

## Attachment B



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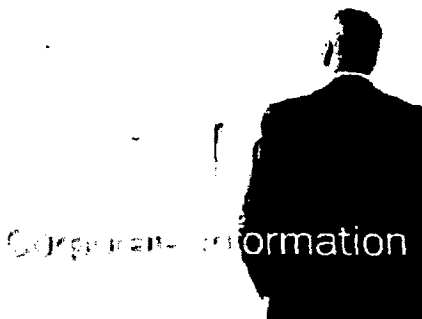
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# MSFT Investor Relations



## Microsoft Corporation

Founded in 1975, Microsoft (Nasdaq "MSFT") is the worldwide leader in software, services and Internet technologies for personal and business computing. The company offers a wide range of products and services designed to empower people through great software any time, any place and on any device.

### Microsoft Corporation Antitrust Compliance Committee Charter

## MICROSOFT CORPORATION ANTITRUST COMPLIANCE COMMITTEE CHARTER

### Role

The role of the Antitrust Compliance Committee of the Board of Directors (the "Committee") is to execute the duties assigned to the compliance committee in the Final Judgment entered by the District Court for the District of Columbia in State of New York et al. v. Microsoft Corp., No. 98-1232 (the "Final Judgment"), Section IV.B.1, and such other duties as are directed by the Board. Pursuant to the Final Judgment, the Committee is charged with hiring a Compliance Officer, who reports directly to the Committee and to the Company's Chief Executive Officer and may be removed by the CEO only with the concurrence of the Committee.

### Membership

The membership of the Committee consists of at least three directors who are not present or former employees of the Company. Each member is to be free of any relationship that, in the opinion of the Board, would interfere with his or her exercise of independent judgment. The Board appoints the chairperson.

### Responsibilities

The Committee's specific responsibilities in carrying out its oversight role are delineated in the Antitrust Compliance Committee Responsibilities Checklist appended to this Charter. In general, the Committee is responsible for overseeing the performance of the Compliance Officer, who is charged under the Final Judgment with developing and supervising Microsoft's internal programs and processes to ensure compliance with the antitrust laws and the Final Judgment. In the discharge of that function, the Compliance Officer is required to maintain a record of complaints received and actions taken by the Company with respect to them and to report credible evidence of violations of the Final Judgment to the Final Judgment plaintiffs. The Committee will receive regular reports from the Compliance Officer about the discharge of his or her duties, including a report on what

### Microsoft Corporation Quick Quote



	Mar	Apr	May	Jun
Last				26.88
Change				+0.73
%Change				+2.79%
Prv. Close				26.15
Day's Low				26.45
Day's High				26.93
Volume				95,091,851

Quote Provided by MSN Money

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internal compliance programs and processes are in place, complaints received and the Company's response to them, and violations reported to the Final Judgment Plaintiffs. The Committee can authorize the conduct of further inquiries into matters reported to it for the purpose of ensuring the adequacy of the Company's processes and programs for fulfilling its obligations under the Final Judgment and the antitrust laws.

The Committee relies on the expertise and knowledge of management, the Compliance Officer, and counsel in carrying out its oversight responsibilities. Management of the Company is responsible for conforming the Company's conduct to the dictates of the Final Judgment and the antitrust laws generally. The Compliance Officer is responsible for developing and supervising the Company's internal programs and monitoring the Company's compliance with the antitrust laws and the Final Judgment. Thus, it is not the duty of the Committee to plan or conduct compliance audits, to conduct investigations, or to assure compliance with the antitrust laws, the Final Judgment, or the Company's internal policies, procedures and controls. Rather, the Committee will oversee the work of the Compliance Officer and will receive reports from the Compliance Officer, the General Counsel and from other members of management about compliance with the Final Judgment and about other issues that may arise concerning the Company's compliance with antitrust and competition laws. The Committee will give guidance to the Compliance Officer and to management and will report regularly to the Board.

**Authority**

The Committee will have the resources and authority necessary to discharge its duties and responsibilities, including the authority to retain outside counsel or other experts or consultants, as it deems appropriate. Any communications between the Committee and legal counsel in the course of obtaining legal advice will be considered privileged communications of the Company and the Committee will take all necessary steps to preserve the privileged nature of those communications.

**Operations**

The Company will provide the Committee with a copy of the Final Judgment and such other additional information as the Committee may request in furtherance of the discharge of its duties and responsibilities.

The Committee is governed by the same rules regarding meetings (including meetings by conference telephone or similar communications equipment), action without meetings, notice, waiver of notice, and quorum and voting requirements as are applicable to the Board. It is authorized to adopt its own rules of procedure not inconsistent with (a) any provisions of the Resolution To Establish Antitrust Compliance Committee, (b) any provisions of the Bylaws of the Company, or (c) the laws of the state of Washington.

The Committee will cause to be kept adequate minutes of all its proceedings and will report its actions to the next meeting of the Board. All members of the Committee will be furnished with copies of the minutes of each Committee meeting.

Last Revised: March 9, 2003

**Microsoft Corporation Antitrust Compliance Committee Responsibilities Checklist**

		Q1	Q2	Q3	Q4	As Req'd
1.	The Committee will hire and approve the compensation and job description of a Compliance Officer to fulfill the duties of Section IV.B of the					X

	duties of Section IV.B of the Final Judgment.					
2.	At the CEO's request, the Committee will consult with the CEO about any proposed removal of the Compliance Officer and will offer either its concurrence or rejection of such removal, as provided in the Final Judgment.					X
3.	The Committee will meet regularly with the Compliance Officer, at least four times per year, to receive reports from the Compliance Officer and review the adequacy of the Company's internal controls, programs and processes for ensuring compliance with the Final Judgment and antitrust laws. The Committee may ask members of the Company's management and others to attend the meeting and provide pertinent information as necessary.	X	X	X	X	
4.	The agenda for Committee meetings will be prepared in consultation between the Committee chair (with input from the other Committee members) and the Compliance Officer.	X	X	X	X	X
5.	The Committee shall keep, or cause to be kept, adequate minutes of all proceedings occurring at each of its meetings and shall report to the Board any and all action taken by the Committee since the last meeting of the Board. All members of the Committee shall be furnished with copies of each meeting of the Committee.	X	X	X	X	X
6.	The Committee may meet with the Compliance Officer in executive session to discuss any matters that the Committee or the Compliance Officer believes should be discussed privately with the Committee.					X
7.	The Committee may meet with Company management in executive session to discuss any matters that the Committee or Company management believes should be discussed privately with the Committee.					X
8.	The Committee may review with the Compliance Officer and Company management					

	any significant findings with respect to the Company's compliance with the Final Judgment and management's response to any such findings.					X
9.	The Committee may conduct or authorize the conduct of further inquiry into matters reported to it for the purpose of discharging its duties and responsibilities and ensuring the adequacy of the Company's processes and programs for fulfilling its obligations under the Final Judgment and the antitrust laws.					X
10.	The Committee may consult with the Company's counsel about any matter pertinent to the Committee's discharge of its duties and responsibilities.					X
11.	The Committee may obtain the advice of outside counsel or other experts or consultants, as it deems appropriate.					X
12.	The Committee will verify that its members are free of any relationship that, in the opinion of the Board, would interfere with the member's individual exercise of his or her judgment.				X	
13.	The Committee will review and update the Committee Responsibilities Checklist annually.				X	
14.	The Committee will perform such other functions as assigned by law, the Company's charter, or bylaws, or the Board.					X

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