

**CHARTER FOR THE
AUDIT COMMITTEE
OF THE BOARD OF DIRECTORS
OF
ALTIRIS, INC.**

(Adopted on February 22, 2002 and Effective on May 29, 2002)

(Amended and restated and Effective on March 24, 2003)

(Amended and restated and Effective on January 27, 2004)

PURPOSE OF THE COMMITTEE

The purpose of the Audit Committee (the “*Committee*”) of the Board of Directors (the “*Board*”) of Altiris, Inc. (the “*Corporation*”) shall be to:

- oversee the accounting and financial reporting processes of the Corporation and audits of the financial statements of the Corporation;
- assist the Board in the oversight and monitoring of (1) the integrity of the financial statements of the Corporation, (2) the Corporation’s compliance with legal and regulatory requirements, (3) the independent auditor’s qualifications, independence and performance, and (4) the Corporation’s internal accounting and financial controls and reporting practices;
- submit and sign the report that the rules of the U.S. Securities and Exchange Commission (the “*SEC*”) require be included in the Corporation’s annual proxy statement;
- provide the Board with the results of its monitoring and recommendations derived therefrom;
- provide to the Board such additional information and materials as it may deem necessary to make the Board aware of significant financial matters that require the attention of the Board; and
- serve as a “Qualified Legal Compliance Committee,” as defined by rules adopted by the SEC (the “*SEC Rules*”).

The primary responsibility of the Committee is to oversee the Corporation’s financial reporting process on behalf of the Board and report the financial results of the Corporation’s activities to the Board. Management is responsible for preparing the Corporation’s financial statements, and the Corporation’s independent auditors are responsible for auditing those financial statements. The Committee and the Board recognize that management and the independent auditors have more resources and time, and more detailed knowledge and information regarding the accounting, auditing, internal control and financial reporting practices of the Corporation than the Committee does; accordingly, the Committee’s oversight role does not provide any expert or special assurance as to the financial statements and other financial information provided by the Corporation to its stockholders and others. Nothing contained in this Charter is intended to alter or impair the operation of the “business judgment rule” as interpreted by the courts under the Delaware General Corporation Law (“*Delaware Law*”). Further, nothing contained in this

Charter is intended to alter or impair the right of the members of the Committee under Delaware Law to rely, in discharging their oversight role, on the records of the Corporation and on other information presented to the Committee, the Board or the Corporation by its officers or employees or by outside experts, such as the Corporation's independent auditors.

The Committee has the authority to undertake the specific duties and responsibilities listed below and such other duties as the Board may from time to time prescribe. It is acknowledged, however, that all of the areas of oversight listed below may not be relevant to all of the matters and tasks that the Committee may consider and act upon from time to time, and the members of the Committee in their judgment may determine the relevance thereof and the attention such items will receive in any particular context.

COMMITTEE MEMBERSHIP, ORGANIZATION AND GOVERNANCE

Composition. The Committee shall be comprised of no fewer than three (3) members of the Board. The Committee members will be appointed by, and will serve at the discretion of, the Board. Members of the Committee must meet the following criteria (as well as any additional criteria required by the SEC and the SEC rules or by The Nasdaq Stock Market, Inc. or the Nasdaq Rules):

- each member satisfy the requirements for independence set out in Rule 4200 of The NASDAQ Stock Market Marketplace Rules (the "*Nasdaq Rules*") and Rule 10A-3(b)(1) of the Securities Exchange Act of 1934, as amended, or under any other applicable SEC rules;
- each member must be able to read and understand fundamental financial statements, in accordance with the NASD's Audit Committee requirements for companies listed on the Nasdaq National Market;
- no member shall have participated in the preparation of the financial statements of the Corporation or any current subsidiary of the Corporation at any time during the past three (3) years;
- at least one (1) member shall have past employment experience in finance or accounting, requisite professional certification in accounting, or any other comparable experience or background, including being or having been a chief executive officer, chief financial officer or other senior officer with financial oversight responsibilities; and
- at least one (1) member shall be an "audit committee financial expert," as pursuant to the SEC, and the Board will be responsible for determining whether a Committee member meets the qualifications set forth in such rules.

