

TOWN SPORTS INTERNATIONAL HOLDINGS, INC.

AUDIT COMMITTEE CHARTER

There shall be a committee of the Board of Directors (the “Board”) of Town Sports International Holdings, Inc. (the “Corporation”) to be known as the Audit Committee (“Committee”) with purpose, composition, authority, duties and responsibilities, as follows:

A. Purpose of the Committee

The purpose of the Committee is to:

1. Assist the Board in oversight and monitoring of:
 - the Corporation’s financial statements and other financial information provided by the Corporation to its shareholders and others;
 - compliance with legal, regulatory and public disclosure requirements;
 - the independent auditors, including their qualifications and independence;
 - the Corporation’s systems of internal controls, including the internal audit function;
 - enterprise risk management, privacy and data security; and
 - the auditing, accounting, and financial reporting process generally.
2. Prepare the committee report required by the rules of the Securities and Exchange Commission (the “SEC”) to be included in the Corporation’s annual proxy statement. The Committee does not itself prepare financial statements or perform audits, and its members are not auditors or certifiers of the Corporation’s financial statements. It is not the duty of the Committee to conduct audits or to determine that the Corporation’s financial statements and disclosures are complete and accurate and are in accordance with U.S. Generally Accepted Accounting Principles (“GAAP”) and applicable rules and regulations. These duties are the responsibilities of management and the independent auditors.

B. Composition of the Committee

The members of the Committee shall be appointed by the Board. The Committee will be composed of not less than three Board members. Each member shall be “independent” in accordance with applicable law, including the rules of The NASDAQ Stock Market LLC (“NASDAQ”) and the more rigorous SEC independence requirements for audit committee members set forth in Rule 10A-3 under the Securities Exchange Act of 1934, as amended (the “Exchange Act”). Each member shall be able to read and understand fundamental financial statements, in accordance with NASDAQ audit committee requirements, and at least one member will have past employment experience in finance or accounting, requisite professional certification in accounting, or other comparable experience or background, including a current or past position as a principal financial officer or other senior officer with financial oversight responsibilities and will otherwise qualify as an “audit committee financial expert” as defined by applicable SEC rules. The Chair of the Committee shall be designated by the Board.

Members of the Committee shall serve until their successors are duly elected and qualified or their earlier resignation or removal. The Board may replace any member of the Committee.

C. Committee Administration

A majority of the members of the Committee shall constitute a quorum to transact business. Members of the Committee may participate in a meeting of the Committee by means of telephone conference call or similar communications equipment by means of which all persons participating in the meeting can hear each other. Except in extraordinary circumstances as determined by the Chairperson of the Committee, notice shall be delivered to all Committee members at least 48 hours in advance of the scheduled meeting. Notice may be by overnight mail, facsimile, electronic mail or any other reasonable means selected by the Chairperson of the Committee. Minutes of each meeting will be kept and distributed to the entire Board.

The affirmative vote of a majority of the members of the Committee present at the time of such vote will be required to approve any action of the Committee. Subject to the requirements of any applicable law, regulation or NASDAQ rule, any action required or permitted to be taken at a meeting of the Committee may be taken without a meeting if a consent in writing, setting forth the action to be so taken, is signed by all of the members of the Committee. Such written consent shall have the same force as a unanimous vote of the Committee.

D. Committee Meetings

The Committee shall meet as often as it deems appropriate, but at least quarterly, to perform its duties and responsibilities under this charter. The Committee shall meet at least quarterly with management, the Corporation's internal auditors (or other personnel responsible for the internal audit function), and the independent auditors in separate executive sessions to discuss any matters that the Committee or any of these groups believes should be discussed privately. The Committee shall meet with the independent auditors and management quarterly to review the Corporation's financial information. The Chair of the Board, any member of the Committee, or the Secretary of the Corporation may call meetings of the Committee. The Chair of the Committee, in consultation with the Committee members and members of management, will determine the frequency and length of Committee meetings and develop the Committee's agenda. At the beginning of the year, the Committee will establish a schedule of agenda subjects to be discussed during the year (to the extent these can be foreseen). The Committee shall maintain written minutes of its meetings, which will be filed with the meeting minutes of the Board.

