

# **BANTA CORPORATION**

## **CHARTER OF THE AUDIT COMMITTEE**

### **Statement of Purpose**

The Audit Committee is appointed by the Board of Directors to assist the Board in overseeing (a) the integrity of the financial statements of the Company, (b) the independent auditors' qualifications and independence, (c) the performance of the Company's internal audit function and independent auditors and (d) the compliance by the Company with legal and regulatory requirements. The Committee is also responsible for preparing the report of the Audit Committee required by the Securities and Exchange Commission (the "SEC") to be included in the Company's proxy statement for its annual meeting of shareholders.

### **Committee Membership and Qualifications**

The Committee shall be comprised of three or more directors. The members of the Committee shall meet the independence and experience requirements of the New York Stock Exchange, Inc., Section 10A(m)(3) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), and the rules and regulations of the SEC. The Company will endeavor to ensure that at least one member of the Committee is a "financial expert" as defined by the SEC. Members of the Committee shall not simultaneously serve on audit committees of more than two other public companies without the prior consent of the Board of Directors.

### **Appointment and Removal of Committee Members**

The members of the Committee shall be appointed by the Board of Directors annually or as necessary to fill vacancies on the recommendation of the Company's Nominating and Corporate Governance Committee. Each member shall serve until his or her successor is duly elected and qualified or until such member's earlier resignation or removal. Any member of the Committee may be removed, with or without cause, by a majority vote of the Board of Directors.

### **Chairperson**

The Chairperson of the Committee shall be appointed by the Board of Directors upon recommendation of the Nominating and Corporate Governance Committee and in consultation with the Chairman of the Board of Directors. The Chairperson will chair all regular sessions of the Committee and, in consultation with the Company's Chief Financial Officer, set the agendas for Committee meetings.

### **Meetings**

The Committee shall meet at least quarterly, or more frequently as circumstances dictate. Any member of the Committee may call meetings of the Committee.

The Committee may ask members of management or others to attend the meeting and provide pertinent information as necessary. The Committee shall periodically meet privately in executive session with management, the internal auditing department, the independent auditors, and as a Committee.

## **Responsibilities and Duties**

The Committee shall have the sole authority to appoint, retain and terminate the Company's independent auditors. The Committee shall be directly responsible for the compensation and oversight of the work of the independent auditors (including resolution of disagreements between management and the independent auditors regarding financial reporting) for the purpose of preparing or issuing an audit report or performing other audit, review or attest services for the Company. The independent auditors shall report directly to the Committee.

The Committee shall preapprove all auditing services and permitted non-audit services (including the fees and terms thereof) to be performed for the Company by its independent auditors, subject to the de minimus exceptions for non-audit services described in Section 10A(i)(1)(B) of the Exchange Act which are approved by the Committee prior to the completion of the audit. The Committee may delegate authority to grant preapprovals of audit and permitted non-audit services to one or more of its members, provided that decisions of such member or members to grant preapprovals shall be presented to the full Committee at its next scheduled meeting. Except as specified in the preceding sentence, the Committee shall have no authority to delegate its responsibilities and duties to a subcommittee of its members.

The Committee shall have the authority, to the extent it deems necessary or appropriate, to retain independent legal, accounting or other advisors. The Company shall provide for appropriate funding, as determined by the Committee, for payment of compensation to the independent auditors for the purpose of rendering or issuing an audit report or performing other audit, review or attest services and to any advisors employed by the Committee. The Company shall also provide appropriate funding, as determined by the Committee, for ordinary administrative expenses incurred by the Committee in carrying out its duties.

In carrying out these responsibilities and duties, the Committee will:

### *Review Procedures*

1. Review and reassess the adequacy of this Charter at least annually in consultation with the Nominating and Corporate Governance Committee. Submit the Charter to the Board of Directors for approval and have the Charter published in the proxy statement in accordance with SEC regulations.
2. Review and discuss with management and the independent auditors the Company's annual audited financial statements and the independent auditors' report thereon, including disclosures made in management's discussion and analysis, contained in the Company's Form 10-K and annual report to shareholders prior to the filing or distribution thereof. As part of the review process, the Committee will recommend to the Board of Directors whether the audited financial statements should be included in the Company's Form 10-K.
3. Meet separately and on a periodic basis with management, the internal auditors and the independent auditors.
4. Review and discuss with management and the independent auditors the quarterly and annual earnings press releases (including a review of any use of "pro forma")

or “adjusted” non-GAAP information), as well as financial information and earnings guidance provided to analysts and rating agencies.

