

MICROS SYSTEMS, INC.

AUDIT COMMITTEE CHARTER

Last Updated August 2004

Organization

There shall be a committee of the Board of Directors (the “Board”) of the Company known as the Audit Committee. The Audit Committee of the Board shall be comprised of at least three directors who must meet the following criteria:

- Be independent as defined under Rule 4200(a)(15) of the Marketplace Rules of the NASDAQ Stock Market;
- Meet the criteria for independence set forth in Rule 10A-3(b)(1) under the Securities Exchange Act of 1934, as amended (the “Act”) (subject to the exemptions provided in Rule 10A-3(c));
- Not have 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
- Be able to read and understand fundamental financial statements, including a Company’s balance sheet, income statement, and cash flow statement.

Additionally, at least one member of the Audit Committee must have past employment experience in finance or accounting, requisite professional certification in accounting, or any other comparable experience or background which results in the individual’s financial sophistication, including being or having been a chief executive officer, chief financial officer or other senior officer with financial oversight responsibilities.

PURPOSE

The Audit Committee shall provide assistance to the directors in fulfilling their responsibility to the shareholders of the Company relating to the oversight and monitoring of the corporate accounting and reporting practices of the Company, the Company’s systems of internal accounting and financial controls, as well as the integrity of the financial reports of the Company. In so doing, it is the responsibility of the Audit Committee to maintain free and open communication between the directors, the independent auditors, and management of the Company.

DUTIES AND RESPONSIBILITIES

The Audit Committee is responsible for reviewing the Company's: (1) financial reporting functions and related financial information that will be provided to the shareholders and others; (2) external audit processes; and (3) systems of internal controls, and the Audit Committee is responsible for assisting the full Board in fulfilling its oversight responsibilities with respect thereto. The Audit Committee will review its policies and procedures periodically to assure that such policies and procedures address changes in applicable regulations.

In addition, the Audit Committee has the responsibility to comply with Rule 10A-3(b)(2), (3), (4) and (5) under the Act (subject to the exemptions provided in Rule 10A-3(c)), concerning responsibilities relating to: (i) registered public accounting firms, (ii) complaints relating to accounting, internal accounting controls or auditing matters, (iii) authority to engage advisors, and (iv) funding as determined by the Audit Committee.

In carrying out these responsibilities, the Audit Committee will:

A. Financial Reporting and Related Financial Information: In general, oversee the accounting and financial reporting process of the Company and the audits of the financial statements of the Company through, among other things, the actions set forth below:

- Prior to filing, review the Company's Annual Report on Form 10-K, including the financial statements, auditors' opinion; "Management's Discussion and Analysis of Financial Condition and Results of Operations" and other financial disclosure contained therein with management and the independent auditors to determine that the independent auditors are satisfied with the disclosure and presentation thereof.
- Prior to filing, review the Company's Quarterly Reports on Form 10-Q, including the financial statements, Management's Discussion and Analysis of Financial Condition and Results of Operations and other financial disclosure contained therein with management and the independent auditors to determine that the independent auditors are satisfied with the disclosure and presentation thereof. In addition, the Audit Committee will discuss with the independent auditors the matters required to be discussed by Statement of Auditing Standards ("SAS") No. 61 in connection with each Form 10-Q.
- Review with management and the independent auditors significant financial reporting issues and practices affecting the Company, including changes in, or adoptions of, accounting principles and disclosure practices. Further, the Audit Committee will discuss any other matters required to be communicated to it by the auditors pursuant to applicable laws, rules and regulations.
- Review pronouncements issued by the SEC and FASB that may materially affect the Company's financial statements or policies.
- Review, if appropriate, with the Company's counsel any legal matters that could have a significant impact on the Company's financial statements, the Company's compliance

with applicable laws and regulations, and inquiries received from regulators or governmental agencies.

- Determine, based on the reviews and discussions noted above, whether to recommend to the Board that the audited financial statements be included in the Company's Annual Report on Form 10-K for filing with the SEC.
- Prepare any report, including any recommendation of the Audit Committee, required by the rules of the SEC to be included in the Company's annual proxy statement.

