

Audit Committee Charter

Members

Thomas J. Hansen, Chairman
Charles H. Cannon, Jr.
Thomas E. Chorman
B. Joanne Edwards
Michael A. Hickey

STATUS

The Audit Committee is a standing committee of the Board of Directors of Standex International Corporation (the "Company").

Membership

The Audit Committee shall be comprised of not less than three nor more than five directors as determined by the Board of Directors, each of whom shall be independent directors in accordance with the rules and regulations of the Securities and Exchange Commission (the "SEC") and the New York Stock Exchange listing standards (the "NYSE"). No member of the Audit Committee shall be an affiliated person of either the Corporation or any subsidiary in accordance with the rules and regulations of the SEC and the NYSE. All members shall be financially literate and at least one member shall have accounting or related management expertise as such qualifications are interpreted by the Board of Directors in its business judgment.

The members of the Audit Committee shall serve one-year terms. The Directors and the Nominating/Corporate Governance Committee shall recommend, and the Board of Directors shall designate, one member of the Audit Committee to serve as Chairperson. The members of the Audit Committee shall serve until their resignation, retirement or removal by the Board of Directors and until their successors shall be appointed. No member of the Audit Committee shall be removed except by the majority vote of the independent directors of the full Board of Directors then in office.

Purpose

The primary function of the Audit Committee is to assist, and report to, the Board of Directors in fulfilling its oversight responsibilities with respect to (i) the integrity of the financial statements provided by the Corporation to its stockholders and the general public; (ii) the Corporation's systems of internal controls over financial reporting; (iii) the performance of the Corporation's internal audit function; (iv) the independent auditors qualifications, performance and independence; (v) the Corporation's compliance with legal and regulatory requirements; and (vi) to prepare the report required by the SEC's proxy rules to be included in the Corporation's annual proxy statement.

Responsibilities and Duties

Without limiting the foregoing and in carrying out the foregoing Purpose, the Audit Committee shall have the following responsibilities and duties:

- (1) Appoint, retain, oversee and terminate, in its sole authority, the independent auditors for the purpose of preparing or issuing an audit report or to perform related work and set the scope of work, terms of each engagement and their compensation.
- (2) Approve in advance all permitted non-audit services to be performed by the independent auditor and assure that such approval is disclosed in the Corporation's periodic reports as required by law.

- (3) Evaluate the independent auditor's qualifications, performance and independence, including review and evaluation of the lead partner of the independent auditor, after receiving input from management and the Internal Audit Department. Assure the rotation of the lead audit partner, the reviewing audit partner and other audit personnel as required by law.
- (4) Receive and review at least annually: (a) a report by the independent auditor describing (i) the independent auditor's internal quality-control procedures; (ii) any material issues raised by the most recent internal quality-control review, or peer review, of the independent auditor, 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 independent auditor, and any steps taken to deal with any such issues; and (iii) in an effort to assess the auditors' independence, all relationships between the auditors and the Corporation; (b) all other reports from the independent auditors, including the annual comments from the independent auditors on accounting procedures, critical accounting policies and practices, systems of control, all material alternative treatments of financial information within generally accepted accounting principles ("GAAP") that have been discussed with management, the effects of using such alternative treatments and the treatment preferred by the independent auditors and any other material communications between the independent auditor and management.
- (5) Review and consider whether the provision by the independent auditors of any permitted non-audit service is compatible with maintaining their independence; review and approve the non-audit fees of the independent auditors; and review with them any questions, comments or suggestions they may have relating to the internal controls, accounting practices or procedures of the Corporation and any audit problems or difficulties and management's response.
- (6) Present to the Board of Directors the Audit Committee's conclusions in connection with the independent auditor.
- (7) Review, at least annually, the then current and future programs of the Corporation's Internal Audit Department, including the procedure for assuring implementation of accepted recommendations made by the independent auditors; and review any issues that arise regarding the performance of the Corporation's internal audit function and the significant matters contained in these Internal Audit Department reports.
- (8) Make or cause to be made, from time to time, such other examinations or reviews as the Audit Committee may deem advisable with respect to the adequacy of the systems of internal controls over financial reporting, disclosure controls and procedures, including whether there are significant deficiencies and weaknesses and any fraud involving management or other employees with a significant role in such processes, controls and procedures, financial reporting processes and accounting practices and procedures of the Corporation, the results of activities and responsibilities and with respect to current accounting trends and developments, and take such action regarding such trends and developments as may be deemed appropriate.
- (9) Receive and review at least annually aggregate expenses incurred by officers of the Corporation as presented by the Internal Audit Department in summary format.
- (10) Receive and review at least annually a report prepared by the Chief Legal Officer concerning legal issues affecting the Corporation which require or suggest Audit Committee oversight or involvement.
- (11) Review significant accounting principles and financial statement presentations, including any material changes in the Corporation's selection or application of accounting principles. Review

significant judgments made in connection with the preparation of the financial statements, including any material exposures and related reserves and any off-balance sheet structures.

