

ATN INTERNATIONAL, INC. AUDIT COMMITTEE CHARTER

Policy

The Board of Directors (the “Board”) of ATN International, Inc. (the “Company”) has established an Audit Committee (the “Committee”) with the authority, general responsibilities and specific duties described below.

Membership

The Committee shall consist of at least three directors, each of whom shall satisfy the independence and experience requirements of the Nasdaq Stock Market, Inc. Marketplace Rules and the Securities Exchange Act of 1934, as amended, and the rules promulgated thereunder. Members of the Committee shall be considered independent if, among other things, they have no relationship to the Company that would interfere with the exercise of their independence from the Company or its management. A Committee member may not, other than in his or her capacity as a member of the Committee, the Board or any other Board committee, accept any consulting, advisory or other compensatory fee from the Company or be an affiliated person of the Company or any of the Company’s subsidiaries. No member of the Committee shall have participated in the preparation of the Company's or any of its subsidiaries' financial statements at any time during the past three years. As determined by the Board, members of the Committee shall be financially literate at the time of appointment. At least one member of the Committee must have past employment experience in finance or accounting, requisite professional certification in accounting or other comparable experience or background that leads to financial sophistication. At least one Committee member shall be an “audit committee financial expert” as defined in the rules promulgated by the Securities and Exchange Commission. The Board shall appoint the members of the Committee, including its Chair.

Purpose and Responsibilities

The Committee’s responsibility is to assist the Board in fulfilling its fiduciary responsibilities to the stockholders as to the accounting policies, internal controls, financial reporting practices and business conduct of the Company. The Committee is vested with all responsibilities and authority required by Rule 10A-3 under the Securities Exchange Act of 1934. The Committee is authorized to engage, at the Company’s expense, independent counsel and other advisors having special competence as necessary to assist the Committee in fulfilling its responsibilities. While the Committee has the responsibilities and powers set forth in this Charter, it is not the duty of the Committee to plan or conduct audits or to determine that the Company’s financial statements are complete and accurate and are in accordance with generally accepted accounting principles, which is the responsibility of the Company’s management the Company’s independent auditor. The Company’s independent auditor is ultimately accountable to the Committee.

The Company must provide appropriate funding, as determined by the Committee, for payment of compensation to the independent auditor engaged for the purpose of preparing or issuing an audit report or performing other audit, review or attest services, for payment of compensation to any advisors employed by the Committee and for payment of ordinary administrative expenses of the Committee that are necessary or appropriate as determined by the Committee in carrying out its

duties.

Structure and Operations

The Board shall appoint the members of the Committee, including its Chair. The Committee shall meet on at least a quarterly basis, or more frequently as it deems necessary to fulfill its responsibilities. All members of the Committee shall endeavor to be present, in person or by telephone, at all meetings; however, any two Committee members shall constitute a quorum.

The Committee may invite such members of management to its meetings as it deems appropriate. The Committee shall meet separately, and periodically, with management, members of the Company's Internal Audit Department and representatives of the Company's independent auditor, and shall invite such individuals to its meetings as it deems appropriate, to assist in carrying out its duties and responsibilities. The Committee shall report regularly to the Board on its discussions and actions, including any significant issues or concerns that arise at its meetings, and shall make recommendations to the Board as appropriate. The Committee is governed by the same rules regarding meetings (including meetings in person or by telephone or other similar communications equipment), action without meetings, notice, waiver of notice, and voting requirements as are applicable to the Board.

Minutes of Meetings

Minutes of each meeting shall be prepared and sent to Committee members for their review and approval, and reports regarding such meetings shall be made to members of the Board who are not Committee members.

Specific Duties

The Committee shall have the following duties:

1. Establish and oversee a Company Internal Audit Department.
2. Review as appropriate with the Company's management, Internal Audit Department and independent auditor the Company's policies and procedures for assessing the adequacy of the Company's internal control policies, systems and procedures.
3. Oversee the Internal Audit Department's review and testing of the Company's internal control policies, systems and procedures.
4. Review with the Company's management and independent auditor the adequacy of the Company's internal control policies, systems and procedures.
5. Review with the Company's management and independent auditor any significant audit findings and recommendations and the adequacy of disclosures made concerning changes in the Company's internal control policies, systems and procedures.
6. Review as appropriate with the Company's management, Internal Audit Department and independent auditor the Company's policies and procedures for assessing the adequacy of the Company's accounting policies, systems and procedures and the

adequacy of the Company's financial reporting.

