

## **AMENDED AUDIT COMMITTEE CHARTER**

### **FILENET CORPORATION**

(Approved and Adopted July 21, 2003)  
(amended April 19, 2004 and October 20, 2005)

#### **Purpose**

The Audit Committee (the “Committee”) assists the Board of the Company in fulfilling its oversight responsibilities regarding the Company’s accounting and system of internal controls, the quality and integrity of the Company’s financial reports, the independence and performance of the Company’s outside auditor, and compliance by the Company with legal and regulatory requirements. In so doing, the Committee should endeavor to maintain free and open means of communication between and among the members of the Committee, with other members of the Board, the outside auditor and the financial management of the Company.

In the exercise of its oversight responsibilities, it is not the duty of the Committee to plan or conduct audits or to determine that the Company’s financial statements fairly present the Company’s financial position and results of operation and are in accordance with generally accepted accounting principles and applicable rules and regulations. Instead, such duties remain the responsibility of management and the outside auditor. Nothing contained in this charter is intended to alter or impair the operation of the “business judgment rule” as interpreted by the courts under the Delaware General Corporation Law. Further, nothing contained in this charter is intended to alter or impair the right of the members of the Committee under the Delaware General Corporation Law to rely, in discharging their responsibilities, on the records of the Company and on other information presented to the Committee, the Board or the Company by its officers or employees or by outside experts such as the outside auditor.

In addition to the powers and responsibilities expressly delegated to the Committee in this Charter, the Committee may exercise any other powers and carry out any other responsibilities delegated to it by the Board from time to time consistent with the Company’s bylaws. The powers and responsibilities delegated by the Board to the Committee in this Charter or otherwise shall be exercised and carried out by the Committee as it deems appropriate without requirement of Board approval, and any decision made by the Committee (including any decision to exercise or refrain from exercising any of the powers delegated to the Committee hereunder) shall be at the Committee’s sole discretion. While acting within the scope of the powers and responsibilities delegated to it, the Committee shall have and may exercise all the powers and authority of the Board. To the fullest extent permitted by law, the Committee shall have the power to determine which matters are within the scope of the powers and responsibilities delegated to it.

## **Membership**

The Committee shall consist of three independent members of the Board. The members and the Chair shall be appointed by action of the Board and shall serve at the discretion of the Board. Each Committee member shall satisfy the “independence” requirements, and applicable laws and regulations concerning independence such as those of the Securities and Exchange Commission (the “SEC”) and of The NASDAQ Stock Market (“NASDAQ”) set forth below. If a member of the Committee ceases to be independent for reasons outside the member’s reasonable control, then the member may remain on the Committee until the earlier of the Company’s next annual stockholders meeting or one year from the occurrence of the event that caused the member to cease to be independent.

1. Committee members will have no relationship to the Company that may interfere with the exercise of their independence from management and the company.
2. Each Committee member must meet all applicable experience or financial knowledge requirements at the time of appointment or during the period of time after his or her appointment to the Committee permitted by applicable laws and regulations.
3. At least one Committee member must meet the standards for knowledge and experience required to be designated as the financial expert under the SEC’s rules and the rules of the NASDAQ.

If at any time there is a vacancy on the Committee and the remaining members meet all membership requirements, then the Committee may consist of two members until the earlier of the Company’s next annual stockholders meeting or one year from the occurrence of the vacancy.

