

BOWNE

BOWNE & CO., INC.

**AUDIT COMMITTEE
OF THE BOARD OF DIRECTORS
CHARTER**

Members and Purposes

The audit committee of the board of directors of Bowne & Co., Inc. shall consist of a minimum of four directors. Members of the committee shall be appointed by the board of directors upon the recommendation of the nominating and corporate governance committee and may be removed by the board of directors in its discretion. All members of the committee shall be “independent directors” as determined by the board of directors under the standards of the New York Stock Exchange and the Sarbanes-Oxley Act, and shall also satisfy the New York Stock Exchange’s more rigorous independence requirements for members of the audit committee. All members shall have sufficient financial experience and ability to enable them to discharge their responsibilities and, when practicable at least one member shall be an “audit committee financial expert” as defined in the Sarbanes-Oxley Act.

The purpose of the committee shall be to assist the board in its oversight of the quality and integrity of the financial statements of the company, the company’s compliance with legal and regulatory requirements, the independence and qualifications of the independent auditor, and the performance of the company’s internal audit function and the independent auditor.

Authority and Responsibilities

In furtherance of this purpose, the committee shall have the following authority and responsibilities:

1. To appoint, and if desired by the committee, submit, for shareholder ratification, the independent auditor to examine the company’s accounts, controls and financial statements. The committee shall have the sole authority and responsibility to select, evaluate and if appropriate replace the independent auditor. The committee shall have the sole authority to approve all audit engagement fees and terms. The committee or the chair of the committee (if the services are within guidelines previously established by the committee) must pre-approve any engagement in accordance with the guidelines.
2. To discuss with management and the independent auditor the annual audited financial statements and quarterly financial statements, including matters required to be reviewed under applicable legal, regulatory and New York Stock Exchange requirements.

3. To discuss with management and the independent auditor, as appropriate, earnings press releases and financial information and earnings guidance provided to analysts and to rating agencies.
4. To discuss with management and the independent auditor, as appropriate, any audit problems or difficulties and management's response, and the company's risk assessment and risk management policies, including the company's major financial risk exposure and steps taken by management to monitor and mitigate such exposure.
5. To review and agree upon the company's financial reporting and accounting standards and principles, significant changes in such standards or principles or in their application and the key accounting decisions affecting the company's financial statements, including alternatives to, and the rational for, the decisions made.
6. To review and approve the internal corporate audit functions, including: (i) purpose, authority and organizational reporting lines; (ii) annual audit plan, budget and staffing; and (iii) concurrence in the appointment and compensation of the director of internal audit.
7. To review, with the chief financial officer, and the director of internal audit, or such others as the committee deems appropriate, including the independent auditor, the company's internal system of audit and financial controls and the results of internal audits.
8. To assess auditor independence and to review at least annually all relationships between the independent auditor and the company.
9. To prepare and publish an annual committee report in the company's proxy statement.
10. To set policies for the hiring of employees or former employees of the company's independent auditor.
11. To meet, as deemed appropriate, with the general counsel to review any policies, business practices, controls, disclosure procedures and any legal matter that could have a significant impact on the company's financial statements.
12. To meet separately at least quarterly with the management, the director of internal audit and the company's independent auditors.
13. To retain such outside counsel, experts and other advisors as the committee may deem appropriate in its sole discretion. The committee shall have sole authority to approve related fees and retention terms for such advisors which shall be paid by the company.

14. To report its recommendations to the board after each committee meeting and conduct and present to the board an annual performance evaluation of the committee. The committee shall review at least annually the adequacy of this charter and recommend any proposed changes to the board for approval.
15. To establish procedures for: (i) the receipt, retention and treatment of complaints received by the corporation regarding accounting, internal accounting controls, or auditing matters; and (ii) the confidential, anonymous submission by employees of the company of concerns regarding questionable accounting or auditing matters.