 Evaluation of Auditors. The Committee shall evaluate the qualifications, performance and independence of the independent auditors and shall present its conclusions with respect thereto to the Board, at least annually. The Committee shall review the rotation of the independent auditors' partners in accordance with applicable regulations, and review the performance and qualifications of the independent auditors and discharge the independent auditors when circumstances warrant. The Committee shall oversee practices regarding hiring former employees of the independent auditors.

6.1.6 Annual Report from Independent Auditors. The Committee shall receive and review, at least annually, a report from the independent auditors discussing (i) all relationships between the independent auditors and the Company consistent with Independence Standards Board Standard Number 1; (ii) the audit firm's internal quality-control procedures; and (iii) any material issues raised by the most recent internal quality-control review, or peer review, of the firm, or any inquiry or investigation by governmental or professional authorities within the preceding five years with respect to independent audits carried out by the firm, and any steps taken to deal with any such issues. The Committee shall actively engage in a dialogue with the independent auditors with respect to any disclosed relationships or services that may affect the objectivity and independence of the auditor. If necessary, the Committee shall take, or recommend that the Board take, appropriate action with respect to the independence of the auditors or other information disclosed in the auditors' annual report. The Committee shall obtain from the independent auditor assurance that the audit was conducted in a manner consistent with Section 10A(b) of the Exchange Act. The Committee shall confirm that none of the audit partners earn or receive compensation based on procuring engagements with the Company for providing products or services, other than audit review or attest services.

6.1.7 Non-Audit Services. Subject to the de minimis exceptions for non-audit services described in Section 10A(i)(1)(B) of the Exchange Act, neither the Committee nor the Board shall approve, and the independent auditors shall not provide to the Company, the following non-audit services, or any other non-audit services prohibited by SEC rules and regulations, if such services are to be provided contemporaneously with an audit of the Company: bookkeeping services; financial information systems design and implementation services; appraisal or valuation services; fairness opinions; contribution-

in-kind reports; actuarial services; internal audit outsourcing services; management functions or human resources; broker/dealer, investment adviser or investment banking services; legal services; and expert services unrelated to the audit. When pre-approving non-audit services, the Audit Committee should consider whether the provision of the non-audit services by the independent auditor is compatible with maintaining the independent auditor's independence.

6.1.8 Other. The Committee may in its discretion discuss with the independent auditor matters on which they were consulted by the Company's audit team and/or matters of audit quality and consistency, and may inquire of the independent auditors as to consultations the auditors may have had with their national office or other advisors or consultants.

6.2 Financial Statement and Disclosure Matters

6.2.1 Annual Report. Prior to filing thereof, the Committee shall discuss with management and the independent auditors the Company's Annual Report on Form 10-K, and in particular the financial statements to be included therein and the disclosures made in the management's discussion and analysis section. With respect to the independent auditors, these discussions will include private discussions as to whether there have been (and if so the nature of) any audit problems or difficulties and any related responses by management, including confirmation that management is not placing any restrictions on the scope of the independent auditors' work or their access to information, and discussion of any management or internal control letters issued or proposed to be issued by the independent auditors to the Company. The Committee shall annually report to the Board whether the Committee recommends inclusion of the financial statements in the Company's Annual Report on Form 10-K.

6.2.2 Interim Reports. Prior to filing thereof, the Committee shall discuss with management and the independent auditors each Form 10-Q, and in particular the financial statements to be included therein and the disclosures made in the management's discussion and analysis section. These discussions will cover the interim financial statements and any related notes, as well as the related MD&A, prior to filing or other public release. With respect to the independent auditors, the Committee will inquire whether such financial statements and any related notes are prepared in accordance with U.S. generally accepted accounting principles and, together with such MD&A, are consistent with the information known to Committee members. The Committee will also confirm with the independent auditors that the Company's interim financial statements and any related notes included in Quarterly Reports on Form 10-Q have been reviewed by the Company's independent auditors using professional standards and procedures for conducting such reviews, as established by U.S. generally accepted auditing standards.

6.2.3 Financial Information Disclosure. The Committee may review and discuss with management the policies with respect to earnings press releases, as well as the financial information and earnings guidance provided to analysts and rating agencies. The Committee will review with management and the independent auditors' quarterly and annual earnings press releases, including the use of "pro forma" or "adjusted" non-GAAP information, as well as financial information and earnings guidance provided to securities analysts and ratings agencies. Such review 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 be in connection with each earnings release or each instance in which the Company provides earnings guidance.

6.2.4 Annual Proxy Report. Prior to filing thereof, the Committee shall review the Company's annual proxy statement and prepare the Report of the Audit Committee that SEC rules require be included in the Company's annual proxy statement.

6.2.5 New Requirements. The Committee shall discuss with management and the independent auditors any new accounting and financial requirements or initiatives, as well as other current or pending developments in accounting principles, auditing standards, independence standards or reporting practices.

