

## Disclosure Committee Charter

This Disclosure Committee Charter (the “Charter”) has been adopted by Analysts International Corporation (the “Company”) and ratified by the Audit Committee of the Board of Directors. The Disclosure Committee (the “Committee”) shall review and reassess this Charter annually and recommend any proposed changes to the Chief Executive Officer and Chief Financial Officer (“the Senior Officers”) and the Audit Committee for approval.

### **I. Purpose**

All disclosures made by the Company to its security holders or the investment community must be accurate and complete and fairly present the Company’s financial condition and results of operations and be made on a timely basis as required by applicable laws.

The Committee shall assist the Senior Officers in fulfilling their responsibility for oversight of the accuracy and timeliness of the disclosures made by the Company by being responsible for the following tasks, in each case subject to the supervision and oversight of the Senior Officers:

- A. Disclosure Controls and Procedures. The Committee shall identify existing, or in the absence of a necessary procedure, design and establish, controls and other procedures necessary to: (i) effect the disclosure of information required to be disclosed by the Company in its SEC reports; (ii) monitor the preparation and disclosure of other written information that the Company may or will disclose to the investment community for accuracy and timely reporting, if required; and (iii) to accumulate and communicate information to management, including Senior Officers, as appropriate to allow timely decisions regarding disclosure (“Disclosure Controls”).
- B. Oversight. The Committee shall monitor the Disclosure Controls and related procedures for effectiveness, timeliness, accuracy of disclosure and currency.
- C. Preparation of SEC Reports. The Committee shall: (i) review and supervise the preparation of the Company’s (i) periodic and current reports, proxy statements, information statements, registration statements and any other information filed with the SEC; (ii) review press releases containing financial information, earnings, information about material acquisitions or dispositions or other information material to the Company’s security holders; and (iii) review correspondence broadly disseminated to shareholders, all presentations to analysts and the investment community (collectively, the “Disclosure Statements”) and disclosure policies for the Company’s website.
- D. Evaluation of the Disclosure Controls. The Committee shall participate in or provide information necessary for the CEO and CFO to evaluate the effectiveness of the Company’s Disclosure Controls prior to the filing of each of the

Company's Annual Reports on Form 10-K and each Quarterly Report on Form 10-Q (collectively, the Periodic Reports").

- E. Meetings with Senior Officers. The Committee (or the Chairperson, as the case may be) shall meet and discuss with the Senior Officers all relevant information with respect to the Committee's internal controls and disclosures, the preparation of the Disclosure Statements and the Committee's evaluation of the effectiveness of the Company's Disclosure Controls. The Committee shall make recommendations for changes to the Disclosure Controls it finds necessary.
  
- F. Meetings with the Audit Committee. The Committee shall designate a member of the Committee to meet with and/or submit reports to the Audit Committee regarding the Company's internal controls and any comments or concerns the Committee may have regarding the review process and disclosure.

In discharging its duties, the Committee shall have full access to all Company books, records, facilities and personnel, including the internal and outside auditors and outside counsel.

## **II. Organization**

The membership of the Committee shall consist of the Company's CFO, General Counsel (or such other designate of the General Counsel as may appropriate), Controller, and VP of Corporate Development. Such members may be replaced, or new members added, at any time and from time to time by the Senior Officers.

The Committee may designate two or more members who can, acting together, approve Disclosure Statements (other than periodic reports) when time does not permit for the full Committee to meet.

One member of the Committee shall be appointed as chairperson, with the Senior Officers retaining the discretion to reject and/or replace the chairperson at any time. The chairperson shall be responsible for scheduling and presiding over meetings, preparing agendas and related supporting materials and documenting the results of such meetings as secretary for the Committee. Any question of interpretation of this Charter or the Committee's procedures shall be determined by either the Senior Officers or, in their absence from any meeting, the chairperson.

The Committee shall meet quarterly or as frequently as circumstances dictate to (i) ensure the accuracy and completeness of the Disclosure Statements; and (ii) evaluate the Disclosure Controls and determine whether any changes to the Disclosure Controls are necessary or advisable in connection with the preparation of the Company's periodic reports or other Disclosure Statements. Such determinations shall take into account, developments since the most recent meeting, including, but not by way of limitation, changes in the Company's organization and business and any change in economic or industry conditions.

If any member of the Committee becomes aware of an event which could trigger an obligation by the Company to file an 8-K with the SEC, the member shall inform the other members of the Committee and a meeting of the Committee will be held in a timely manner in order to assess whether a filing is required.

### **III. Other Responsibilities**

The Committee shall also have such other responsibilities as the Senior Officers may assign to it from time to time.

#####

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