

THE ROTHERS GROUP AUDIT COMMITTEE CHARTER

I. Purpose

The Audit Committee ("Committee") of the Board of Directors (the "Board") of The Rotherers Group (the "Company") shall represent and assist the Board with the oversight of:

- A. the integrity of the Company's financial statements and internal controls;
- B. the Company's compliance with legal and regulatory requirements;
- C. the performance of the Company's internal audit function and the registered public accounting firm (the "independent auditors"); and
- D. the independent auditors' qualifications and independence.

II. Committee Structure

A. Membership. The Committee will be comprised of three or more members of the Board, each of whom in the judgment of the Board qualifies as an "independent director". No member may have participated in the preparation of the financial statements of the Company or any subsidiary at any time during the past three years. All members of the Committee shall have a basic understanding of finance and accounting and 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 Audit Committee shall meet the definition of an "audit committee financial expert" The Chairperson and members of the Committee shall be appointed by the Board upon the recommendation of the Governance and Nominating Committee and may be removed by the Board at its discretion.

B. Meetings; Agenda; Minutes. The Committee shall meet at least four times annually. A special meeting may be called by the Chairperson or upon the request of any two members of the Committee. The Chairperson, in consultation with the Committee members and management (if appropriate), will set the agenda for each meeting and, when practicable, circulate it to each member of the Committee prior to the meeting date. At least quarterly, the Committee should meet separately, in executive session, with management, the director of the internal audit function, and the Company's independent auditors to discuss any matters that the Committee or each of these groups believe should be discussed, including the Company's financial statements and significant findings based upon the auditors' limited review procedures. Minutes of each Committee meeting or action will be kept and distributed to each member of the respective Committee and to the Company's Secretary. Preliminary drafts or information given consideration by the Committee (unless included in the final minutes) need not be distributed.

C. Funding. The Company shall provide the Committee with such funding as the Committee reasonably decides is necessary for the engagement and retention of the Company's independent auditors and any advisors employed by the Committee, as well as

for the performance of the Committee's other functions as detailed in this Charter.

III. Authority and Responsibilities

A. Authority. The Committee shall have and may exercise authority on behalf of the Board with respect to assisting in the oversight of the following:

1. the integrity of the Company's financial statements, financial reporting process, internal auditing function and systems of internal controls regarding finance and accounting;
2. the Company's compliance with legal and regulatory requirements;
3. the performance of the Company's internal audit function and of its independent auditors;
4. the independent auditors' qualifications and independence; and
5. the preparation of an Audit Committee Report for inclusion in the Company's Annual Proxy Statement.

B. Limits of Responsibilities. The Committee's responsibilities are limited to oversight. Management is responsible for the preparation, presentation, and integrity of the Company's financial statements. The Company's independent auditors are responsible for performing an audit of the Company's annual financial statements and expressing an opinion as to the conformity of such annual financial statements with generally accepted accounting principles and reviewing the Company's quarterly financial statements. Each member of the Committee is entitled to rely on the accuracy of the financial and other information provided by persons within the Company, the independent auditors, and any professionals and experts engaged by the Committee to assist it in carrying out its duties.

C. Independent Auditors. It is the Committee's sole responsibility to:

1. Select and retain the independent auditors (subject to ratification by the Company's stockholders), evaluate and terminate when appropriate, the independent auditors, set the independent auditors' compensation, oversee the work of the independent auditors, and pre-approve all audit services to be provided by the independent auditors.
2. Pre-approve all permitted non-audit services to be performed by the independent auditors and establish policies and procedures for the engagement of the independent auditors to provide permitted audit and non-audit services.
3. At least annually, receive and review: (a) a report by the independent auditors describing the independent auditors' internal quality control procedures and any material issues raised by the most recent internal quality- control review, peer review, or Public Company Accounting Oversight Board review, of the independent auditing firm, or by any inquiry or investigation by governmental or professional authorities, within the preceding five years, respecting one or more independent audits carried out by the firm, and any steps taken to deal with any such issues; and (b) other required reports from the independent auditors.
4. At least annually, review the independence of the independent auditors, including whether the provision by the independent auditors of permitted non-audit services is compatible with independence, and obtain and review a written report from the

independent auditors describing all relationships between the independent auditors and the Company. Discuss with the independent auditors any disclosed relationships or services that may impact the objectivity and independence of the independent auditors and take, or recommend that the Board take, appropriate action to oversee the independence of the outside auditors.

5. Review with the independent auditors: (a) the scope and results of the audit; (b) any problems or difficulties that the auditor encountered in the course of the audit work, and management's response; and (c) any questions, comments, or suggestions the auditors may have relating to the internal controls, and accounting practices and procedures, of the Company or its subsidiaries.

6. Discuss, both internally and with the Company's independent auditors, any earnings information or any financial information or earnings guidance provided to analysts and rating agencies prior to the release of the information.

7. The Committee shall discuss certain matters required to be communicated to audit committees.

8. Periodically consider the requirements to and benefits to the Company of the rotation of the independent auditors' lead audit partner, reviewing audit partner and other audit partners, and consider the costs and benefits of switching to another firm of independent auditors.

9. Review analyses prepared by management and the independent auditors of significant financial reporting issues and judgments made in connection with the preparation of the Company's financial statements, including the selection, application, and disclosure of critical accounting policies and analyses of the effect of alternative financial and accounting assumptions, estimates, or methods on the Company's financial statements.

