

## INTRICON CORPORATION

### AUDIT COMMITTEE PRE-APPROVAL POLICY AND PROCEDURE

#### I. Policy

It is the policy of the Audit Committee of IntriCon Corporation (the “Company”) to pre-approve all audit and non-audit services performed by the Company’s independent accountants to the extent required by SEC Regulation §210.2-01 in order to assure that the provision of such services does not impair the accountants’ independence. Under SEC Regulation §210.2-01, an accountant is not independent of the Company unless:

- (A) Before the accountant is engaged by the issuer or its subsidiaries to render audit or non-audit services, the engagement is approved by the issuer's Audit Committee; or
- (B) The engagement to render the service is entered into pursuant to pre-approval policies and procedures established by the Audit Committee of the issuer, provided the policies and procedures are detailed as to the particular service and the Audit Committee is informed of each service and such policies and procedures do not include delegation of the Audit Committees responsibilities under the Securities Exchange Act of 1934 to management; or
- (C) With respect to the provision of services other than audit, review or attest services the pre-approval requirement is waived if:
  - (1) The aggregate amount of all such services provided constitutes no more than five percent of the total amount of revenues paid by the audit client to its accountant during the fiscal year in which the services are provided;
  - (2) Such services were not recognized by the issuer at the time of the engagement to be non-audit services; and
  - (3) Such services are promptly brought to the attention of the Audit Committee of the issuer and approved prior to the completion of the audit by the Audit Committee or by one or more members of the Audit Committee who are members of the board of directors to whom authority to grant such approvals has been delegated by the Audit Committee.

#### II Pre-Approval Procedure

The Audit Committee will select the accounting firm to perform the audit for the Company and negotiate an engagement letter with the accounting firm. The engagement letter must specify in substantial detail each of the particular services to be provided by the accounting firm, and the engagement letter should not contain broad categories. The engagement letter must be sufficiently detailed so that the Audit Committee is specifically informed about each service which is proposed to be approved by the Audit Committee, and there cannot be any delegation of the Audit Committee’s authority to management and no judgment should be required by

management as to whether a proposed service fits within the pre-approval by the Audit Committee. After the receipt of an acceptable engagement letter from the accounting firm which will provide audit services to the Company for a specific fiscal year, the Audit Committee should adopt resolutions in substantially the following form:

“RESOLVED, that the Audit Committee hereby pre-approves the audit, audited related, tax and other services described in the engagement letter dated \_\_\_\_\_ from [the XYZ accounting firm] attached hereto for the fiscal year specified therein, and also hereby pre-approves all other audit services not specified therein which are necessary or appropriate to the performance of audit; and

“FURTHER RESOLVED, that the Audit Committee hereby gives pre-approval for the same audit, audit-related, tax and other services being rendered by [the XYZ accounting firm] in subsequent fiscal years unless and until this resolution is amended or terminated or a new engagement letter is approved by the Audit Committee.”

### **III Delegation**

The Audit Committee may delegate pre-approval authority to one or more of its members. Without limiting the foregoing, pre-approval delegation authority is hereby delegated to the Chairman of the Audit Committee. Any member or members to whom such authority has been delegated shall report any pre-approval decisions to the Audit Committee at its next scheduled meeting.

Adopted: February 2, 2015

Last Reviewed: February 1, 2016