



Audit Committee Charter

Purpose and Responsibilities of the Committee

The Board of Directors of TechTarget, Inc. (the “Company”) has established the Audit Committee (the “Committee”) to assist the Board in monitoring (1) the integrity of the Company’s financial statements, (2) the Company’s compliance with legal and regulatory requirements, (3) the independent auditor’s qualifications and independence, and (4) the performance of the members of management that are responsible for preparing the Company’s financial statements and the Company’s independent auditor. The Committee is also responsible for preparing an audit committee report as required by the Securities and Exchange Commission (the “Commission”) for inclusion in the Company’s annual proxy statement.

The business of the Company is managed under the direction of the Board of Directors and the various committees thereof, including the Committee. The basic responsibility of the Committee is to exercise its business judgment in carrying out the responsibilities described in this Charter in a manner the Committee members reasonably believe to be in the best interest of the Company and its stockholders. The Committee is not expected to assume an active role in the day to day operation or management of the Company.

While the Committee has the responsibilities and powers set forth in this Charter, it is not the duty of the Committee (i) to plan or conduct audits or (ii) to determine that the Company’s financial statements are complete and accurate and are in accordance with accounting principles generally accepted in the United States of America. This is the responsibility of management and the independent auditor.

Committee Membership

The Committee shall consist of no fewer than three members, each of whom must (1) be “independent” as defined in Rule 4200(a)(15) under the Marketplace Rules of the National Association of Securities Dealers, Inc. (“NASD”); (2) meet the criteria for independence set forth in Rule 10A-3(b)(1) promulgated under Section 10A(m)(3) of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), subject to the exemptions provided in Rule 10A-3(c) under the Exchange Act; and (3) not have participated in the preparation of the financial statements of the Company or a current subsidiary of the Company at any time during the past three years.

Notwithstanding the foregoing, one director who (1) is not “independent” as defined in Rule 4200 under the Marketplace Rules of the NASD; (2) satisfies the criteria for independence set forth in Section 10A(m)(3) of the Exchange Act and the rules thereunder; and (3) is not a current officer or employee or a Family Member of such officer or employee, may be appointed to the Committee, if the Board, under exceptional and limited circumstances, determines that membership on the Committee by the individual is required by the best interests of the Company and its stockholders, and the Board discloses, in the next annual proxy statement subsequent to such determination (or, if the Company does not file a proxy statement, in its Form 10-K or 20-F), the nature of the relationship and the reasons for that determination. A member appointed under this exception may not serve on the Committee for more than two years and may not chair the Committee.

Each member of the Committee must be able to read and understand fundamental financial statements, including a company’s balance sheet, income statement, and cash flow statement. At least one member of the Committee shall have past employment experience in finance or accounting, requisite professional certification in accounting, or any other comparable experience or background which results in the individual’s financial sophistication, including being or having been a chief executive officer, chief financial officer or other senior officer with financial oversight responsibilities.

In consultation with the Nominating & Governance Committee, the Board shall appoint the members of the Committee and designate one member to be its Chair. The members of the Committee shall be appointed annually by the Board and may be replaced or removed by the Board with or without cause. Resignation or removal of a Director from the Board, for whatever reason, shall automatically and without any further action constitute resignation or removal, as applicable, from the Committee. Any vacancy on the Committee, occurring for whatever reason, may be filled only by the Board. The Chair may be changed, from time to time by the Board.

Organization

The Committee shall meet regularly at such time and place as the Committee shall determine, but not less than quarterly. Representatives of management and the independent auditor shall attend meetings as necessary. A quorum for the transaction of business at any meeting of the Committee shall consist of a majority of the members of the Committee and the Committee may act by vote of a majority of the members present at such meeting. In lieu of a meeting, the Committee may act by written consent.

The Chair shall, in consultation with other Committee members, set the agenda for, and preside at, meetings of the Committee.

The Secretary, the Assistant Secretary or another designated individual shall record and keep minutes of all Committee meetings.

Compensation

A member of the Committee may not, other than in his or her capacity as a member of the Committee, the Board or any other committee established by the Board, receive directly or indirectly from the Company any consulting, advisory or other compensatory fee from the Company. A member of the Committee may receive additional directors' fees to compensate such member for the significant time and effort expended by such member to fulfill his or her duties as a Committee member.

Committee Responsibility and Authority

The responsibility and authority of the Committee shall include the following:

Engagement of Auditor; Company Relationship with Auditor

- The Committee shall have the sole authority to appoint, retain and terminate the Company's independent auditor, subject, if applicable, to stockholder ratification. The Committee shall be directly responsible for the compensation and oversight of the work of the independent auditor (including resolution of disagreements between management and the independent auditor regarding financial reporting) for the purpose of preparing or issuing an audit report or related work or non-audit work. The independent auditor shall report directly to the Committee. In carrying out this responsibility, the Committee may obtain the input of the Company's management. The Committee shall pre approve, in accordance with the pre approval policy in effect from time to time, all auditing services, internal control related services and permitted non audit services (including the terms thereof) to be performed for the Company by its independent auditor. The Committee shall instruct the independent auditor that the independent auditor shall report directly to the Committee.
- The Committee shall discuss with the independent auditor the matters required to be discussed by: (a) Statement on Auditing Standards No. 61, as it may be amended, relating to the conduct of the audit, and (b) Statement on Auditing Standards No. 100, as it may be amended ("SAS 100"), relating to the conduct of a review of interim financial information.
- The Committee shall review with the independent auditor the items as to which the independent auditor is required to report to the Committee pursuant to Section 10A(k) of the Exchange Act and any rules and regulations promulgated thereunder, as in effect from time to time. These include (a) all critical accounting policies and practices to be used; (b) all alternative treatments of financial information within generally accepted accounting principles that have been discussed with management, ramifications of the use of such alternative disclosures and treatments, and the treatment preferred by the independent auditor; and (c) other material written communications between the independent auditor and management.
- The Committee shall review with the independent auditor (a) any management letter provided by the independent auditor and management's response to that letter and (b) a summary of the audit reports, if any, issued by members of management who are responsible for preparing the Company's financial statements and management's response thereto.
- The Committee shall review with the independent auditor any audit problems or difficulties encountered by the independent auditor in the course of its annual audit work, and management's response.
- The Committee shall, at least annually, obtain and review a report by the independent auditor describing: (a) the auditor's internal quality-control procedures; (b) any material issues raised by (i) the most recent internal quality-control review (or peer review) of the auditor, or (ii) any inquiry or investigation by governmental or professional authorities,