10. Discuss with management and the independent auditors any correspondence with regulators or governmental agencies and any actual or threatened in writing litigation that raise material issues regarding the Company's financial statements, accounting policies, or audit procedures.

D. Review Procedures. In carrying out its duties, the Audit Committee shall:

1. Review the Company's annual audited financial statements and related disclosure, including Management's Discussion and Analysis of Financial Condition and Results of Operations. This review should include discussion with management and independent auditors of significant issues regarding accounting principles, practices, and judgments.

2. Review with financial management and the independent auditors the Company's quarterly financial results prior to the release of earnings and/or the Company's quarterly financial statements and related disclosure, including Management's Discussion and Analysis of Financial Condition and Results of Operations. The Committee shall discuss any significant changes to the Company's accounting principles and any items required to be communicated by the independent auditors. The Committee Chairperson, or a Committee member designated by the Chairman, may represent the entire Committee for purposes of this review.

3. Review and approve all Company press releases containing financial information

prior to issuance pursuant to the Company's press release approval matrix, as revised from time to time.

4. Review the integrity, adequacy, and effectiveness of the Company's financial reporting processes and accounting and financial controls. Discuss the critical accounting practices and policies with the management, the independent auditors, the internal auditors, and the Company's financial and accounting personnel. Elicit any recommendations for the improvement of such internal control procedures or particular areas where new or more detailed controls or procedures are desirable.

5. Review significant findings and analyses prepared by the independent auditors and the internal auditors, together with management's responses to those findings or analyses.

6. Review information related to the finances and operations of the Company with the Chief Financial Officer and the Internal Audit department in closed sessions on a regular basis.

7. Continue to maintain independent oversight of the Company's financial organisation by ensuring that the chief financial officer and internal Audit function both have dual reporting obligations, requiring them to provide information related to the finances and operations of the Company both to the chief executive officer and independently, directly to the Committee in closed sessions on a regular basis.

E. Internal Audit Function and Risk Management.

1. The Committee shall review the budget, internal audit plan, changes in the internal audit plan, and activities of the internal auditors, and assist in the coordination of such internal audit plans with the audit plans of the independent auditors.

2. The Committee shall review the qualifications, performance, and objectivity of the internal auditors and shall advise in the appointment or replacement of internal auditors.

3. The Committee shall review significant reports prepared by the internal auditors, together with management's response and follow-up to those reports.

4. The Committee shall discuss the policies with respect to risk assessment and risk management periodically with management, the internal auditors, and the independent auditors, as well as the Company's plans or processes to monitor, control, and minimise such risks and exposures.

5. The Committee shall, on at least an annual basis, review with the Company's counsel and the Governance and Nominating Committee of the Board of Directors, any legal matters that could have a significant impact on the organisation's financial statements, the Company's compliance with applicable laws and regulations, and inquiries received from regulators or governmental agencies.

F. Compliance Reports. The Committee shall obtain information from management, the Company's internal auditors, and the independent auditors that the Company and its foreign subsidiaries and affiliated entities are in conformity with applicable accounting and legal requirements and the Company's Code of Ethics.

G. Internal Controls. The Committee will review any disclosures by the Company's officers during their certification process for the annual report regarding 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.

H. Related-Party Transactions. The Committee shall conduct an appropriate review of all proposed related-party transactions. Management shall not cause the Company to enter into any new related-party transaction unless the Committee approves that transaction.

I. Reporting Matters. The Committee shall establish regular reporting to the Committee by each of (a) management, (b) the independent auditors, and (c) the internal auditors regarding any significant judgments made in management's preparation of the financial statements and the view of each as to the appropriateness of such judgments.

J. Report for Inclusion in Filings. The Committee shall prepare the annual Audit Committee Report to be included in the Company's annual report and/or proxy statement.

K. Code of Ethics and Waivers. The Committee shall approve and monitor the compliance with the Company's Code of Ethics, which covers the conduct and ethical behavior of directors, officers, and employees, and approve in advance any amendment to the Code of Ethics or waivers of compliance for directors, executive officers, and senior financial officers.

L. Complaints. The Committee shall establish procedures for:

1. the receipt, retention, and treatment of complaints received by the Company regarding accounting, internal accounting controls, or auditing matters; and
2. the confidential, anonymous submission by Company employees of concerns regarding questionable accounting or auditing matters.

M. Investigations. The Committee shall investigate any matter brought to its attention within the scope of its duties. The Committee shall have the power to retain outside counsel or advisors for this purpose if, in its judgment, that is appropriate.

N. Consultants and Advisors. The Committee shall have the authority to retain and terminate any consultants, outside counsel, and other advisors as it deems appropriate to assist in carrying out its duties. The Committee shall have the sole authority to approve the fees and other retention terms of such consultants, counsels, or advisors.

O. Access to Independent Auditors; Access to Management and Employees. The Committee shall have full, unrestricted access to the independent auditors and to the Company's employees, internal auditors, and internal counsel as necessary to carry out its responsibilities.

P. Annual Review. The Committee is responsible for implementing the process for and annually conducting a self--- evaluation of the Committee and its members, in accordance with the criteria established by the Governance and Nominating Committee. The Committee annually will review and assess the adequacy of this charter and recommend any proposed changes to the Board for approval.