

## **MSC INDUSTRIAL DIRECT CO., INC.**

### **AUDIT COMMITTEE CHARTER**

(As amended)

#### ***Organization***

This charter governs the operations of the Audit Committee (the “Committee”) of the Board of Directors (the “Board”) of MSC Industrial Direct Co., Inc. (the “Company”). The Committee shall review this charter on an annual basis, update it as appropriate, and submit it for the approval of the Board when updated. The Committee shall include not less than three members of the Board and consist entirely of independent Directors of the Board. The Chairperson and other members of the Committee shall be appointed by the Board. A member of the Committee shall be considered independent as long as such Committee member satisfies the independence requirements of the rules of the New York Stock Exchange and the additional requirements of the Sarbanes-Oxley Act and the rules of the Securities and Exchange Commission (the “SEC”). All Committee members shall be financially literate and at least one member shall be a “financial expert”, as defined by regulations promulgated by the SEC.

The Committee shall meet at least four times a year, or more frequently as circumstances require. The Committee may ask members of management, the independent or internal auditors or others to attend the meetings and provide pertinent information as necessary. The Chairman of the Committee shall set the agenda of each meeting and arrange for the distribution of the agenda, together with supporting material, to the Committee members prior to each meeting. The Chairman will cause minutes of each meeting to be prepared and circulated to the Committee members. The Committee may meet via telephone conference calls. A majority of the members of the Committee shall constitute a quorum for all purposes.

#### ***Purpose***

The Committee shall provide assistance to the Board in fulfilling its oversight responsibility relating to the:

1. Preparation and integrity of the Company’s financial statements (including the financial reporting process and the system of internal accounting and financial controls)
2. Qualifications, independence and performance of, and the Company’s relationship with, its independent auditors
3. Performance of the Company’s internal audit function
4. Company’s compliance with its ethics policies and with legal and regulatory requirements

The Committee shall prepare the Committee's report, made pursuant to rules promulgated by the SEC, to be included in the Company's annual proxy statement.

It is the responsibility of the Committee to maintain free and open communication between the Committee, the independent auditors, the internal auditors and management of the Company.

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 authority to engage independent counsel, accounting and other advisers at the expense of the Company as it determines necessary to carry out its duties. The Company will provide for appropriate funding, as determined by the Committee, for payment of (i) compensation to the Company's independent auditors engaged for the purpose of rendering or issuing an audit report or related work or performing other audit, review or attest services for the Company, (ii) compensation to independent counsel or any other advisers employed by the Committee, and (iii) ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties.

While the Committee has the responsibilities 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. Management is responsible for the preparation, presentation and integrity of the Company's financial statements and for the appropriateness of the accounting principles and reporting policies used by the Company. The independent auditors are responsible for auditing the Company's annual financial statements and for reviewing the Company's unaudited interim financial statements. It is not the duty of the Committee to assure the Company's compliance with its codes of conduct and compliance programs. The primary responsibility for these matters is with the Company's management.

### ***Responsibilities***

In addition to the purposes and responsibilities set forth above, the Committee shall have the following responsibilities:

#### Responsibilities Relating to the Independent Auditors

1. The Committee shall be directly responsible for the appointment, termination, compensation, retention and oversight of the work of the Company's independent auditors, including resolution of disagreements between management and the independent auditors regarding financial reporting. The Committee shall require the rotation of "audit partners" in accordance with applicable regulations under the securities laws. The Committee shall pre-approve all audit and non-audit services provided by the independent auditors and shall not engage the independent auditors to perform any non-audit services proscribed by law or regulation. The Committee may delegate pre-approval authority to the Chairman of the Committee in which case decisions taken are to be presented to the full Committee at its next meeting.