Chairperson. The Governance and Nominating Committee of the Board shall recommend to the Board, for its approval, the designation of one (1) member of the Audit Committee to serve as its chairperson.

Meetings and Procedures. The Committee will meet at least once each fiscal quarter. The Committee may establish its own schedule, which it will provide to the Board in advance. Special meetings may be convened as required. The Committee, or its Chairperson, shall report orally to the full Board on the results of all Committee meetings. The Committee may choose as its secretary such person as the Committee deems appropriate. The Committee may invite to its meetings other directors, officers

or employees of the Corporation, or other persons as the Committee deems appropriate in order to carry out its responsibilities.

The Committee will meet separately with the Chief Executive Officer and separately with the Chief Financial Officer of the Corporation at such times as are appropriate to review the financial affairs of the Corporation. The Committee will meet separately with the independent auditors of the Corporation, at such times as it deems appropriate, but not less than quarterly, to fulfill the responsibilities of the Committee under this Charter. The Committee may also meet separately with the Corporation's internal auditor and/or with such division financial officers, controllers, attorneys or other persons as the Committee, in its sole discretion, may determine from time to time.

Minutes. The Committee will maintain written minutes of its meetings, which minutes will be filed with the minutes of the meetings of the Board.

Reports. In addition to submitting and signing the Audit Committee report in the Corporation's proxy statement in accordance with the SEC rules, the Audit Committee will summarize its examinations and recommendations to the Board as may be appropriate, consistent with this Charter.

Compensation. Members of the Committee shall receive compensation for their service as members of the Committee in such amount and form as the Board shall determine in its sole discretion. Such fees may include retainers and per meeting fees. Any changes in such compensation shall be determined by the Board in its sole discretion. No member of the Committee may receive any compensation from the Corporation other than the fees that they receive for service as a member of the Board or any committee thereof and except as permitted by the Nasdaq Rules.

RESPONSIBILITIES AND AUTHORITY

In addition to other responsibilities given to the Committee by the Board from time to time, the Committee shall:

1. review on a continuing basis the adequacy of the Corporation's internal control structure and procedures for financial reporting, which shall include meeting periodically with the Corporation's management and the independent auditors to review the adequacy of such control structure and to review before release the disclosure regarding such control structure required under SEC rules to be contained in the Corporation's periodic filings and the attestations or reports by the independent auditors relating to such disclosure.
2. appoint, compensate, retain and oversee the work of the independent auditors (and resolve disagreements between management and the independent auditors regarding financial reporting) for the purpose of preparing or issuing an audit report or related work.
3. pre-approve audit and non-audit services provided to the Corporation by the independent auditors (or subsequently approve non-audit services in those circumstances where a subsequent approval is necessary and permissible); in this regard, the Audit Committee shall have the sole authority to approve the hiring and firing of the independent auditors, all audit engagement fees and terms and all non-audit engagements, as may be permissible, with the independent auditors.

