

**URBAN OUTFITTERS, INC.
AUDIT COMMITTEE
CHARTER**

Purpose

The primary purpose of the Audit Committee (the “Committee”) of the Board of Directors (the “Board”) of Urban Outfitters, Inc. (the “Company”) is to assist the Board in fulfilling its oversight responsibilities to shareholders and potential shareholders of the direction and management of the business and affairs of the Company by reviewing (1) the financial statements and other financial information provided by the Company; and (2) the Company’s system of internal controls - including accounting, auditing and financial reporting practices. Consistent with this function, the Committee should foster adherence to and should encourage continuous improvement of the Company’s policies, procedures and practices at all levels, as well as maintain free and open means of communication between directors, the independent accountants, the management of the Company, and the Company’s internal audit department.

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 and disclosures are complete and accurate and are in accordance with generally accepted accounting principles and applicable rules and regulations. These are the responsibilities of management and the independent accountants.

Duties and Responsibilities

The Committee shall have the following responsibilities, duties, and authority:

1. Appoint (and terminate), compensate, and oversee the work of the independent accountants, including the audit plan, scope and procedures.
2. Preapprove, in accordance with its preapproval policies, all audit services and permissible non-audit services provided by the independent accountants to the Company. This responsibility may be delegated by the Committee to one or more members of the Committee, if the decisions of that member are presented to the full Committee at the next scheduled meeting.
3. Confirm and assure the independence of the independent accountants by reviewing and discussing the formal written statement and other periodic written reports received from the independent accountants regarding their objectivity and independence, including statements concerning other relationships and services that may affect their independence.
4. Set clear hiring policies for employees and former employees of the independent accountants.
5. Consider and review with management of the Company’s internal audit department, independent accountants and management the adequacy and effectiveness of the Company’s internal controls, including processes for identifying significant risks or exposures, and elicit recommendations for the improvement of such internal control procedures where desirable.
6. Review with the independent accountants and management:

- The Company’s financial reporting (including financial statements and related footnotes), including (1) their qualitative judgments about the quality and acceptability of the accounting principles and financial disclosure practices used or proposed; (2) a discussion of any significant findings discovered; (3) a discussion regarding the appropriateness of the accounting principles applied; (4) all alternative treatments of financial information within GAAP that the independent accountants have discussed with management (including the independent accountants’ preferred treatment); and (5) any material financial or non-financial arrangements of the Company that do not appear on the financial statements of the Company.
 - Any significant changes required in the independent accountants’ audit plan.
 - Any material difficulties or disputes with management encountered during the course of the audit, including any restrictions on the scope of activities or access to required information. The Committee shall resolve any disagreements between management and the independent accountants regarding financial reporting.
 - Other matters related to the conduct of the audit, which are to be communicated to the Committee under generally accepted auditing standards.
 - Any material written communications provided by the independent accountants to management, such as management letters and schedules of unadjusted differences, and the Company’s response to those communications.
 - Any legal and regulatory matters that may have a material impact on the financial statements, including related corporate compliance policies, programs and reports received from regulators.
7. The Company shall have an internal audit function that reports directly to the CEO of the Company. The manager of such function shall provide independent and objective auditing and consulting services. The Committee shall review the appointment, replacement, reassignment, or dismissal of management of internal audit. Management of internal audit has an open line of communication to the Chairman of the Committee and shall be at liberty to advise such Chairman as to any matter of concern with regard to the financial integrity of the Company.
 8. Review and approve all related party transactions.
 9. 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 these issues.
 10. Report Committee actions to the Board with such recommendations as the Committee may deem appropriate.
 11. Prepare the audit committee report required to be filed with the Securities and Exchange Commission (the “SEC”).
 12. Review and reassess the adequacy of this Charter annually and submit recommended amendments to the Board for approval.
 13. Investigate any matter brought to its attention within the scope of the Audit Committee’s duties, with

the power to retain and determine the appropriate compensation for independent legal, accounting, financial and other advisors as the Committee may deem necessary or appropriate to carry out its duties, at the expense of the Company.

14. Enforce the Company's Code of Conduct and Ethics.
15. Perform such other functions as may be assigned by law, the Company's Articles of Incorporation or By-laws, or the Board.

Appointment, Membership and Organization

The Committee shall be comprised of at least three directors, appointed annually by the Board. Each member of the Committee shall satisfy the applicable independence requirements under the listing standards of the NASDAQ Stock Market LLC ("NASDAQ") (or of such other exchange or automatic quotation system where the Company's securities may be listed) and under the rules and regulations of the SEC. No member of the Committee shall have participated in the preparation of the financial statements of the Company or any of its current subsidiaries at any time during the past three years. In addition, each member of the Committee shall satisfy NASDAQ's financial literacy criteria, and at least one member of the Committee shall have the requisite financial or accounting experience as required under NASDAQ's listing standards. The Board shall determine whether each member of the Committee is a "financial expert," as defined by the SEC, and make appropriate disclosure of that determination as required by applicable law.

The Committee shall meet at least quarterly, or more frequently as circumstances require. Minutes of each meeting shall be prepared and sent to Committee members and to all members of the Board. Copies of the minutes are to be made available to the independent accountants. As part of its responsibility to foster open communications, the Committee may request members of management or others to attend the meetings and provide pertinent information, as necessary. In conjunction with its meetings, the Committee should meet at least annually with management, including the Chief Financial Officer and, if appropriate, other senior financial executives, and with the independent accountants and the manager of the Company's internal audit department in separate executive sessions to discuss any matters that the Committee or each of the groups believes should be discussed privately. The Committee may delegate its responsibilities, duties and authority to one or more members of the Committee.