

CHARTER OF THE AUDIT COMMITTEE OF THE BOARD OF DIRECTORS

PURPOSE

The Audit Committee (the "Committee") is appointed by the Board of Directors (the "Board") of Hooper Holmes, Inc. (the "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 two (2) 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 MKT Company Guide and Rule 10A-3 under the Securities Exchange Act of 1934.

No Committee member shall have participated in the preparation of the financial statements of the Company or any current subsidiary of the Company at any time during the three years prior to service on the Committee.

2. 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.
3. 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").
4. 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 to carry out its responsibilities and duties, but no less than four times a year on a quarterly basis. 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. The Committee shall be entitled to meet with and seek information it requires from the Company's employees, officers, directors or external parties. The Committee may conduct or authorize investigations into or studies of matters within the Committee's scope of responsibilities, and may retain, at the Company's expense, such independent legal counsel or other consultants or advisors as it, in its sole discretion, deems necessary.

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 shall review and assess the adequacy of this Charter annually and recommend to the Board any changes the Committee deems appropriate.

In fulfilling the Committee's responsibilities and duties, it shall:

Independent Auditors

1. Be directly responsible for the appointment, compensation, retention and oversight of the work of any registered public accounting firm engaged for the purpose of preparing or issuing an audit report or performing other audit, review or attest services.
2. Pre-approve all audit and permitted non-audit and tax services provided by the independent auditors, and shall not engage the independent auditors to perform non-audit services proscribed by law or regulation. The Committee may delegate pre-approval authority to a member of the Committee. The decisions of any Committee member to whom pre-approval authority is delegated must be presented to the full Committee at its next scheduled meeting.
3. Review the performance of the independent auditors on an annual basis and, in its sole discretion, make decisions regarding the replacement or termination of the independent auditors when

circumstances warrant.

4. Evaluate the independence of the Company's independent auditors by:
 - a. Obtaining and reviewing from the Company's independent auditors a formal written statement delineating all relationships between the independent auditors and the Company, consistent with Independence Standards Board Standard No. 1;
 - b. Discussing with the independent auditors any disclosed relationship or services that may impact the objectivity and independence of the independent auditors; and
 - c. Taking or recommending to the Board appropriate action to oversee the independence of the Company's independent auditors.
5. Obtain annually from the independent auditors and review a report describing:
 - a. The independent auditors' internal quality-control procedures;
 - b. Any material issues raised by the most recent internal quality control review, or peer review, or by any inquiry or investigation by any governmental or professional authority, within the preceding five years, with respect to one or more independent audits carried out by the independent auditors, and any steps taken to deal with any such issues; and
 - c. All relationships between the independent auditors and the Company and any of its subsidiaries (to assess the auditor's independence).
6. Confirm the compliance by the independent auditors with audit partner rotation requirements.
7. 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.

Annual Audit and Quarterly Reviews

1. Review and discuss with the independent auditors the annual audit plan, including the timing and scope of audit activities and receive periodic updates on progress and results throughout the year.
2. Review with the independent auditors (a) the Company's critical accounting policies and practices; (b) all alternative treatments of financial information that have been discussed with management, the ramifications of the use of such alternative disclosures and treatments and the treatment preferred by the independent auditors; and (c) all other material written communications between the independent auditor and management, including the management letter and schedule of unadjusted differences.
3. Review with management and the independent auditors major issues regarding accounting principles and financial statement presentations, including any significant changes in the Company's selection or application of accounting principles.
4. Resolve all disagreements between the Company's independent auditors and management regarding financial reporting.
5. Regularly review with the independent auditors any problems or difficulties encountered by the independent auditors in the course of any audit work, including management's response with respect thereto, any restrictions on the scope of the independent auditor's activities or on access to requested information, and any significant disagreements with management.

6. Review with management, the independent auditors and the Company's legal counsel, as appropriate, any legal, regulatory or compliance matters that could have a significant impact on the Company's financial statements.
7. Review with management and the independent auditors the Company's annual audited financial statements and quarterly financial statements, including the specific disclosures under "Management's Discussion and Analysis of Financial Condition and Results of Operations" and any major issues related thereto.
8. Recommend to the Board of Directors, if appropriate, that the Company's annual audited financial statements be included in the Company's annual report on Form 10-K for filing with the Securities and Exchange Commission.

Internal Control Over Financial Reporting

1. Review the adequacy and effectiveness of the Company's accounting and internal control policies and procedures, including the yearly report prepared by management assessing the effectiveness of the Company's internal control over financial reporting and stating management's responsibility for establishing and maintaining adequate internal control over financial reporting prior to its inclusion in the Company's annual report on Form 10-K.
2. Review with the chief executive officer, chief financial officer and the independent auditors (a) all significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the Company's ability to record, process, summarize and report financial information, and (b) any fraud, whether or not material, that involves management or other employees who have a significant role in the Company's internal control over financial reporting.

Ethics, Legal Compliance and Risk Management

1. Establish procedures for the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls or auditing matters.
2. Establish procedures for the confidential, anonymous submission by employees of the Company of concerns regarding questionable accounting or auditing matters.
3. Review and approve any change or waiver in the Company's Code of Conduct for Directors and Executive Officers.
4. Review and approve all related party transactions.
5. Review 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 MKT rules; or
- (c) deemed desirable, in the Committee's discretion, in connection with its functions described in this charter.