

**PER-SE TECHNOLOGIES, INC.**  
**AUDIT COMMITTEE CHARTER**  
(as amended effective 5/18/04; revised 2/17/05)

**I. Audit Committee Mission**

The Audit Committee has oversight responsibility for the Company's financial reporting, internal controls, business ethics and the annual audit of the Company's financial statements. It serves as the interface with the Company's external and internal auditors. The key to successful performance of its functions is independence from Company management combined with an understanding of the Company's business and material financial reporting and internal control policies and procedures. The Audit Committee recognizes that Company management is responsible for the completeness and accuracy of the Company's financial statements and disclosures and for maintaining internal controls and that the independent auditors are responsible for auditing the Company's financial statements. It is not the duty of the Audit Committee to plan or conduct audits, to determine that the financial statements are complete and accurate and are in accordance with generally accepted accounting principles, to conduct investigations, or to assure compliance with laws and regulations or the Company's internal policies, procedures and controls.

**II. Membership and Qualifications of Audit Committee Members**

A. *Number of Members.* The Audit Committee shall at all times contain a minimum of three members.

B. *Qualifications.*

1. *Independence.* Each member of the Audit Committee shall meet the criteria for independence set forth in Section 301 of the Sarbanes-Oxley Act of 2002 (the "Act") and Securities and Exchange Commission ("SEC") rules implementing the Act, and shall otherwise be an "independent director" within the meaning of applicable Nasdaq rules. In addition, an Audit Committee member cannot have participated in the preparation of the Company's or any current subsidiary's financial statements at any time during the past three years.

2. *Experience.* Each member must be able to read and understand fundamental financial statements, including the Company's balance sheet, income statement and cash flow statement, and shall have or gain sufficient understanding of the Company's financial reporting and internal control policies and procedures to enable them to give consideration to material financial reporting and control issues as they arise. At least one member of the Committee shall be an "audit committee financial expert" within the meaning of SEC rules implementing Section 407 of the Act and applicable Nasdaq rules.

**III. Audit Committee Meetings**

A. *Frequency.* The Audit Committee shall meet at least four times annually.

B. *Time of Meetings.* Meetings shall occur at the following times, among others: prior to commencement of the annual audit, prior to completion of the annual audit, and prior to the release of each quarterly and annual financial report.

C. *Executive Session.* Each Audit Committee meeting shall include an opportunity for an executive session held without management present.

D. *Written Agendas and Minutes.* Each Audit Committee meeting generally shall have a written agenda, and written minutes of the meeting shall be prepared and maintained.

E. *Reporting to Board of Directors.* The Audit Committee shall keep the Board of Directors apprised of its activities and shall advise the Board in detail of its material findings on a regular basis.

F. *Delegation.* The Audit Committee may form and delegate authority to subcommittees of its members when appropriate.

#### **IV. Direct Access to Advisors and Internal Information**

The Audit Committee shall at all times have direct access to the Company's financial and legal advisors, including the Company's independent auditors and outside counsel. The Audit Committee shall have the authority to engage at the Company's expense and determine funding for independent counsel and other advisers, as it determines necessary to carry out its duties. The Audit Committee shall likewise have direct and unrestricted access to all relevant internal Company information.

#### **V. Audit Committee Responsibilities**

The Audit Committee, in its capacity as a committee of the Board of Directors, shall have sole authority for the appointment, determination of compensation, and oversight of the work of any registered public accounting firm engaged by the Company (including resolution of any disagreements between management and the auditors regarding financial reporting) for the purpose of preparing or issuing an audit report or performing other audit, review or attest services, and each such registered public accounting firm shall report directly to the Audit Committee. The following list of Audit Committee responsibilities is illustrative only. The Audit Committee shall discharge responsibilities in addition to those enumerated below as it deems prudent in light of the state of the Company's financial reporting and internal control structure and other relevant circumstances.

##### *A. Responsibilities Regarding Independent Auditors.*

1. Determining which firm to engage as the Company's principal independent auditors and whether to terminate that relationship.
2. Reviewing and approving the independent auditors' compensation, proposed terms of engagement and independence. This evaluation shall include review of a formal written statement delineating all relationships between the independent auditors and the Company consistent with Independence Standards Board Standard 1, discussion with the independent auditors with respect to any disclosed relationships, and consideration of any effect that relationships or non-audit services provided by the independent auditors to the Company may have on the auditors' objectivity and independence.
3. Taking or recommending that the Board take appropriate action to oversee the independence of the independent auditors. Actions taken to ensure the independence of the Company's independent auditors shall include, without limitation, prohibiting the engagement of the independent auditors to perform prohibited activities as set forth in Section 201 of the Act and the rules promulgated by the SEC thereunder. In addition, the Audit Committee shall review and pre-approve all audit services and non-audit services provided by the independent auditors, subject to the de minimus exception under the Act.<sup>1</sup> All services provided by the independent auditors shall be monitored to ensure that such work does not compromise the independent auditors' independence in performing their audit services.
4. Serving as a channel of communication between the independent auditors and the Board of Directors.

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<sup>1</sup> Under Rule 2-01(c)(7)(i)(C) of SEC Regulation S-X, the preapproval requirement is waived with respect to the provision of services other than audit, review or attest services for an issuer, if (i) the aggregate amount of all such non-audit services provided to the issuer constitutes not more than 5 percent of the total amount of revenues paid by the issuer to its auditor during the fiscal year in which such services are provided; (ii) such services were not recognized by the issuer at the time of the engagement to be non-audit services; and (iii) such services are promptly brought to the attention of the audit committee of the issuer and approved prior to the completion of the audit by the audit committee or by 1 or more members of the audit committee who are members of the board of directors to whom authority to grant such approvals has been delegated by the audit committee.

