

## **MICROS SYSTEMS, INC.**

### **COMPENSATION COMMITTEE**

#### **PURPOSE**

The Compensation Committee, comprised exclusively of independent directors of the Board of Directors (the “Board”) of the Company, exists to determine the compensation of the chief executive officer, to review and approve the compensation policies and plans and general salary and incentive compensation levels for other executive and senior officers, and to administer the Corporation’s incentive and stock compensation plans as required by applicable federal securities and income tax laws.

#### **DUTIES/RESPONSIBILITIES**

1. Review and approve management’s recommendations and approve annual salary, target bonus, and stock option grants for the senior executives/officers of the Company.
2. Review and establish the performance objectives (financial, corporate, and personal) for the President & Chief Executive Officer, consistent with the Company’s Incentive Compensation Plan.
3. Review management’s recommendation and approve the Company’s Incentive Compensation Plan for senior executives.
4. Establish and review annually the policies in the areas of management perquisites and post retirement benefits.
5. Review management’s recommendation and approve stock options grants to non-executive employees under the stock option plan.
6. Review and approve material modifications to the Company’s retirement plan.

#### **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. The Committee will meet no less than two (2) times a year.