

**CHARTER OF THE COMPENSATION AND NOMINATING COMMITTEE
OF THE BOARD OF DIRECTORS OF
MICROS SYSTEMS, INC.**

I. Purpose

The Compensation and Nominating Committee (the “Committee”) of the Board of Directors (“Board”) of MICROS Systems, Inc. (the “Company”) is appointed by, and generally acts on behalf of the Board. The Committee’s purposes are:

- A. To advise the Board regarding the structure and operations of the Board;
- B. To identify individuals qualified to serve as members of the Board, to recommend to the Board the director nominees for the next annual meeting of shareholders and to recommend to the Board individuals to fill vacancies on the Board;
- C. To recommend to the Board the responsibilities of each Board committee, the structure and operation of each Board committee and the director nominees for assignment to each Board committee;
- D. To oversee the Board’s evaluation of its performance and the performance of other Board committees;
- E. To periodically review the Company’s corporate governance guidelines;
- F. To establish compensation arrangements and incentive goals for executive officers and to administer the equity plans;
- G. To review the performance of the executive officers and award incentive compensation and adjust compensation arrangements as appropriate based upon performance; and
- H. To prepare the compensation committee report for inclusion in the Company’s annual proxy statement, in accordance with Securities and Exchange Commission regulations.

II. Membership

- A. The Committee shall be composed of at least two directors, each of whom must be independent. A director shall qualify as independent if the Board has affirmatively determined, consistent with the independence criteria set forth in the Company’s Corporate Governance Guidelines, that the member is independent.
- B. The members of the Committee shall be appointed by a majority of the Board and shall serve for one-year terms or until their successors are duly appointed, subject to their earlier resignation, retirement, or removal. No member of the Committee

shall be removed except by majority vote of the independent directors of the full Board then in office. The Board shall designate one member of the Committee to serve as Chairperson.

III. Meetings, Procedures and Funding

- A. The Committee shall meet as often as it may deem necessary and appropriate in its judgment, but in no event fewer than two times per year. A majority of the members of the Committee shall constitute a quorum.
- B. The Chairperson of the Committee or a majority of the members of the Committee may call a special meeting of the Committee.
- C. The Committee may delegate authority to one or more members of the Committee when appropriate, but no such delegation shall be permitted if the authority is required by a law, regulation or listing standard to be exercised by the Committee as a whole.
- D. The Committee may request that any directors, officers or employees of the Company, or other persons whose advice and counsel are sought by the Committee, attend any meeting to provide such information as the Committee requests.
- E. The Committee shall fix its own rules of procedure, which shall be consistent with the Bylaws of the Company and this Charter.
- F. The Committee shall keep written minutes of its meetings, which minutes shall be maintained with the books and records of the Company.
- G. The Committee shall report to the Board on the matters discussed at each meeting of the Committee.
- H. The Committee shall have access to internal advisors and all other resources within the Company to assist it in carrying out its duties and responsibilities.

IV. Duties and Responsibilities

The Committee shall have the following duties and responsibilities:

- A. Board Size and Composition
 - 1. Consider and recommend to the Board the appropriate size of the Board and the appropriate background, skills and attributes of Board members, so that the Board as a whole collectively possesses a broad range of skills, expertise, industry and other knowledge, and business and other experience useful to the effective oversight of the Company's business.

2. Recommend to the Board one member of the Board to serve as Chairperson of the Board. The Chairperson shall preside at all meetings of the Board and, in the absence of the Chief Executive Officer (“CEO”) (unless the Chairperson also is the CEO), at meetings of the shareholders. The director who is appointed Chairperson is appointed on an annual basis by at least a majority of the remaining directors.
3. Evaluate potential directors and recommend to the Board the director nominees of the Board to be elected by the shareholders at the Company’s next annual meeting of shareholders and, where applicable, recommend to the Board individuals to fill vacancies on the Board. The Committee shall implement the Board’s procedures for consideration of individuals recommended by Company shareholders for nomination as directors. The manner in which the Committee evaluates potential directors will be the same for candidates recommended by shareholders as for candidates recommended by others.

B. Evaluation of the Board and Board Committees

1. Oversee the evaluation of the Board and the other Board committees

C. General Corporate Governance Matters

1. Periodically review and assess the adequacy of the Company’s corporate governance guidelines and recommend any changes to the Board for its approval.
2. Consult with the CEO, as appropriate, and other Board members to assure that its decisions facilitate a sound relationship between and among the Board, Board committees, individual directors and management.

D. Compensation Plans and Programs

1. Develop and recommend to the Board compensation plans and programs for executive officers, including incentive and equity-based plans and programs, any appropriate employment contracts, special retirement benefits and severance or change in control arrangements.
2. Review the adequacy of such plans and programs for the executive officers, ensuring appropriate levels of incentive to management.
3. Administer the Company’s incentive and equity-based plans and programs.

E. Specific Compensation Amounts and Incentives

1. Establish annual base salary amounts for executive officers and, based upon discussions with the CEO in advance of the commencement of the fiscal year or as soon after commencement of the fiscal year as reasonably possible, annual incentive opportunity levels and the financial and any other goals to be met to earn annual and/or long-term incentive awards
2. Review and evaluate the performance and leadership of the CEO and, subject to existing contractual obligations, establish long-term incentive awards and compensation.
3. Review with the CEO his or her evaluation of the performance of the other executive officers and determine with the CEO the amounts of annual and any long-term incentive awards and any adjustments to the annual salary amounts based upon such performance and consistent with the achievement of the established goals.

F. Other Responsibilities

1. Review and reassess the adequacy of this Charter and recommend any proposed changes to the Board for its approval.
2. Review and discuss with management the annual Compensation Discussion and Analysis and, based on the review and discussions, recommend to the Board whether the Compensation Discussion and Analysis should be included in the Company's annual proxy statement or other applicable filing.
3. Prepare the compensation committee report for inclusion in the Company's annual proxy statement, in accordance with Securities and Exchange Commission regulations.
4. Perform any other activities consistent with this Charter, the Company's Certificate of Incorporation, the Company's Bylaws, and governing law, as the Committee or the Board deems necessary or appropriate.