

**AMENDED AND RESTATED
CHARTER FOR THE AUDIT COMMITTEE
OF THE BOARD OF DIRECTORS
OF MICROSTRATEGY INCORPORATED**

Purpose

The purpose of the Audit Committee of the Board of Directors (the “Board”) of MicroStrategy Incorporated (the “Company”), is to review the accounting and financial reporting process of the Company, the audits, both internal and external, of its financial statements, and the effectiveness of the Company’s controls over financial reporting. The Audit Committee will make such examinations as are necessary to monitor the accounting and financial reporting and the internal and external audits of the Company and its subsidiaries, to provide to the Board the results of its examinations and recommendations derived therefrom, to outline to the Board improvements made, or to be made, in internal accounting controls, to nominate an independent registered public accounting firm (hereinafter, the “independent auditor”), and to provide to the Board such additional information and materials as it may deem necessary to make the Board aware of significant financial matters that require Board attention.

In addition, the Audit Committee will undertake those specific duties and responsibilities listed below and such other duties as the Board from time to time prescribes.

Membership

The Audit Committee will consist of at least three (3) members of the Board, all of whom shall be independent, in accordance with applicable Nasdaq rules and Rule 10A-3(b) under the Securities Exchange Act of 1934, as amended (the “Exchange Act”) (subject to the exemptions provided in Rule 10A-3(c)), and shall not have participated in the preparation of the financial statements of the Company or any current subsidiary of the Company at any time during the past three years. The members of the Audit Committee will be appointed by and will serve at the discretion of the Board. The members of the Audit Committee shall each have the ability to read and understand fundamental financial statements, including the Company’s balance sheet, income statement, and cash flow statement. In addition, at least one (1) member of the Audit Committee shall have past employment experience in finance or accounting, requisite professional certification in accounting, or any other comparable experience or background that results in the individual’s financial sophistication, including being or having been a chief executive officer, chief financial officer, or other senior officer with financial oversight responsibilities. Unless otherwise determined by the Board (in which case disclosure of such determination shall be made in the Company’s annual report filed with the Securities Exchange Commission (“SEC”)), at least one (1) member of the Audit Committee shall be an “audit committee financial expert” (as defined and required by applicable SEC rules).

The compensation of Audit Committee members shall be as determined by the Board (or a committee thereof other than the Audit Committee). No member of the Audit Committee may receive, directly or indirectly, any consulting, advisory or other compensatory fee from the Company or any of its subsidiaries other than fees paid in his or her capacity as a member of the Board or a committee of the Board.

Responsibilities of the Audit Committee

The Audit Committee shall assist the Board in fulfilling its responsibilities to shareholders concerning the Company’s accounting and financial reporting practices and audits of the Company’s financial statements, and shall facilitate open communication between the Audit Committee, Board, independent auditor, and management. The Audit Committee shall discharge its responsibilities, and shall assess the information provided by the Company’s management and the independent auditor, in accordance with its business judgment. The responsibilities set forth herein do not reflect or create any duty or obligation of the Audit Committee to plan, conduct, oversee, or determine the appropriate scope of any audit or to determine that the Company’s financial statements are complete, accurate, fairly presented, or in accordance with Generally Accepted Accounting Principles in the United States or applicable law, or to guarantee the independent auditor’s reports. In exercising its business judgment, the Audit Committee shall rely on the information and advice provided by the Company’s management and/or its independent auditor. Management is responsible for the preparation, presentation, and integrity of the Company’s financial statements, for the appropriateness of the accounting principles and reporting policies that are used by the Company and for establishing and maintaining adequate internal control over financial reporting. The independent auditor is responsible for auditing the Company’s financial statements and the Company’s internal control over financial reporting and for reviewing the Company’s unaudited interim financial statements.