2. At least annually, the Committee shall obtain and review a report by the Company's independent auditors describing (a) the independent auditor's internal quality control procedures, (b) any material issues raised by the most recent internal quality control review, or peer review or review by the Public Company Accounting Oversight Board, of the firm, (c) any material issues raised by any inquiry or investigation of the firm by governmental or professional authorities, within the preceding five years, in the cases of clauses (b) or (c) respecting one or more independent audits carried out by the firm, and (d) in the cases of clauses (b) and (c), any steps taken to deal with any such issues. In connection with the Committee's evaluation, the Committee also shall review and evaluate the lead partner of the independent auditors.
3. At least annually, the Committee shall review and discuss the information provided by management and the independent auditors relating to independence of the auditors, including a report by the auditors setting forth all relationships between the auditors and the Company. The Committee shall review and discuss the written disclosures and the letter from the independent auditors required by applicable requirements of the Public Company Accounting Oversight Board regarding the independent auditors' communications with the Committee concerning independence, and discuss with the independent auditors the independent auditors' independence.
4. The Committee shall review and discuss the audit plan with the independent auditors.
5. The Committee shall review and discuss the conduct of the audit with the independent auditors, including any audit problems or difficulties, management's response to such problems or difficulties and any other matters required to be discussed by Statement of Auditing Standards No. 16, as may be modified or supplemented, including with respect to illegal acts or acts of fraud. The review shall include discussion of the responsibilities, budget and staffing of the Company's internal audit function.
6. The Committee shall review and discuss with the independent auditors (a) the report of their annual audit, or proposed report of their annual audit, (b) the accompanying management letter, if any, and (c) the results of the independent auditors' review of the quarterly financial statements.
7. The Committee shall review and discuss with the independent auditors (a) major issues regarding accounting principles and financial statement presentations, including any significant changes in the Company's selection or application of accounting principles, and major issues as to the adequacy of the Company's internal controls and any special audit steps adopted in light of material control deficiencies, (b) analyses prepared by management and/or the independent auditors setting forth significant reporting issues and judgments made in connection with the preparation of the financial statements, including analyses of the effects of alternative GAAP methods on the financial statements, and (c) the effect of

regulatory and accounting initiatives, as well as off-balance sheet structures, on the financial statements of the Company.

8. The Committee shall set establish hiring policies for employees or former partners or employees of the independent auditors that meet the SEC regulations and New York Stock Exchange listing standards. The Committee shall approve in advance the hiring of any such individual.

#### Responsibilities Relating to Financial Statements and Public Reporting

9. The Committee shall review and discuss with management and the independent auditors the annual audited and quarterly financial statements of the Company, including the Company's specific disclosures under "Management's Discussion and Analysis of Financial Condition and Results of Operations."
10. The Committee shall review and discuss periodic earnings press releases, as well as financial information and earnings guidance provided to analysts and rating agencies. The Committee may delegate responsibility for these reviews to a member of the Committee.

#### Responsibilities Relating to Internal Audit

11. The Committee shall review and discuss the plans for and scope of internal audit activities and the examinations and results thereof. The Committee shall review the significant reports to management prepared by the internal auditors and management's responses to such reports.
12. The Committee shall review and approve the appointment and replacement of the senior internal auditing officer.

#### Other Responsibilities

13. The Committee shall regularly report its actions to the Board with such recommendations as the Committee may deem appropriate. The Committee shall determine whether to recommend to the Board that the audited financial statement be included in the Company's annual report on Form 10-K for filing with the SEC.
14. The Committee shall review, and periodically meet separately with the senior internal auditing officer and other appropriate officers of the Company and the independent auditors to discuss, the adequacy of the Company's internal accounting controls, the Company's financial, auditing and accounting organizations and personnel, and the Company's policies and compliance procedures with respect to business practices (which shall include the disclosures regarding internal controls and matters required by the SEC).
15. The Committee shall review and discuss with management and the independent auditors management's assessment of the effectiveness of internal accounting

- controls as of the end of the most recent fiscal year and the independent auditors' evaluation of the effectiveness of the Company's internal accounting controls.
16. The Committee shall meet with the Company's management, the internal auditors and the independent auditors periodically in separate private sessions to discuss any matter that the Committee, management, the internal auditors or the independent auditors believe should be discussed privately.
  17. The Committee shall discuss with management the Company's major financial risk exposures and the steps management has taken to monitor and control such exposures, including the Company's risk assessment and risk management policies.
  18. The Committee shall establish procedures for (a) the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls, or auditing matters, and (b) the confidential, anonymous submission by Company employees of concerns regarding questionable accounting or auditing matters.
  19. The Committee shall investigate and respond to any instances or allegations of inappropriate behavior by management concerning questions of compliance with securities laws or inquiries as may be reported by legal counsel.

The Committee shall conduct an annual performance evaluation of the Committee.