B. Independent Auditors and Audit Processes

- Review and recommend to the Board the independent auditors to be selected to audit the financial statements of the Company. Approve audit fees for, and oversee the Company's independent auditors. Review the performance and audit fee arrangements of the independent auditors at least annually.
- Inquire of management and the independent auditors about significant risks or exposures, and assess the steps management has taken to minimize such risks to the Company.
- Meet with the independent auditors and financial management of the Company to review and approve the scope of the proposed audit.
- Review and provide prior approval of the engagement of the Company's independent auditors to perform those non-audit services not prohibited by the Sarbanes-Oxley Act of 2002. The Chair of the Audit Committee may represent and act on behalf of the entire Committee for purposes of this review and approval.
- On an annual basis, obtain from the independent auditors a written communication delineating all their relationships and professional services as required by Independence Standards Board Standard No. 1: Independence Discussions with Audit Committees. In addition, review with the independent auditors the nature and scope of any disclosed relationships or professional services and take, or recommend that the Board take appropriate action to ensure the continuing independence of the auditors.
- Obtain and review at least annually a report by the independent auditors describing: (a) the independent auditors' internal quality-control procedures, (b) any issues material to the Company's audit raised (i) by the most recent internal quality-control review or peer review of the independent auditors or (ii) by any inquiry or investigation by governmental or professional authorities and (c) any steps taken to deal with any such issues.
- Confirm that the Company's independent auditors have complied with any applicable rotation requirements for the lead audit partner and any reviewing audit partner with responsibility for the Company's audit.

- To the extent required by the rules of the SEC, obtain and review at least annually an attestation to and a report from the Company's independent auditors regarding management's assessment of the effectiveness of the Company's internal controls and procedures for financial reporting to be included in the Company's Annual Report on Form 10-K, in advance of such filing.
- Review, at the conclusion of the annual audit, the independent auditors' summary of significant accounting and auditing issues identified, along with recommendations and management's corrective action plans (management letter). Such review should also address any significant changes to the original audit plan and any serious disputes with management during the audit or review.
- Pursuant to applicable SEC regulations, obtain and review from the independent auditors a timely report describing (a) all critical accounting policies and practices to be used; (b) all alternative treatments of financial information within generally accepted accounting principles that have been discussed with management officials of the Company, ramifications of the use of such alternative disclosures and treatments, and the treatment preferred by the independent auditors; (c) details of judgments having a material impact on the Company's financial statements and the resolution of any judgmental differences between management and the Company's independent auditors; (d) other material written communications between the independent auditors and the management of the Company, such as any management letter or schedule of unadjusted differences; and (e) any illegal acts that have been detected or have otherwise come to the attention of the independent auditors in the course of their audit.
- Monitor compliance with regulatory requirements applicable to the hiring of employees and former employees of the independent auditors.
- Provide sufficient opportunity for the independent auditors to meet with the members of the Audit Committee without members of management present. Among the items to be discussed in these meetings are the independent auditors' evaluation of the Company's financial, accounting and auditing personnel, and the cooperation that the independent auditors received during the course of audit.

C. Internal Control and Compliance

- Review with the independent auditors and financial and accounting personnel, the adequacy and effectiveness of the accounting and financial controls of the Company, and elicit any recommendations for the improvement of such internal controls or particular areas where new or more detailed controls or procedures are desirable. Particular emphasis should be given to the adequacy of internal controls to expose any payments, transactions or procedures that might be deemed improper.

D. Reporting by the Audit Committee and Other Matters

- Report the results of the annual audit to the Board.
- Maintain accurate minutes of all meetings. The Chairperson of the Audit Committee will submit the minutes of all meetings of the Audit Committee to the Board and discuss the proceedings of all meetings of the Audit Committee with the Board.
- Investigate any matter brought to its attention within the scope of its duties.
- Establish and maintain procedures for (a) the receipt, retention and treatment of information received by the Company regarding accounting, internal accounting controls and auditing matters, (b) the submission by employees of the Company of concerns expressed in accordance with the Company's Code of Ethics and Business Practices for (1) principal executive and senior financial officers, and (2) all employees.
- Review and approve (a) any change in or waiver to the Company's Code of Ethics and Business Practices for all corporate officers and (b) any disclosure made on Form 8-K regarding such change or waiver.
- Review and provide prior approval of all transactions or arrangements required to be disclosed pursuant to SEC Regulation S-K, Item 404, between the Company and any of its directors, officers, principal stockholders or any of their respective affiliates, associates or related parties.
- Take such other actions as the Committee or the Board may deem necessary or appropriate.
- Obtain the full Board's approval of this Charter and review and reassess this Charter as conditions dictate, at least annually.

PROCEDURES

The Committee reports to the full Board. Formal actions to be taken by the Committee shall be by unanimous written consent or by a majority of the members present (in person or by conference telephone) at a meeting at which a quorum is present. A quorum shall consist of an least 50% of the members of the Committee.

Frequency of Meetings

The Audit Committee will meet (either in person or telephonically) at least four times each year to perform its required duties. The Audit Committee may ask members of management or others to attend the meeting and provide pertinent information as necessary. The Audit Committee may schedule its regular meetings immediately prior to or after regularly scheduled Company Board meetings.