E. Authority and Resources

The Committee may request any officer or employee of the Corporation or the Corporation's outside counsel or independent auditor to attend a Committee meeting or to meet with any members of, or consultants to, the Committee. The Committee shall have the power to conduct or authorize investigations into any matters within the Committee's scope of responsibilities. The Committee has the right at any time to obtain advice, reports or opinions from internal and external counsel and expert advisors and has the authority to hire and terminate independent legal, financial and other advisors as it may deem necessary or appropriate, at the Corporation's expense, without consulting with, or obtaining approval from, any officer of the Corporation in advance.

F. Duties and Responsibilities

The Committee shall:

Independent Auditor

1. Appoint, compensate, retain, and oversee the work of the independent auditors (including resolving disagreements between management and the independent auditors regarding financial reporting) for the purpose of preparing or issuing an audit report or related work.

2. Pre-approve all audit and permissible non-audit services to be provided to the Corporation by the independent auditors, as set forth in Section 10A of the Exchange Act and the rules and regulations promulgated thereunder by the SEC. The Committee shall have the sole authority to approve the hiring and firing of the independent auditors and all fees and terms of audit and non-audit engagements with the independent auditors, in each case as may be permissible and compatible with the auditors' independence. The Committee shall also review and approve disclosures with respect to non-audit services.
3. Review and provide guidance with respect to the external audit and the Corporation's relationship with its independent auditors by:
 - reviewing the independent auditors' proposed audit scope, approach and independence;
 - obtaining on a periodic basis a statement from the independent auditors regarding relationships and services with the Corporation which may impact independence and presenting this statement to the Board, and to the extent there are relationships, monitoring and investigating them;
 - ensuring that the independent auditors submit to the Committee on an annual basis a written statement (consistent with the applicable requirements of the Public Company Accounting Oversight Board) delineating all relationships and services that may impact the objectivity and independence of the independent auditors; and
 - reviewing reports submitted to the Committee by the independent auditors in accordance with applicable SEC requirements.
4. Obtain and review an annual report from the independent auditors describing (i) the independent auditors' internal quality control procedures and (ii) any material issues raised by the recent internal quality control review, peer review, or Public Company Accounting Oversight Board review, of the independent auditors, 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 independent auditors, and steps taken to deal with any such issues.
5. Review the experience and qualifications of the senior members of the independent auditor team.
6. Review and concur with the Corporation's hiring of employees of the independent auditor who were engaged on the Corporation's account.
7. Review the qualifications, independence, performance, and fees of the independent auditors on an annual basis, including a review and evaluation of the lead partner of the independent auditor.
8. Periodically discuss with the independent auditors any matters appropriate or required to be discussed under applicable accounting and auditing professional standards or applicable regulations, including auditing standards adopted by the Public Company Accounting Oversight Board. These discussions shall include (i) the independent auditors' judgments about the quality, appropriateness, and acceptability of the Corporation's accounting principles and financial disclosure practices, as applied in its financial reporting, and (ii) the completeness and accuracy of the Corporation's financial statements.

Financial Reporting

9. Review with management and the independent auditor:

- the Corporation’s annual audited financial statements, and related footnotes, and quarterly unaudited financial statements, including the disclosures under “Management’s Discussion and Analysis of Financial Condition and Results of Operations,” prior to filing the Corporation’s Annual Report on Form 10-K and Quarterly Reports on Form 10-Q, respectively, with the SEC.
 - the independent auditors’ audit of the annual financial statements and their report thereon.
 - the accompanying management letter and any reports with respect to interim periods.
 - any material changes to the Corporation’s accounting principles and practices used in preparing financial statements to be filed with the SEC.
 - any significant changes required in the independent auditors’ audit plan.
 - any difficulties or disputes with management encountered during the course of the audit.
 - other matters related to the conduct of the audit that are to be communicated to the Committee under the auditing standards of the Public Company Accounting Oversight Board.
10. Review with management, the independent auditors, and the Corporation’s counsel, as appropriate, any legal and regulatory matters that may have a material impact on the financial statements, related compliance policies, and programs and reports received from regulators.
 11. Review and discuss earnings press releases, including the use of non-GAAP financial measures, prior to public disclosure.
 12. Provide a report for inclusion in the Corporation’s proxy statement in accordance with the rules and regulations of the SEC.
 13. Oversee compliance with the requirements of the SEC for disclosure of auditors’ services and audit committee member qualifications and activities.
 14. Discuss with the independent auditors the financial statements and audit findings, including any significant adjustments, management judgments and accounting estimates, significant new accounting policies and disagreements with management and any other matters required to be discussed by Public Company Accounting Oversight Board Auditing Standard No. 1301 (“Communications with Audit Committees”) and Rule 2-07 of SEC Regulation S-X (“Communication with audit committees”), as in effect at the time in the case of annual statements, and Statement on Auditing Standards No. 100, as in effect at the time in the case of quarterly statements.

