

**CHARTER OF THE AUDIT AND COMPLIANCE COMMITTEE
OF THE BOARD OF DIRECTORS OF
INTERMEC, INC.**

As Revised February 23, 2005

I. Purpose

The Audit and Compliance Committee was established by the Board of Directors of Intermec, Inc. to assist the Board in fulfilling its oversight responsibilities relating to corporate accounting and financial management, reporting procedures and practices, and the Company's Standards of Conduct. The Committee's primary purposes are to:

- A. oversee (1) the integrity of the Company's financial statements, (2) the Company's compliance with legal and regulatory requirements, (3) the independent auditors' qualifications and independence, (4) the performance of the Company's internal audit function and independent auditors, and (5) the Company's Standards of Conduct;
- B. prepare the report of the Audit and Compliance Committee as required by the Securities and Exchange Commission to be included in the Company's annual proxy statement; and
- C. provide a forum for communication among the Board, independent auditors, management, and the internal audit department on matters relating to the Company's financial reporting, internal controls, and ethics and compliance.

II. Composition; Qualifications of Members

- A. The Committee shall consist of not fewer than three members of the Board, each of whom shall be appointed for a one-year term at the annual organization meeting of the Board, and one of whom shall be appointed Committee Chair.
- B. No Committee member shall have any relationship to the Company that may interfere with the exercise of his or her independence from management and the Company. Accordingly, all members of the Committee shall be in the judgment of the Board independent in accordance with the New York Stock Exchange listing standards and SEC regulations.
- C. All members of the Committee shall be in the judgment of the Board financially literate or shall become financially literate within a reasonable period of time following appointment to the Committee.
- D. At least one member of the Committee must be an "audit committee financial expert" as defined by the Securities and Exchange Commission.
- E. At least one member of the Committee (who may also serve as the audit committee financial expert) shall have in the judgment of the Board accounting or related financial management expertise in accordance with New York Stock Exchange listing standards.
- F. A member of this Committee may not simultaneously serve on the audit committees of more than three public companies, including this one, unless the Board determines, in each case, that such simultaneous service would not impair the ability of the member to effectively serve on the Committee. Any such determination shall be disclosed in the annual proxy statement.

III. Meetings

- A. The Committee shall meet at least four times annually and shall report the matters acted upon at the following meeting of the Board.
- B. The Committee Chair shall have the authority to call such meetings of the Committee as he or she deems necessary or desirable and shall approve an agenda in advance of each meeting.
- C. Members of the Committee are expected to be present at all Committee meetings.
- D. At each of its meetings, the Committee shall be available to meet with the Company's management, internal audit director, and independent auditors and discuss any and all appropriate matters.

IV. Duties and Responsibilities

A. Review Procedures

The Committee shall:

1. review and reassess the adequacy of this Charter at least annually and make any necessary changes for adoption by the Committee, informing the Board of such changes;
2. review and discuss any matter including those brought to the attention of the Committee by the independent auditors as a result of the auditors' review of the Company's quarterly and annual financial statements, significant comments and recommendations, and any audit problems or difficulties reported by the independent auditors or the internal audit director and management's response;
3. investigate any improper influence on audits and resolve any disagreements between the independent auditors and management;
4. meet to review and discuss the Company's annual audited financial statements and quarterly financial statements with the independent auditors and management, including reviewing the Company's specific disclosures under "Management's Discussion and Analysis of Financial Conditions and Results of Operations," and discuss with the independent auditors any matters required to be discussed pursuant to the Statement on Auditing Standards No. 61, "Audit Committee Communications," as such audit statement may be modified or supplemented;
5. prepare the report of the Audit and Compliance Committee as required by the Securities and Exchange Commission to be included in the Company's annual proxy statement;
6. review with the independent auditors and management the Company's report of its internal control structure and procedures for financial reporting and management's assessment of the effectiveness of such structure and procedures, as attested to and reported on by the independent auditors, for inclusion in requisite annual reports;
7. review and discuss with the CEO and CFO from time to time the effectiveness of the Company's system of disclosure controls and procedures, established and maintained for purposes of the mandatory certifications by the CEO and CFO of the Company's financial

statements and their review procedures, and any deficiencies in such disclosure controls and procedures;

8. based on the review and discussions described in paragraph A.4 above and in paragraph B.6 below, determine whether or not to recommend to the Board that the audited financial statements be included in the Company's Annual Report on Form 10-K;
9. in advance of earnings releases, review and discuss them with management; discuss financial information and earnings guidance provided to analysts and rating agencies (which may be done generally, and consist of the types of information to be disclosed and the type of presentation to be made);
10. report regularly to the Board any issues that arise with respect to the quality or integrity of the Company's financial statements, compliance with legal or regulatory requirements, the performance and independence of its independent auditors, or the performance of the internal audit function;
11. periodically meet in separate executive sessions with management, with the internal audit personnel and with the independent auditors; and
12. discuss the Company's critical accounting policies and estimates and cause a statement to that effect to be prepared for disclosure in the Company's periodic reports.

