

**CHARTER OF THE AUDIT COMMITTEE  
OF THE BOARD OF DIRECTORS  
OF  
AMBER ROAD, INC.**

**I. AUTHORITY**

The Board of Directors (the "Board of Directors") of Amber Road, Inc., a Delaware corporation (the "Corporation"), has established an Audit Committee pursuant to Section 141(c) of the General Corporation Law of the State of Delaware, as the same exists or may hereafter be amended, to undertake the responsibilities and perform the tasks set forth in this Charter (the "Charter").

**II. PURPOSE**

The purpose of the Audit Committee is to represent and assist the Board of Directors in discharging its responsibilities relating to the accounting, reporting and financial practices and legal compliance of the Corporation and its subsidiaries. The Audit Committee has general responsibility for oversight of the accounting and financial reporting processes of the Corporation and its subsidiaries, including oversight of the audit and integrity of the Corporation's financial statements, the qualification and independence of the Corporation's independent auditors, the performance of the Corporation's internal audit function and independent auditors, the Corporation's compliance with applicable law (including U.S. federal securities laws and other legal and regulatory requirements), risk assessment and risk management, and the preparation of the report that the Securities and Exchange Commission (the "SEC") requires to be included in the Corporation's proxy statement for the annual meeting of stockholders or, if the Corporation does not file a proxy statement, the Corporation's annual report.

Consistent with this function, the Audit Committee should encourage continuous improvement of, and should foster adherence to, the Corporation's policies, procedures and practices at all levels. The Audit Committee should also provide an open avenue of communication among the independent auditors, financial and senior management, the Board of Directors, and, once established, the members of the internal auditing team or other parties responsible for the internal audit function (collectively, the "Internal Auditors").

The Audit Committee has the authority to undertake the specific duties, responsibilities and powers listed below and will have the authority to undertake such other duties, responsibilities and powers as the Board of Directors from time to time prescribes.

**III. COMMITTEE MEMBERS**

The Audit Committee shall consist of at least three members of the Board of Directors. Members of the Audit Committee shall be appointed by the Board of Directors upon the recommendation of the Nominating and Governance Committee and may be removed by the Board of Directors at any time in its discretion. The Board of Directors may designate one member of the Audit Committee as its chairperson. If the Board of Directors does not designate a chairperson, a majority of the members of the Audit Committee may elect a chairperson of the Audit Committee.

The Audit Committee shall consist entirely of "independent" members of the Board of Directors. "Independent" means a director who (A) satisfies all criteria for independence established by the SEC, (B) meets the definition of "independence" (including all criteria imposed with respect to service on an audit committee) established by the New York Stock Exchange (the "NYSE") and (C) is otherwise free

from any relationship that, in the opinion of the Board of Directors, would interfere with the exercise of his or her independent judgment as a member of the Audit Committee, all as determined by the Board of Directors.

Each member of the Audit Committee must be financially literate as determined by the Board of Directors in accordance with applicable law. At least one member of the Audit Committee shall be an "audit committee financial expert," as determined by the Board of Directors in accordance with the rules and regulations promulgated by the SEC. The identity of such member shall be disclosed in the Corporation's periodic filings made with the SEC. No member of the Audit Committee may have participated in the preparation of the financial statements of the Corporation or any of its current subsidiaries at any time during the past three years. No member of the Audit Committee shall simultaneously serve on the audit committee of two or more other public companies, unless the Board of Directors determines that such simultaneous service should not impair the ability of such member to effectively serve on the Audit Committee. Each member of the Audit Committee shall have such other qualifications as set forth by the Board of Directors.

In the event of one or more vacancies on the Audit Committee, the number of Members constituting a quorum (but in no event less than two members) may take any action permitted hereunder.

#### **IV. DUTIES, RESPONSIBILITIES AND POWERS**

The Audit Committee shall:

##### **Services of Independent Auditors**

A. Have direct responsibility for appointing and overseeing a registered public accounting firm to serve as the Corporation's independent auditors and to perform the Corporation's annual audit (subject, if applicable, to stockholder ratification). This responsibility shall include the direct authority to retain and terminate such independent auditors, the sole authority to approve the terms and conditions of all audit engagements as well as all significant non-audit engagements with such independent auditors and the sole authority to determine the compensation to be paid to such independent auditors. This authority may not be delegated to management (although the Audit Committee may obtain input from management).