4. review and provide guidance with respect to the external audit and the Corporation's relationship with its independent auditors by (1) reviewing the independent auditors' proposed audit scope, approach and independence; (2) obtaining on a periodic basis a statement from the independent auditors regarding relationships and services with the Corporation which may impact independence and presenting this statement to the Board, and to the extent there are such relationships, monitoring and investigating them; (3) reviewing the independent auditors' peer review conducted every three (3) years; (4) discussing with the Corporation's independent auditors the financial statements and audit findings, including any significant adjustments, management judgments and accounting estimates, significant new accounting policies and disagreements with management and any other matters described in SAS No. 61, as may be modified or supplemented; (5) reviewing reports submitted to the audit committee by the independent auditors in accordance with the applicable SEC requirements and requirements under the Sarbanes-Oxley Act of 2002; and (6) such other reviews, inspections, independent evaluations as the Committee in its sole discretion may deem advisable.
5. review and discuss with management and the independent auditors the annual audited financial statements and quarterly unaudited financial statements, including the Corporation's disclosures under "Management's Discussion and Analysis of Financial Condition and Results of Operations," prior to filing the Corporation's Annual Report on Form 10-K and Quarterly Reports on Form 10-Q, respectively, with the SEC.
6. direct the Corporation's independent auditors to review before filing with the SEC the Corporation's interim financial statements included in Quarterly Reports on Form 10-Q, using professional standards and procedures for conducting such reviews.
7. conduct a post-audit review of the financial statements and audit findings, including any significant suggestions for improvements provided to management by the independent auditors.
8. review before release the unaudited quarterly operating results in the Corporation's quarterly earnings release.
9. oversee compliance with the requirements of the SEC for disclosure of auditor's services and audit committee members, member qualifications and activities.
10. review and discuss with management and the Corporation's independent auditors management's report on internal controls and the independent auditors' attestation and report on management's assertions, as required by Section 404 of the Sarbanes-Oxley Act of 2002, as well as the preparation and content of any officer certifications required by the Sarbanes-Oxley Act of 2002 or the SEC to be filed with the Corporation's Quarterly Report on Form 10-Q, Annual Report on Form 10-K or any other periodic report filed with the SEC.
11. review, approve and monitor the Corporation's code of ethics for its senior financial officers;
12. review management's monitoring of compliance with the Corporation's standards of business conduct and with the Foreign Corrupt Practices Act.

13. review periodically with counsel any legal matter that could have a significant impact on the Corporation's financial statements.
14. provide oversight of and review at least annually the Corporation's guidelines and policies with respect to risk assessment and risk management, including the Corporation's investment policies.
15. oversee and review the Corporation's policies regarding information technology and management information systems.
16. if necessary, institute special investigations with full access to all books, records, facilities and personnel of the Corporation.
17. as appropriate, obtain advice and assistance from outside legal counsel, experts or other advisors, with (1) the authority to retain such counsel, experts or other advisors as the Committee may deem appropriate in its sole discretion and (2) the sole authority to approve related fees and retention terms.
18. submit and sign a report in the Corporation's proxy statement in accordance with the SEC rules.
19. establish procedures for the receipt, retention and treatment of complaints received by the Corporation regarding accounting, internal accounting controls or auditing matters, including procedures for the confidential, anonymous submission by employees of concerns regarding questionable accounting or auditing matters.
20. act as a "Qualified Legal Compliance Committee" as defined by SEC rules. In this regard, the Committee is authorized to:
 - (a) inform the Chief Executive Officer and chief legal officer of any report of evidence of a material violation of state or Federal securities laws, a material breach of fiduciary duty arising under state or Federal law, or a similar violation of state or Federal law;
 - (b) determine whether an investigation is necessary and, if the Committee determines that an investigation is necessary, to initiate the investigation, notify the Board and retain necessary expert personnel;
 - (c) at the conclusion of any investigation, to recommend an appropriate response and to inform the Chief Executive Officer, the chief legal officer and the Board of the results of the investigation and related recommendations; and
 - (d) to notify the SEC if the Corporation fails in any material respect to implement an appropriate response recommended by the Committee.

DELEGATION OF AUTHORITY

The Committee may delegate to one or more designated members of the Committee the authority to pre-approve audit and permissible non-audit services, *provided that* such pre-approval decision is presented to the full Committee at its scheduled meetings.

RESOURCES AND ADDITIONAL AUTHORITY OF THE COMMITTEE

The Committee shall have the resources and authority appropriate to discharge its duties and responsibilities in accordance with this Charter.

ANNUAL PERFORMANCE EVALUATION

The Committee shall perform a review and evaluation, at least annually, of the performance of the Committee and its members, including by reviewing the compliance of the Committee with this Charter. In addition, the Committee shall review and reassess, at least annually, the adequacy of this Charter and recommend to the Governance and Nominating Committee of the Board or the Board any improvements to this Charter that the Committee considers necessary or valuable. The Committee shall conduct such evaluations and reviews in such manner as it deems appropriate.