



## **AUDIT COMMITTEE CHARTER**

### **Organization**

The Audit Committee (the “Committee”) of the Board of Directors of Benefitfocus, Inc. (the “Company”) is established pursuant to Section 4.1 of the Bylaws of the Company. Except as otherwise permitted by the rules of the Company’s principal stock exchange, the Committee will be composed of not less than three nor more than five independent members of the Board of Directors. The Board of Directors will appoint Committee members annually for a term of one year and will appoint a chairperson for the Committee. The Board of Directors may remove or replace any Committee member at any time. A majority of the Committee members will constitute a quorum. The Committee will meet at least four times each year, or more frequently as required, and at such times and places as it deems advisable. The Committee will report to the Board of Directors after each meeting of the Committee.

Each Committee member must be able to read and understand the Company’s fundamental financial statements, including the Company’s balance sheet, income statement and cash flow statement. At least one member of the Committee must have employment experience in finance or accounting, professional certification in accounting, or comparable experience or background that results in the individual’s financial sophistication. At least one member of the Committee must also be an “audit committee financial expert” as defined in Item 407(d)(5)(ii) of Regulation S-K. Except as otherwise permitted by the rules of the Company’s principal stock exchange, each Committee member (a) must be independent as defined in such stock exchange’s rules, (b) must not accept directly or indirectly any consulting, advisory or other compensatory fee from the Company or any subsidiary thereof (other than in his or her capacity as a member of the Board of Directors, the Committee or any other Board committee), (c) must not be an affiliated person of the Company or any of its subsidiaries, and (d) must not have participated in the preparation of the Company’s or any of its subsidiaries’ financial statements at any time during the past three years.

### **Purpose**

The Committee will assist the Board of Directors in fulfilling its oversight responsibilities. The Committee will oversee and appraise the financial reporting process, the audit process, and the Company’s process for monitoring compliance with laws and regulations and with the Company’s codes of conduct and ethics. In performing its duties, the Committee will maintain effective working relationships with the Board of Directors, management, any internal audit provider, and the external auditors. To properly perform his or her role, each Committee member will have an understanding of the responsibilities of Committee membership as well as familiarity with the Company’s business, operations, and risks.

Although 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. That is the responsibility of management and the external auditors. Nor is it the duty of the Committee to assure compliance with laws and regulations and the Company's codes of conduct and ethics.

### **Authority, Duties and Responsibilities**

- The external auditors and any internal audit provider will have the right to appear before and be heard by the Committee.
- The Committee will have the right, for the purpose of the proper performance of its functions, to meet at any reasonable time with the external auditors or any of the officers or associates (which is what the Company calls its employees) of the Company.
- The Committee shall have the authority to engage and determine funding for independent counsel and other advisers as it deems necessary to carry out its duties.
- The Committee must determine, in its capacity as a committee of the Board of Directors, and the Company must provide for, appropriate funding for the payment of:  
(i) compensation to any registered public accounting firm engaged for the purpose of preparing or issuing an audit report or performing other audit, review or attestation services for the Company; (ii) compensation to any advisers employed by the Committee as provided above; and (iii) ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties.

The Committee shall also have the following specific duties and responsibilities:

### **Internal Controls**

- Evaluate whether management is appropriately communicating the importance of internal controls.
- Appraise the extent to which the external auditors and any internal audit provider examine computer systems and applications, the security of such systems and contingency plans for processing financial information in the event of a computer system breakdown.
- Determine whether internal control recommendations made by the external auditors and any internal audit provider are responded to by management in a timely fashion.
- Ensure that the external auditors and any internal audit provider have access to the Committee with regard to issues of fraud, deficiencies in internal controls and related matters.

## **Financial Reporting**

### *General*

- Oversee the accounting and financial reporting processes of the Company.
- Review significant accounting and reporting issues, including recent professional and regulatory pronouncements, and understand their impact on the financial statements.
- Discuss with management and the external auditors and any internal audit provider significant risks and exposures and the plans to minimize such risks.
- Obligate the external auditors to communicate certain required matters to the Committee.