5. Reviewing the results of each independent audit, including any qualifications in the independent auditors' opinion, and any related management letter, and requiring a review by the independent auditors pursuant to SAS 100 of the Company's quarterly financial statements and reviewing the results of such review with the independent auditors and management prior to public announcement of financial results for the quarter.
6. Reviewing with the independent auditors and management the Company's annual financial statements and any material disputes which have arisen between management and the independent auditors in connection with the preparation of those financial statements.
7. Reviewing the Statements of Adjustments Passed, if any, prepared by the independent auditors in connection with their review of the Company's financial statements.
8. Periodic meetings with the independent auditors, including sufficient opportunity for the independent auditors to meet with the Audit Committee without members of management present, in which the following subject areas, along with such other subject areas as the Audit Committee deems appropriate, should be discussed at least once each year.
  - a. Generally accepted auditing standards.
    - i. The independent auditors' responsibility under generally accepted auditing standards.
    - ii. Significant accounting policies.
    - iii. Management judgments and accounting estimates.
    - iv. Audit adjustments.
    - v. The independent auditors' judgments about the quality of the Company's accounting principles.
    - vi. Other information in documents containing audited financial statements.
    - vii. Disagreements with management.
    - viii. Management's consultation with other accountants.
    - ix. Major issues discussed with management prior to initial or recurring retention.
    - x. Difficulties encountered in performing the audit.
    - xi. Accounting for significant unusual transactions.
    - xii. Significant accounting policies in controversial or emerging areas.
  - b. Pursuant to Section 404 of the Act, the independent auditors' evaluation of management's assessment of the effectiveness of the Company's internal control structure and procedures for financial reporting.
9. Receive and review the reports to the Audit Committee from the independent auditors regarding (a) the critical accounting policies and practices to be used by the Company, (b) all alternative treatments of financial information within generally accepted accounting principles discussed with management, ramifications of the use of such alternative disclosures and treatments, and the treatment preferred by the independent auditors, and (c) other material written communications between the independent auditors and management, such as any management letter or schedule of unadjusted differences.
10. Review with the independent auditors and management all significant accounting changes proposed by the Company.
11. Confirm that the independent auditors have established a procedure for the rotation of audit partners as required by the Act and the rules promulgated by the SEC thereunder.

*B. Responsibilities Regarding Company Management.*

1. Ascertaining from senior management the Company's primary business and financial exposure risks.
2. Reviewing senior management's responses to the recommendations of the independent and internal auditors.

3. Periodic meetings with senior management in which the following matters should be discussed at least annually.

a. Company compliance with internal codes of ethics and other internal procedures with respect to financial reporting, accounting, internal accounting controls or auditing matters.

b. Effectiveness of the Company's disclosure controls and procedures (as defined in Securities Exchange Act Rules 13a-14 and 15d-14), including consideration of the performance of the Company's Disclosure Controls and Procedures Committee and review of the reports thereof to the Chief Executive Officer and the Chief Financial Officer.

4. Establishing procedures for the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls or auditing matters, and for the confidential, anonymous submission by employees of the Company of concerns regarding questionable accounting or auditing matters.

5. Receive and review reports from the Chief Executive Officer and Chief Financial Officer on any significant deficiencies in the design or operation of internal controls which could adversely affect the Company's ability to record, process, summarize and report financial data and on any fraud, whether or not material, that involves management or other employees who have a significant role in the Company's internal controls.

6. Conduct an appropriate review of all related party transactions for potential conflict of interest situations on an ongoing basis and approve such transactions.

*C. Responsibility Regarding Internal Auditors.*

1. To oversee the establishment of an internal audit function either at the Company or through some independent third party and the retention of qualified personnel to staff and manage such department or the retention of a qualified third party to provide internal audit services.

2. Ascertaining the nature of and reviewing the internal audit plan.

3. Ascertaining appropriate staffing levels or service levels for the internal audit function.

4. Approving the appointment and replacement of the senior auditing executive or the provider of internal audit services, as appropriate.

5. Serving as a channel of communication between the internal auditors and the Board.

6. Regular meetings with the internal auditing staff, in which the following subject areas, along with such other subject areas, as the Audit Committee deems appropriate, should be discussed.

a. What aspects of the Company's internal financial controls have been the subject of internal audits.

b. What efforts have been taken to uncover errors or irregularities, and what has been the result of those efforts.

c. What significant findings and recommendations have resulted from the internal audits and what have been management's responses to such recommendations.

*D. Responsibilities Regarding Disclosure.*

1. To prepare a report from the Committee, such report to include all information required by federal securities laws and regulations, as in effect from time to time, for inclusion in the Company's proxy statements.
2. To review at least annually the Charter of the Committee, making such amendments and modifications as it deems appropriate from time to time, and to file a copy of the then-current Committee Charter as an appendix to the Company's proxy statement at least once every three years.

**VI. General**

This Charter is intended to be flexible so that the Audit Committee is able to meet changing conditions. The Audit Committee is authorized to take such further actions as are consistent with the responsibilities and to perform such other actions as applicable law, Nasdaq and the Company's By-laws or the Board of Directors may require.