

**PRG-SCHULTZ INTERNATIONAL, INC.
AUDIT COMMITTEE CHARTER
AMENDED AND RESTATED AS OF NOVEMBER 15, 2004**

Organization

The Board of Directors of PRG-Schultz International, Inc. (the “Company”) shall establish an Audit Committee. The Audit Committee shall be composed of directors who are independent of the management of the Company and are free of any relationship that, in the opinion of the Board, would interfere with their exercise of independent judgment as a committee member. The Committee shall number at least three independent directors and shall at all times comply with the applicable rules promulgated by the National Association of Securities Dealers, Inc. with respect to companies whose securities are listed on the Nasdaq National Market System or the rules of such other exchange or quotation system upon which Company securities are listed or traded. At least one member of the Committee shall be a “financial expert,” as such term is defined in rules to be promulgated by the Securities and Exchange Commission (“SEC”), and all Committee members shall be able to read and understand financial statements at the time of their appointment.

Statement of Policy

The Audit Committee shall provide assistance to the directors in fulfilling their responsibilities to shareholders, potential shareholders, and the investment community with respect to corporate accounting, reporting practices, and quality and integrity of the financial reports of the Company. In the performance of its responsibilities, the Audit Committee must maintain free and open means of communication between the directors, the independent auditors and executive and financial management. The Audit Committee shall have full access, without restriction, to all information which it believes, in its judgment, is required to fulfill its responsibilities.

Responsibilities

In executing its responsibilities, the Audit Committee’s policies and procedures should be flexible in order to best react to changing conditions, and to ensure that the accounting and reporting practices of the Company are in accordance with all applicable requirements.

In carrying out its responsibilities, the Audit Committee shall meet at least four times annually to perform the following procedures:

- Select and oversee the independent auditors to audit the consolidated financial statements of the Company and its divisions and subsidiaries, with sole authority to hire and dismiss the independent auditors. The independent auditors are accountable to the Audit Committee as shareholder representatives.
- Pre-approve the retention of the independent auditors for any audit (including comfort letters and statutory audits) or nonaudit service.
- Approve fee arrangements with the independent auditors for audit and nonaudit services and annually review fees paid to the firm.
- Meet with the independent auditors and executive and financial management to review the scope of the proposed audit for the ensuing fiscal year, including the audit procedures to be employed. At the conclusion of the audit, review the results with the independent auditors, including any comments or recommendations.
- Review with the independent auditors and executive and financial management the adequacy and effectiveness of the Company’s accounting and financial controls. Elicit any recommendations for the improvement of such controls, including particular areas where new or more detailed controls or procedures are desirable. Particular emphasis should be given to the adequacy of such internal controls to expose any payments, transactions, or procedures that might be deemed illegal or otherwise improper.
- Review before they are released to the public, the financial statements to be contained in the annual report to shareholders and annual and quarterly reports on Forms 10-K and 10-Q with executive and financial

management and the independent auditors to determine that they are satisfied with the disclosures and content of the financial statements to be submitted to the shareholders. Review any changes in accounting principles for propriety.

- Provide sufficient opportunity for the independent auditors to meet with the members of the Audit Committee without the presence of executive or financial management. Among the matters to be discussed in these meetings are the independent auditors' evaluation of Company financial and accounting personnel, and the extent of cooperation that the independent auditors received during their review or audit.
- Obtain and review at least annually a written report from the independent auditors describing all critical accounting policies and practices used by the Company; all alternative treatments of financial information within accounting principles generally accepted in the United States of America that have been discussed with Company management; ramifications of the use of such alternative disclosures and treatments, and the treatments preferred by the independent auditors; and other material written communications between the independent auditors and management, such as any management letter or schedule of unadjusted differences.
- Review the quality and sufficiency of the accounting and financial resources required to meet the financial and reporting objectives as determined by the Audit Committee. Review the succession planning process for the accounting and financial areas.
- Submit the minutes of all meetings of the Audit Committee to, or orally report the matters discussed at each committee meeting with, the Board of Directors.
- Require that the independent auditors conduct a SAS 100 Interim Financial Review before the Company files its Form 10-Q.
- Require the independent auditors to provide a formal written statement that delineates all relationships between the independent auditors and the Company. The Audit Committee also must ensure, through communicating with the independent auditors, that no relationship or services will impact the auditors' objectivity.
- Investigate any matter brought to its attention within the scope of its duties. The Audit Committee shall have the power to retain outside counsel and/or advisors, including a public accounting firm other than the current independent auditors if, in its judgment, that is appropriate, and shall have appropriate funding therefor.
- Review the adoption, application and disclosure of the Company's critical accounting policies and any changes thereto.
- Prepare the Audit Committee's report required by the SEC to be included in the Company's annual proxy statement.
- Review and approve all related party transactions.
- Determine that the content of the financial statements is satisfactory for submission to the shareholders and for filing with the SEC. Such determination will be made through discussions with independent auditors and executive and financial management.
- Review established 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.
- Designate senior management responsible for certifying annually that he or she and his or her business unit have to the best of his or her knowledge complied with the Code of Conduct.
- Obtain and review reports from management and the Company's senior internal auditing executive that the Company and its personnel and business entities are in conformity with applicable legal requirements and the Company's Code of Conduct.

- Review and advise the Board with respect to the Company's policies and procedures regarding compliance with applicable laws and regulations and with the Company's Code of Conduct, as well as actions taken to maintain an effective compliance program, including developments in compliance law and best practices.
- Review and approve any amendments to or waiver of the Code of Ethics for Senior Financial Officers.