1. The Audit Committee shall review and reassess the adequacy of this Charter at least annually.
2. The independent auditor shall be accountable to the Audit Committee, which shall have the sole authority and responsibility to select, evaluate, and (where appropriate) replace the independent auditor. The Audit Committee may, in its discretion, seek stockholder ratification of the independent auditor the Audit Committee selects.
3. The Audit Committee shall have sole and direct responsibility for setting the compensation of the independent auditor. The Audit Committee is empowered, without further action by the Board, to cause the Company to pay the compensation of the independent auditor established by the Audit Committee.
4. The Audit Committee shall preapprove all audit services to be provided to the Company, whether provided by the independent auditor or other firms, and all other services (review, attest, and non-audit) to be provided to the Company by the independent auditor; provided, however, that de minimis non-audit services may instead be approved in accordance with applicable SEC rules. In situations where such a preapproval is needed between regularly scheduled Audit Committee meetings, the Chairperson of the Audit Committee (the "Chair") shall have the authority to consider and, if appropriate, preapprove audit, review, attest, and non-audit services. Any decision by the Chair to preapprove audit, review, attest, or non-audit services shall be presented to the full Audit Committee at its next scheduled meeting. The Audit Committee shall require the Company to make required disclosure in its SEC periodic reports relating to the approval by the Audit Committee of audit, review, attest, and non-audit services to be performed by the independent auditor and the fees paid by the Company for such services.
5. The Audit Committee shall ensure that it receives and reviews from the independent auditor the written disclosures and letter from the independent auditor required by the Public Company Accounting Oversight Board (the "PCAOB") regarding the independent auditor's communications with Audit Committee concerning independence.
6. The Audit Committee shall discuss with the independent auditor its independence and shall actively engage in a dialogue with the independent auditor regarding any disclosed relationships or services that might impact the objectivity and independence of the independent auditor. The Audit Committee shall take, or recommend that the Board take, appropriate action to oversee the independence of the independent auditor.
7. The independent auditor shall report directly to the Audit Committee, and the Audit Committee shall have sole and direct responsibility for overseeing the independent auditor, including resolution of disagreements between Company management and the independent auditor regarding financial reporting. In connection with its oversight role, the Audit Committee shall, from time to time as appropriate, receive and consider the reports and other communications required to be made by the independent auditor regarding:
 - A. critical accounting policies and practices;
 - B. alternative treatments within generally accepted accounting principles for policies and practices related to material items that have been discussed with Company management, including 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 Company management; and
 - D. any other matters addressed in the applicable auditing standards of the PCAOB (the "PCAOB Auditing Standards").
8. The Audit Committee shall discuss with the independent auditor the independent auditor's judgments about the quality, not just the acceptability, of the Company's accounting principles as applied to its financial reporting. The discussion shall include such issues as the clarity of the Company's financial disclosures and the degree of aggressiveness or conservatism of the Company's accounting principles and underlying estimates and other significant decisions made by management in preparing the financial disclosure.
9. The Audit Committee shall review and discuss with the Company's management the Company's audited financial statements.
10. The Audit Committee shall discuss with the independent auditor the Company's audited financial statements and the matters required to be discussed by the PCAOB Auditing Standards.

