

CHARTER OF THE AUDIT COMMITTEE OF THE BOARD OF DIRECTORS

PURPOSE

The Audit Committee (Committee) is appointed by the Board of Directors (Board) of Hooper Holmes, Inc. (Company). The function of the Committee is to assist the Board in fulfilling its oversight responsibilities, primarily through:

- overseeing management's conduct of the Company's financial reporting process and systems of internal accounting and financial controls;
- monitoring the independence and performance of the Company's independent registered public accounting firm;
- providing an avenue of communication among the independent registered public accounting firm, management and the Board;
- overseeing the Company's processes to assure compliance with legal and regulatory requirements and its code of ethics; and
- monitoring the Company's risk management policies and practices.

COMPOSITION

1. The Committee shall have at least three (3) members at all times, each of whom must be independent of management, the Company, and each of its affiliates. A member of the Committee shall be considered independent if:
 - (a) in the sole discretion of the Board, it is determined that he or she has no relationship that may interfere with the exercise of his or her independent judgment; and
 - (b) he or she satisfies the independence standards specified in Section 803B(2) of the NYSE Amex Company Guide and Rule 10A-3(b)(1) under the Securities Exchange Act of 1934.
2. If any member of the Committee enters into or develops a "business relationship" with the Company, that member shall have an affirmative obligation to promptly disclose such relationship to the Board.
3. No member of the Committee shall accept any consulting, advisory or other compensatory fee from the Company other than in connection with serving on the Committee or as a member of the Board.
4. All members of the Committee shall have a practical knowledge of finance and accounting and be able to read and understand fundamental financial statements or be able to do so within a reasonable period of time after appointment to the Committee.
5. At least one member of the Committee shall qualify as an "audit committee

financial expert" as defined by the applicable rules of the Securities Exchange Commission.("SEC").

- 6 Each member of the Committee shall be appointed by the Board and shall serve until the earlier to occur of the date on which he or she shall be replaced by the Board, resigns from the Committee, or resigns from the Board.

MEETINGS

1. The Committee shall meet as frequently as necessary, but no less than four times annually. The Board shall name a chair of the Committee, who shall prepare and/or approve an agenda in advance of each meeting. A majority of the members of the Committee shall constitute a quorum. The Committee shall maintain minutes or other records of meetings and activities of the Committee.
2. The Committee shall, through its chair, report regularly to the Board following the meetings of the Committee, addressing such matters as the quality of the Company's financial statements, the Company's compliance with legal or regulatory requirements, the performance and independence of the independent registered public accounting firm, the performance of the internal audit function or other matters related to the Committee's functions and responsibilities.

RESPONSIBILITIES AND DUTIES

The Committee's principal responsibility is one of oversight. The Company's management is responsible for preparing the Company's financial statements and the independent registered public accounting firm is responsible for auditing and reviewing those financial statements.

Although the Committee has the powers and responsibilities set forth in this charter, it is not the responsibility of the Committee to plan or conduct audits or to determine that the Company's financial statements present fairly the financial position, the results of operations and the cash flows of the Company, in compliance with generally accepted accounting principles. This is the responsibility of management and the independent registered public accounting firm. In carrying out these oversight responsibilities, the Committee is not providing any expert or special assurance as to the Company's financial statements or any professional certification as to the work of the independent registered public accounting firm.

The Committee's responsibilities and duties are:

- oversight of the Company's internal controls, which encompasses: the annual review of the budget of the internal audit function, its staffing, audit plan, and material findings of internal audit reviews and management's response; assessment of the effectiveness of or weaknesses in the Company's internal control over financial reporting, which also entails obtaining from the independent registered public accounting firm its report regarding the effectiveness of the Company's internal control over financial reporting; review of the appointment and performance of the senior internal auditor. and the activities, organizational structure and qualifications of the persons responsible for the internal audit function;
- the evaluation of the performance and independence of the independent registered public accounting firm, which encompasses: review of the scope, plan and procedures to be used on the annual audit; review of the results of the annual audit and interim financial reviews performed by the independent registered public accounting firm; inquiring into accounting adjustments that were noted or proposed by

the independent registered public accounting firm but were passed as immaterial or otherwise; the review, at least annually, of a report by the independent registered public accounting firm as to the independent registered public accounting firm's internal quality control procedures; and pre-approval of the fees for all audit and other services performed by the independent registered public accounting firm;

- the review of the Company's annual and interim consolidated financial statements, which encompasses: the review of significant estimates and judgments underlying such financial statements, all critical accounting policies, major changes to the Company's accounting principles and practices and material questions of choice with respect to such principles and practices; review of the Company's regulatory filings and other public disclosures regarding material financial matters (including periodic SEC reports and earnings press releases); review of related party transactions and other matters relating to the financial affairs of the Company and its accounts;
- the review of the Company's compliance with laws, regulations and policies; and
- the review of the Company's process for evaluating material risks affecting the Company and identifying steps to address such risks.

The Committee shall, in addition to the performance of the responsibilities and duties described in this charter, undertake such additional duties as from time to time may be:

- (a) delegated to it by the Board;
- (b) required by law or by NYSE Amex rules; or
- (c) deemed desirable, in the Committee's discretion, in connection with its functions described in this charter.

The Committee shall be empowered to retain, at the Company's expense, independent counsel, accountants or others for such purposes as the Committee, in its sole discretion, determines to be appropriate to carry out its responsibilities and duties.

The Committee's approval of any non-audit services to be rendered by the outside auditors must be obtained in advance of engaging the outside auditors to render such services. The Committee shall not approve the engagement of the outside auditors to render non-audit services prohibited by law or rules and regulations promulgated by the SEC. The Committee shall consider whether the provision of non-audit services is compatible with maintaining the outside auditors' independence, including, but not limited to, the nature and scope of the specific non-audit services to be performed and whether the audit process would require the outside auditors to review any advice rendered by the outside auditors in connection with the provision of non-audit services.

The Committee shall oversee, and shall be empowered to approve or disapprove, the proposed hiring by the Company of any current or former employees of the Company's outside auditors.