- (12) Review and discuss with management and the independent auditors the annual and quarterly financial statements of the Corporation, including the Corporation's disclosures under "Management's Discussion and Analysis of Financial Condition and Results of Operations" and any material changes in accounting principles or practices used in preparing the statements prior to the filing of a report on Form 10-K or 10-Q with the SEC. Such review and discussion shall include the items required by applicable audit or review standards as in effect at that time in the case of the annual and quarterly statements in connection with the conduct of the audit or review (as the case may be) in accordance with the auditing standards of the Public Company Accounting Oversight Board. During such review, or otherwise, the Audit Committee shall work to resolve any disagreements between management and the independent auditors regarding financial reporting. Based upon such review and discussion, recommend to the Board that the audited financial statements be included in the Annual Report on Form 10-K.
- (13) Review earnings press releases, as well as financial information and earnings guidance provided to analysts; discuss the Corporation's policies with respect to risk assessment and risk management; and discuss the steps taken by management to monitor exposures.
- (14) Receive from the independent auditors the report required by applicable Independence Standards as in effect at that time and discuss it with the independent auditors.
- (15) Review the status of compliance with laws, regulations and internal procedures, contingent liabilities and risks that may be material to the Corporation, the scope and status of systems designed to assure Corporate compliance with laws, regulations and internal procedures, through receiving reports from management, legal counsel and other third parties as determined by the Audit Committee on such matters, as well as major legislative and regulatory developments which could materially impact the Corporation's contingent liabilities and risks.
- (16) Meet separately, periodically, with management, with internal auditors (or other personnel responsible for the internal audit function) and with independent auditors;
- (17) Set clear hiring policies for employees or former employees of the independent auditors.
- (18) Establish and maintain procedures for the receipt, retention and treatment of complaints regarding the Corporation's accounting, internal controls or auditing matters and establish clear hiring policies for employees or former employees of the Corporation's independent auditor.
- (19) Establish and maintain procedures for the confidential, anonymous submission by employees of the Corporation of concerns regarding accounting or auditing matters.
- (20) Obtain the advice and assistance, as appropriate, of independent counsel and other advisors as necessary to fulfill the responsibilities of the Audit Committee.
- (21) Receive appropriate funding, as determined by the Audit Committee from the Corporation for payment of compensation to the outside legal, accounting, or other advisors employed by the Audit Committee.
- (22) Report regularly to the Board of Directors as to the Audit Committee's accomplishments of its purpose and responsibilities.

- (23) Assess compliance of the Corporation's CEO, CFO and Corporate Controller with the Code of Ethics for Senior Financial Officers, report material violations to the Board and recommend to the Board appropriate action.
- (24) Monitor the establishment, maintenance and evaluation of the disclosure controls and procedures and internal controls required by the SEC.
- (25) Conduct an annual performance evaluation of the Audit Committee.
- (26) Review its Charter at least annually and recommend any changes to the Board of Directors.
- (27) Fulfill such other duties and responsibilities as may be assigned to the Audit Committee from time to time by the Board of Directors or Chairman of the Board of Directors or as may be required by law or regulation.

Meetings/Procedures

The Audit Committee shall meet at least four times during the year and at such other times as it deems necessary to fulfill its responsibilities. The Audit Committee shall meet regularly in executive session without management present. In addition, the Audit Committee shall periodically meet with management, internal auditors and independent auditors to oversee and review their respective performance.

The Audit Committee shall fix its own rules of procedure, which shall be consistent with this Charter and the By-Laws of the Corporation. The Audit 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 non-audit services; provided that decisions of such subcommittee to grant preapprovals shall be presented to the full Audit Committee at its next scheduled meeting.

The Chairman of the Audit Committee may grant pre-approval of audit and non-audit services, provided that the Chairman's pre-approval decisions shall be presented to the full Audit Committee at its next scheduled meeting for ratification.

Report

The Audit Committee shall prepare a report each year concerning its compliance with this charter, charter amendments and activities for inclusion in the Corporation's proxy statement relating to the annual meeting of stockholders as required by the SEC and NYSE.