

**VOLT INFORMATION SCIENCES, INC.
AUDIT COMMITTEE CHARTER**

A. Introduction

The executive management of Volt Information Sciences, Inc. ("Company") is primarily responsible for the completeness and accuracy of the Company's financial reporting and the adequacy of its internal financial and operating controls. The Company's Board of Directors ("Board") has responsibility to oversee management's exercise of these responsibilities. To assist the Board, the Company has established, through its Bylaws ("Bylaws"), an Audit Committee ("Committee") whose authority and responsibilities are described by this Charter.

B. Purpose

This Charter is created in order to define the Committee's objectives, the range of its authority, the scope of its activities and its duties and responsibilities. It is intended to give Committee members, management, and the Auditor a clear understanding of their respective roles. For purposes of this Charter, the "Auditor" is any registered independent public accountant retained by the Company for the purpose of preparing or issuing an audit report on the financial statements of the Company or performing other audit, review or attest services for the Company.

The purpose of the Committee is to assist the Board in overseeing:

- a. the accounting and financial reporting processes of the Company;
- b. the integrity of the Company's financial statements and systems of internal controls and disclosure controls;
- c. the audits of the Company's financial statements;
- d. the appointment, compensation, retention and work of the Auditor;
- e. the Auditor's qualifications and independence;
- f. the performance of the Company's internal audit function and Auditor;
- g. the Company's compliance with legal and regulatory requirements; and
- h. the Company's code of ethics and business conduct, which is a written code of ethics applicable to the Company's senior financial officers and other employees as required by the U.S. Securities and Exchange Commission ("SEC").

The Committee shall also serve as the Company's Qualified Legal Compliance Committee ("QLCC") within the meaning of SEC requirements dealing with standards of professional conduct for attorneys.

In carrying out its responsibilities, the Committee will maintain and facilitate free and open communication between the Board, the Auditor and the financial and executive management of the Company.

The Committee's responsibilities under this Charter do not relieve the Company's management of its responsibilities for (a) preparing the Company's financial statements so that they comply with generally accepted accounting principles ("GAAP") and fairly represent the Company's financial condition, results of operations and cash flows; (b) issuing financial reports that comply with the requirements of the SEC; and (c) establishing and maintaining adequate internal control structures and procedures for financial reporting.

C. Size, Composition and Term of Appointment

1. The Committee shall be comprised of three or more members of the Board as determined by the Board, each of whom must meet the qualification criteria set forth in the Company's corporate governance standards for the Board and as required by the NYSE MKT LLC ("NYSE MKT"), any other stock exchange on which the common stock or any other security of the Company is listed, the Securities Exchange Act of 1934, as amended, and the rules and regulations of the SEC, at all times during his or her tenure on the Committee.
2. The members of the Committee shall be able to read and understand fundamental financial statements, including the Company's balance sheet, income statement and cash flow statement. At least one member of the Committee shall be an "audit committee financial expert", as defined by the SEC, who shall have all of the following attributes: (a) an understanding of GAAP and financial statements; (b) the ability to assess the general application of GAAP in connection with the accounting for estimates, accruals and reserves; (c) experience in preparing, auditing, analyzing or evaluating financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of issues that can reasonably be expected to be raised by the Company's financial statements, or experience in actively supervising one or more persons engaged in such activities; (d) an understanding of internal control over financial reporting; and (e) an understanding of audit committee functions.

An audit committee financial expert must have acquired these attributes through any one or more of the following: (a) education and experience as a principal financial officer, principal accounting officer, controller, public accountant or auditor or experience in one or more positions that involve the performance of similar

functions; (b) experience actively supervising a principal financial officer, principal accounting officer, controller, public accountant, auditor, or other person performing similar functions; (c) experience overseeing or assessing the performance of companies or public accountants with respect to the preparation, auditing or evaluation of financial statements; or (d) other relevant experience.

