

August 31, 2011

**RAVEN INDUSTRIES, INC.
AUDIT COMMITTEE CHARTER**

Purpose

The primary purpose of the Audit Committee (the “Committee”) is to assist the Board of Directors (the “Board”) of Raven Industries, Inc. (the “Company”) in its oversight of the quality and integrity of the Company’s financial reporting process, including the financial reports and other information provided by the Company to any governmental or regulatory body, the public or other users thereof, the Company’s systems of internal accounting and disclosure controls, and the annual independent audit of the Company’s financial statements.

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 power to retain outside counsel, auditors or other experts for this purpose. The Board of Directors and the Committee are in place to represent the Company’s shareholders; accordingly, the independent accounting firm reports directly to the Committee.

The Committee shall review the adequacy of this Charter on an annual basis and recommend to the entire Board any necessary or desirable amendments, as conditions may dictate.

Membership

The Committee shall be comprised of not less than three members of the Board, and the Committee’s composition will meet the requirements of the Audit Committee Policy of the Nasdaq Stock Market.

Accordingly, all of the members will be directors:

- Who are “independent” as defined by Nasdaq and the Securities Exchange Act of 1934, as amended (the “Exchange Act”), including the rules and regulations of promulgated by the Securities and Exchange Commission (the “Commission”) thereunder;
- Who have not participated in the preparation of the financial statements of the Company or any current subsidiary of the Company at any time during the past three years; and
- Who have a working familiarity with basic finance and accounting practices, including being able to read and understand financial statements.

In addition, at least one member of the Committee will have accounting or related financial management expertise, including being or having been a chief executive officer, chief financial officer or other senior officer with financial oversight responsibilities. The Committee shall endeavor to have at least one of its members qualify as an “audit committee financial expert” in compliance with the criteria established by the Commission and other relevant regulations. The existence of such audit committee financial expert, including his or her name and whether he or she is independent, or the lack of an audit committee financial expert, shall be disclosed in the Company’s periodic public filings as required by the Commission.

Members of the Committee shall be elected by the Board at its annual meeting and shall serve until the next annual meeting of the Board or until their successors have been duly elected and

qualified. Unless a chair is elected by the full Board, the members of the Committee may designate a Chair by majority vote of the full Committee.

Meetings

The Committee shall meet with management and the independent accounting firm once to approve the audit plan and engage the independent accounting firm and once before the Company's 10-K is filed with the Commission.

As part of its job to foster open communication, the Committee shall meet at least annually with management and the Company's independent auditors in separate executive sessions to discuss any matters that the Committee or each of these groups believe should be discussed privately.

Key Responsibilities

The Committee's job is one of oversight and it recognizes that the Company's management is responsible for preparing the Company's financial statements in accordance with generally accepted accounting principles in the United States and for maintaining appropriate accounting policies and procedures and internal controls designed to assure compliance with accounting standards laws and regulations. The independent accounting firm is responsible for planning and conducting an audit of the Company's annual consolidated financial statements in accordance with the standards of the Public Company Accounting Oversight Board (PCAOB). Additionally, the Company recognizes that financial management, as well as the outside auditors have more time, knowledge and more detailed information on the Company than do the Committee members; consequently, in carrying out its oversight responsibilities, the Committee is not providing any expert or special assurance as to the Company's financial statements or any professional certification as to the outside auditor's work.

The following functions shall be common recurring activities of the Committee in carrying out its oversight function. These functions are set forth as a guide with the understanding that the Committee may diverge from this guide as appropriate given the circumstances:

- The Committee shall review with management and the independent accounting firm the audited financial statements including reviewing the Company's specific disclosures under "Management Discussion and Analysis of Financial Condition and Results of Operations to be included in the Company's Annual Report on Form 10-K and review and consider with the independent accounting the matters required to be discussed by Statement of Auditing Standards ("SAS") No. 114, as amended, or as updated by the Public Company Accounting Oversight Board ("PCAOB").
- As a whole, or through the Committee chair, the Committee shall review with management and the independent accounting firm the Company's interim financial results to be included in earnings releases and the Company's quarterly reports to be filed with the Securities and Exchange Commission along with the matters required to be discussed by SAS No. 114, as amended, or as updated by the PCAOB. This review will occur prior to the Company's filing of the Form 10-Q.
- The committee shall discuss with management the quality and adequacy of the Company's internal controls. The Committee shall discuss with the independent accounting firm any significant matters regarding internal controls over financial reporting that have come to their attention during the conduct of their audit.
- The Committee shall:

- Request from the independent accounting firm annually, a formal written statement delineating all relationships between the auditor and the Company consistent with PCAOB Rule 3526.
 - Discuss with the independent accounting firm any such disclosed relationships and their impact on the independent accounting firm's independence; and
 - Take appropriate action to oversee the independence of the independent accounting firm, including approval in advance of non-audit services.
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- The Committee shall report its actions to the full Board with such recommendations as the Committee may deem appropriate.
 - The Committee shall have the ultimate authority and responsibility to select, evaluate, compensate and, where appropriate, replace the independent accounting firm.
 - The Committee shall have the authority to determine all funding and make any expenditures it deems necessary in order to carry out its responsibilities and duties.
 - The Committee shall establish procedures for:
 - The receipt, retention, and treatment of complaints received by the Company regarding accounting, internal controls, or auditing matters; and
 - The confidential, anonymous submission by employees of the Company of concerns regarding questionable accounting or auditing matters.
 - Approval of related party transactions.