Internal Control Over Financial Reporting and Disclosure Controls and Procedures

15. Review the adequacy of the Corporation’s internal control over financial reporting and the disclosure controls and procedures designed to ensure compliance with applicable laws and regulations.
16. Consider and review with the independent auditor and the Corporation’s internal auditors (or other personnel responsible for the internal audit function) the adequacy of the Corporation’s

internal controls and any related significant findings and recommendations of the independent auditor and internal auditors together with management's responses thereto.

17. Periodically review with management any significant deficiencies or material weaknesses in the design or operation of internal controls over financial reporting, any fraud involving any employees who have a significant role in the Corporation's internal control over financial reporting, and any significant changes in internal controls over financial reporting or in other factors that could significantly affect internal controls over financial reporting, including management's responses thereto.
18. Establish procedures for receiving, retaining and treating complaints received by the Corporation regarding accounting, internal accounting controls, or auditing matters and procedures for the confidential, anonymous submission by employees of concerns regarding questionable accounting or auditing matters.

Internal Audit

19. Review and concur with the appointment, replacement, reassignment, or dismissal of the Corporation's internal auditors (or other personnel responsible for the internal audit function).
20. Consider, in consultation with the Corporation's internal auditors (or other personnel responsible for the internal audit function) and the independent auditor, the audit scope and plan of the internal auditors and the independent auditors.
21. Review with the Corporation's internal auditors (or other personnel responsible for the internal audit function) and the independent auditor the coordination of audit effort to assure completeness of coverage, reduction of redundant efforts, and the effective use of audit resources.
22. Consider and review with management, the Corporation's internal auditors (or other personnel responsible for the internal audit function), and the independent auditor:
 - Significant findings during the year and management's responses thereto.
 - Any difficulties encountered in the course of their audits, including any restrictions on the scope of their work or access to required information.
 - Any changes required in the planned scope of their audit plan.

Management Discussions

23. Review with management and the independent auditors any correspondence with regulators or governmental agencies and any employee complaints regarding the Corporation's financial statements or accounting policies.
24. Periodically review separately with each of management, the independent auditors, and the Corporation's internal auditors (or other personnel responsible for the internal audit function) (i) any disagreements between management and the auditors in connections with any audits, (ii) any difficulties encountered during the course of audits, including restrictions in scope or access to required information, and (iii) management's response.
25. Consider and approve, if appropriate, significant changes to the Corporation's accounting principles and financial disclosure practices as recommended by management and the

independent auditors. Review with management and the independent auditors, at appropriate intervals, the extent to which any changes or improvements in accounting or financial practices, as approved by the Committee, have been implemented.

26. Inquire about the application of the Corporation's accounting policies and its consistency from period to period, and the compatibility of these accounting policies with GAAP, and, when applicable, the provisions for future occurrences that may have a material impact on the financial statements of the Corporation.
27. Review and discuss with management the program that management has established to monitor compliance with the Corporation's Code of Ethics and Business Conduct.
28. Review and discuss with management all disclosures made by the Corporation concerning any material changes in the financial condition or operations of the Corporation.
29. Review annually the independent auditors' letter of recommendations to management and management's responses.
30. Review any management decision to seek a second opinion from independent auditors other than the Corporation's regular independent auditors with respect to any significant accounting issues.
31. Review with management and the independent auditors the sufficiency and quality of the internal audit staff and other financial and accounting personnel of the Corporation.

Other

32. Provide an open avenue of communication between the internal auditors, the independent auditor, and the Board.
33. Review the Committee's charter, structure, processes, and membership requirements and submit any recommended changes to the Board at least once a year.
34. Report to the Board concerning the Committee's activities with such recommendations as the Committee deems appropriate at least once a year.
35. Review and approve in advance any proposed related-party transactions consistent with the Corporation's policies and report to the full Board on any approved transactions.
36. Delegate, in its discretion, any of its responsibilities to the extent allowed under applicable law.
37. Perform such other functions as assigned by law, the Corporation's charter or by-laws, or the Board.