

CITRIX SYSTEMS, INC.

Finance Committee Charter

A. PURPOSE AND SCOPE

The primary function of the Finance Committee (the "Committee") is to assist the Board of Directors (the "Board") in fulfilling its responsibilities by advising the Board, and in certain instances by acting on behalf of the Board, on matters relating to the Company's investment policies and financing activities.

B. COMPOSITION AND MEETINGS

The Committee shall be comprised of a minimum of three members of the Board as appointed by the Board, each of whom shall be free from any relationship that, in the opinion of the Board, would interfere with the exercise of his or her independent judgment as a member of the Committee.

The Board, considering the recommendations of the Nominating and Governance Committee, shall appoint the members of the Committee annually. The members of the Committee shall be appointed by the Board, and each member of the Committee shall serve until his or her successor shall be duly appointed and qualified or until his or her earlier resignation or removal. Unless a Chair is elected by the full Board, the members of the Committee may designate a Chair by majority vote of the full Committee.

The Committee shall meet as necessary to enable it to fulfill its responsibilities and duties as set forth herein. The Committee shall report its actions to the Board and keep written minutes of its meetings which shall be recorded and filed with the books and records of the Company.

C. RESPONSIBILITIES AND DUTIES

To fulfill its responsibilities and duties, the Committee shall:

1. Recommend action and provide advice to the Board regarding all matters affecting the review and approval of any proposed debt, equity or hybrid financing transaction of the Corporation and review any such proposed transaction for compliance with any applicable rules and regulations promulgated by any governmental or regulatory body exercising authority over the Company ("Regulatory Body").
2. Review and assess the Company's stock and debenture repurchase plans and approve any actions taken under each such plan including the approval of any amendments or revisions thereto.

3. Review and assess the establishment of accounts with banks or brokers and establish any such accounts.
4. Review and assess the adequacy of the Company's investment guidelines as necessary, assess whether these guidelines are appropriate for the Company and review such guidelines for compliance with any applicable rules and regulations promulgated by any Regulatory Body.
5. Approve any amendments or revisions to the investment guidelines of the Company.
6. Review and assess the adequacy of the Company's foreign currency management guidelines and practices as necessary, assess whether these guidelines and practices are appropriate for the Company and review such guidelines for compliance with any applicable rules and regulations promulgated by any Regulatory Body.
7. Approve any amendments or revisions to the foreign currency management guidelines of the Company.
8. Review and assess the adequacy of the Company's risk assessment and risk management guidelines and practices as necessary; discuss with management the Corporation's major financial risk exposures and the steps management has taken to monitor and control such exposures; assess whether these guidelines and practices are appropriate for the Company and review such guidelines for compliance with any applicable rules and regulations promulgated by any Regulatory Body.
9. Approve any amendments or revisions to the risk assessment and risk management guidelines and practices of the Company.
10. Periodically meet with management to review matters pertaining to the Committee's authority.
11. Be available to consult with members of the Company's management on matters relating to any proposed financing transaction, investment or repurchase strategy to be pursued by the Company.
12. Review and assess the adequacy of this Charter periodically as conditions dictate, and recommend any modifications to this Charter if and when appropriate to the Board for its approval.

General

13. To the extent deemed necessary by the Committee, engage outside counsel, investment bankers, accountants and/or independent consultants to review any matter under its responsibility.

14. Take such other actions regarding matters under the Committee's authority that are in the best interests of the Company and its shareholders as the Committee shall deem appropriate or as shall otherwise be required by any Regulatory Body.

Last amended by the Finance Committee of the Board of Directors: February 5, 2004