

Audit Committee Charter

PURPOSE

The principal purpose of the Audit Committee ("Committee") is to assist the Board of Directors ("Board") of MAXIMUS, Inc. (the "Company") in fulfilling its responsibility to oversee management's conduct of the Company's financial reporting processes and integrity and audits of the Company's financial statements. The Committee will review the financial reports and other financial information provided by the Company, the Company's disclosure controls and procedures and internal accounting and financial controls, the internal audit function, the risk management function, the legal compliance and ethics programs, and the annual independent audit process. It is also the responsibility of the Committee to maintain free and open communication among the Committee, the outside auditor and management of the Company.

In discharging its oversight role, the Committee is granted the authority to investigate any matter brought to its attention with full access to all books, records, facilities and personnel of the Company and the authority and resources to engage independent outside counsel, auditors, or other experts as it deems necessary to carry out its duties.

The outside auditor is ultimately accountable to the Board and the Committee as representatives of the shareholders. The Committee, as a committee of the Board, shall have the direct authority and responsibility for the appointment (and where appropriate, replacement), compensation, retention and oversight of the work of the outside auditor in preparing or issuing an audit report or performing other audit, review or attest services, including resolving any disagreements between management and the outside auditor regarding financial reporting. The Committee shall receive direct reports from the outside auditor. The Committee shall be responsible for overseeing the independence of the outside auditor and for pre-approving all auditing services and permitted non-audit services provided by the outside auditor.

This charter shall be reviewed for adequacy on an annual basis by the Committee.

MEMBERSHIP

The Committee shall be comprised of no fewer than three members of the Board, and the Committee's composition will meet the New York Stock Exchange (the "NYSE") and Securities and Exchange Commission (the "SEC") audit committee composition requirements. Each member shall meet, as determined by the Board of Directors in its reasonable business judgment, the independence and experience requirements of the NYSE, Section 10A of the Securities Exchange Act of 1934 and the rules and regulations of the SEC, each as in effect from time to time and as further described below. At least one member of the Committee shall be an "audit committee financial expert" as defined by the rules of the SEC.

Members shall be appointed or removed from the Committee by a majority vote of the Board of Directors. All of the members will be directors:

- Who have no relationship to the Company that the Board determines would interfere with the exercise of independent judgment in carrying out the responsibilities of a director;
- Who do not receive, directly or indirectly, any consulting, advisory or other compensatory fee from the Company or any subsidiary, other than in the member's capacity as a member of the Board or any of its committees;
- Who are not an "affiliated person" (as defined by applicable law or regulation) of the Company or any subsidiary, other than as a member of the Board or any of its committees; and
- Who are financially literate.

In addition, at least one member of the Committee will have sufficient accounting or related financial management expertise to comply with the New York Stock Exchange audit committee composition requirements and, to the extent practicable, be a "financial expert" (as that term is defined by the SEC).

KEY RESPONSIBILITIES

The Committee's role is one of oversight, and it is recognized that the Company's management is responsible for preparing the Company's financial statements and that the outside auditor is responsible for planning and conducting the audit of the annual financial statements and for reviewing the unaudited quarterly financial statements. In this role, the Committee shall oversee (a) the integrity of the Company's financial statements, (b) the Company's compliance with relevant legal and regulatory requirements, (c) the outside auditor's qualifications and independence and (d) the performance of the Company's internal audit function and the outside auditor.

The following functions shall be the common recurring activities of the Committee in carrying out its oversight function. The functions are set forth as a guide and may be varied from time to time as appropriate under the circumstances.

- The Committee shall discuss with the internal auditor and the outside auditor the overall scope, staffing, and plans for their respective audits.
- The Committee shall review with management and the outside auditor the audited financial statements and disclosures 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 and the Annual Report to Stockholders, and shall review and consider with the outside auditor the matters required to be discussed by Statement on Auditing Standards No. 114 ("SAS No. 114"), The Auditor's Communication with Those Charged With Governance and any other matters required to be reviewed under applicable law or NYSE requirements. The Committee shall also review the Company's disclosure in the annual Proxy Statement pertaining to the responsibilities and activities of the Committee.

