

*Effective Date: April 10, 2008*

**CHARTER FOR THE AUDIT COMMITTEE  
OF THE BOARD OF DIRECTORS OF  
BELL MICROPRODUCTS INC.**

**PURPOSE:**

The purpose of the Audit Committee (the “Committee”) is to assist the Board of Directors (the “Board”) in fulfilling its oversight responsibilities by reviewing the financial information which will be provided to the shareholders and others, the systems of internal controls which management and the Board have established, the performance and selection of an independent accountant, and the Company’s audit and financial reporting process.

The Committee will make such examinations as are necessary to monitor the corporate financial reporting and the internal and external audits of Bell Microproducts Inc. and its subsidiaries (the “Company”), to provide to the Board the results of its reviews and recommendations derived from such examinations, to outline to the Board improvements made, or to be made, in internal accounting controls, to nominate an independent accountant, and to provide to the Board such additional information and materials as it may deem necessary to make the Board aware of significant financial matters that require Board attention.

The Committee’s function is one of oversight only and it is not the responsibility of the Committee to plan or conduct external audits or to determine that the Company’s financial statements are complete, accurate or in accordance with generally accepted accounting principles. The Committee’s oversight responsibilities shall not relieve the Company’s management of its responsibilities for preparing financial statements which accurately and fairly present the Company’s financial results and condition, or the responsibilities of the independent accountant relating to the audit or review of the Company’s financial statements.

In addition, the Committee will undertake those specific duties and responsibilities listed below and such other duties as the Board may prescribe from time to time.

**MEMBERSHIP:**

The Committee will consist of at least three independent directors of the Company, as required by Section 10A(m) of the Securities Exchange Act of 1934, as amended (the “Exchange Act”) and the rules of the National Association of Securities Dealers, Inc. (“NASD”). No member of the Committee may have participated in the preparation of the financial statements of the Company or any of the Company’s current subsidiaries at any time during the past three years.

All members of the Committee shall be financially literate and shall be able to read and understand fundamental financial statements, including a balance sheet, income statement, and cash flow statement. At least one member of the Committee shall be an “audit committee financial expert” as defined by the Securities and Exchange Commission. Appointment to the Committee, including the designation of the Chair of the Committee and the designation of any member as an “audit committee financial expert,” shall be made on an annual basis by the full Board upon recommendation from the Nominating Committee. Each Committee member may be removed by the Board at any time.

## **RESPONSIBILITIES:**

To fulfill its responsibilities and duties, the Audit Committee shall:

1. Review the Company’s annual audited financial statements, related disclosures, including the Management Discussion and Analysis portion of the Company’s filings, and discuss with the independent accountant the matters required to be discussed by Auditing Standard No. 61, including (a) the quality as well as acceptability of the accounting principles applied in the financial statements, and (b) new or changed accounting policies; significant estimates, judgments, uncertainties or unusual transactions; and accounting policies relating to significant financial statement items.
2. Review the significant accounting principles, policies, and practices followed by the Company in accounting for and reporting its financial results of operations in accordance with generally accepted accounting principles in the United States (“GAAP”).
3. Review the financial, investment, and risk management policies followed by the Company in operating its business activities.
4. Be responsible for the appointment, determination of the compensation for, and oversight of the work of the independent accountant employed by the Company to conduct the audit (including resolution of disagreements between the independent accountant and management regarding financial reporting). The independent accountant shall report directly to the Committee.
5. Review any management letters or internal control reports prepared by the independent accountant or the Company’s internal auditors and responses to prior management letters, and review with the independent accountant the Company’s internal financial controls.
6. Review the effectiveness of the independent audit effort, including approval of the scope of, and fees charged in connection with, the annual audit, quarterly reviews, and any non-audit services being provided to the Company.
7. Obtain, on an annual basis, a formal written statement from the independent accountant delineating all relationships between the independent accountant and the Company consistent with Independence Standards Board Standard No. 1, and review and discuss with the

independent accountant all significant relationships the independent accountant has with the Company which may affect the independent accountant's independence.

8. Meet with management to review the financial results, the proposed earnings press release, and any formal guidance which the Company may plan to offer, after the end of each fiscal quarter. The Committee will also review with the independent accountant the results of its review of the interim financial information and audit of the annual financial statements.

9. Each quarter, review management's analysis of any significant accounting issues, changes, estimates, judgments, or unusual items relating to the financial statements and the selection, application, and effects of critical accounting policies applied by the Company (including an analysis of the effect of alternative GAAP methods), and review with the independent accountant the reports on such subjects delivered pursuant to Section 10A(k) of the Exchange Act.

10. Following completion of the annual audit, review separately with the independent accountant, the Internal Audit Department, and management any significant difficulties that may have been encountered during the course of the audit.

11. Establish policies and procedures for the review and pre-approval of all audit services and permissible non-audit services that may be provided by the independent accountant.

12. Review the hiring policies for any employees or former employees of the independent accountant.

13. Establish procedures for (a) the receipt, retention, and treatment of complaints received by the Company regarding accounting, internal accounting controls, or auditing matters, and (b) the confidential, anonymous submission by employees of concerns regarding questionable accounting or auditing matters.

14. Engage and determine funding for such independent professional advisers and legal counsel as the Committee determines is appropriate to carry out its responsibilities.

15. Regularly report to the Board and make recommendations to the Board and management concerning matters for which the Committee is responsible.

16. Perform any other activities consistent with this Charter, the Company's Bylaws, and any governing law as the Committee or the Board deems necessary or appropriate, including but not limited to the Company's legal and regulatory compliance.

17. Review and approve all related-party transactions, as defined in the relevant NASD regulations.

18. Annually review the Committee Charter for adequacy and recommend any changes to the Board.

**MEETINGS:**

The Audit Committee will establish its own meeting schedule, which it will provide to the Board in advance.

The Committee will meet with management to review the financial results after the end of each fiscal quarter, but prior to the Company publicly releasing earnings.

The Committee will meet separately with the Chief Executive Officer and separately with the Chief Financial Officer, at least annually, to review the financial affairs of the Company.

The Committee will meet with the independent accountant for the Company, at such times as it deems appropriate, to review the independent accountant's examination and management report. In addition, the Committee will meet at any time that the independent accountant believes direct communication to the Committee is necessary or appropriate.

The Committee will hold such other meetings as the Committee deems necessary or appropriate, including private meetings with the Director of Internal Audit and the independent accountant.

At all Committee meetings a majority of the total number of members shall constitute a quorum. A majority of the members of the Committee shall be empowered to act on behalf of the Committee. Minutes shall be kept of each meeting of the Committee.