3. The Board shall annually appoint the Committee's chairperson and members on the recommendation of the Governance and Nominating Committee. Each member shall serve at the pleasure of the Board for such term as the Board may decide or, with respect to an individual Committee member, until such Committee member is no longer a Board member.
4. Notwithstanding any designation as an "audit committee financial expert," each member of the Committee is expected to contribute significantly to the work of the Committee. Moreover, designation as an "audit committee financial expert" will not increase the duties, obligations or liability of the designees as compared to the duties, obligations and liability imposed on any other member of the Committee or of the Board.
5. Committee members shall not simultaneously serve on the audit committees of more than two other public companies without prior approval from the Board.

D. Meetings

1. The Committee will meet on a quarterly basis and special meetings may be called by the Chairman of the Committee or any Committee member when circumstances require.
2. Minutes of Committee meetings will be prepared and distributed to Committee members and approved at subsequent meetings. Final minutes of all Committee meetings shall be sent to the corporate secretary of the Company for safekeeping with the Company's records.
3. The Committee will be governed by the same rules regarding meetings, actions without meetings, notice, waiver of notice, and quorum and voting requirements that are applicable to the Board. However, the Committee is authorized to adopt its own rules of procedure not inconsistent with any provision of this Charter, the Bylaws of the Company, or the laws of the State of New York.
4. The Committee will periodically meet separately with management, with internal auditors (or other personnel responsible for the internal audit function) and with the Auditor.

E. Authority/Oversight by the Board of Directors

1. The Committee derives its authority from the Bylaws of the Company. The Committee's direct reporting relationship is to the Board.
2. The Committee will report its activities to the full Board on a regular basis so that the Board is kept informed of the Committee's activities on a current basis. The Committee will perform all duties determined by the Board.
3. The Committee is authorized to have full and unrestricted access to all personnel, records, operations, properties, and other information and resources of the Company as required to discharge its duties and responsibilities properly. The Committee has the authority to direct and supervise an investigation into any matter within the scope of its duties.

F. Outside Advisors/Funding

1. The Committee has the authority, in its sole discretion, to engage independent counsel and other advisors as it deems necessary to carry out its duties. The Company shall provide for the appropriate funding, as determined by the Committee, for payment of (i) compensation to any such counsel and other advisors engaged by the Committee, (ii) compensation to the Auditor for the purpose of rendering or issuing an audit report or performing other audit, review, or attest services, and (iii) ordinary administrative expenses necessary or appropriate in carrying out its duties.
2. Any communications between the Committee and legal counsel in the course of obtaining legal advice will be considered privileged communications of the Company, and the Committee will take all necessary steps to preserve the privileged nature of those communications.

G. Independent Public Accountant (Auditor)

1. The Auditor will report and be accountable directly to the Committee.
2. The Committee will be directly responsible for the appointment, approval of compensation, retention and oversight of the work of the Auditor. In addition, the Committee may propose that the engagement of the Auditor be submitted for stockholder ratification in the proxy statement.
3. Where appropriate, the Committee will replace the Auditor.
4. The Committee will review with management the qualifications, performance, independence, appointment and/or termination of the Auditor.

5. The Committee will attempt to resolve disagreements between management and the Auditor regarding financial reporting.
6. The Committee will obtain at least annually from the Auditor and review a report describing:
 - a. The Auditor's internal quality-control procedures;
 - b. Any material issues raised by the most recent internal quality-control review, or peer review, of the Auditor, or by any inquiry or investigation by any governmental or professional authority, within the preceding five years, respecting one or more independent audits carried out by the Auditor, and any steps taken to deal with any such issues; and
 - c. All relationships between the Auditor and the Company (including a description of each category of services provided by the Auditor to the Company and a list of the fees billed for each such category).

The Committee should present its conclusions with respect to the above matters, as well as its review of the lead partner of the Auditor, and its views on whether there should be a regular rotation of the Auditor, to the Board.

