

FLOW INTERNATIONAL CORPORATION
AUDIT COMMITTEE CHARTER
Revised & Approved 6-24-08

The Audit Committee of the Board of Directors is instrumental in the Board's fulfillment of its oversight responsibilities relating to (1) the integrity of the Company's financial statements, (2) the Company's compliance with legal and regulatory requirements, (3) the qualifications, independence and performance of the Company's external auditors, (4) monitoring the performance of the Company's internal audit function, and (5) the business practices and ethical standards of the Company. The Audit Committee shall also fulfill the other responsibilities set forth in this Charter.

Organization

The Audit Committee shall be comprised of three or more directors, as determined by the Board, each of whom shall be independent directors as described in the NASDAQ Stock Market Inc. rules and Rule 10A-3 of the Exchange Act. All members of the Committee and the Committee chair shall meet all financial knowledge and experience qualifications required under rules promulgated by the NASDAQ Stock Market, Inc., the Securities and Exchange Commission or other governing body, as in effect from time to time. At least one member shall be an "audit committee financial expert" as defined by SEC rules.

The members of the Committee shall be elected by the Board at the meeting of the Board following the annual meeting of shareholders and shall serve until their successors shall be duly elected and qualified. Unless a Chairman is appointed by the Board, the members of the Committee may designate a Chairman by majority vote of the full Committee membership.

Authority

The Audit Committee shall have the authority to engage independent counsel, accountants, and other advisors, to meet with and seek information from company officers and employees, and to conduct or authorize investigations into any matter within the scope of its responsibility. It shall receive from the Company appropriate funding, as determined by the Committee, for payment of compensation to the registered independent public accounting firm for purposes of rendering or issuing an audit report and to any advisors employed by the Committee.

Meetings

The Audit Committee shall meet at least quarterly, or more frequently as circumstances dictate. As part of its job to foster open communication, the Committee should meet at least quarterly with management and the Company's registered independent public accountants, and the internal auditors, in separate executive sessions to discuss any matters that the Committee or each of these groups believe should be discussed privately. The Committee shall also report regularly to the Board of Directors with respect to its activities.

Limitations of the Audit Committee's Role

It is not the duty of the Audit Committee to plan or conduct audits or to determine that the Company's financial statements are complete, accurate, and in accordance with GAAP. This is the responsibility of management. Furthermore, while the Audit Committee is responsible for reviewing the Company's policies and practices with respect to risk assessment and management, it is the responsibility of the CEO and senior management to determine the appropriate level of the Company's exposure to risk. It is the duty of the Audit Committee to report regularly to the Board with respect to any issues that arise concerning the quality or integrity of the Company's financial statements, the Company's compliance with legal or regulatory requirements, the performance and independence of the Company's external auditors, the performance of the internal audit function, or any other matter within the scope of the Committee's functions.

Responsibilities

In performing its functions, the Audit Committee shall review the Company's financial reporting process and internal controls, the Company's compliance with legal and regulatory requirements, and review and appraise the audit efforts of the Company's registered independent public accountants and internal auditors. The Audit

Committee shall also provide open means of communication between the directors, the registered independent public accountants, the internal auditors, and the financial and senior management of the Company.

In carrying out its responsibilities, the Audit Committee believes its policies and procedures should remain flexible, in order to best react to changing conditions and enable the Audit Committee to accomplish its stated functions.

In carrying out these responsibilities, the Audit Committee shall:

- Meet with the registered independent public accountants and financial management of the corporation to review the scope of the proposed audit for the current year and the audit procedures to be utilized, and at the conclusion thereof review such audit, including any comments or recommendations of the registered independent public accountants.
- Meet with the internal auditors to review and approve the proposed scope of work for the current year. Monitor and direct changes to the scope of their work during the year. Read and discuss their audit findings and proposed followed up.
- Evaluate and approve in advance all audit and non-audit services proposed to be provided by the registered independent public accountants. The Company's registered independent public accountants may be engaged to provide non-audit services only after the Audit Committee has first considered the proposed engagement or the category of the proposed engagement and has determined in each instance that the proposed services are not prohibited by applicable regulations and the auditors' independence will not be materially impaired as a result of having provided such services. The Audit Committee's determination shall generally be guided by whether a reasonable investor, knowing all relevant facts and circumstances would conclude that the auditors' exercise of objective and impartial judgment on all issues encompassed within the auditors' engagement would be materially impaired or leave the auditors in the position of auditing their own work.
- Review with the registered independent public accountants, internal auditors and financial and accounting personnel, the adequacy and effectiveness of the accounting and financial controls of the corporation, and elicit any recommendations for the improvement of such internal control procedures or particular areas where new or more detailed controls or procedures are desirable. Particular emphasis should be given to the adequacy of such internal controls to expose any payments, transactions, or procedures that might be deemed illegal or otherwise improper. Review progress toward implementation of necessary changes in controls or procedures.
- Discuss with the registered independent public accountants at least annually the acceptability and the quality of the accounting principles applied in the Company's financial reporting process.
- Prior to issuance review and discuss the annual audited financial statements and quarterly financial statements with management and the registered independent public accountants to determine that the registered independent public accountants are satisfied with the disclosure and content of the financial statements to be presented, including the Company's disclosures under Management's Discussion and Analysis of Financial Condition and Results of Operations. Discuss with the registered independent public accountants all critical accounting policies and practices to be employed in connection with the financial statements, and any changes thereto; all alternative treatments of financial information under GAAP that have been discussed with management, and the treatment preferred by the registered independent public accountant; and all other material written communications between the registered independent public accountant and management.
- Review management's assessment of the effectiveness of internal control over financial reporting as of the end of the most recent fiscal year and the registered independent public accountants report on management's assessment.
- Discuss with management, the internal auditors, and the registered independent public accountants the adequacy and effectiveness of internal control over financial reporting, including any significant deficiencies or material weaknesses identified in connection with its required quarterly certifications under Section 302 of the Sarbanes-Oxley Act. In addition, the Committee shall discuss with management, the internal auditors, and the registered independent public accountants any significant changes in internal control over financial