B. Oversee and evaluate the work performed by the Corporation's independent auditors (including review and controls or resolution of disagreements between management and such independent auditors regarding financial reporting). Such independent auditors shall report directly to the Audit Committee and shall be ultimately accountable to the entire Board of Directors through the Audit Committee.

C. Review with the Corporation's independent auditors the scope and plans for the audit, pre-approve the audit services to be performed by such independent auditors and review the results of the annual audit examination and any reports of such independent auditors with respect to the Corporation's financial statements or policies.

D. Pre-approve all non-audit services provided to the Corporation by its independent auditors. In no event shall the Audit Committee engage the Corporation's independent auditors to perform any service enumerated in Section 201(a) of the Sarbanes-Oxley Act of 2002, except as may otherwise be provided by law or regulation, or approve any non-audit service that the SEC, NYSE or

other applicable regulatory authority determines is impermissible. Non-audit services that constitute less than 5% of the revenues paid by the Corporation and its subsidiaries to such independent auditors may be approved by the Audit Committee (or one or more members authorized by the Audit Committee) after the services are commenced but before the completion of the audit, provided that such services were not recognized by the Corporation at the time of the engagement to be non-audit services and such services are promptly brought to the attention of the Audit Committee. The Audit Committee may delegate to one or more members of the Audit Committee the authority to pre-approve permissible non-audit services so long as this pre-approval is presented to the full Audit Committee at scheduled meetings.

E. Review information, including written statements from the Corporation's independent auditors, concerning any relationship or services between such auditors and the Corporation and its subsidiaries or any other relationships that may adversely affect the independence of such auditors, actively engage in discussions with the independent auditors regarding any such relationships and periodically assess the independence of such auditors as set forth in Independence Standards Board Standard No. 1 and the rules, regulations and standards of the SEC and the NYSE. The Audit Committee shall, at least annually, obtain and review a report by the Corporation's independent auditors describing: (1) the firm's internal quality-control procedures; (2) any material issues raised by the most recent internal quality-control review, or peer review, of the independent auditors, 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 such auditors, and any steps taken to deal with any such issues; and (3) all relationships between the independent auditors and the Corporation. The Audit Committee should oversee and evaluate the rotation of the independent auditor's lead audit and concurring partners and the rotation of other audit partners, with applicable time-out periods, in accordance with applicable law. The Audit Committee shall take, or recommend to the Board of Directors that it takes, appropriate action to oversee the independence of the Corporation's auditors.

#### **Audit Practices and Financial Reporting Matters**

F. Obtain and review all reports and other information that the Corporation's independent auditors are required by law, rule, regulation or generally accepted auditing standards to submit or communicate to the Audit Committee, including periodic reports on (1) all critical accounting policies and practices to be used by the Corporation, (2) all alternative treatments of financial information within generally accepted accounting principles in effect from time to time that the independent auditors have discussed with management, the ramification of the use of such alternative disclosures and treatment, and the treatment preferred by the independent auditors, (3) an overview of the overall audit strategy, including the timing of the audit, significant risks the auditor identified, and significant changes to the planned audit strategy or identified risks, (4) significant transactions that are outside the ordinary course of business or unusual and the auditor's understanding of the business rationale for such transactions, (5) difficult or contentious matters for which the auditor has consulted outside the engagement team, (6) complaints or concerns regarding accounting or auditing matters that have come to the auditor's attention, (7) a description of the process management used to develop critical accounting estimates, including the significant assumptions underlying highly subjective estimates, (8) information about other accounting firms or accountants involved in the audit, and the basis upon which the auditors can serve as principal auditor if significant parts of the audit will be performed by affiliates or other auditors, (9) other matters arising out of the audit that are significant to the oversight of the company's financial reporting process, and (10) other material written communications between the independent auditors and management of the Corporation, such as any management letter or schedule of unadjusted differences.

