

MICROS SYSTEMS, INC.

NOMINATING COMMITTEE

ORGANIZATION

This charter governs the functions of the Nominating Committee (“Committee”). The Committee is comprised of independent, non-employee directors of the Board of Directors (the “Board”).

PURPOSE

The Committee recommends candidates to fill vacancies on the Board and monitors the role and effectiveness of the Board and its committees.

DUTIES AND RESPONSIBILITIES

The Committee has the responsibility and authority to supervise and review the affairs of the Company as they relate to nominations of directors. The Committee is authorized to:

- Seek out appropriate candidates and recommend to the board nominees for election to the board; and receive and review recommendations for director candidates from all sources.
- Establish/construct and recommend to the board a “profile” of various attributes currently needed by the board that will form the basis for new nominees. These may include individual qualifications such as technical skills, areas of specialization, or specific background.
- Monitor the Company’s procedures for the receipt and consideration of director nominations by stockholders.
- Interview and otherwise examine director candidates and make recommendations to the Board regarding candidate selection.
- Review the performance and contributions of directors and monitor the role and effectiveness of the Board and its committees and oversee the Board’s evaluation of itself. Make appropriate recommendations to the board.
- Establish and recommend term limits for all directors.

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