reporting that are disclosed, or considered for disclosures, in the Company's periodic filings with the Securities and Exchange Commission.

- Provide for inclusion in the annual proxy statement a report of the Audit Committee's findings resulting from its financial reporting oversight responsibilities.
- Meet separately, at least quarterly, with management, with internal auditors, and with the registered independent public accountants. Among the items to be discussed in these meetings are the registered independent public accountants' evaluation of the corporation's financial, accounting, and auditing personnel, and the cooperation that the registered independent public accountants received during the course of the audit or quarterly review.
- Either the Audit Committee or the Chairman shall discuss with the registered independent public accountants the impact of any significant events, transactions, and changes in accounting estimates, or changes to financial statements considered by the registered independent public accountants in performing its quarterly reviews, if any.
- Review accounting and financial human resources and succession planning within the Company.
- Submit the minutes of all meetings of the Audit Committee to, or discuss the matters discussed at each committee meeting with, the Board of Directors.
- Ensure the availability of a process and procedures for complaints or employee concerns regarding accounting, internal controls, and auditing matters. The established system must be anonymous, confidential and unbiased and prevent retaliation against a reporting employee.
- Complaints will be sent directly to a member of the Audit Committee and complaints will be monitored regularly and summarized for the full Committee.
- Investigate any matter brought to its attention within the scope of its duties, with the power to retain outside counsel for this purpose if, in its judgment, that is appropriate.
- Review, approve, and comment on proposed earnings press releases, as well as financial information and earnings guidance provided to investors, analysts and rating agencies.
- As appropriate, obtain advice and assistance from outside legal, accounting or other advisors.
- The Audit Committee shall review the Company's policies and practices with respect to risk assessment and risk management, including discussing with management the Company's major financial risk exposures and the steps that have been taken to monitor and control such exposures.
- Review with the registered independent public accountants any audit problems or difficulties and management's response. Resolve issues with company management.
- Establish hiring policies for employees or former employees of the registered independent public accountants.
- Annually conduct a self-appraisal for presentation to the Board and seek feedback on it from the Board.
- Perform such other functions as assigned by law, the Company's charter or bylaws, or the Board of Directors.

Relation with the Registered Independent Public Accountants

The registered independent public accountants are responsible to the Audit Committee and the Board of Directors. Accordingly, the Audit Committee has the following responsibilities in connection with such relationship:

- Evaluate the performance of the registered independent public accountants annually. Review and select the registered independent public accountants to audit the financial statements of the corporation and its divisions and subsidiaries, approve the compensation of the registered independent public accountants and

review and approve the replacement of the registered independent public accountants if such action becomes necessary.

- Assess on an annual basis the independence of the registered independent public accountants, and in doing so, obtain from the registered independent public accountants a written statement regarding relationships and services, which may affect objectivity and independence.
- Obtain and review a report from the registered independent public accountant at least annually regarding (a) the registered independent public accountants' internal quality control procedures and (b) any material issues raised by the most recent internal quality-control review, or peer review, of the firm, or by any inquiry or investigation by governmental or professional authorities. Determine that the registered independent public accounting firm has a process in place to address the rotation of the lead audit partner and other audit partners serving the account as required under Securities and Exchange Commission independence rules. The Committee will approve the selection of the new lead audit partner based on the Committee's assessment of the partner's experience and qualifications.
- Engage in a dialogue with the registered independent public accountants with respect to any disclosed relationships or services that may impact the objectivity and independence of the registered independent public accountants and recommend that the Board of Directors take appropriate action in response to the registered independent public accountants' report to satisfy itself of the registered independent public accountants' independence.

Relationship with the Internal Auditors

- The internal auditors will report directly to the Chairman of the Audit Committee and receive day to day administrative oversight from the CFO. Accordingly, the Audit Committee has the following responsibilities in connection with such relationship:
- Review the dismissal, appointment and replacement of the senior internal auditing executive.
- Review the significant reports prepared by internal audit and management's responses.
- Discuss with the independent accountant and management the internal audit department responsibilities, reporting methodologies, budget and staffing.
- The Committee shall review the continued adequacy of this Audit Committee Charter on a periodic basis and shall comply with provisions in such general procedures for Board committees as approved by the full Board.

APPROVED AND ADOPTED BY THE AUDIT COMMITTEE June 24, 2008