B. Independent Auditors

The Committee shall:

1. be directly responsible for the appointment, compensation, retention and oversight of the work of any registered public accounting firm engaged for the purpose of preparing or issuing an audit report or performing other audit, review or attest services (including resolution of disagreements between management and the auditors regarding financial reporting), and each such registered public accounting firm shall report directly to the Committee;
2. set clear policies regarding the Company's hiring of current or former employees of the independent auditors;
3. preapprove the fees to be paid to the independent auditors for their annual audit of the Company's financial statements and disclose such preapproval in the Company's periodic reports;
4. review the rendering of any significant "nonaudit" services, excluding specified nonaudit services which auditors are prohibited by law from performing contemporaneously with a mandatory audit, by the independent auditors and, within such guidelines as the Committee may determine, preapprove the rendering of such services and disclose such preapproval in the Company's periodic reports;
5. annually obtain and review a report from the independent auditors describing the firm's internal quality-control procedures, any material issues raised by the most recent internal quality-control review, or peer-review, of the 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 firm, and any steps taken to deal with any such issues, and (to assess the auditors' independence) all relationships between the independent auditors and the Company;

6. obtain from the independent auditors assurance that its audit was performed in compliance with the requirements of Section 10A(a) of the Securities Exchange Act of 1934 and that no report was required to be made to management and the Committee under Section 10A(b); and
7. meet with the independent auditors prior to the audit to review the planning, audit scope, and staffing of the audit.

C. Internal Audit Director

The Committee shall:

1. review and determine whether to accept management's recommendations concerning any appointment, replacement, change in compensation, reassignment, or dismissal of the internal audit director;
2. discuss with the internal audit director any significant issues brought to the attention of the Committee that were encountered during the course of the internal audit department's activities and any significant issues identified in internal audit reports, together with management's responses thereto; and
3. discuss the internal audit plan.

D. Compliance Matters

The Committee shall:

1. review with the Company's General Counsel at least annually any legal matters or trends that may have a material impact on the Company's financial statements, any material reports or inquiries received from, or actions known to be contemplated by, regulators or governmental agencies, and the Company's compliance policies with respect to its Standards of Conduct;
2. advise the Board with respect to the Company's policies and procedures regarding compliance with the Company's Standards of Conduct as in effect from time to time;
3. discuss the Company's policies with respect to risk assessment and risk management;
4. if deemed necessary by the Committee, recommend to the Board the investigation of any matters which have been brought to the attention of the Committee or of which the Committee has otherwise been made aware and which appear to involve possible noncompliance with applicable laws or the Company's Standards of Conduct;
5. retain special independent legal, accounting, or other advisors or consultants if deemed necessary and appropriate by the Committee to perform its responsibilities under this Charter; and

6. determine and receive the appropriate funding for payment of
 - (a) compensation to any registered public accounting firm engaged for the purpose of preparing or issuing an audit report or performing other audit, review or attest services for the Company;
 - (b) compensation to any advisors or consultants employed by the Committee; and
 - (c) ordinary administrative expense of the Committee that are necessary or appropriate in carrying out its duties.

E. Other Responsibilities

The Committee shall:

1. review annually the Company's Reportable Transactions and Conflicts of Interest Program policies and procedures and the summary report of significant issues reported by employees in Program questionnaires and remedial actions taken by management;
2. cause to be prepared for disclosure in periodic reports that the Company has adopted a code of ethics for senior corporate financial officers and any change or waiver of such code of ethics;
3. establish procedures for
 - (a) the receipt, retention, and treatment of complaints received by the Company regarding accounting, internal controls, or auditing matters; and
 - (b) the confidential, anonymous submission by employees of concerns regarding questionable accounting and auditing matters;
4. perform an annual performance evaluation of the Committee and consider the continued qualification of each member of the Committee.

F. Limitation on Responsibilities

The Board intends that the Committee shall have the responsibilities set forth in this Charter and such other responsibilities as are reasonably ancillary thereto or could be reasonably implied therefrom. However, it is the responsibility of management and the independent auditors, and not of the Committee, to plan and conduct audits and to determine that the Company's financial statements are complete and accurate and fairly present the matters set forth therein in accordance with generally accepted accounting principles.

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