11. Based upon its discharge of its responsibilities pursuant to items 5 through 10 above and any other information, discussion, or communication that the Audit Committee in its business judgment deems relevant, the Audit Committee shall consider whether it will recommend to the Board that the Company's audited financial statements be included in the Company's annual report on Form 10-K.
12. The Audit Committee shall prepare for inclusion where necessary in a proxy or information statement of the Company relating to an annual meeting of security holders at which directors are to be elected (or special meeting or written consents in lieu of such meeting), the report described in Item 407(d) of Regulation S-K.
13. The Audit Committee shall annually inform the Company's independent auditor, Chief Financial Officer ("CFO"), Chief Accounting Officer ("CAO")/Controller, and the most senior Company employee (the "Company Internal Audit Lead") directly responsible for the Company's internal audit function ("Internal Audit") and the lead engagement partner with the external accounting firm responsible for Internal Audit (the "Internal Audit Service Provider") that they should promptly contact the Audit Committee or its Chair about any significant issue or disagreement concerning the Company's accounting practices or financial statements that is not resolved to their satisfaction. Where such communications are made to the Chair, he or she shall confer with the independent auditor concerning any such communications and shall notify the other members of the Audit Committee of any communications that the independent auditor or the Chair, in the exercise of his or her business judgment, believes should be considered by the Audit Committee prior to its next scheduled meeting.
14. The Audit Committee shall direct the independent auditor to use its best efforts to perform all reviews of interim financial information prior to disclosure by the Company of such information, and to discuss promptly with the Chair and the CFO any matters identified in connection with the independent auditor's review of interim financial information that are required to be discussed by applicable accounting rules and standards. The Chair shall discuss any such matters with the independent auditor, and shall notify the other members of the Audit Committee of any discussions that the independent auditor or the Chair, in the exercise of his or her business judgment, believes should be considered by the Audit Committee prior to disclosure or filing of the interim financial information or the Audit Committee's next scheduled meeting.
15. The Audit Committee shall direct management to advise the Audit Committee in the event that the Company proposes to publicly disclose or file interim financial information prior to completion of review by the independent auditor.
16. The Audit Committee shall coordinate the Board's oversight of the Company's internal control over financial reporting, disclosure controls and procedures, and Code of Conduct. The Audit Committee shall receive and review the certifications of the Company's Chief Executive Officer ("CEO") and CFO required by Rule 13a-14 under the Exchange Act.
17. The Audit Committee shall coordinate the Board's oversight of risk assessment and management, including data privacy and cybersecurity. Such oversight includes reviewing and discussing with management guidelines and policies to govern the process by which the Company's exposure to risk is handled and the potential impact of risk exposures on the Company's business, financial results, and operations.
18. The Audit Committee shall establish procedures for (i) the receipt, retention, and treatment of complaints received by the Company or any of its subsidiaries regarding accounting, internal accounting controls, or auditing matters, and (ii) the confidential, anonymous submission by employees of the Company or any of its subsidiaries of concerns regarding questionable accounting or auditing matters.
19. The Audit Committee shall conduct appropriate review and oversight of all "Related Person Transactions" (as defined in the Company's Related Person Transaction Policy) that are required to be reported under Item 404 of Regulation S-K on an ongoing basis and all such transactions shall be approved or, if the Audit Committee deems appropriate, ratified by the Audit Committee in accordance with the Related Person Transactions Policy.
20. The Audit Committee shall meet privately at least once per year with the (i) independent auditor, (ii) CFO, (iii) CAO/Controller, and (iv) Company Internal Audit Lead. The Audit Committee shall meet at least quarterly with the Internal Audit Service Provider to discuss and evaluate the assessments by Internal Audit of the Company's risk management processes and system of internal control over financial reporting.
21. The Audit Committee shall have the authority, without further action by the Board, to engage and determine funding for such independent legal, accounting, and other advisors as it deems necessary or appropriate to carry out its responsibilities. Such independent advisors may be the regular advisors to the Company. The Audit Committee is empowered, without

further action by the Board, to cause the Company to pay the compensation of such advisors as established by the Audit Committee.