7. The Committee will evaluate the independence of the Auditor by, among other things:
 - a. Monitoring compliance by the Auditor with the audit partner rotation requirements of the SEC;
 - b. Monitoring compliance by the Company of the employee conflict of interest requirements of the SEC; and
 - c. Engaging in a dialogue with the Auditor to confirm that audit partner compensation is consistent with the requirements of the SEC.
8. The Committee will review and discuss with the Auditor its annual audit plan, including the timing and scope of audit activities, and monitor such plan's progress and results during the year. The Committee will also review with management and the Auditor the annual audit scope and approach.

H. Pre-Approval of Services

1. The Committee will give prior approval of all audit services, audit-related services and permissible non-audit services, such as tax services, to be provided by the

Auditor (or will subsequently approve non-audit services in those circumstances where a subsequent approval is necessary and permissible). In this regard, the Committee shall have the sole authority to approve the hiring of the Auditor and the terms of all engagements, including fees.

2. The Committee may delegate to one or more of its members the authority to grant pre-approvals. In connection with such delegation, the Committee may establish pre-approval policies and procedures, including the requirement that the decisions of any member to whom authority is delegated shall be presented to the full Committee at each of its scheduled meetings.

I. Financial Statements and Control Processes

1. The Committee will direct the Auditor to review or audit, as applicable, the Company's interim and annual financial statements to be included in quarterly and annual reports filed with the SEC on Form 10-Q and Form 10-K, respectively, using professional standards and procedures for conducting such reviews and audits.
2. The Committee will review and discuss with management and the Auditor the quarterly unaudited financial statements and the results of the Auditor's review thereof and, following such review, the Committee will recommend to the Board whether the financial statements should be included in the Company's report filed with the SEC on Form 10-Q. The Committee will also review the disclosures under "Management's Discussion and Analysis of Financial Condition and Results of Operation" ("MD&A") proposed for inclusion in the Company's report to be filed with the SEC on Form 10-Q.
3. The Committee will review and discuss with management and the Auditor the annual audited financial statements, the results of the Auditor's audit thereof, and the MD&A disclosures proposed for inclusion in the Company's annual report to be filed with the SEC. Following such review, the Committee will recommend to the Board whether the annual audited financial statements should be included in the Company's report filed with the SEC on Form 10-K.
4. The Committee will discuss with the Auditor the matters required to be discussed by Auditing Standard No. 16 adopted by the Public Company Accounting Oversight Board, as it may be revised or supplemented from time to time, including the selection and changes in significant accounting policies, critical accounting policies and areas requiring significant estimation and management judgment, significant audit adjustments, and material weaknesses in internal controls.
5. The Committee will review and discuss with management the Company's earnings press releases, including the use of "pro-forma" or "adjusted" non-GAAP information,

as well as financial information and earnings guidance provided to analysis and rating agencies. The chairperson of the Committee may represent the entire Committee for purposes of this review.

6. The Committee will consider written reports and oral communications by the Auditor relating to (i) critical accounting policies and practices, including any significant changes in the Company's selection or application of accounting principles (ii) alternative treatments within GAAP for policies and practices related to material items that have been discussed with management, ramifications of the use of such alternative disclosures and treatments, and the treatment preferred by the Auditor, (iii) the effect of regulatory and accounting initiatives, as well as off-balance sheet structures, on the Company's financial statements and (iv) other material written communications between the Auditor and management, such as any management letter or schedule of unadjusted differences.
7. The Committee will periodically review with management and the Auditor their assessments of the adequacy of the Company's internal controls and disclosure controls, and the resolution of identified material weaknesses and reportable conditions in such controls.
8. The Committee will review disclosures made to the Committee by the Company's chief executive officer and chief financial officer during their certification processes 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.

J. Private Discussions

The Committee will meet privately with the Auditor at least annually.

K. Internal Audit Function

The Committee shall review as often as it deems necessary but at least annually: (a) the internal audit charter, annual audit plan, activities and organizational structure of the internal audit function; (b) the qualifications and operational independence of the internal audit function and, when necessary, participate in the appointment, replacement, reassignment, or dismissal of the Company's director of internal audit; and (c) the effectiveness of the internal audit function including compliance with the Institute of Internal Auditors' (IIA) Standards for the Professional Practice of Internal Auditing.

