



AUDIT COMMITTEE CHARTER

**The Lazard Funds, Inc.
Lazard Retirement Series, Inc.
Lazard World Dividend & Income Fund, Inc.
Lazard Global Total Return and Income Fund, Inc.**

1. Audit Committee Membership and Qualifications.
 - (a) The Audit Committee shall consist of at least three members appointed by each Fund's Board of Directors (the "Board"). The Board may replace members of the Audit Committee for any reason.
 - (b) No member of the Audit Committee shall be an "interested person" of the Fund, as that term is defined in Section 2(a)(19) of the Investment Company Act of 1940, as amended, nor shall any member receive any compensation from the Fund except compensation for service as a member of the Board or a committee of the Board. For Lazard Global Total Return and Income Fund, Inc. and Lazard World Dividend & Income Fund, Inc. ("Closed-End Funds"), each member must otherwise be "independent" under the rules of the New York Stock Exchange, Inc. (the "NYSE") and the rules adopted under Section 301 of the Sarbanes-Oxley Act of 2002 ("Sarbanes-Oxley").
 - (c) Each member of the Audit Committee must be "financially literate" (or shall become so within a reasonable time after appointment to the Audit Committee), and one member must have "accounting or related financial management expertise," as determined by the Fund's Board in its business judgment.
 - (d) The Board also must determine whether any member of the Audit Committee is an "audit committee financial expert" ("ACFE"), within the meaning of the rules adopted and implemented under Section 407 of Sarbanes-Oxley. The designation of a person as an ACFE is not intended to impose any greater responsibility or liability on that person than the responsibility and liability imposed on such person as a member of the Audit Committee, nor does it decrease the duties and obligations of the other Audit Committee members or the Board. If the Board has determined that a member of the Audit Committee is an ACFE, it may presume that such member has accounting or related financial management expertise.
2. The Audit Committee shall have the following purposes:
 - (a) oversee the accounting and financial reporting processes of the Fund and the audits of the Fund's financial statements;
 - (b) assist Board oversight of (i) the integrity of the Fund's financial statements, (ii) the Fund's compliance with legal and regulatory requirements that relate to the Fund's accounting and financial reporting, internal control over financial reporting and independent audits,

and (iii) the qualifications, independence and performance of the Fund's independent registered public accounting firm (the "independent auditors"); and

- (c) for Closed-End Funds, prepare an Audit Committee report as required by the Securities and Exchange Commission to be included in the Fund's annual proxy statement.

3. Role of the Audit Committee.

- (a) The function of the Audit Committee is oversight; it is Fund management's responsibility to maintain appropriate systems for accounting and internal control over financial reporting and the independent auditors' responsibility to plan and carry out a proper audit. Specifically, the Fund's management is responsible for (i) preparation, presentation and integrity of the Fund's financial statements, (ii) maintenance of appropriate accounting and financial reporting principles and policies and (iii) maintenance of internal controls and procedures designed to assure compliance with accounting standards and applicable laws and regulations. The independent auditors are responsible for planning and carrying out audits consistent with applicable legal and professional standards and the terms of their engagement letter.
- (b) In fulfilling their responsibilities hereunder, it is recognized that members of the Audit Committee are not employees of the Fund and are not, and do not represent themselves to be, accountants or auditors by profession. As such, it is not the duty or responsibility of the Audit Committee or its members to conduct "field work" or other types of auditing or accounting reviews or procedures.
- (c) Each member of the Audit Committee shall be entitled to rely on the (i) integrity of those persons and organizations within and outside the Fund from which he or she receives information and (ii) accuracy of the financial and other information provided to the Audit Committee by such persons and organizations absent actual knowledge to the contrary (which shall be promptly reported to the Board). In addition, the evaluation of the Fund's financial statements by the Audit Committee is not of the same scope as, and does not involve the extent of detail as, audits performed by the independent auditors, nor does the Audit Committee's evaluation substitute for the responsibilities of the Fund's management for preparing, or the independent auditors for auditing, the financial statements.

4. To carry out its purposes, the Audit Committee shall have the following duties and responsibilities:

- (a) have direct responsibility for the appointment, compensation, retention and oversight of the Fund's independent auditors and, in connection therewith, to review and evaluate matters potentially affecting the independence and capabilities of the independent auditors;
- (b) at least annually, obtain and review a report by the independent auditors describing: (i) the independent auditing firm's internal quality-control procedures; (ii) any material issues raised by the most recent internal quality-control review, or peer review, of the firm, or by any inquiry or investigation by governmental or professional authorities, within the preceding five years, respecting one or more independent audits carried out by the firm, and any steps taken to deal with any such issues; and (iii) (to assess the independent auditors' independence) all relationships between the independent auditors

and the Fund; and to evaluate the independent auditors' qualifications, performance and independence, including the review and evaluation of the lead partner of the independent auditors, taking into account the opinions of Fund management and to further consider whether, in order to assure continuing auditor independence, there should be regular rotation of the audit firm itself, and to present conclusions of the review to the Board;

