



CHARTER OF THE AUDIT COMMITTEE OF THE BOARD OF DIRECTORS OF SI INTERNATIONAL, INC.

DEFINITIONS

When used herein, the following terms shall have the meanings set forth below:

- “Audit Committee” means that certain committee of the Board established at a meeting of Board held on November 3, 1999, having such attributes, duties and responsibilities as set forth in this Charter.
- “Board” means the Board of Directors of the Company.
- “Charter” means this Charter of the Audit Committee of the Board of Directors of SI International, Inc., as amended from time to time.
- “Committee” means the Audit Committee.
- “Company” means SI International, Inc., a Delaware corporation.
- “Independent Director” means a director of the Corporation other than an officer or employee of the Company or its subsidiaries or any other individual having a relationship that, in the opinion of the Board, would interfere with the exercise of independent judgment in carrying out the responsibilities of a director. In addition, the following persons will not be considered “Independent Directors.”
 - a director employed by the Company or by any parent or subsidiary of the Company within the past three years;
 - a director who accepted or has a “family member” who accepted any payments from the Company or any parent or subsidiary of the Company in excess of \$60,000 during the current fiscal year or in any of the past three fiscal years, other than compensation for board or board committee service, payments arising solely from investments in Company securities, compensation paid to a “family member” who is a non-executive employee of the Company or any parent or subsidiary of the Company, benefits under a tax-qualified retirement plan, or loans permitted to directors and executive officers under Section 13(k) of the Securities Exchange Act;
 - a director who is a “family member” of an individual who is, or has been within the past three years, employed by the Company or by any parent or subsidiary of the Company as an executive officer;
 - a director who is, or has a “family member” who is, a partner in, or a controlling shareholder or an executive officer of, any organization to which the Company made, or from which the Company received, in the current fiscal year or in any of the past three fiscal years, payments for property or services that exceed 5% of the recipient’s consolidated gross revenues for that year, or \$200,000, whichever is more, other than payments arising solely from investments in Company securities and payments under non-discretionary charitable contribution matching programs;
 - a director of the Company who is, or has a “family member” who is, employed as an executive officer of another entity where any of the executive officers of the Company serve on the compensation committee of such entity, or if such relationship existed in any of the past three years;

- a director who is, or has a “family member” who is, a current partner of the Company’s independent auditor, or was, or has a “family member” who was, a partner or employee of the Company’s independent auditor who worked on the Company’s audit at any time within the past three years;
- a director who accepts directly or indirectly any consulting, advisory, or other compensatory fee from the Company or any subsidiary thereof, provided that, compensatory fees do not include the receipt of fixed amounts of compensation under a retirement plan (including deferred compensation) for prior service with the Company (provided that such compensation is not contingent in any way on continued service);
- a director who is an affiliated person of the Company or any subsidiary thereof; and
- a director who has participated in the preparation of the financial statements of the Company or any current subsidiary of the Company at any time during the past three years.

As referred to above, the term “family member” means a person’s spouse, parents, children and siblings, whether by blood, marriage or adoption, or anyone residing in such person’s home, and the term “affiliate” of, or a person “affiliated” with, a specified person, means a person that directly, or indirectly through one or more intermediaries, controls, or is controlled by, or is under common control with, the person specified.

PURPOSE

The purpose of the Audit Committee is to assist the Board in fulfilling its oversight responsibilities by reviewing and improving, as necessary:

- The financial reports and other financial information provided by the Company to the public or any governmental authority or agency;
- The Company’s systems of internal controls regarding finance, accounting, legal compliance and ethics, as established by the Board and management of the Company; and
- The Company’s auditing, accounting and financial reporting processes generally.

DUTIES AND RESPONSIBILITIES

Consistent with the foregoing purpose, the Audit Committee shall encourage continuous improvement of, and shall foster adherence to, the Company’s policies, procedures and practices at all levels. The Audit Committee’s primary duties and responsibilities are to:

- Serve as an independent and objective party to monitor the Company’s financial reporting processes and internal control system;
- Review and appraise the audit efforts of the Company’s independent accountants and internal auditing personnel; and
- Provide an open channel of communication among the independent accountants, financial and senior management, the internal auditing personnel, and the Board.

In furtherance of the foregoing duties and responsibilities, the Audit Committee is specifically authorized, empowered and directed to:

- Review and update this Charter from time to time, but not less than annually, as conditions dictate.

