

**AMENDED AND RESTATED
MERCURY SYSTEMS, INC.
AUDIT COMMITTEE CHARTER**

PURPOSE

The primary purpose of the Audit Committee (the “Committee”) is to assist the Board of Directors (the “Board”) in fulfilling its responsibility to oversee (i) management’s conduct of the Company’s accounting and financial reporting processes, including review of financial reports and other financial information provided by the Company’s systems of internal accounting and financial controls, (ii) the annual independent audit of the Company’s financial statements, and (iii) the qualifications, independence, and performance of the Company’s outside auditor.

In discharging its oversight role, the Committee is empowered to investigate any matter brought to its attention with full access to all books, records, facilities, and personnel of the Company and the power to retain outside counsel, auditors, or other experts for this purpose.

The Committee shall meet as often as it determines is appropriate to carry out its responsibilities under this Charter, but not less frequently than quarterly. The Committee may form and delegate authority to subcommittees consisting of one or more of its members as the Committee deems appropriate to carry out its responsibilities and exercise its powers.

The Committee shall review and reassess the adequacy of this Charter on an annual basis.

MEMBERSHIP

The Committee shall be comprised of not less than three members of the Board. The members of the Committee shall meet the independence and experience requirements of applicable statutes and regulations, including the requirements of the Securities Exchange Act of 1934, as amended, and NASDAQ.

KEY RESPONSIBILITIES

The Committee’s job is one of oversight and it recognizes that the Company’s management is responsible for preparing the Company’s financial statements and that the outside auditor is responsible for auditing those financial statements. Additionally, the Committee recognizes that financial management, as well as the outside auditor, have more time, knowledge, and detailed information on the Company than do Committee members; consequently, in carrying out its oversight responsibilities, the Committee is not providing any expert or special assurance as to the Company’s financial statements or any professional certification as to the outside auditor’s work. In addition, it is not the duty of the Committee to conduct investigations or to assure compliance with laws and regulations or the Company’s Code of Business Conduct and Ethics.

The following functions shall be the common recurring activities of the Committee in carrying out its oversight function. These functions are set forth as a guide with the understanding that the Committee may diverge from this guide as appropriate given the circumstances.

1. The Committee shall review with management and the outside auditor the audited financial statements to be included in the Company's Annual Report on Form 10-K (or the Annual Report to Shareholders if distributed prior to the filing of Form 10-K), quarterly financial statements, and review and consider with the outside auditor the matters required to be discussed by the applicable requirements of the Public Company Accounting Oversight Board ("PCAOB"), as disclosed by the outside auditor to the Committee, to assist the Committee in fulfilling its oversight responsibilities.
2. As a whole, or through the Committee chair, the Committee shall review with the outside auditor the matters (if any) required to be discussed by the applicable requirements of the PCAOB in connection with the interim financial reviews conducted by the outside auditor to assist the Committee in fulfilling its oversight responsibilities; this review will occur prior to the Company's filing of each Quarterly Report on Form 10-Q.
3. To discuss with management and the outside auditor, as appropriate, prior to their release to the public, earnings press releases.
4. The Committee shall receive from time to time the outside auditor reports concerning:
 - a. all critical accounting policies and practices to be used;
 - b. all alternative treatments of financial information within generally accepted accounting principles that have been discussed with management of the Company, ramifications of the use of such alternative disclosures and treatments, and the treatment preferred by the outside auditor; and
 - c. other material written communications between the outside auditor and the management of the Company, such as any management letter or schedule of unadjusted differences.
5. The Committee shall discuss with management and the outside auditor:
 - a. the accounting policies of the Company which may be viewed as critical; the nature and extent of any significant changes in accounting principles or the applications thereof; significant judgment areas; significant risks and exposures and the steps management has taken to minimize such risks to the Company; and the quality and adequacy of the Company's internal controls, accounting policies, and estimates;
 - b. the terms and effects of any transactions with parties related to the Company which are significant in size or which involve terms or other aspects which differ from those which would likely be negotiated with an unaffiliated third party and which are material to an understanding of the Company's financial statements; and
 - c. the nature of any off-balance-sheet structures, including financial arrangements, and their potential impact on the Company and its financial statements.
6. The Committee shall:
 - a. request that the outside auditor provide the Committee with the written disclosures and the letter required by PCAOB Rule 3526 ("Rule 3526");
 - b. require that the outside auditor submit to the Committee at least annually a formal written statement describing all relationships between the outside auditor or any of its affiliates and the Company or persons in financial reporting oversight roles at the

Company that might reasonably be thought to bear on the independence of the outside auditor;

- c. discuss with the outside auditor the potential effects of any disclosed relationships or services on the objectivity and independence of the outside auditor;
- d. require that the outside auditor provide to the Committee written affirmation that the outside auditor is, as of the date of the affirmation, independent in compliance with PCAOB Rule 3520;
- e. based on the aforementioned disclosures, statements, discussions, and affirmations in (a) through (d) above, take or recommend that the Board take appropriate action in response to the outside auditor's report to satisfy itself of the outside auditor's independence. In addition, before approving the initial engagement of any outside auditor, the Committee shall receive, review, and discuss with the audit firm all information required by, and otherwise take all actions necessary for compliance with the requirements of, Rule 3526.

(Note: References to rules of the PCAOB shall be deemed to refer to such rules and to any substantially equivalent rules adopted to replace such rules, in each case as subsequently amended, modified, or supplemented.)

- f. preapprove all auditing and non-audit services provided to the Company by the outside auditor. The Committee may delegate to one or more of its members the authority to grant such preapprovals. The Committee chair may grant preapprovals between Committee meetings in an amount not to exceed \$100,000 per matter. Preapprovals granted by the Committee chair or any such delegate shall be presented to the full Committee at its next scheduled meeting; and
 - g. establish procedures for:
 - i. the receipt, retention, and treatment of complaints received by the Company regarding accounting, internal accounting controls, or auditing matters; and
 - ii. the confidential, anonymous submission by employees of the Company of concerns regarding questionable accounting or auditing matters.
 - h. Discuss with management the Company's risk assessment and risk management procedures related to accounting, internal control, financial, and tax risk exposures and steps taken by management to monitor and mitigate such exposures.
7. The Committee shall be directly responsible for the appointment, compensation, retention, and oversight of the work of the outside auditor (including resolution of disagreements between management and the outside auditor regarding financial reporting) for the purpose of preparing or issuing an audit report or related work or performing other audit, review, or attest services for the Company. The outside auditor shall report directly to the Committee.
8. The Committee will prepare the report required by the rules of the Securities and Exchange Commission to be included in the Company's annual proxy statement.
9. Based on the criteria set forth in Item 407(d)(3)(i) of Regulation S-K (or any successor provision) and, if so determined by the Committee, recommend to the Board of Directors that the audited financial statements for each fiscal year be included in the Company's Annual Report on Form 10-K in respect to such fiscal year.
10. The Committee shall conduct an appropriate review of all related party transactions

for potential conflict of interest situations on an ongoing basis and the approval of the Committee shall be required for all related party transactions. The term related party transaction shall have the meaning ascribed to it for purposes of Rule 5630 of NASDAQ (or any successor rule).

11. The Committee shall have the authority to engage and determine financing for independent counsel and other advisers as it determines necessary to carry out its duties. The Committee shall have the authority to incur such ordinary administrative expenses as are necessary or appropriate in carrying out its duties.
12. The Committee will perform such other functions as may be required by law, the Company's Articles of Organization, its By-laws or as the Board of Directors deems necessary or appropriate.

Adopted by the Board of Directors: July 28, 2015