7. Periodically review and reassess the adequacy of this Charter and recommend any proposed changes to the Board for approval.
8. Periodically review and reassess the adequacy of the Internal Audit Department Charter, including the scope of the Internal Audit Department's role and function, and adopt and implement any proposed changes.
9. Annually review and evaluate with the Company's management the effectiveness of the Company's risk assessment and risk management policies and processes, including with respect to environmental initiatives and mitigation measures, and report to the Board thereon.
10. With respect to the Company's independent auditor:
 - a. Exercise ultimate authority over and assume direct responsibility for the appointment, compensation, retention and oversight of the independent auditor who is responsible for preparing or issuing an audit report or related work;
 - b. Evaluate the independent auditor's performance and terminate the services of the independent auditor as necessary;
 - c. Determine the independence of the independent auditor by obtaining a formal written statement delineating all relationships between the independent auditor and the Company;
 - d. Review with the independent auditor any disclosed relationships or services that may impact the objectivity and independence of the independent auditor;
 - e. Take appropriate action in response to the auditor's statement to ensure the independence of the independent auditor;
 - f. Review, prior to the annual audit, the scope and general extent of the independent auditor's audit examinations;
 - g. Review with the independent auditor the quality of the Company's financial accounting personnel, and any relevant recommendations that the independent auditor may have;
 - h. Preapprove all audit and non-audit services provided to the Company by the independent auditor; provided that:
 - to the extent permitted under the Securities Exchange Act, the Committee need not preapprove *de minimus* services if such services are approved by the Committee or a designated Committee member as provided for below prior to completion of the audit;

- any non-audit services approved by the Committee shall be disclosed to investors in the Company's periodic reports filed with the Securities and Exchange Commission;
 - the Committee may delegate to one or more designated Committee members the authority to grant approvals required hereunder;
 - the decisions of any Committee member so designated and authorized must be presented to the Committee at its next scheduled meeting; and
 - the independent auditor shall not be authorized to perform any prohibited non-audit services.
- i. Review with the independent auditor:
- All alternative treatments of financial information within generally accepted accounting principles that have been discussed with the Company's management, ramifications of the use of such alternative disclosures and treatments, and the treatment preferred by the independent auditor;
 - The independent auditor's responsibilities under generally accepted auditing standards and the responsibilities of management in the audit process, the overall audit strategy, the scope and timing of the annual audit, any significant risks identified during the auditors' risk assessment procedures and when completed, the results, including significant findings, of the annual audit;
 - All critical accounting policies and practices to be used; and
 - Other material written communications between the independent auditor and the Company's management, such as any management letter or schedule of unadjusted differences.
- j. Instruct the independent auditor to communicate and report directly to the Audit Committee.
11. Select, retain, compensate, oversee and terminate, if necessary, any other registered public accounting firm engaged for the purpose of preparing or issuing an audit report or performing other audit, review or attest services for the Company. With respect to any audit of one or more of the Company's subsidiaries, review with the Company's management any material audit findings and recommendations with respect to such material events.
12. Review and discuss with the Company's management and the independent auditor, prior to filing or issuance thereof, the Company's financial statements and information, including the audited financial statements filed with the Company's Annual Reports on Form 10-K, the interim financial information filed with the Company's Quarterly Reports on Form 10-Q and any earnings press releases.

13. Review and discuss with the Company's independent auditor the matters required to be discussed by Statement on Auditing Standards No. 1301, as may be modified or supplemented.
14. Review and discuss, and if appropriate, recommend to the Board that the audited financial statements be included in the Company's Annual Reports on Form 10-K.
15. Periodically review the Company's Code of Ethics and make recommendations as the Committee may deem appropriate.
16. Periodically review and assess the adequacy of the Company's Anti-Corruption Policy, Information Security Policy, Insider Trading Policy, Record Retention Policy, Related Person Transaction Policies and Procedures, Whistleblower Policy (including without limitation policies for addressing issues concerning accounting, internal accounting controls and auditing matters) and such other Company policies as the Committee may deem appropriate, and recommend any proposed changes to the Board for approval.
17. To establish and oversee procedures for the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls or auditing matters and the confidential, anonymous submission by Company employees of any concerns regarding questionable accounting or auditing matters or any other concerns made pursuant to the Company's Whistleblower Policy.
18. Receive and review at least annually reports from the Company's management and internal legal counsel relating to legal and regulatory matters that may have a material impact on the Company's financial statements.
19. Report Committee actions to the Board with such recommendations as the Committee may deem appropriate.
20. Prepare any such reports as are required by the rules of the Securities and Exchange Commission to be included in the Company's annual proxy statements.
21. Perform such other functions as may be required by law, the Company's Certificate of Incorporation or By-Laws or as may be assigned to the Committee, with its concurrence, by the Board.
22. Periodically meet separately and privately with each of the Company's management, Internal Audit Department and independent auditor (in the case of the independent auditor, on at least a quarterly basis) to discuss any matters appropriately to be discussed privately with the Committee.
23. Review and approve related party transactions entered into by the Company in accordance with the requirements of the Nasdaq Stock Market, Inc., the Securities and Exchange Commission and the ATN International, Inc. Related Person Transaction Policies and Procedures.

General

The Committee shall have such additional authority and duties as the Board by resolution shall prescribe.

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