

Cache, Inc.
AUDIT COMMITTEE CHARTER

PURPOSE

The primary purpose of the Audit Committee (the "Committee") is to assist the Board of Directors (the "Board") in fulfilling its responsibility to oversee management's conduct of the Company's financial reporting process, including the financial reports and other financial information provided by the Company to any governmental or regulatory body, the public or other users thereof; the Company's systems of internal accounting and financial controls, and the annual independent audit of the Company's financial statements.

In discharging its oversight role, the Committee is empowered to investigate any matter brought to its attention with full access to all books, records, facilities and personnel of the Company and the power to retain outside counsel, independent auditors or other experts for this purpose. The Board and the Committee are in place to represent the Company's shareholders; accordingly, the independent auditor is ultimately accountable to the Board and the Committee.

The Committee shall review the adequacy of this Charter on an annual basis.

MEMBERSHIP

The Committee shall be comprised of not less than three members of the Board, and the Committee's composition will meet the requirements of the Audit Committee Policy of the NASDAQ.

Accordingly, all of the members will be directors:

1. Who have no relationship to the Company that may interfere with the exercise of their independence from management and the Company; and
2. Who are financially literate or who become financially literate, within a reasonable period of time, after appointment to the Committee.

In addition, at least one member of the Committee will have accounting or related financial management expertise.

Key Responsibilities

The Committee's role is one of oversight and it recognizes that the Company's management is responsible for preparing the Company's financial statements and that the independent auditors are responsible for auditing those financial statements. Additionally, the Committee recognizes that the Company's financial management, as well as the independent auditors, have more time, knowledge and more detailed information on the Company than do Committee members; consequently, in carrying out its 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 independent auditor's work.

The following functions shall be the common recurring activities of the Committee in carrying out its oversight function. These functions are set forth as a guide, with the understanding that the Committee may diverge from this guide, as appropriate given the circumstances.

- The Committee shall review with management and the independent auditors (“auditors”) the audited financial statements to be included in the Company's Annual Report on Form 10-K (or the Annual Report to Shareholders if distributed prior to the filing of Form 10-K) and review and consider the matters required to be discussed by the auditors with the Committee under Public Company Accounting Oversight Board (“PCAOB”) Rule 3200 T (Communications with Audit Committees).
- As a whole, or through the Committee chairperson, the Committee shall review with the auditors the Company's interim financial results to be included in the Company's quarterly reports to be filed with Securities and Exchange Commission and the matters required to be discussed by PCAOB Rule 3200 T.
- The Committee shall discuss with management and the auditors the quality and adequacy of the Company's internal controls.

The Committee shall:

Pre-approve audit and non-audit services;

- request from the auditors annually, a written statement delineating all relationships between the auditors and the Company consistent with PCAOB Rule 3600 T (Independence Standards); and,
- discuss with the auditors any such disclosed relationships and their impact on the outside auditor's independence; and,
- recommend that the Board take appropriate action to oversee the independence of the auditors; and,
- The Committee, subject to any action that may be taken by the full Board, shall have the ultimate authority and responsibility to select (or nominate for shareholder approval), evaluate and, where appropriate, replace the outside auditor. Oversee the auditor's engagement and resolve disagreements with management on financial reporting; and,
- Receive reports from the auditor on critical accounting policies, discussions with management on alternative GAAP; and, other material communications with management; and,
- Provide procedures to receive, retain, and treat complaints against the Company or management in a confidential manner.