

PAREXEL INTERNATIONAL CORPORATION

AUDIT AND FINANCE COMMITTEE CHARTER

A. Purpose

The purpose of the Audit and Finance Committee is to assist the Board of Directors' oversight of:

- the integrity of the Company's financial statements;
- the Company's compliance with legal and regulatory requirements;
- the independent auditor's qualifications and independence; and
- the performance of the Company's internal audit function and independent auditors.

B. Structure and Membership

1. Number. The Audit and Finance Committee shall consist of at least three members of the Board of Directors.
2. Independence. Except as otherwise permitted by the applicable rules of The NASDAQ Stock Market ("NASDAQ"), each member of the Audit and Finance Committee shall be independent as defined by such rules.
3. Financial Literacy; Financial Expert. Each member of the Audit and Finance Committee must be able to read and understand fundamental financial statements, including the Company's balance sheet, income statement, and cash flow statement, at the time of his or her appointment to the Audit and Finance Committee. In addition, at least one member must be an "audit committee" financial expert (as defined by applicable SEC rules).
4. Chair. Unless the Board of Directors elects a Chair of the Audit and Finance Committee, the Audit and Finance Committee shall elect a Chair by majority vote.
5. Compensation. The compensation of Audit and Finance Committee members shall be as determined by the Board of Directors. No member of the Audit and Finance Committee may receive, directly or indirectly, any consulting, advisory or other compensatory fee from the Company or any of its subsidiaries, other than fees paid in his or her capacity as a member of the Board of Directors or a committee of the Board.

6. Selection and Removal. The Board of Directors, upon the recommendation of the Nominating and Corporate Governance Committee, shall appoint members of the Audit and Finance Committee. Each member of the Audit and Finance Committee shall meet the audit committee membership criteria set forth in the NASDAQ rules. The Board of Directors may remove members of the Audit and Finance Committee, with or without cause, at any time.

C. Authority and Responsibilities

General

The Audit and Finance Committee shall discharge its responsibilities, and shall assess the information provided by the Company's management and the independent auditor, in accordance with its business judgment. Management is responsible for the preparation, presentation and integrity of the Company's financial statements and for the appropriateness of the accounting principles and reporting policies that are used by the Company. The independent auditors are responsible for auditing the Company's financial statements and for reviewing the Company's unaudited interim financial statements. The authority and responsibilities set forth in this Charter do not reflect or create any duty or obligation of the Audit and Finance Committee to plan or conduct any audit, to determine or certify that the Company's financial statements are complete, accurate, fairly presented or in accordance with generally accepted accounting principles or applicable law, or to guarantee the independent auditor's report.

Oversight of Independent Auditors

1. Selection. The Audit and Finance Committee shall be solely and directly responsible for appointing, evaluating, retaining and, when necessary, terminating the engagement of the independent auditor. The Audit and Finance Committee may, in its discretion, seek stockholder ratification of the independent auditor it appoints.
2. Independence. The Audit and Finance Committee shall take, or recommend that the full Board of Directors take, appropriate action to oversee the independence of the independent auditor. In connection with this responsibility, the Audit and Finance Committee shall obtain and review a formal written statement from the independent auditor describing all relationships between the independent auditor and the Company, including the disclosures required by Independence Standards Board Standard No. 1. The Audit and Finance Committee shall actively engage in dialogue with the independent auditor concerning any disclosed relationships or services that might impact the objectivity and independence of the auditor.
3. Compensation. The Audit and Finance Committee shall have sole and direct responsibility for setting the compensation of the independent auditor. The Audit and Finance Committee is empowered, without further action by the Board of

Directors, to cause the Company to pay the compensation of the independent auditor established by the Audit and Finance Committee.

4. Preapproval of Services. The Audit and Finance Committee shall preapprove all services (audit, review, attest and non-audit) to be provided to the Company by the independent auditor; provided, however, that de minimis non-audit services may instead be approved in accordance with applicable SEC rules.
5. Oversight. The independent auditor shall report directly to the Audit and Finance Committee, and the Audit and Finance Committee shall have sole and direct responsibility for overseeing the work of the independent auditor, including resolution of disagreements between Company management and the independent auditor regarding financial reporting. In connection with its oversight role, the Audit and Finance Committee shall, from time to time as appropriate, receive and consider the reports required to be made by the independent auditor regarding:
 - critical accounting policies and practices;
 - alternative treatments within generally accepted accounting principles for policies and practices related to material items that have been discussed with Company management, including ramifications of the use of such alternative disclosures and treatments, and the treatment preferred by the independent auditor; and
 - other material written communications between the independent auditor and Company management.