G. Review and discuss with management and the Corporation's independent auditors the Corporation's annual audited financial statements, including a discussion of the Corporation's disclosures under "Management's Discussion and Analysis of Financial Condition and Results of Operations" and a discussion with the Corporation's independent auditors of their judgments as to the quality of the Corporation's accounting principles.

H. Review with management and the Corporation's independent auditors the results of any significant matters identified as a result of the independent auditors' interim review procedures prior to the filing of each Form 10-Q or as soon thereafter as possible. The Audit Committee may delegate this function to one or more of its members having sufficient accounting or financial management expertise to perform such review.

I. Review and discuss corporate policies with respect to earnings press releases and financial information and earnings guidance provided to analysts and rating agencies.

J. Review and discuss with management, the Internal Auditors (once established), and the Corporation's independent auditors the adequacy and effectiveness of the Corporation's internal controls, including any changes, significant deficiencies or material weaknesses in those controls reported by management, the Internal Auditors or the Corporation's independent auditors and any special audit steps adopted in light of significant control deficiencies, and any fraud, whether or not material, that involves management or other Corporation employees who have a significant role in the Corporation's internal controls.

K. Review and discuss the performance and effectiveness of the internal audit function. This review should also include a discussion of the responsibilities, budget and staffing of the Corporation's internal audit function; provided, however, that until such time as the Corporation establishes an internal audit function in accordance with NYSE rules, the Audit Committee shall (A) assist the Board of Directors in the oversight of the design and implementation of the internal audit function and (B) discuss management's plans with respect to the responsibilities, budget and staffing of the internal audit function and the Corporation's plans for the implementation of the internal audit function.

L. Review changes in the accounting policies of the Corporation and accounting and financial reporting proposals that may have a significant impact on the Corporation's financial reports.

M. Regularly review with the Corporation's independent auditors any audit problems or difficulties and management's response, including any restrictions on the scope of the independent auditors' activities or access to information and any significant disagreements with management.

N. Meet separately, periodically, with management, with Internal Auditors and with independent auditors in connection with the performance of its oversight function; provided, however, that until such time as the Corporation establishes an internal audit function in accordance with NYSE rules, the Audit Committee shall meet periodically with the Corporation's personnel primarily responsible for the design and implementation of the internal audit function.

### **Corporation Governance Policies and Compliance**

O. Prepare the audit committee report that SEC rules require to be included in the Corporation's annual proxy statement or, if the Corporation does not file a proxy statement, the Corporation's annual report.

P. Establish clear policies for the Corporation to follow in hiring employees or former employees of the independent auditors (which may include a prohibition on such hiring). Any such policies should consider the restriction that no registered public accounting firm may audit the Corporation if the Corporation's chief executive officer, chief financial officer, chief accounting officer, controller or other persons serving similar functions were employed by the accounting firm and participated in the Corporation's audit during the one year prior to commencement of the audit.

Q. Discuss with management and the Corporation's independent auditors policies with respect to risk assessment and management, including guidelines to govern the process by which financial risk assessment and management is undertaken by the Corporation. Such discussion should include the Corporation's major financial risk exposures and the steps management has taken to monitor and control such exposures.

R. Conduct an annual performance evaluation of the Audit Committee including a review of: (1) major issues regarding accounting principles and financial statement presentations, including any significant changes in the Corporation's selection or application of accounting principles, and major issues as to the adequacy of the Corporation's internal controls and any special audit steps adopted in light of material control deficiencies; (2) analyses prepared by management and/or the independent auditors setting forth significant financial reporting issues and judgments made in connection with the preparation of the financial statements; (3) the effect of regulatory and accounting initiatives on the financial statements of the Corporation; (4) any significant changes required in the audit plan; and (5) the adequacy of this Charter (and to submit any recommended changes to the Nominating and Corporate Governance Committee and the Board of Directors for approval).

S. Review with management and the Corporation's independent auditors any correspondence with regulators or governmental agencies and any employee complaints or published reports, which raise material issues regarding the Corporation's financial statements or accounting policies. In connection therewith, the Audit Committee shall establish procedures for (1) the receipt, retention, and treatment of complaints received by the Corporation regarding accounting, internal accounting controls or auditing matters, and (2) the confidential, anonymous submission by employees of the Corporation of concerns of questionable accounting or auditing matters.