- (c) meet with the Fund's independent auditors, including separate meetings as necessary, to:
 - (i) review the arrangements for and scope of the annual audit and any special audits; (ii) review with the independent auditors any problems or difficulties the independent auditors encountered in the course of the audit work, including any restrictions on their activities or access to requested information, and any significant disagreements with Fund management; (iii) review all critical accounting policies and practices applied in preparing the Fund's financial statements and all alternative treatments within generally accepted accounting principles for policies and practices related to material items that have been discussed with management; (iv) discuss any accounting adjustments noted or proposed by the independent auditors that were "passed" as immaterial or otherwise; (v) review any communications between the audit team and the independent auditing firm's national office respecting auditing or accounting issues presented by the engagement; (vi) review any material written communications between the independent auditors and the Fund, including any "management" or "internal control" letter issued, or proposed to be issued, by the independent auditors to the Fund, report or recommendation on internal controls, schedule of unadjusted differences, engagement letter and independence letter; and (vii) review the form of report the independent auditors to the Board and Fund shareholders;
- (d) review (i) major issues regarding accounting principles and financial statement presentations, including any significant changes in the Fund's selection or application of accounting principles, and major issues as to the adequacy of the Fund's internal controls and any special audit steps adopted in light of material control deficiencies; (ii) analyses prepared by Fund management and/or the independent auditors setting forth significant financial reporting issues and judgments made in connection with the preparation of the financial statements; and (iii) the effect of regulatory and accounting initiatives on the financial statements of the Fund;
- (e) (i) review and pre-approve (including associated fees) all audit and other services to be provided by the independent auditors to the Fund and all non-audit services to be provided by the independent auditors to the Fund's investment adviser or any entity controlling, controlled by or under common control with the investment adviser (an "Adviser Affiliate") that provides ongoing services to the Fund, if the engagement relates directly to the operations and financial reporting of the Fund, and (ii) to establish, to the extent permitted by law and deemed appropriate by the Audit Committee, detailed pre-approval policies and procedures for such services;
- (f) consider whether the independent auditors' provision of any non-audit services to the Fund, the Fund's investment adviser or an Adviser Affiliate not pre-approved by the Audit Committee is compatible with maintaining the independence of the independent auditors;
- (g) meet with the Fund's management and, in the case of audited financial statements, the independent auditors: (i) to review and discuss the annual audited financial statements, including management's discussion of Fund performance ("MDFP"); (ii) for Closed-End

Funds, to review and discuss semi-annual financial statements and any quarterly financial statements, including MDFP; and (iii) for Closed-End Funds, to discuss generally the type and presentation of information to be included in any earnings press releases (paying particular attention to any use of "pro forma" or "adjusted" non-GAAP information), including any financial information and earnings guidance provided to analysts and rating agencies (which discussions may be general in nature, such as the types of information to be disclosed and the type of presentation to be made), provided that each earnings release or guidance need not be discussed in advance;

- (h) set clear hiring policies for the employees or former employees of the independent auditors;
 - (i) establish procedures for the receipt, retention, and treatment of complaints received by the Fund relating to accounting, internal accounting controls or auditing matters, and the confidential, anonymous submission by employees of the Fund or the Fund's investment adviser, administrator, principal underwriter or any other provider of accounting related services for the Fund, of concerns regarding questionable accounting or auditing matters pertaining to the Fund;
 - (j) periodically meet separately with the Fund's management and with the independent auditors;
 - (k) discuss with management in a general manner, but not to assume responsibility for, the Fund's processes with respect to risk assessment and risk management;
 - (l) report its activities regularly to the Board and to make such recommendations with respect to the above and other matters as the Audit Committee may deem necessary or appropriate;
 - (m) to investigate or initiate an investigation of reports of improprieties or suspected improprieties in connection with the Fund's accounting or financial reporting;
 - (n) to review with the Fund's Chief Legal Officer any legal matter which the Audit Committee has been advised could have a significant impact on the Fund's financial statements;
 - (o) perform an annual performance evaluation of the Audit Committee, conducted in such manner as the Audit Committee deems appropriate; and
 - (p) perform such other functions and to have such powers as may be necessary or appropriate in the efficient and lawful discharge of the powers provided in this Charter.
5. The Audit Committee shall have unrestricted access to the Fund's records and personnel and shall regularly meet with the senior Fund management.
6. The Audit Committee shall meet on a regular basis and is empowered to hold special meetings as circumstances require. The Audit Committee may request that non-members attend a meeting of the Audit Committee or meet with any members of, or consultants to, the Audit Committee. Members of the Audit Committee may participate in a meeting of the Audit Committee by means of conference call, or similar communications equipment by means of which all persons

participating in the meeting can hear each other, and may act by written consent to the extent permitted by law and the Fund's by-laws.

7. The Audit Committee shall have the authority to engage independent counsel and other advisers, as it determines necessary to carry out its duties. The Fund shall provide appropriate funding, as determined by the Audit Committee, for payment of compensation to (a) the independent auditors for preparing or issuing an audit report or performing other audit, review or attest services for the Fund or (b) any advisers employed by the Audit Committee. The Fund shall also provide appropriate funding for ordinary administrative expenses of the Audit Committee that are necessary and appropriate in carrying out its duties.
8. The Audit Committee shall review and reassess the adequacy of this Charter at least annually and recommend any changes to the Board. The Board also shall review and approve this Charter at least annually.
9. The Audit Committee, in its discretion, may delegate all or a portion of its duties and responsibilities to a subcommittee of the Audit Committee, including the authority to pre-approve any audit or non-audit services to be performed for the Fund, the Fund's investment adviser or any Adviser Affiliate by the independent auditors, provided any such approvals are presented to the Audit Committee at its next scheduled meeting.
10. For Closed-End Funds, the Fund shall provide to the NYSE on an annual basis a written affirmation regarding:
 - (a) the affirmative determination by the Fund's Board that each Audit Committee member is independent in accordance with NYSE governance standards and Rule 10A-3(b)(1) under the Securities Exchange Act of 1934, as amended;
 - (b) the financial literacy of the Audit Committee members; and
 - (c) which Audit Committee members have accounting or related financial management expertise.

On an annual basis the Fund shall provide to the NYSE a written affirmation regarding the Board's adoption of a formal written charter that complies with NYSE governance standards. The Fund will provide to the NYSE an interim written affirmation as and when required by the interim written affirmation form specified by the NYSE.

As Revised: March 2, 2010