## **Committee Organization and Procedures**

1. The Chair (or in his or her absence, a member designated by the Chair) shall preside at all meetings of the Committee.
2. The Committee shall have the authority to establish its own rules and procedures consistent with the bylaws of the Company for notice and conduct of its meetings, should the Committee, in its discretion, deem it desirable to do so.
3. The Committee shall meet at least four times in each fiscal year, and more frequently as the Committee in its discretion deems desirable. A quorum of the Committee shall be a majority of the authorized members of the Committee, and a vote of a majority of the Committee members present at a meeting at which there is a quorum shall be the act of the Committee. The Committee may also act by written unanimous consent, and may conduct telephonic meetings in accordance with applicable laws.
4. The Committee may, in its discretion, include in its meetings members of the Company’s financial management, representatives of the outside auditor, the senior internal audit

manager and other financial personnel employed or retained by the Company. The Committee may meet with the outside auditor or the senior internal audit manager in separate executive sessions to discuss any matters that the Committee believes should be addressed privately, without management's presence. The Committee may likewise meet privately with management, as it deems appropriate.

5. The Committee may, in its discretion, utilize the services of the Company's regular corporate legal counsel with respect to legal matters or, at its discretion, retain independent counsel and other advisors, as it determines necessary to carry out its duties. The Company shall provide for appropriate funding, as determined by the Committee, for payment of compensation to the independent auditor 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. **Responsibilities**

### ***Outside Auditor***

1. The outside auditor shall be directly responsible to the Committee and ultimately accountable to the Committee and the Board in connection with the audit of the Company's annual financial statements and related services. In this regard, the Committee shall have the sole authority 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 for the Company. The outside auditor shall report directly to the Committee.

2. The Committee shall pre-approve all auditing services and permissible non-audit services and the fees and terms of the engagement of the outside auditor. The Committee may form and delegate authority to subcommittees consisting of one or more members when appropriate, including the authority to grant preapprovals of audit and permitted non—audit services, provided that decisions of such subcommittees to grant preapprovals shall be presented to the full Committee at its next scheduled meeting. Committee pre-approval of non-audit services (other than review and attest services) also will not be required if such services fall within available exceptions established by the SEC.

3. The Committee shall receive from the outside auditor, at least annually, a written statement delineating all relationships between the outside auditor and the Company, consistent with Independence Standards Board Standard No. 1. The Committee shall actively engage in a dialogue with the outside auditor with respect to any disclosed relationships or services that, in the view of the Committee, may impact the objectivity and independence of the outside auditor. If the Committee determines that further inquiry is advisable, the Committee shall take any appropriate action in response to the outside auditor's report to satisfy itself of the auditor's independence.

4. The Committee shall confirm with the independent auditor that the independent auditor is in compliance with the partner rotation requirements established by the SEC.

5. The Committee, with the Board, shall evaluate the performance and independence of the independent auditor and, if so determined in the Audit Committee's sole authority, replace the independent auditor.

### ***Annual Audit***

6. The Committee shall meet with the outside auditor and management of the Company in connection with each annual audit to discuss the scope of the audit, staffing and the procedures to be followed.

7. The Committee shall meet with the outside auditor and management prior to the public release of the financial results of operations for the year under audit and discuss with the outside auditor any matters within the scope of the pending audit that have not yet been completed.

8. The Committee shall review<sup>1</sup> and discuss the audited financial statements with the management of the Company.

9. The Committee shall discuss with the outside auditor the matters required to be discussed by Statement on Auditing Standards No. 61 as then in effect including, among others, (i) the methods used to account for any significant unusual transactions reflected in the audited financial statements; (ii) the effect of significant accounting policies in any controversial or emerging areas for which there is a lack of authoritative guidance or a consensus to be followed by the outside auditor; (iii) the process used by management in formulating particularly sensitive accounting estimates and the basis for the auditor's conclusions regarding the reasonableness of those estimates; and (iv) any disagreements with management over the application of accounting principles, the basis for management's accounting estimates or the disclosures in the financial statements.

10. The Committee shall, based on the review and discussions in paragraphs 6 and 7 above, and based on the disclosures received from the outside auditor regarding its independence and discussions with the auditor regarding such independence in paragraph 3 above, recommend to the Board whether the audited financial statements should be included in the Company's Annual Report on Form 10-K for the fiscal year subject to the audit.