6.2.6 Significant Reporting Issues. The Committee shall discuss with management and the independent auditors, both separately and together, significant financial reporting issues arising in connection with the preparation of the Company's financial statements, including (i) any significant changes in the Company's accounting policies, procedures or organizational structure; (ii) any judgments made that significantly affected the financial results; (iii) the nature of any unusual or significant commitments or contingent liabilities, including the assumptions underlying such liabilities; and (iv) any major issues as to the adequacy of the Company's internal controls.

7. INTERNAL CONTROLS; EVALUATION AND REPORTING REQUIREMENTS

7.1 Review of Management's Certifications; Adequacy of Internal Controls. The Committee shall review management's certifications of disclosure controls and procedures and internal control over financial reporting as of the end of each fiscal quarter and at year end and, in the case of the report of management as of year end, the required report of management and attestation of the independent auditors regarding management's evaluation of internal control over financial reporting. The Committee shall, at least annually, discuss with management, the Company's internal audit function and the independent auditors, the adequacy and effectiveness of the Company's internal accounting and financial controls, and elicit any recommendations for the improvement of the internal control procedures or particular areas where new or more detailed controls or procedures are desirable.

7.2 Complaints. The Committee shall establish and maintain procedures for the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls and auditing matters. These procedures shall allow employees to submit concerns regarding questionable accounting and auditing matters on a confidential, anonymous basis.

7.3 Internal Audit Function. The Committee shall approve the appointment, retention and replacement of the resources within the internal audit function; review the significant reports to management prepared by the internal audit function and management's responses; and periodically discuss with the independent auditor and management the internal audit function's responsibilities, budget, staffing and performance of said functions.

7.4 Code of Ethical Business Conduct. The Committee shall administer and oversee any code of ethics or business conduct adopted by the Company, shall advise the Board with respect to the Company's policies and procedures regarding compliance with the Company's code of conduct and code of ethics, and shall, as requested by the Board, review and investigate conduct alleged by the Board to be in violation of the Company's code of conduct and/or code of ethics, and adopt as necessary or appropriate, remedial, disciplinary or other measures with respect to such conduct.

7.5 Performance Evaluation. The Committee shall conduct an evaluation of its performance at least annually. The evaluation shall address subjects including the Committee's composition, independence, responsibilities, structures, processes and effectiveness. The Committee shall, as appropriate, make recommendations to the Nominating and Governance Committee or the Board as a result of its performance evaluation.

7.6 Reporting to Board. The Committee shall report regularly to the Board regarding the execution of its duties and responsibilities, and shall review with the Board any material matters discussed or acted upon by the Committee during the next regular meeting of the Board.

7.7 Review of Charter. The Committee shall annually review and reassess the adequacy of this charter and obtain the approval of the Board for any proposed changes to this charter.

8. OTHER RESPONSIBILITIES

8.1 Independent Auditors. From time to time the Committee shall meet separately with the independent auditors and internal audit function out of the presence of management or others, and shall do so at least annually. Additionally, the Committee shall meet separately with management out of the presence of the independent auditors, at least annually.

8.2 Legal Counsel. The Committee shall meet with the Company's general counsel out of the presence of management, the independent auditors or others, at least annually, to monitor major litigation and significant internal or external special investigations and review with the General Counsel, at least annually, any other legal matters that could have a material effect on the Company's financial statements or compliance with law.

8.3 Risk Management. In collaboration with the Board, the Committee shall review and evaluate the Company's policies and practices with respect to risk assessment and risk management, including the Company's significant financial risk exposures and steps taken by management to monitor and control such exposures and the Company's litigation management process and insurance management process. The Committee shall discuss with management the Company's major financial risk exposures and the steps management has taken to assess, monitor and control such exposures.

8.4 Special Investigations. If necessary and if deemed appropriate, the Committee shall have the authority to initiate special investigations into matters within the Committee's scope of responsibilities or as delegated by the Board.

9. COMMITTEE REVIEW OF CERTAIN TRANSACTIONS

The Committee shall conduct appropriate review and oversight of all related-party transactions for potential conflict of interest situations on an ongoing basis, and confirm whether appropriate disclosures have been made. The term “related party transaction” shall refer to transactions required to be disclosed by SEC Regulation S-K, Item 404 (or, if applicable, SEC Regulation S-B, Item 404).

10. EFFECTIVE DATE; AMENDMENT

This charter was adopted by resolution of the Board effective November 4, 2009 and shall apply to the Audit Committee from and after that date, to the exclusion of any and all prior charters of the Audit Committee of the Company. This charter may be amended only by the affirmative vote of the Board.

11. DISCLOSURE OF CHARTER

This charter will be made available on the Company’s website at www.analysts.com.

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(as adopted by resolution of the Board of Directors on November 4, 2009)