



CORPORATE CHARTERS

**Subject: ASTROTECH CORPORATION (THE "COMPANY")
AUDIT COMMITTEE CHARTER**

EFFECTIVE DATE: May 13, 2004, as
amended July 1 2015

I PURPOSE

The purpose of the Audit Committee ("Committee") is to oversee the Company's accounting and financial reporting processes and the audit of the Company's financial statements.

II COMMITTEE COMPOSITION

The Committee shall be comprised of three or more members of the Board of Directors. Each member of the Audit Committee shall meet the independence and experience requirements of the Nasdaq National Market, Section 10A(m)(3) of the Securities Exchange Act of 1934 and the rules and regulations of the Securities and Exchange Commission. No member of the Committee can have participated in the preparation of the Company's or any of its subsidiaries' financial statements at any time during the past three years. Each member of the Committee must 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 must have past employment experience in finance or accounting, requisite professional certification in accounting or other comparable experience or background that leads to financial sophistication. At least one member of the Committee must be an "audit committee financial expert" as defined in Item 407(d)(5)(ii) of Regulation S-K. A person who satisfies this definition of audit committee financial expert will also be presumed to have financial sophistication. The Committee shall be elected by vote of the full Board at the regular meeting of the Board that falls closest to the date of the annual meeting of shareholders and shall serve at the pleasure of the Board. The Board shall appoint one member of the Committee to act as its Chair. The members of the Committee shall serve terms of one year, and shall be eligible for re-appointment.

III COMMITTEE MEETINGS

The Committee will meet at least four times a year, with authority to convene additional meetings as circumstances require. The Committee will invite members of management and others to attend meetings and provide pertinent information, as necessary. Meeting agendas will be prepared and provided in advance to members, along with appropriate briefing materials. Minutes will be prepared and the Committee will report to the Board the results of its meetings.

IV DUTIES AND RESPONSIBILITIES

The following list of responsibilities is set forth as a guide to the Committee in fulfilling its purpose and may be modified from time to time as appropriate. The Committee:

- (1) (a) Selects and retains an independent registered public accounting firm to act as the Company's independent auditors for the purpose of auditing the Company's annual financial statements, books, records, accounts and internal controls over financial reporting; (b) sets the compensation of the Company's independent auditors; (c)



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- oversees the work done by the Company's independent auditors; and (d) terminates the Company's independent auditors, if necessary;
- (2) Select, retains, compensates, oversees and terminates, if necessary, any other registered public accounting firm engaged for the purpose of preparing or issuing an audit report or performing other audit, review or attest services for the Company;
 - (3) At least annually, obtains and reviews a report by the Company's independent auditors that describes all relationships between the firm and the Company or any of its subsidiaries; and discusses with the independent auditors this report and any relationships or services that may impact the objectivity and independence of the auditors;
 - (4) Reviews with management and the independent auditors the quality and adequacy of the Company's internal controls and internal auditing procedures, including (i) any deficiencies in the design or operation of those controls which could adversely affect the Company's ability to record, process, summarize and report financial data, and any material weakness in internal controls; (ii) any alleged fraud, whether or not material, that involves management or other employees who have a role in the Company's internal controls; and (iii) determination of the Company's requirement for an internal audit function including the size, scope, and staffing of the internal audit function;
 - (5) Reviews with management (i) how the Company's financial systems and controls compare with industry standards and practices, (ii) the quality and adequacy of the Company's internal controls and the adequacy of the procedures relating to quarterly certification of the Company's financial statements and internal controls and (iii) any material issues raised by the Company's most recent internal control review 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 Company, and any steps taken to deal with such issues;
 - (6) At least annually or as otherwise required by applicable law (including, but not limited to, Section 404 of the Sarbanes-Oxley Act of 2002 and the related rules promulgated by the Securities and Exchange Commission (or any successor provisions)), obtains and reviews (i) a statement of management's responsibilities for establishing and maintaining adequate internal controls and procedures for financial reporting, (ii) management's conclusions about the effectiveness of the Company's internal controls and procedures for financial reporting and (iii) as required under SEC regulations, a report by the Company's independent auditors attesting to management's evaluation;
 - (7) Reviews with the independent auditors, in connection with the Company's annual audit and quarterly reviews:



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- a. all critical accounting policies;
 - b. all alternative treatments of financial information within generally accepted accounting principles ("GAAP") for policies and practices related to material items that have been discussed with management officials of the Company, including the ramifications of the use of such alternative disclosures and treatments, and the treatment preferred by the independent auditors;
 - c. financial, regulatory, and accounting initiatives;
 - d. the effect of any off-balance sheet structures on the Company's financial statements;
 - e. any material transactions and relationships between the Company and any insider or affiliate; and
 - f. other material written communications between the independent auditors and management, including management letters and any schedule of unadjusted differences;
- (8) Reviews with management the results of independent audits, including the scope, plan and results of any audits completed by the independent auditors;
 - (9) Meets with the management, independent auditors, the party responsible for the Company's internal audit function and counsel in separate executive sessions to discuss any matters that the Audit Committee or any of these groups believe should be discussed privately, including (i) any legal or regulatory matters that may have a material impact on the Company's financial statements and (ii) any disagreements between management and the independent auditors regarding financial reporting;
 - (10) Obtains advice and assistance from legal, accounting or other advisors at the Company's expense, whenever the Committee considers such action appropriate;
 - (11) Reviews with the Board of Directors the performance of the independent auditors,
 - (12) Pre-approves audit and non-audit services to be provided by the Company's independent auditors, it being understood that the Committee may delegate preapproval authority with respect to non-audit services to one or more of its members so long as the decisions made by such member or members are presented to the Committee at its next meeting;
 - (13) Reviews with the Board of Directors any issues arising with respect to the quality or integrity of the Company's financial statements, the Company's compliance with legal or regulatory requirements relating to financial disclosure, the performance of



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- the Company's internal audit function or the performance and independence of the Company's independent auditors;
- (14) Reviews and discusses with the Company's independent auditors and management the Company's annual audited financial statements (including the related notes), the form of audit opinion to be issued by the auditors on the financial statements and the disclosure under "Management's Discussion and Analysis of Financial Condition and Results of Operations" to be included in the Company's annual report on Form 10-K before the Form 10-K is filed;
 - (15) Reviews with management and the independent auditors the Company's quarterly financial statements and the Company's disclosures under "Management's Discussion and Analysis of Financial Condition and Results of Operations" to be included in the Company's quarterly report on Form 10-Q as well as any related proposed earnings releases;
 - (16) Discusses with the independent auditors the matters required to be discussed by Statement on Auditing Standards No. 16 entitled "Communication With Audit Committees;"
 - (17) Keeps the Company's independent auditors informed of the Committee's understanding of the Company's relationships and transactions with related parties that are significant to the Company; and reviews and discusses with the Company's independent auditors the auditors' evaluation of the Company's identification of, accounting for, and disclosure of its relationships and transactions with related parties, including any significant matters arising from the audit regarding the Company's relationships and transactions with related parties;
 - (18) Reviews and approves any transaction between the Company and any insider or affiliate which is required to be disclosed in the Company's proxy statement for its annual meeting of stockholders;
 - (19) Reviews with management and approves the Company's codes or policies prescribing ethical conduct;
 - (20) reviews all related party transactions;
 - (21) Reviews with management the Company's policies with respect to risk assessment and risk management;
 - (22) Establishes procedures for the receipt, review, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls or auditing matters and for the confidential, anonymous submission by employees of the Company of concerns regarding questionable accounting or auditing matters;



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- (23) Prepares annually a report to stockholders, as required by the Securities and Exchange Commission, which will be included in the Company's annual proxy statement;
- (24) Reviews and reassesses on an annual basis the performance of the Audit Committee and the adequacy of this Charter and reports the results thereof to the Board of Directors; and
- (25) Performs any other activities consistent with the Company's charter, by-laws and applicable laws and regulations as the Board of Directors deems necessary or appropriate.

V AUTHORITY TO RETAIN CONSULTANTS

The Committee shall have the authority, in its sole discretion, to retain and obtain the advice and assistance of independent outside counsel and such other advisors as it deems necessary to fulfill its duties and responsibilities under this Charter. The Committee shall set the compensation, and oversee the work, of any outside counsel and other advisors. The Committee may request any officer or employee of the Company or any outside counsel or consultants to meet with any members of the Committee.

VI FUNDING

The Committee shall receive appropriate funding from the Company, as determined by the Committee in its capacity as a committee of the Board, for the payment of compensation to the Company's independent auditors, any other accounting firm engaged to perform services for the Company, any outside counsel and any other advisors to the Committee.

VII RESTRICTIONS ON COMPENSATION

No Committee member may accept any consulting, advisory or other compensatory fee from the Company or its subsidiaries, other than compensation relating to such member's service on the Audit Committee or the Board of Directors or any other committee thereof.