

CHARTER for the AUDIT COMMITTEE
OF THE BOARD OF DIRECTORS OF
InterXion Holding N.V.

(Adopted by the Board of Directors on 25 March, 2011)

1 Purpose

- 1.1** The purpose of the Audit Committee (the “**Committee**”) of the Board of Directors (the “**Board**”) of InterXion Holding N.V. (the “**Company**”) shall be to assist Board oversight of:
- 1.1.1** the integrity of the Company’s financial statements and its financial reporting process;
 - 1.1.2** the performance of the Company’s processes and systems of internal accounting and financial controls;
 - 1.1.3** the independent auditor’s qualifications, performance and independence;
 - 1.1.4** the Company’s compliance with legal and regulatory requirements and certain Company policies; and
 - 1.1.5** the evaluation of the Company’s policies with respect to risk assessment and risk management.
- 1.2** In performing their purpose, the Committee acknowledges that it is management’s responsibility to ensure that the Company’s financial statements are complete and accurate and prepared in accordance with International Financial Reporting Standards (“**IFRS**”) and the Dutch Civil Code, and that the Company’s independent auditors are responsible for auditing the Company’s financial statements.

2 Constitution and Composition

- 2.1** The Committee shall consist of at least three members of the Company’s board of directors. Members of the Committee shall be appointed by the Board.
- 2.2** Each member of the Committee shall be “independent” within the meaning of the applicable listing rules of the New York Stock Exchange, Section 10A of the Securities Exchange Act of 1934, as amended, and, as applicable, the Sarbanes-Oxley Act of 2002, as determined by the Board, within one year from the date of the Company’s listing.
- 2.3** Each member of the Committee shall satisfy the financial literacy requirements of the New York Stock Exchange at the time of appointment and at least one member of the Committee shall have accounting or related financial management expertise and be deemed an “audit committee financial expert” in accordance with the rules and regulations of the Securities and Exchange Commission (“**SEC**”). All such determinations shall be made by the Board.
- 2.4** No member of the Committee may serve on the audit committee of more than three public companies, including the Company, unless the Board determines that such concurrent

service would not impair the ability of such member to effectively serve on the Committee and discloses such determination in the Company's annual report on Form 20-F.

- 2.5** Committee members shall hold their offices until their successors are appointed and qualified, or until the earlier of their death, resignation or removal, as the case may be. All vacancies in the Committee shall be filled by the Board.
- 2.6** The Board shall designate one of the members as Chairman of the Committee ("**Chairman**"), provided that neither the Chairman of the Board nor a former Executive Director of the Company may be designated Chairman of the Committee.

3 Duties and Responsibilities

- 3.1** In relation to the oversight of the integrity of the Company's financial statements and its financial reporting process, the Committee shall:
- 3.1.1** review with management and the independent auditor the unaudited quarterly financial statements and the press releases which announce quarterly results prior to the issuance of such releases. The Committee shall also discuss the results of the quarterly review and any other matters required to be communicated to the Committee by the independent auditor under generally accepted auditing standards;
 - 3.1.2** review with management and the independent auditor the 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 20-F issuance and/or filing, including their judgment about the quality, not just the acceptability, of accounting principles, the reasonableness of significant judgments and the clarity of the disclosures in the financial statements. The Committee shall also discuss the results of the annual audit and any other matters required to be communicated to the Committee by the independent auditor under generally accepted auditing standards;
 - 3.1.3** review with management and the independent auditor all critical accounting policies and practices used by the Company and all alternative treatments of financial information within IFRS and be informed of all significant and pending changes in accounting that might affect the Company;
 - 3.1.4** review with management and the independent auditor the effectiveness of internal controls as of the end of the most recent fiscal year; and
 - 3.1.5** regularly report to the Board on items that include the results of the annual audit and review with the full Board any issues that arise with respect to the quality or integrity of the Company's financial statements, the Company's compliance with legal or regulatory requirements and the performance of the internal audit function and the independence of the internal auditor (or other personnel responsible for the internal audit function). At the Board's request, the Committee may invite the independent auditor to attend the full Board meeting to assist in reporting the results of the annual audit or to answer any potential questions posed by Directors (alternatively, other Directors may be invited to attend Committee meetings at which the results of the annual audit are reviewed).

