

DELTEK, INC.
AUDIT COMMITTEE CHARTER

I. Purpose

The Audit Committee (the “Committee”) shall provide assistance to the Company’s Board of Directors (the “Board”) in fulfilling its responsibility to shareholders, the investment community and governmental agencies that regulate the activities of the Company with respect to oversight of:

- a. The integrity of the Company’s financial reporting process and financial statements and systems of internal controls;
- b. The Company’s compliance with legal and regulatory requirements;
- c. The qualifications, independence and performance of the independent registered public accountant (referred to herein as the “independent auditor,” the “registered public accounting firm” or the “audit firm”); and
- d. The performance of the Company’s internal audit function.

The Committee shall prepare the report that the Securities and Exchange Commission (“SEC”) rules provide be included in the Company’s annual proxy statement or annual report as required.

II. Structure and Operations

Compensation and Qualifications

The Committee shall be composed of three or more directors, as determined by the Board, at least two of whom are determined by the Board to be “independent” under Section 10A(m)(3) of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), and the Rules and Regulations (the “Regulations”) of the SEC under the Exchange Act. All members of the Committee shall be able to read and understand fundamental financial statements, including the Company’s balance sheet, income statement and cash flow statement. In addition, at least one member shall have past employment experience in finance or accounting, requisite professional certification in accounting, or any other comparable experience or background which results in the individual’s financial sophistication, including being or having been a chief executive officer, chief financial officer or other senior officer with financial oversight responsibilities.

No member of the Committee shall receive compensation from the Company other than (i) director’s fees for service as a director of the Company, including reasonable compensation for serving on the Committee and regular benefits that other directors receive, and (ii) a pension or similar compensation for past performance, provided that such compensation is not conditioned on continued or future service to the Company.

Appointment and Removal

The members of the Committee shall be appointed and shall serve until their successor is duly elected and qualified, unless any member shall sooner resign or be removed, with or without cause, by the Board.

Chair

In the absence of a member designated by the Board to serve as chair, the members of the Committee may appoint, from among their number, a person to preside at that meeting.

III. Responsibilities and Duties

The following functions shall be the common recurring activities of the Committee in carrying out its purpose outlined in Section I of this Charter. These functions serve as a guide, with the understanding that the Committee may carry out additional functions and adopt additional policies and procedures as may be appropriate in light of changing business, legislative, regulatory or other conditions. The Committee shall also carry out any other responsibilities and duties delegated to it by the Board from time to time related to the purpose of the Committee outlined in Section I of this Charter.

The Committee, in discharging its oversight role, is empowered to study or investigate any matter of interest or concern that the Committee deems appropriate. In this regard, the Committee shall have the authority to retain outside legal, accounting or other advisors for this purpose, including the authority to approve fees payable to such advisors and any other terms of retention. The Company shall provide for appropriate funding, as determined by the Audit Committee, for payment of compensation to the independent auditor for the purpose of rendering an audit report and to any advisors employed by the Audit Committee.

The Committee shall be given full access to the Company's internal audit function, the Board, corporate executives and the independent auditor as desirable to carry out these responsibilities and duties. While acting within the scope of the purpose of the Committee outlined in Section I of this Charter, the Committee shall have all the authority of the Board.

Notwithstanding the foregoing, the Committee is not responsible for certifying the Company's financial statements or guaranteeing the independent auditor's report, nor is the Committee responsible for guaranteeing the Company's compliance with laws, regulations or its compliance policies or programs. The fundamental responsibility for the Company's financial statements and disclosures and its compliance with laws and regulations rests with management and the independent auditor.

Independent Auditor

With regard to the independent auditor, the Committee shall:

- Select and retain the independent auditor and, where appropriate, terminate the independent auditor. At least annually, evaluate the independent auditor's qualifications, performance and independence, including that of the lead partner. In so doing, the Committee shall:
 - Obtain and review a report by the company's independent auditor describing (i) the auditing firm's internal quality-control procedures; (ii) any material issues raised by the most recent internal quality-control review, or peer review, of the auditing firm, or by any inquiry or investigation by governmental or professional authorities, within the preceding five years, respecting one or more independent audits carried out by the auditing firm, and any steps taken to deal with any issues; and (iii) to assess the auditor's independence, all relationships between the independent auditor and the Company.
 - Evaluate the written disclosures and the letter that the independent auditor submits to the Committee regarding the auditor's independence in accordance

with Independence Standards Board Standard No. 1, as amended from time to time, and discuss such reports with the independent auditor.