- As a whole, or through the Committee chair, the Committee shall review with management and the outside auditor, prior to filing with the SEC, the Company's interim financial information to be included in the Company's Quarterly Reports on Form 10-Q, the matters required to be discussed by SAS No. 114 and any other matters required to be reviewed under applicable law or NYSE requirements.
- The Committee shall review and discuss earnings press releases with Company management before they are issued as well as review financial information and earnings guidance provided to analysts and rating agencies.
- The Committee shall periodically discuss with management, the internal auditor and the outside auditor the quality and adequacy of the Company's internal controls and internal auditing procedures, including any significant 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 fraud, whether or not material, that involves management or other employees who have a significant role in the Company's internal controls, and discuss with the outside auditor how the Company's financial systems and controls compare with industry practices.
- When required, the Committee shall review management's assessment of the effectiveness of internal controls as of the end of the most recent fiscal year and the outside's auditor's opinion and report on management's assessment.
- The Committee shall periodically review with management and the outside auditor the quality, as well as acceptability, of the Company's accounting policies, the reasonableness of significant judgments and the clarity of disclosures in the financial statements. The Committee shall also discuss with the outside auditor how the Company's accounting policies compare with those in the industry and all alternative treatments of financial information within generally accepted accounting principles that have been discussed with management, the ramifications of use of such alternative disclosures and treatments and the treatment preferred by the outside auditor.
- The Committee shall periodically discuss with the outside auditor whether all material correcting adjustments identified by the outside auditor in accordance with generally accepted accounting principles and the rules of the SEC are reflected in the Company's financial statements.
- The Committee shall review with management and the outside auditor any material financial or other arrangements of the Company which do not appear on the Company's financial statements and any transactions or courses of dealing with related parties that are significant in size or involve terms or other aspects that differ from those that would likely be negotiated with independent parties, and which arrangements or transactions are relevant to an understanding of the Company's financial statements.
- The Committee shall review with management and the outside auditor the Company's critical accounting policies and practices.
- The Committee shall review with the outside auditor audit problems or difficulties, if any, and management's response as well as all material communications between the outside auditor and management, such as any management letter, schedule of unadjusted differences, any written representation requested from management by the

outside auditor and any other matters required to be communicated to the Committee by the outside auditor under applicable professional standards.

- The Committee shall request from the outside auditor annually a formal written statement delineating all relationships between the auditor and the Company consistent with the requirements established by the Public Company Accounting Oversight Board, discuss with the outside auditor any such disclosed relationships or services and their impact on the outside auditor's independence, and take appropriate action regarding the independence of the outside auditor.
- As required by SEC regulations, the Committee shall approve, in advance, all audit services and all permitted non-audit services to be provided to the Company by the outside auditor. The Committee may delegate pre-approval authority to a member of the Committee. The decisions of any member to whom pre-approval authority is delegated must be presented to the full Committee at the next scheduled meeting.
- The Committee shall prepare its report to be included in the Company's annual proxy statement as required by SEC regulations.
- The Committee shall recommend to the Board whether, based on the reviews and discussions referred to above, the financial statements should be included in the Company's Annual Report on Form 10-K.
- The Committee shall approve a code of ethics, as required by rules of the SEC, for senior financial officers and such other employees and agents of the Company as it determines.
- The Committee shall review and approve all related-party transactions.
- The Committee shall receive reports from the Company's legal counsel of any evidence of material violations of the securities laws or breaches of fiduciary duty and any legal matters that could have significant impact on the Company's financial statements or compliance with applicable laws and regulations.
- At least annually, the Committee shall obtain and review a report by the outside auditor describing the auditor's internal quality control procedures and any material issues raised by the most recent internal quality control review or peer review of the auditor, 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 auditor, and any steps taken to address any issues identified.
- The Committee shall set clear hiring policies for employees or former employees of the independent auditors that meet the SEC regulations and stock exchange listing standards.
- The Committee shall oversee the Company's risk assessment and management functions and discuss with management the company's risk assessment and risk management practices, policies and processes.
- The Committee shall conduct an annual self-assessment.
- The Committee shall periodically meet separately in executive session with the internal auditor and the outside auditor.

- The Committee shall periodically meet with management separately from the outside auditor and internal auditor.
- The Committee shall perform such other duties as delegated by the Board of Directors.
- The Committee shall report regularly to the Board of Directors with respect to its activities and make recommendations to the Board of Directors as appropriate.

COMPLAINT PROCEDURES

Any issue of significant financial misconduct shall be brought to the attention of the Committee for its consideration. In this connection, the Committee shall establish procedures for (i) the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls or auditing matters and (ii) the confidential, anonymous submission by employees of the Company of concerns regarding questionable accounting or auditing matters.

PROCEDURES AND RESOURCES

The Committee shall meet as frequently as circumstances require. The Committee may ask members of management or others to attend meetings and provide pertinent information as necessary.

The Committee may form subcommittees and delegate authority to any subcommittee or other administrator, as appropriate. Minutes shall be kept of meetings, and the Committee shall make periodic reports to the Board of Directors.

The Company shall provide the Committee with such resources, personnel and assistance as needed to fulfill its duties. The Committee shall have the authority to retain any independent advisors to assist it as reasonably necessary in performing its duties.

The Committee will conduct an annual evaluation of the Committee's performance as compared to the requirements of this charter and provide an annual report to the Board regarding the discharge of its responsibilities.

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