

BEA SYSTEMS, INC.

CHARTER OF THE AUDIT COMMITTEE

Organization

The Audit Committee of BEA Systems, Inc. (the “Company”) is appointed by the Board of Directors (the “Board”) to assist the Board in monitoring (1) the integrity of the financial statements of the Company; (2) the compliance by the Company with legal and regulatory requirements and the Company’s Code of Conduct; and (3) the independence and performance of the Company’s internal and external auditors.

The Audit Committee also serves in an oversight role providing advice, counsel and direction to management and the independent auditors on the basis of the information it receives, discussions with the independent auditors and the experience of the Committee’s members in business, financial and accounting matters.

The Audit Committee is comprised of not less than three members who shall meet the independence and experience requirements as provided in the applicable Marketplace Rules of the NASDAQ Stock Market. The members of the Audit Committee, including the designation of the Chair of the Committee, shall be made by the full Board on an annual basis.

At least one member of the Audit Committee shall be a financial expert as defined by the Securities and Exchange Commission (the “SEC”). Audit Committee members are generally not expected to serve on the audit committees of more than two other public companies.

The Audit Committee shall have the authority to retain independent legal, accounting or other advisors as it deems appropriate to advise the Committee at the Company’s expense.

The Audit Committee shall meet as necessary, but not less than once per fiscal quarter. The Audit Committee shall make regular reports to the Board at the next Board of Directors Meeting following each quarterly Audit Committee meeting.

Responsibilities

The Audit Committee shall:

1. Review and reassess the adequacy of its charter annually and recommend any proposed changes to the Board for approval.
2. Review the annual audited financial statements with management and the independent auditor, including major issues regarding accounting and auditing principles and practices as well as the adequacy of internal controls that could significantly affect the Company’s financial statements. Recommend to the Board of Directors that the audited financial statements be included in the Annual Report and on Form 10-K.
3. Discuss with management the Company’s earnings press releases, including the use of “pro-forma” or “adjusted” non-generally accepted accounting principles (“GAAP”) information, as well as financial information and earnings guidance provided to analysts and rating agencies.
4. Review disclosures made to the Audit Committee by the Company’s Chief Financial Officer and Chief Executive Officer during their certification process for the Form 10-K and Form 10-Q concerning any significant deficiencies in the design or operation of internal controls or material weaknesses therein and any fraud involving management or other employees who have a significant role in the Company’s internal controls.

5. Review and discuss quarterly reports from the independent auditor on:
 - a. All critical accounting policies and practices to be used.
 - b. All alternative treatments of financial information within GAAP that have been discussed with management, ramifications of the use of such alternative disclosures and treatments, and the treatment preferred by the independent auditor.
 - c. Other material written communications between the independent auditor and management, such as any management letter or schedule of unadjusted differences.
6. Review with management and the independent auditor the effect of regulatory and accounting initiatives as well as off-balance sheet structures and certain transactions out of the ordinary on the Company's financial statements.
7. Review with management and the independent auditor the Company's quarterly financial statements prior to the filing of its Form 10-Q, including the results of the independent auditors' reviews of the quarterly financial statements.
8. Review with the independent auditor any problems or difficulties the auditor may have encountered in the course of the audit work, including any restrictions on the scope of activities or access to required information, and any disagreements with management.
9. Possess direct responsibility for the resolution of disagreements between management and the independent auditor regarding financial reporting.
10. Meet at least quarterly with the Chief Financial Officer, the lead internal auditor and the independent auditor in separate executive sessions.
11. Possess the sole authority to appoint or replace the independent auditor, which reports directly to the Audit Committee.
12. Review and evaluate with regular annual input from management the lead partner of the independent auditor team.
13. Ensure the rotation of the lead (or coordinating) audit partner having primary responsibility for the audit and the audit partner responsible for reviewing the audit as required by law.
14. Obtain and review a report from the independent auditor at least annually regarding (a) the independent auditor's internal quality-control procedures, (b) any material issues raised by the most recent internal quality-control review, or peer review, of the firm, or by any inquiry or investigation by governmental or professional authorities within the preceding five years respecting one or more independent audits carried out by the firm, (c) any steps taken to deal with any such issues, and (d) all relationships between the independent auditor and the Company. Evaluate the qualifications, performance and independence of the independent auditor, including considering whether the auditor's quality controls are adequate and the provision of permitted non-audit services is compatible with maintaining the auditor's independence, and taking into account the opinions of management and internal auditors. The Audit Committee shall present its conclusions with respect to the independent auditor to the Board
15. Possess direct responsibility for pre-approval of the estimated fees or structure of the fees to be paid to the independent auditor for audit services.
16. Possess direct responsibility for pre-approval of the retention of the independent auditor for any non-audit service and the estimated fee or structure of the fee for such service.

17. Meet with the independent auditor at the beginning of each fiscal year to review the planning, staffing and conduct of the annual audit process.
18. Review the annual performance evaluation and the appointment and replacement of the lead internal auditor.
19. Review the significant findings in the reports to management prepared by the internal auditor and management's responses.
20. Discuss with the independent auditor and management the internal audit function and responsibilities, budget and staffing and any recommended changes in the planned scope of the internal audit.
21. Obtain reports from management and the Company's lead internal auditor that the Company, including its subsidiary/foreign affiliated entities, are in conformity with applicable legal requirements and the Company's Code of Conduct, including disclosures of insider and affiliated party transactions.
22. Review with management and the independent auditor any correspondence with regulators or governmental agencies and any published reports, which raise material issues regarding the Company's financial statements or accounting policies.
23. Review with the Company's General Counsel legal matters that may have a material impact on the financial statements, the Company's compliance policies and any material reports or inquiries received from regulators or governmental agencies.
24. Review and approve the Company's procedures for the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls or auditing matters, and the confidential, anonymous submission by employees of concerns regarding questionable accounting or auditing matters.
25. Prepare the Audit Committee report required by the rules of the Securities and Exchange Commission to be included in the Company's annual proxy statement.

Limitation of Audit Committee's Role

While the Audit Committee has the responsibilities and powers set forth in this Charter, it is not the duty of the Audit Committee to plan or conduct audits or to determine that the Company's financial statements are complete and accurate and are in accordance with GAAP and applicable rules and regulations. These are the responsibilities of management and the independent auditor.