5. Review and discuss with management and the independent auditors the Company’s Form 10-Q, including disclosures made in management’s discussion and analysis as well as the results of the independent auditors’ review of the quarterly financial statements.
6. In consultation with the management, the independent auditors and the internal auditors, consider the integrity of the Company’s financial reporting processes and controls. Discuss significant financial risk exposures and the steps management has taken to monitor, control and report such exposures, including the Company’s risk assessment and risk management policies. Review significant findings prepared by the independent auditors and the internal auditing department together with management’s responses.
7. Discuss with management and the independent auditors significant financial reporting issues and judgments made in connection with the preparation of the Company’s financial statements and any major issues regarding accounting principles and financial statement presentation, including any significant changes in the Company’s selection or application of accounting principles, any major issues as to the adequacy of the Company’s internal controls and any special audit steps adopted in light of material control deficiencies.
8. Review and discuss reports from the independent auditors on:
  - All critical accounting policies and practices to be used.
  - 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 auditors.
  - Other material written communications between the independent auditors and management, such as any management letter or schedule of unadjusted differences.
9. Discuss with management and the independent auditors the effect of accounting and regulatory initiatives as well as off-balance sheet structures, if any, on the Company’s financial statements.
10. Discuss with the independent auditors the matters required to be discussed by Statement on Auditing Standards No. 61 relating to the conduct of the audit, including any difficulties or problems encountered in the course of the audit work and management’s response thereto, any restrictions on the scope of activities or access to requested information, and any significant disagreements with management.
11. Review disclosures made to the Committee by the Company’s Chief Executive Officer and Chief Financial Officer during their certification process for the

Form 10-K and Form 10-Q about any significant deficiencies in the design or operation of internal controls or material weaknesses therein and any fraud involving management or other employees who have a significant role in the Company's internal controls.

*Independent Auditors*

12. Review the performance of the independent auditors, including an evaluation of the lead audit partner.
13. Approve all audit engagement fees and terms and other significant compensation to be paid to the independent auditors.
14. On an annual basis, review and discuss with the independent auditors all significant relationships they have with the Company that could impair the auditors' independence.
15. Review the independent auditors' audit plan prior to the commencement of the audit and discuss audit scope, staffing, locations, reliance upon management, and internal audit and general audit approach.
16. Consider the independent auditors' judgments about the quality and appropriateness of the Company's accounting principles as applied in its financial reporting.
17. Obtain and review a report from the independent auditors at least annually regarding (a) the independent auditors' internal quality-control procedures, (b) 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, (c) any steps taken to deal with any such issues, and (d) all relationships between the independent auditors and the Company. Evaluate the qualifications, performance and independence of the independent auditors, including considering whether the auditors' quality controls are adequate and the provision of permitted non-audit services is compatible with maintaining the auditors' independence, and taking into account the opinions of management and the internal auditors. The Committee shall present its conclusions with respect to the independent auditors to the Board of Directors.
18. Ensure the rotation of the lead (or coordinating) audit partner having primary responsibility for the audit and the audit partner responsible for reviewing the audit as required by law. Consider whether, in order to assure continuing auditor independence, there should be regular rotation of the audit firm itself.
19. Set clear policies for the hiring by the Company of employees or former employees of the independent auditors who participated in any capacity in the audit of the Company.

### *Internal Audit Department*

20. Review and approve the internal audit function of the Company, including independence and the proposed audit plans for the coming year.
21. Review the budget, any changes in plan, activities, organizational structure, and qualifications of the internal audit department, as needed.
22. Review the appointment, performance, replacement, reassignment or dismissal of the internal audit manager.
23. Review significant reports prepared by the internal audit department together with management's response and follow-up to these reports.

### *Compliance Oversight*

24. On at least an annual basis, review with the Company's General Counsel any legal matters that could have a significant impact on the organization's financial statements, the Company's compliance with applicable laws and regulations, and inquiries received from regulators or governmental agencies.
25. Advise the Board of Directors with respect to the Company's policies and procedures regarding compliance with applicable laws and regulations. Annually review a summary of director and officer related party transactions and potential conflicts of interest.
26. Establish procedures for the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls or auditing matters, and the confidential, anonymous submission by employees of concerns regarding questionable accounting or auditing matters.
27. Obtain from the independent auditors assurance that Section 10A(b) of the Exchange Act has not been implicated.

### *Other Committee Responsibilities*

28. Report regularly to the Board of Directors (i) following meetings of the Committee, (ii) with respect to such other matters as are relevant to the Committee's discharge of its responsibilities and (iii) with respect to such recommendations as the Committee may deem appropriate. The report to the Board of Directors may take the form of an oral report by the Committee's Chairperson or any other member of the Committee designated by the Committee to make such report.
29. Maintain minutes or other records of meetings and activities of the Committee.

### **Annual Performance Evaluation**

The Committee shall perform a review and evaluation, at least annually, of the performance of the Committee, including by reviewing the compliance of the Committee with

this Charter. The Committee shall conduct such evaluations and reviews in such manner as it deems appropriate.

### **Limitation of Committee's Role**

While the Committee has the responsibilities and powers set forth in this Charter, it is not the duty of the Committee to plan or conduct audits or to determine that the Company's financial statements and disclosures are complete and accurate and are in accordance with generally accepted accounting principles and applicable rules and regulations. These are the responsibilities of management and the independent auditors.