Audited Financial Statements

6. Review and Discussion. The Audit and Finance Committee shall review and discuss with the Company's management and independent auditor the Company's audited financial statements, including the matters about which Statement on Auditing Standards No. 61 (Codification of Statements on Auditing Standards, AU §380) requires discussion.
7. Recommendation to Board Regarding Financial Statements. The Audit and Finance Committee shall consider whether it will recommend to the Board of Directors that the Company's audited financial statements be included in the Company's Annual Report on Form 10-K.
8. Audit and Finance Committee Report. The Audit and Finance Committee shall prepare an annual committee report for inclusion where necessary in the proxy statement of the Company relating to its annual meeting of security holders.

Review of Other Financial Disclosures

9. **Independent Auditor Review of Interim Financial Statements.** The Audit and Finance Committee shall direct the independent auditor to use its best efforts to perform all reviews of interim financial information prior to disclosure by the Company of such information and to discuss promptly with the Audit and Finance Committee and the Chief Financial Officer any matters identified in connection with the auditor's review of interim financial information which are required to be discussed by Statement on Auditing Standards Nos. 61, 71 and 90. The Audit and Finance Committee shall direct management to advise the Audit and Finance Committee in the event that the Company proposes to disclose interim financial information prior to completion of the independent auditor's review of interim financial information.
10. **Quarterly Financial Statements.** The Audit and Finance Committee shall discuss with the Company's management and independent auditor the Company's quarterly financial statements, including the Company's disclosures under "Management's Discussion and Analysis of Financial Condition and Results of Operations."

Controls and Procedures

11. **Oversight.** The Audit and Finance Committee shall receive and review the reports of the CEO and CFO required by Section 302 of the Sarbanes-Oxley Act of 2002 and the applicable rules thereunder and Rule 13a-14 of the Exchange Act.
12. **Internal Audit Function.** The Audit and Finance Committee shall coordinate the Board of Directors' oversight of the performance of the Company's internal audit function. The Audit and Finance Committee shall meet from time to time with the internal audit manager to communicate expectations, review audit plans, monitor and assess performance, review audit findings and provide direction and feedback, as appropriate.
13. **Procedures for Complaints.** The Audit and Finance Committee shall establish procedures for (i) the receipt, retention and treatment of complaints received by the Company 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.
14. **Related-Party Transactions.** The Audit and Finance Committee shall review all related party transactions on an ongoing basis, and the Audit and Finance Committee must approve all such transactions.

Additional Powers

The Audit and Finance Committee shall have such other duties and powers as may be delegated from time to time by the Board of Directors.

D. Procedures and Administration

1. Meetings. The Audit and Finance Committee shall meet as often as it deems necessary in order to perform its responsibilities. The Audit and Finance Committee may also act by unanimous written consent in lieu of a meeting. The Audit and Finance Committee shall keep such records of its meetings as it shall deem appropriate.
2. Subcommittees. The Audit and Finance Committee may form and delegate authority to one or more subcommittees (including a subcommittee consisting of a single member), as it deems appropriate from time to time under the circumstances. Any decision of a subcommittee to preapprove audit, review, attest or non-audit services shall be presented to the full Audit and Finance Committee at its next scheduled meeting.
3. Reports to Board. The Audit and Finance Committee shall report regularly to the Board of Directors.
4. Charter. The Audit and Finance Committee shall review and reassess the adequacy of this Charter at least annually and recommend any proposed changes to the Board of Directors for approval.
5. Independent Advisors. The Audit and Finance Committee is authorized, without further action by the Board of Directors, to engage such independent legal, accounting and other advisors as it deems necessary or appropriate to carry out its responsibilities. Such independent advisors may be the regular advisors to the Company. The Audit and Finance Committee is empowered, without further action by the Board of Directors, to cause the Company to pay the compensation of such advisors as established by the Audit and Finance Committee.
6. Investigations. The Audit and Finance Committee shall have the authority to conduct or authorize investigations into any matters within the scope of its responsibilities as it shall deem appropriate, including the authority to request any officer, employee or advisor of the Company to meet with the Audit and Finance Committee or any advisors engaged by the Audit and Finance Committee.
7. Funding. The Audit and Finance Committee is empowered, without further action by the Board of Directors, to cause the Company to pay the ordinary administrative expenses of the Audit and Finance Committee that are necessary or appropriate in carrying out its duties.