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 independent auditor and the Company.

- The Committee shall evaluate the qualifications, performance and independence of the independent auditor (in light of applicable legal or stock exchange independence standards then in effect), including evaluating the lead partner of the independent auditor team and considering whether the independent auditor's quality controls are adequate and whether the provision of permitted non-audit services is compatible with maintaining the independent auditor's independence, in each case taking into account the opinions of management.
- The Committee shall meet with the independent auditor and the members of management that are responsible for preparing the Company's financial statements, prior to the commencement of the annual audit, to review the planning and scope of the audit.
- The Committee has adopted the policy that the Company will not hire any person if the employment of such person would result in the Company's current independent auditor not being independent (as defined under Item 2-01 of Regulation S-X).

Financial Disclosure of the Company

- The Committee shall generally discuss earnings press releases as well as financial information and earnings guidance provided to analysts and rating agencies. It is not expected that the Committee will pre-approve each such release or guidance. The Committee Chair (or another Committee member acting as Chair), as representative of the Committee, shall discuss the Company's quarterly earnings press releases with management and the independent auditor prior to public release.
- The Committee shall meet to review and discuss with management and the independent auditor the Company's Annual Reports on Form 10-K and Quarterly Reports on Form 10-Q, including the annual financial statements, the quarterly financial statements and the specific disclosures under "Management's Discussion and Analysis of Financial Condition and Results of Operations" included in such reports. The Committee shall also review with management, on a quarterly basis, the Company's disclosure controls and procedures. The Committee shall recommend to the Board whether the audited financial statements should be included in the Company's Annual Report on Form 10-K.
- The Committee shall discuss with management and the independent auditor the effect of regulatory and accounting initiatives.
- The Committee shall discuss with management and the independent auditor significant financial reporting issues and judgments made in connection with the preparation of the Company's financial statements, including (i) any significant change in the Company's selection or application of accounting principles, (ii) any major issues relating to the adequacy of the Company's internal controls, (iii) any steps adopted in light of material control deficiencies, and the adequacy of disclosures about changes in internal control over financial reporting and (iv) any fraud, material or otherwise, that involved management or other employees who have a significant role in the Company's internal controls and that had come to the attention of management or to the independent auditor.
- The Committee shall review and discuss with management and the independent auditor the Company's internal controls report and the independent auditor's attestation of the report prior to the filing of the Company's Annual Report on Form 10-K.

Communication with Management and Employees

- The Committee shall review with the Company's General Counsel legal matters that may have a material impact on the financial statements, the Company's compliance policies and any material reports or inquiries received from regulators or governmental agencies.
- The Committee shall meet separately, periodically, with the Company's Chief Financial Officer, its General Counsel and with representatives of the independent auditor.
- The Committee shall maintain procedures for the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls or auditing matters and the confidential and anonymous submission by Company employees of concerns regarding accounting or auditing matters.

Other Responsibilities

- The Committee shall review the Company's policies with respect to risk assessment and risk management.

- At least annually, the Committee shall review and evaluate the organization and performance of the members of management who are responsible for preparing the Company's financial statements, the adequacy of resources, the competence of staff and whether such members have the independence necessary to work in compliance with recognized standards of internal auditing. Such review may include a review of the responsibilities, budget and staffing of the Company's internal audit function with the independent auditors.
- The Committee shall, as it determines necessary to carry out its duties, engage and obtain advice and assistance from independent legal, accounting or other advisors, and, if such counsel or other advisors are engaged, shall determine the compensation of fees payable to such counsel or other advisors.
- The Committee may delegate authority to individual Committee members or such subcommittees as the Committee deems appropriate and shall review the actions of all such individuals or subcommittees as appropriate. In this regard, the Chair is delegated the authority to (a) pre-approve any engagement for audit services or permitted non-audit services (other than internal control-related services, which must be pre-approved by the full Committee), provided the Chair shall present any decisions made under the auspices of this authority to the full Committee at the next scheduled meeting, and (b) discuss with the independent auditor the matters required to be discussed by SAS 100.
- The Committee shall report to the Board regularly on its actions and deliberations.
- The Committee shall exercise such other powers and authority as the Board shall, from time to time, confer upon it.

In carrying out its responsibilities, the Committee's practices and policies should remain flexible, in order for the Committee to respond to changing facts and circumstances.

Committee Self-Assessment

The Committee shall conduct an annual evaluation of its performance and shall report the results of such review to the Board. In connection with the annual review, the Committee shall also recommend to the Board any modifications to this Charter that the Committee deems necessary or appropriate. The format of the self-assessment shall be determined by the Committee.