22. The Audit Committee is empowered, without further action by the Board, to cause the Company to pay the ordinary administrative expenses of the Audit Committee that are necessary or appropriate in carrying out its duties.
23. The Audit Committee shall review and reassess the adequacy of the Company's Code of Ethics for Designated Senior Financial Managers at least annually.
24. The Audit Committee shall take any actions that, in its sole discretion, it deems appropriate or necessary in order to assure the effectiveness, independence, and objectivity of Internal Audit. These actions include, but are not limited to:
 - A. annually reviewing and assessing Internal Audit's (i) assessments of the Company's risk management processes and system of internal control over financial reporting and (ii) budget for the current fiscal year (and reviewing and assessing any changes to any of the items referenced in the foregoing clauses);
 - B. annually reviewing and approving Internal Audit's audit plan for the current fiscal year;
 - C. annually reviewing and reassessing the Internal Audit Charter, as amended;
 - D. periodically reviewing and, in consultation with the Company's management, assessing the overall progress and effectiveness of Internal Audit in meeting the goals and objectives set forth in the audit plan for the current fiscal year (including any subsequent revisions thereto);
 - E. periodically, but no less than once every five years, engaging a qualified independent assessor or assessment team to conduct an external assessment of Internal Audit in conformity with the applicable *International Standards for the Professional Practice of Internal Auditing* (and *Interpretations* thereof); and
 - F. reviewing and assessing management's decisions regarding the:
 - (i) appointment, dismissal, and replacement of the Company Internal Audit Lead or the Internal Audit Service Provider;
 - (ii) annual evaluation of the performance of the Company Internal Audit Lead, the Internal Audit Service Provider, and Internal Audit;
 - (iii) compensation of the Company Internal Audit Lead; and
 - (iv) engagement, compensation, and budget of the external accounting firm responsible for Internal Audit.
25. Management shall timely inform the Chair of the retirement, termination, or resignation of any Designated Senior Financial Manager (as defined in the Company's Code of Ethics for Designated Senior Financial Managers). The Chair may request an exit interview with such Designated Senior Financial Manager to be conducted by one or more members of the Audit Committee. The purpose of this interview is to invite the Designated Senior Financial Manager to share his or her concerns, criticisms, and recommendations for improvement, as they relate to:
 - A. the design and implementation of the Company's financial accounting and reporting policies, practices, or procedures;
 - B. the effectiveness of the Company's system of internal controls over financial reporting;
 - C. the effectiveness of the Audit Committee; and
 - D. any other matters that relate to the responsibilities of the Audit Committee, as outlined in items 1 through 24 of this section entitled "Responsibilities of the Audit Committee."

Meetings

The Audit Committee will meet at least four (4) times each year. The Audit Committee may establish its own meeting schedule that it will provide to the Board in advance.

The Audit Committee will meet separately with each of the CEO and CFO at least annually to review the financial affairs of the Company. The Audit Committee will meet with the independent auditor of the Company, at such times as the Audit Committee deems appropriate, to review the independent auditor's examination and management report.

Reports

The Audit Committee will record its summaries of recommendations to the Board in written form, which will be incorporated as a part of the minutes of the Board's meeting at which those recommendations are presented.

The Audit Committee shall report to the Board any development that the Audit Committee believes may have a potential adverse effect on the quality or integrity of the Company's financial statements and reports, the performance and independence of the Company's independent auditor, or the effectiveness of Internal Audit.

Following the close of each fiscal year, the Chair shall prepare, and the Audit Committee shall approve, a written report to the Board. This report shall summarize the activities of the Audit Committee in fulfilling its duties and responsibilities, as set forth in this Charter, with respect to the Company's immediately preceding fiscal year and through the date on which the Audit Committee formally submits its recommendation regarding the inclusion of the Company's audited financial statements for such fiscal year in the Company's annual report on Form 10-K with respect to such fiscal year.

Minutes

The Audit Committee will maintain written minutes of its meetings, which minutes will be filed with the minutes of the meetings of the Board.

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This Charter was duly adopted and approved by the Board of Directors of MicroStrategy Incorporated by Action by the Sole Director on September 15, 1997. This Charter was duly amended by the Board of Directors by Written Action of Directors in Lieu of a Meeting dated July 3, 2000. This Charter was duly amended and restated by the Board of Directors by resolutions adopted on July 16, 2001. This Charter was duly amended and restated by the Board of Directors by resolutions adopted on April 24, 2003. This Charter was duly amended and restated by the Board of Directors by resolutions adopted on April 22, 2004. This Charter was duly amended and restated by the Board of Directors by resolutions adopted on April 26, 2005. This Charter was duly amended and restated by the Board of Directors by resolutions adopted on January 26, 2006. This Charter was duly amended and restated by the Board of Directors by resolutions adopted on January 22, 2007. This Charter was duly amended and restated by the Board of Directors by resolutions adopted on April 29, 2008. This Charter was duly amended and restated by the Board of Directors by resolutions adopted on April 28, 2009. This Charter was duly amended and restated by the Board of Directors by resolutions adopted on July 30, 2010. This Charter was duly amended and restated by the Board of Directors by resolutions adopted on April 25, 2013. This Charter was duly amended and restated by the Board of Directors by resolutions adopted on January 24, 2020. This Charter was duly amended and restated by the Board of Directors by resolutions adopted on October 23, 2020.