### ***Quarterly Review***

11. The Committee shall participate in a discussion with the outside auditor and management of the Company's financial results prior to the public release of quarterly earnings. The Chair may represent the entire Committee for purposes of this discussion.

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<sup>1</sup> Auditing literature, particularly, Statement of Accounting Standards No. 71, defines the term "review" to include a particular set of required procedures to be undertaken by independent accountants. The members of the Audit Committee are not independent accountants, and the term "review" as used in this Audit Committee charter is not intended to have this meaning. Consistent with footnote 47 of SEC Release No. 34-42266, any use in this Audit Committee Charter of the term "review" should not be interpreted to suggest that the Committee members can or should follow the procedures required of auditors performing reviews of interim financial statements.

12. The Committee shall discuss with management and the outside auditor the results of the outside auditor's quarterly review and significant financial reporting issues and judgments made in connection with the preparation of the company's financial statements, including any significant changes in the selection or application of accounting principles, changes in management judgments or accounting estimates, disagreements with management and any issues regarding the adequacy of the Company's disclosure controls and procedures or controls over financial reporting and other issues arising from the disclosures required by the CEO and CFO certification process or any material written communications between the outside auditor and management Internal Controls.

### ***Internal Controls***

13. The Committee shall discuss with the outside auditor and the senior internal audit manager, at least quarterly, the adequacy and effectiveness of the disclosure controls and procedures and internal control over financial reporting of the Company, any major financial risk exposures and the steps management has taken to monitor and control such exposure and any changes thereto that have or are reasonably likely to materially affect them, and consider any recommendations for improvement of such internal control and reporting procedures.

14. The Committee shall discuss with the outside auditor and with management any management letter provided by the outside auditor and any other significant matters brought to the attention of the Committee by the outside auditor as a result of its quarterly reviews or annual audit. The Committee should allow management adequate time to consider any such matters raised by the outside auditor.

### ***Internal Audit***

15. The Committee shall discuss at least annually with the outside auditor, CFO and senior internal audit manager the, responsibilities, budget, activities and organizational structure of the Company's internal audit function and the qualifications of the primary personnel performing such function.

16. Management shall furnish to the Committee a copy of each audit report prepared by the senior internal audit manager of the Company.

17. The Committee shall, at its discretion, meet in executive session with the senior internal audit manager to discuss any reports prepared by him or her or any other matters brought to the attention of the Committee by the senior internal auditor manager.

18. The senior internal audit manager shall be granted unfettered access to the Committee.

### ***Compliance Oversight Responsibilities***

19. The Committee shall establish procedures for the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls or auditing matters, including procedures for the confidential, anonymous submission by employees of the Company of concerns regarding questionable accounting or auditing matters.

20. The Committee must review and approve all related-party transactions and any waivers of the Code of Conduct for directors or officers of the Company. For purposes of this charter, the term “related party transaction” shall refer to transactions required to be disclosed pursuant to SEC Regulation S-K, Item 404.

21. The Committee shall obtain and discuss reports from management, the senior internal audit manager and the outside auditor regarding the Company and its subsidiaries conformity with applicable legal requirements and the Company’s Code of Conduct, and advise the Board regarding compliance policies and procedures and the Company’s Code of Conduct and related policies.

22. The Committee shall discuss with management and the outside auditor any correspondence or inquiries from government agencies or regulators which raise significant issues regarding the Company’s financial statements or accounting and control policies or practices.

23. The Committee shall discuss with the Company’s general counsel legal matters that may have a significant impact on the financial statements or the Company’s compliance policies.

***Other Responsibilities***

24. The Committee shall review and reassess the Committee’s performance and charter at least annually and submit any recommended changes to the Board for its consideration.

25. The Committee shall provide the report for inclusion in the Company’s Annual Proxy Statement required by Item 306 of Regulation S-K of the Securities and Exchange Commission.

26. The Committee, through its Chair, shall regularly report to the Board regarding the Committee’s actions and recommendations, if any.