### *Annual Financial Statements*

- Consider the annual financial statements and determine whether they are consistent with the information known to Committee members.
- Discuss judgmental areas such as those involving valuation of assets and liabilities, including, for example, the accounting for and disclosure of revenue recognition, tax valuation allowances and tax liabilities, long-lived assets and share-based compensation.
- Meet with management and the external auditors together and separately to discuss the financial statements and the results of the audit.
- Review the annual report before its release and consider whether the information contained therein is consistent with members' knowledge about the Company and its operations.
- Review, upon completion of the audit, the Company's financial statements and recommend to the Board whether such financial statements should be included in the Company's annual report on Form 10-K.

### *Interim Financial Statements*

- Be briefed on how management develops and summarizes quarterly financial information, and the extent to which the external auditors review quarterly financial information.
- Meet with management and, if a pre-issuance review was completed, with the external auditors, either telephonically or in person, to discuss the interim financial statements and the results of the review (this may be done by the Committee chairperson or the entire Committee).

## **Compliance with Laws and Regulations**

- Appraise the effectiveness of the system for monitoring compliance with laws and regulations and the results of management's investigation and follow-up (including disciplinary action) on any fraudulent acts or accounting irregularities.
- Periodically obtain updates from management, the corporate compliance liaison and the Company's tax director regarding compliance.
- Review the findings of any examinations by regulatory agencies such as the Securities and Exchange Commission.

## **Codes of Conduct and Ethics**

- Ensure that a code of conduct is formalized in writing and obligate management to communicate it to all associates.
- Evaluate whether management is appropriately communicating the importance of the code of conduct and the guidelines for acceptable business practices.
- Review the program for monitoring compliance with the code of conduct.
- Periodically obtain updates from management and the corporate compliance liaison regarding compliance with the code of conduct.
- Investigate possible violations of the Company's codes of conduct and ethics, including conflicts of interest, and report the results and recommendations to the Board of Directors.
- Review and approve any potential conflict of interest under the Company's codes of conduct and ethics.

## **Internal Audit**

- Review the qualifications of the internal audit provider and concur in the appointment, replacement, reassignment or dismissal of that party.
- Review the activities of the internal audit provider.

## **External Audit**

- The Committee shall be solely responsible for the appointment, compensation, retention, termination and oversight of the external auditors.
- Instruct the external auditors that the Committee, as the stockholders' representative, is the external auditors' client.
- Review the external auditors' proposed audit scope and approach.

- Oversee the audit of the Company's financial statements.
- Approve all audit engagement fees and terms, and to pre-approve all audit and permitted non-auditing and tax services that may be provided by the Company's external auditors.
- At least annually, review the performance of the external auditors, including an evaluation of the lead audit partner, to determine whether to retain or discharge the external auditors.
- Obtain from the external auditors a formal written statement delineating all relationships between the external auditors and the Company, consistent with applicable rules of the Public Company Accounting Oversight Board, and actively engage in a dialogue with the external auditors with respect to any disclosed relationships or services that may impact the objectivity and independence of the external auditors.
- Pre-approve the provision by the external auditors to the Company of all audit and permitted non-audit services.
- At least annually, obtain and review a report by the Company's external auditors that describes (1) the auditor's internal quality control procedures, (2) any material issues raised by the most recent internal quality control review, peer review or Public Company Accounting Oversight Board review or inspection of the firm or by any other inquiry or investigation by governmental or professional authorities in the past five years regarding one or more audits carried out by the firm and any steps taken to deal with any such issues, and (3) all relationships between the external auditors and the Company or any of its subsidiaries; and to discuss with the independent auditors this report and any relationships or services that may impact the objectivity and independence of the auditors.
- Obtain from the external auditor reports required under the Sarbanes-Oxley Act of 2002.

### **Other Responsibilities**

- Meet with the external auditors, the internal audit provider and management in separate executive sessions to discuss any matters that the Committee or these groups believe should be discussed privately.
- Ensure that significant findings and recommendations made by the external auditors are dealt with in a timely fashion.
- Review and approve related-party transactions before the Company engages in them.
- Review with the corporate compliance liaison or Company counsel any legal matters that could have a significant impact on the Company's financial statements.
- Establish procedures for (i) the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls or auditing matters and

(ii) confidential, anonymous submissions by associates of the Company of concerns regarding questionable accounting or auditing matters.

- Perform other oversight functions as requested by the Board of Directors.
- Review annually and update the charter of the Committee and receive approval of changes from the Board of Directors.

### **Reporting Responsibilities**

- Regularly update the Board of Directors about Committee activities and recommendations.

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Adopted by the Board of Directors on July 17, 2013.

Amended by the Board of Directors on June 7, 2017.