- Approve the terms of the audit engagement and fees to be paid to the independent auditor for audit services.
- Inform each registered public accounting firm currently performing audit services for the Company that such firm reports directly to the Committee.
- Oversee the work of any unregistered public accounting firm engaged by the Company to perform audit services, including the resolution of any disagreement between management and the auditor regarding financial reporting, for the purpose of preparing and issuing an audit report or related work; and any accounting adjustments that were noted or proposed by the auditor but were “passed” (as immaterial or otherwise).
- Review with the independent auditor the responsibilities, budget and staffing of the Company’s internal audit function.
- Approve in advance any significant audit or non-audit engagement or relationship between the Company and the independent auditor, which is not prohibited by law, and approve the fees for such services. Assure the regular rotation of the lead audit partner as required by law.
- Instruct the independent auditor to report to the Committee on all critical accounting policies of the Company, all alternative treatments of financial information within generally accepted accounting principles that have been discussed with management, ramifications of the use of such alternative disclosures and treatments and the treatment preferred by the independent auditor, and other material written communication between the independent auditor and management.
- Discuss with the independent auditor the matters required to be discussed by SAS 114 – The Auditor’s Communication With Those Charged With Governance, as amended from time to time.

Review of Company’s External Reports

With regard to the review of documents and reports, the Committee shall:

- Meet with management and the independent auditor to review and discuss the Company’s annual report on Form 10-K, including the Company’s disclosures under “Management’s Discussion and Analysis of Financial Condition and Results of Operations,” the annual financial statements and the report of the independent auditor thereon, and significant issues encountered in the course of the audit work, including: restrictions on the scope of activities; recommended adjustments arising from the audit; the adequacy of internal financial controls; access to required information; the adequacy of the disclosure of off-balance sheet transactions, arrangements, obligations and relationships in reports filed with the SEC; the nature of, and accounting for, unusual transactions; and the appropriateness of the presentation of any adjusted non-GAAP financial information included in any report filed with the SEC.
- Following such reviews and discussions, determine whether to permit the inclusion of the annual financial statements in the Company’s annual report on Form 10-K.
- Meet quarterly with management and the independent auditor, in advance of filing the Company’s quarterly report on Form 10-Q, to review and discuss the quarterly financial statements, including the Company’s disclosures under “Management’s Discussion and Analysis of Financial Condition and Results of Operations.”

- Discuss with management earnings press releases. The Committee's discussion in this regard may be general in nature (i.e., discussion of the types of information to be disclosed) and need not take place in advance of each earnings release.
- Review the management letter regarding the Company's internal controls delivered by the independent auditor in connection with the audit.
- Meet periodically in separate executive sessions with management and the independent auditor to discuss matters that the Committee or either of these groups believes could significantly affect the financial statements and should be discussed privately.
- Review significant changes to the Company's accounting principles and practices proposed or implemented by management.

Internal Audit and Its Functions

With regard to internal audit and its functions, the Committee is authorized:

- To select and to employ the Company's internal auditor (whether as an internal function, an outsourced function, or a combination thereof), and, where appropriate, direct its replacement.
- To review the adequacy of the authority, responsibilities and functions of the Company's internal audit function, including internal audit plans, budget, and the scope and results of internal audits and management's responses thereto.

Financial Reporting Process

With regard to the financial reporting process, the Committee shall:

- Review with management, the internal auditors and the independent auditor the integrity of the Company's financial reporting processes, both internal and external. In that connection the Committee shall obtain and discuss with management and the independent auditor reports from management and the independent auditor regarding (i) all critical accounting policies and practices to be used by the Company; (ii) the effect on the Company's financial statements of the judgments, assumptions and estimates used by management with respect to those critical accounting policies; and (iii) the potential effects of changes to or variances in those judgments, assumptions and estimates on the Company's financial statements.
- Prepare the report of the Committee required by the rules of the SEC to be included in the Company's annual proxy statement or annual report, as applicable.
- Monitor whether management's publication of the Committee's charter in the Company's proxy statement takes place at least once every three years or as required by law.
- In connection with each periodic report of the Company, review disclosures made to the Committee by the Company's Chief Executive Officer and Chief Financial Officer regarding the effectiveness of, or any deficiencies in, the design or operation of internal controls and any fraud, whether or not material, that involves management or other employees who have a significant role in the Company's internal controls.