- 3.2** In relation to the oversight of the performance of the Company's processes and systems of internal accounting and financial controls, the Committee shall discuss with internal auditors (or other personnel responsible for the internal audit function) and the independent auditor the overall scope and plans for their respective audits, including the adequacy of staffing and compensation. The Committee shall inform the Board of the adequacy and effectiveness of the accounting and financial controls, including the Company's policies and procedures to assess, monitor and manage business risk and legal and ethical compliance programs.
- 3.3** In relation to the oversight of the Company's independent auditor's qualifications, performance and independence, the Committee shall:
- 3.3.1** recommend to the Board and the Board shall then recommend to the shareholders the appointment, retention, termination or appointment and compensation of the independent auditor, and shall be responsible for the oversight of the independent auditor;
 - 3.3.2** ensure the rotation of the lead audit partner as required by law;
 - 3.3.3** pre-approve all audit and permitted non-audit services provided by the independent auditor;
 - 3.3.4** obtain and review, at least annually, a report by the independent auditor describing:
 - (i) the Company's internal quality control procedures;
 - (ii) any material issues raised by the most recent internal quality control review, or peer review, of the Company, or by any inquiry or investigation by governmental or professional authorities, within the preceding five years, regarding one or more independent audits carried out on behalf of the Company, and any steps taken to deal with any such issues; and
 - (iii) all relationships between the independent auditor and the Company (to assess the auditor's independence), as well as all relationships between the independent auditor and the Company's subsidiaries, affiliates and other related entities, if any;
 - 3.3.5** set clear hiring policies for employees or former employees of the independent auditor and ensure that such policies meet SEC regulations and New York Stock Exchange listing standards;
 - 3.3.6** evaluate, at least annually, the qualifications, performance and independence of the independent auditor and the lead audit partner of the independent auditor; and
 - 3.3.7** review with the independent auditor any audit problems or difficulties, including any restrictions on the scope of the independent auditor's activities or access to requested information.
- 3.4** In relation to the oversight of the Company's compliance with legal and regulatory requirements and certain Company policies, the Committee shall:
- 3.4.1** establish procedures for managing complaints received by the Company regarding accounting matters, internal accounting controls or auditing matters and any confidential and anonymous submissions by employees of the Company for concerns regarding questionable accounting or auditing matters;

- 3.4.2 meet separately and periodically with senior management of the Company, internal auditors (or other personnel responsible for the internal audit function) and with the independent auditors, as appropriate;
 - 3.4.3 discuss with and/or review reports from appropriate counsel or others to the Company regarding any significant legal, compliance or regulatory matters that may have a material effect on the financial statements or the Company's business, financial statements or compliance policies, including material notices to or inquiries from governmental agencies, evidence of material violations of securities laws or breaches of fiduciary duties;
 - 3.4.4 review, approve and monitor related-party transactions and business relationships, as the case may be;
 - 3.4.5 submit Committee meeting minutes to the Board;
 - 3.4.6 review this Charter at least annually and recommend any changes to the Board; and
 - 3.4.7 annually evaluate the Committee's performance to determine whether it is functioning effectively.
- 3.5** In relation to the oversight of the Company's policies with respect to risk assessment and risk management, the Committee shall discuss policies with respect to risk assessment and risk management, including the Company's major financial risk exposures and the steps that management has taken to monitor and control such exposures.

4 Authority

In implementing its charter, the Committee is empowered to investigate any matter and shall be given full access to all books, records, facilities and personnel of the Company and the independent auditor and, in its sole discretion and at the Company's expense, the Committee shall have the authority to retain and terminate the retention of independent counsel and other advisers as it determines necessary to carry out its duties. The Committee, in its discretion, may request any officer or employee of the Company, or the Company's outside counsel or independent auditor, to attend a meeting of the Committee or to meet with any members of, or advisers to, the Committee and to provide pertinent information as necessary.

5 Committee Meetings

- 5.1 The Committee will meet as often as its Chairman deems necessary or whenever a Committee member has requested a meeting, but at least once a quarter.
- 5.2 Committee meetings may be held in person at a location selected by the Chairman or by teleconference or videoconference (or by any combination thereof).
- 5.3 A majority of the members of the Committee shall constitute a quorum for the transaction of business. The Committee may act only upon the approval of a majority of its members. The action of the Committee at a meeting at which a quorum is present shall be the act of the Committee. The Committee may act in writing (e-mail) by the unanimous consent of its members. These written consents will be filed with the minutes.

- 5.4 The Committee shall keep a separate book of minutes of their proceedings and actions and these shall be made available to all Directors. These minutes will be filed with the full Board minutes.
- 5.5 The Committee shall periodically report on its activities to the Board and make recommendations and findings as it deems appropriate.
- 5.6 The Committee will review its operations and performance on an annual basis and make such changes as it deems necessary.

6 Compensation

- 6.1 Members of the Committee shall receive such fees, if any, for their services as Committee members as may be determined by the Board. Such fees shall be paid in such form of consideration that is determined by the Board to be in accordance with the applicable rules of the NYSE, the SEC and Dutch authorities.
- 6.2 Members of the Committee may not receive any compensation from the Company except the fees that they receive for service as a member of the Board or any committee.

7 Miscellaneous

- 7.1 This Charter is not intended to change or augment the obligations of the Company or its Directors or senior management under the federal securities laws or to create new standards for determining whether the Company's Directors or senior management have fulfilled their duties, including fiduciary duties under applicable law.
- 7.2 This Charter is effective as of the date indicated above. Changes to this Charter may only be made with the approval of the full Board.