- Review the Company's annual financial statements and any reports or other financial information submitted to the Securities and Exchange Commission, any comparable state regulatory agency, or any listing agency on which the Company's stock is listed, including any certification, report, opinion, or review rendered by the Company's independent accountants.
- Review the regular internal reports to management prepared by the Company's internal auditing personnel and management's response.
- Review with financial management and the independent accountants the 10-Q's, 10-K and all other public filings prior to their filing as well as any earnings press releases or earnings guidance prior to the release of such earnings or guidance. The Committee should ensure that, to the extent pro forma information or non-GAAP financial measures is included, adequately disclose how such pro forma information or non-GAAP financial measure differs from the comparable GAAP information and that such pro forma information or non-GAAP financial measure is not given undue prominence, and to ensure that misleading presentations of the Company's results of operations or financial condition are not otherwise provided.
- Appoint, compensate, retain and oversee the work of the independent accountants, considering such factors as independence, qualifications and effectiveness. Such independent accountants are ultimately accountable to, and must report directly to, the Committee. On an annual basis, the Committee shall review and discuss with the accountants all significant relationships the accountants have with the Company to determine the accountants' independence.
- Pre-approve all auditing and appropriate non-auditing services proposed by the independent accountants. The Committee may designate to one or more members of the Committee the authority to grant such pre-approvals.
- Ascertain whether any proposed service to be provided by the independent auditors is inappropriate or unlawful. Examples of such unlawful or inappropriate activities shall include the following: (i) bookkeeping and any other related services; (ii) financial information systems design and implementation; (iii) appraisal or valuation services, fairness opinions or contribution-in-kind reports; (iv) actuarial services; (v) internal audit outsourcing services; (vi) management or human resources functions; (vii) broker or dealer, investment adviser or investment banking services; and (viii) legal services and other expert services unrelated to the audit. The Committee shall ascertain whether any other services that the Public Company Accounting Oversight Board determines by regulation is impermissible. The Committee or members designated by the Committee to grant pre-approvals shall not approve any of the foregoing prohibited non-auditing services. All other non-auditing services proposed to be provided by the independent auditor shall be pre-approved by the Committee or such designated members.
- Review the performance of the independent accountants and approve any proposed discharge of the independent accountants when circumstances warrant.
- Consult not less frequently than quarterly with the independent accountants out of the presence of management about internal control over financial reporting and the completeness and accuracy of the Company's financial statements.
- In consultation with the independent accountants and the internal auditors, review the integrity of the Company's financial reporting processes, both internal and external.
- Consider the independent accountants' judgments about the quality and appropriateness of the Company's accounting principles as applied in its financial reporting.

- Consider and approve, if appropriate, major changes to the Company’s auditing and accounting principles and practices as suggested by the independent accountants, management, or the internal auditing department.
- Establish routine review of and separate systems of reporting to the Audit Committee by each of management, the independent accountants and the internal auditors regarding any significant judgments made by management and the independent accountants in the preparation of the financial statements, and the view of each as to appropriateness of such judgments.
- Review with the independent accountants all material written communications between the independent accountants and management.
- Following completion of the annual audit, review separately with each of management, the independent accountants and the internal auditing department, any significant difficulties encountered during the course of the audit, including any restrictions on the scope of work or access to required information.
- Review any significant disagreement among management and the independent accountants or the internal auditing department, in connection with the preparation of the financial statements.
- Review with the independent accountants, the internal auditing department, and management the extent to which changes or improvements in financial or accounting practices, as approved by the Audit Committee, have been implemented. This review should be conducted at an appropriate time subsequent to implementation of changes or improvements, as determined by the Committee.
- Establish, review and update procedures for the confidential and anonymous submission by employees of the Company of any accounting, financial, or disclosure concerns and establish, review and update the procedures to receive, retain and address complaints regarding questionable accounting, internal accounting controls, or auditing matters.
- Review and approve the internal audit plan, the scope and responsibilities of the internal audit function, and the hiring of the individual to serve as the director of the internal audit function.
- Engage and approve compensation, at the Company’s expense, for independent counsel or advisers for the Committee as the Committee determines to be necessary to carry out the Committee’s duties and responsibilities as set forth in the Charter.
- Perform any other activities consistent with this Charter, the Company’s Bylaws and governing law, as the Committee or the Board deems necessary or appropriate.

COMPOSITION

The Audit Committee shall be composed of such number of Independent Directors, but in no event less than three (3), as shall be determined by the Board from time to time. No person who is not an Independent Director shall be eligible to serve on the Audit Committee. All members of the Committee shall have a working familiarity with basic finance and accounting practices and shall be able to read and understand fundamental financial statements. In addition, at least one member of the Committee shall have past employment experience in finance or accounting, requisite professional certification in accounting, or any other comparable experience or background which results in financial sophistication. Committee members may enhance their familiarity with finance and accounting by participating in educational programs conducted by the Company or an outside consultant. One member of the Committee shall also be an “audit committee financial expert” as such term is defined in the Exchange Act.

If a Chairman is not elected by the full Board, the members of the Committee may (but shall not be required to) designate a Chairman by majority vote of the full Committee membership.

MEETINGS

The Committee shall meet at least four times annually, and more frequently as circumstances dictate, and shall fix its own rules of procedure. The Committee will invite management to attend the meeting, except for executive sessions of the Committee to review management activities. The Committee may act by written consent in lieu of meeting, except as set forth below. As part of its duty to foster open communication, the Committee shall meet at least annually with management, internal audit personnel and the Company's independent accountants in separate executive sessions to discuss any matters that the Committee or each of these groups believes should be discussed privately. In addition, the Committee shall meet with the independent accountants and management quarterly to review the Company's financial statements consistent with the provisions of this Charter.

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This charter will be made available on the Company's website at www.si-intl.com.

Initially adopted: October, 2002

Last revised: March 4, 2005