Legal Compliance/Enterprise Risk Management

With regard to legal compliance/enterprise risk management, the Committee shall:

- Consult with the Company's general counsel and chief risk officer concerning legal and regulatory matters that may have a significant impact on the Company's financial statements, compliance policies or programs.
- Have such meetings with management as the Committee deems appropriate to discuss significant risk exposures facing the Company and to discuss the steps that management has taken to monitor and control such exposures, including the Company's guidelines and policies governing risk assessment and risk management.
- Oversee the Company's performance of commitments made by management in the course of regulatory examinations, make recommendations and monitor the Company's compliance with the Committee's recommendations.
- Establish procedures for the receipt, retention and treatment of any complaints received by the Company about its accounting, internal accounting controls or auditing matters and for the confidential and anonymous submission by employees of concerns regarding questionable accounting or auditing matters.
- Receive periodic reports from management as to the administration of, and compliance with, the Code of Ethics that is applicable the Company's CEO and senior financial officers. Receive periodic reports from management as to the administration of, and compliance with, the Code of Conduct.
- Review and act upon all requests for waivers of the Code of Conduct in favor of any executive officer or director of the Company, and any waiver of the Code of Ethics for senior financial officers.
- Set clear hiring policies for employees or former employees of the independent auditor.

Reports

- With regard to reports, the Committee shall report regularly to the Board on any significant matters arising from the Committee's work. A report to the Board may take the form of an oral report by the Chair or any other member of the Committee designated by the Committee or the chair to make such a report.

Committee Performance Review

With regard to the Committee's performance review, the Committee shall:

- Perform a review and evaluation, at least annually, of the performance of the Committee by whatever means the Committee determines appropriate, including by surveying the Committee membership.
- Review and reassess, at least annually, this Charter and, if appropriate, recommend proposed changes to the Board.

IV. Meetings

A majority of the number of Committee members shall constitute a quorum for the transaction of any business at any meeting of the Committee. If less than a majority shall attend a meeting, a majority of the members present may adjourn the meeting from time to time without further notice, and a quorum present at any such adjourned meeting may transact business.

If a quorum is present when a vote is taken, then the affirmative vote of a majority of the Committee members present shall constitute the act of the Committee.

Any action permitted or required to be taken at a meeting of the Committee may be taken without a meeting if all the members of the Committee shall sign, or consent by electronic transmission to, one or more written consents setting forth the action. Action taken by written consent is effective when the last Committee member signs the consent, unless the consent specifies an earlier or later effective date.

A Committee member who is present at a meeting of the Committee at which action is taken shall be presumed to have assented to the action taken unless such member's dissent shall be entered in the minutes of the meeting or unless such member shall file his written dissent to such action with the person acting as secretary of the meeting before the adjournment thereof or shall forward such dissent by registered mail to the Secretary of the Company immediately after adjournment of the meeting. A member who votes in favor of an action shall have no such right to dissent.

Committee members may participate in, or conduct, a meeting of the committee through the use of any means of communication by which all Committee members participating can hear each other during the meeting, and participation by such means shall constitute presence in person at the meeting.

The Committee shall meet at least four times annually as directed by the Chair of the Committee, except that the Board, the Chair of the Board or the Chair of the Committee may call special meetings of the Committee. The notice of a special meeting shall state the date and time and, if the meeting is not exclusively telephonic, the place of the meeting. Unless otherwise required by law, neither the business to be transacted at, nor the purpose of, any regular or special meeting need be specified in the notice or waiver of notice of such meeting.

Any Committee member may waive notice of any meeting of the Committee at any time. Whenever any notice is required to be given to any Committee member and under this Charter or applicable law, a waiver thereof in writing signed, or by electronic transmission, by the member entitled to notice shall be deemed equivalent to the giving of notice. The attendance of a member at a meeting of the Committee shall constitute a waiver of notice of the meeting except where a member attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully convened. A member waives objection to consideration of a particular matter at a meeting that is not within the purpose or purposes described in the meeting notice, unless the member objects to considering the matter when it is presented.