L. Post-Audit Review

1. The Committee will review with management and the Auditor the results of each

independent audit, including any qualifications of the Auditor's opinion, any related management letter, any significant suggestions for improvements made by the Auditor, and management's responses to recommendations made by the Auditor in connection with the audit.

2. The Committee will review with management and the Auditor the annual management letter comments and management's responses to each.
3. The Committee will review with the Auditor any audit problems or difficulties and management's response, including restrictions on the scope of the Auditor's activities or access to information and any accounting adjustments that were noted or proposed by the Auditor but were not made.

M. Oversight of Risk Management

The Committee will periodically discuss with management the Company's major financial risk exposures and the steps management has taken to monitor and control such exposures, including the Company's related risk assessment and risk management policies.

N. Legal Matters

The Committee will periodically review with the Company's General Counsel any legal matters that could have a significant impact on the Company's financial statements, the Company's compliance with applicable laws and regulations, and any inquiries or communications received from regulatory or governmental agencies. The Committee will make inquiries of the Company's outside legal counsel as the situation warrants.

O. Related Party Transactions

The Committee will conduct an appropriate review for potential conflict of interest situations of all proposed related party transactions for which audit committee approval is required by applicable law or the rules of the NYSE.

P. Business Conduct

1. The Committee will review periodically management's oversight of the Company's policies and procedures regarding compliance with law and with significant corporate policies, including the Company's code of ethics and business conduct, and make recommendations to the Board concerning these matters.
2. The Committee will perform such functions as may be assigned to it from time to time by the Board through its adoption and revision of the Company's code of ethics and business conduct.

Q. Complaints

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

R. Qualified Legal Compliance Committee

1. The Committee will receive, review, and take appropriate action with respect to any report made or referred to it by an attorney of evidence of a material violation of federal or state securities law or a material breach of a fiduciary duty under federal or state law or a similar material violation of state or federal law by the Company or any of its officers, directors, employees, or agents.
2. Upon receipt of such a report, the Committee shall have the duty and responsibility:
 - a. to inform the Company's General Counsel and chief executive officer of such report, unless such notification would be futile;
 - b. to determine whether an investigation is necessary regarding such report and, if it determines an investigation is necessary or appropriate, to notify the Board; initiate an investigation, which may be conducted either by the General Counsel or by outside attorneys; and retain such additional expert personnel as the Committee deems necessary;
 - c. at the conclusion of any such investigation, to recommend that the Company implement an appropriate response to evidence of a material violation, and inform the General Counsel and the chief executive officer and the Board of the results of any such investigation and the appropriate remedial measures to be adopted; and
 - d. The Committee shall have the authority and responsibility to take all other appropriate action, including the authority to notify the SEC in the event that the Company fails in any material respect to implement an appropriate response that the QLCC has recommended.

S. Other Responsibilities

1. The Committee will periodically review the status of significant tax matters affecting the Company and the Company's cash management, foreign exchange management, and investment management policies. To the extent not inconsistent with SEC or NYSE rules, these reviews may from time to time be undertaken by the Board, provided that a majority of the members of the Committee are present.

2. The Committee will prepare a report to the Company's stockholders for inclusion in the Company's annual proxy statement as required by the rules and regulations of the SEC, as they may be amended from time to time.
3. The Committee will perform any other activities required by applicable law, rules or regulations, including the rules of the SEC and any stock exchange or market on which the Company's securities may be listed from time to time, and perform such other activities that are consistent with this Charter, the Company's Bylaws and governing laws, as the Committee or the Board deems necessary or appropriate.
4. The Committee shall set clear hiring policies for employees or former employees of the Auditor.
5. The Committee shall annually perform an evaluation of the performance of the Committee.
6. The Committee will annually review and assess the effectiveness of this Charter.

T. Ethical, Legal and Regulatory Compliance

The Committee shall confirm that management has a review system in place to maximize the likelihood that the Company's financial statements, reports and other financial information disseminated to governmental organizations and the public satisfy applicable legal requirements.

Approved: September 2015