T. Review and discuss with management and the Corporation's independent auditor the overall adequacy and effectiveness of the Corporation's legal, regulatory and ethical compliance programs, including the Corporation's Business Code of Conduct and Ethics, and (2) reports regarding compliance with applicable laws, regulations and internal compliance programs.

U. Review and have authority to approve or disapprove, any transaction or series of transactions between the Corporation and any (a) director or executive officer of the Corporation, (b) nominee for election as a director, (c) person known to the Corporation to own of record or beneficially more than five percent of any class of the Corporation's voting securities, or (d) member of the immediate family of any such person, if the nature of such transaction is such that it would be required to be disclosed under Item 404 of Regulation S-K, Certain Relationships and Related Transactions (or any similar or successor provision).

## **General Powers**

V. Have the ability (but not the obligation) to conduct or authorize, if it considers appropriate, investigations into any matters within the scope of its responsibilities.

W. Have the authority (without separate approval from the Board of Directors) to obtain advice, services and assistance from outside legal, accounting or other advisors, as the Audit Committee deems necessary to assist it in carrying out its responsibilities, to determine the compensation for any such advisors, and to receive appropriate funding from the Corporation to pay for such advisors.

X. Otherwise make regular reports and recommendations to the Board of Directors within the scope of its functions. The Audit Committee should review with the Board of Directors any material issues that arise with respect to the quality and integrity of the Corporation's financial statements, the Corporation's compliance with legal and regulatory requirements, the qualification and independence of the Corporation's auditors. The Audit Committee should also review with the Board of Directors the performance of the Corporation's internal audit function and independent auditors; provided, however, that until such time as the Corporation establishes an internal audit function in accordance with NYSE rules, the Audit Committee shall review with the Board of Directors the Corporation's management activities with respect to the design and implementation of the internal audit function.

Y. Have full access to the Internal Auditors (once established), chairperson of the Board of Directors, management and the Corporation's independent auditor, as well as the Corporation's books, records, facilities and other personnel.

The Audit Committee shall perform such other functions as assigned by law, the Corporation's Certificate of Incorporation or Bylaws or the Board of Directors.

## **V. SCOPE OF DUTIES AND RESPONSIBILITIES**

While the Audit Committee has the duties and responsibilities set forth in this Charter, the primary function of the Audit Committee is oversight. The Corporation's management is responsible for preparing its financial statements, and the Corporation's independent auditor is responsible for auditing and reviewing those financial statements. The Audit Committee is responsible for assisting the Board of Directors in overseeing the conduct of these activities. The Audit Committee is not responsible for providing any expert or special assurance as to the Corporation's financial statements.

## **VI. MEETINGS AND COMMITTEE PROCEDURE**

The Audit Committee will meet at least four times annually, or more often as it deems necessary or appropriate, in its judgment, either in person or telephonically, and at such times and places as the Audit Committee determines. The chairperson of the Audit Committee shall preside at each meeting. If a chairperson is not designated or present, an acting chair may be designated by a majority vote of the Audit Committee members present. The Audit Committee shall cause to be kept adequate minutes of its proceedings. The majority of the members of the Audit Committee shall constitute a quorum for Audit Committee meetings and, unless otherwise required by this Charter of the Corporation's Bylaws, action may be taken by majority vote of the members present at such meetings.

The Audit Committee may invite to its meetings any director, officer or employee of the Corporation or such other persons as it deems appropriate in order to carry out its responsibilities.

Further, the Audit Committee may exclude from its meetings any persons it deems appropriate in order to carry out its responsibilities.

Members of the Audit Committee shall receive such fees, if any, for their service as Audit Committee members as may be determined by the Board of Directors in its sole discretion. Such fees may include retainers or per meeting fees. Fees may be paid in such form of consideration as is determined by the Board of Directors. Members of the Audit Committee may not receive any compensation from the Corporation except the fees that they receive for service as a member of the Board of Directors or any committee thereof.