

KENEXA CORPORATION

DISCLOSURE COMMITTEE CHARTER

Kenexa Corporation (the “Company”) shall ensure that accurate and complete information about the Company and its operations and financial performance is provided to the investment community in a clear and timely manner, and in full compliance with the requirements of securities laws and The Nasdaq Stock Market (“Nasdaq”). In order to accomplish this, and to assist the Company’s Chief Executive Officer (“CEO”) and Chief Financial Officer (“CFO”) to discharge their responsibilities in certifying as to the Company’s periodic reports under the Securities Exchange Act of 1934, as amended (the “Exchange Act”), the Company has established a Disclosure Committee with the following members and responsibilities:

Purpose:

1. To evaluate the effectiveness of the Company’s “disclosure controls procedures,” which is defined as controls and procedures that are designed to ensure that information required to be disclosed by the Company in its Exchange Act reports filed with the Securities and Exchange Commission (the “SEC”) is recorded, summarized and reported within the time periods specified in the Commission’s rules and forms.
2. To review the Company’s annual and quarterly Exchange Act reports, other SEC filings and press releases, prior to the Company filing such reports or other filings with the SEC or issuing such press releases, in order to assess the quality of the disclosures of such reports; and
3. To report to the CEO and CFO, prior to these officers executing their certifications related to the Company’s annual and quarterly Exchange Act reports, on the Committee’s evaluations and conclusions regarding the effectiveness Company’s disclosure controls and procedures and the Committee’s assessment of the quality of the disclosures made in the Company’s reports..

Members:

The members of the Disclosure Committee shall be designated from time to time by the CEO and the CFO.[1]The CEO and CFO may add additional members to the Disclosure Committee, and remove members from the Committee at their discretion. The CEO shall serve as Chairman of the Committee. Each of the CEO and CFO and may invite such additional persons to Disclosure Committee meetings from time to time as he/she deems appropriate.

Responsibilities of the Committee:

1. The Disclosure Committee shall meet at least once each month to review the status of the Company's operations in order to determine whether additional disclosures are required to fully and timely inform the marketplace of developments within the Company in accordance with applicable laws and the regulations of Nasdaq.
2. The Disclosure Committee shall review the guidelines and procedures used to timely gather the information required to be disclosed in the Company's Exchange Act reports (which includes annual and quarterly reports, current reports on Form 8-K and proxy statements).
3. The Disclosure Committee shall review and approve the timelines established for the preparation of the Company's annual and quarterly Exchange Act reports, which timelines shall include critical dates and deadlines during the disclosure process relating to the preparation of drafts, the circulation of drafts to appropriate Company personnel, the Company's independent auditors and the Audit Committee, and the receipt and review of comments.
4. The Disclosure Committee shall evaluate the effectiveness of the Company's "disclosure controls and procedures" prior to the filing of each of the Company's annual and quarterly Exchange Act reports and assist the CEO and CFO with their evaluation of the effectiveness of those disclosure controls and procedures. The Committee's evaluation shall include but not be limited to:
 - a. assessing the adequacy of the controls and procedures in place to ensure that material information required to be disclosed in the Company's periodic reports is being recorded, processed, summarized and reported in those periodic reports;
 - b. identifying all significant deficiencies in the design or operation of the Company's internal controls which could adversely affect the Company's ability to process, summarize and report financial data; and
 - c. monitoring the corrective actions being taken to address any deficiencies observed in the design or operation of the internal controls.
5. The Disclosure Committee shall review each annual and quarterly Exchange Act report, other SEC filing and press release, prior to the Company filing such reports or other filings with the SEC or issuing such press release, to assess the disclosures made in such SEC filing or press release, including but not limited to whether the filing or press release is accurate and complete in all material respects.
6. The Disclosure Committee shall report to the CEO the Committee's evaluation and conclusions regarding the effectiveness of the Company's disclosure controls and procedures and the Committee's assessment of the disclosures made in the Company's annual and quarterly Exchange Act report. This Committee report shall occur prior to the filing of each of the Company's annual and quarterly Exchange Act reports.

[1] To be determined by the CEO of CFO.