

This document is important. If you are in any doubt about what action you should take, you are recommended to consult your financial adviser. If you have sold or transferred all your ordinary shares, you should send this document and the enclosed Proxy Form to the purchaser, or to the stockbroker or other agent through whom the sale or transfer was transacted, for transmission to the purchaser or transferee.

Registered number: 1360027 England
Registered office:
One Kingdom Street
Paddington
London W2 6BL

To Misys plc ordinary shareholders

Dear Shareholder

Annual General Meeting of Misys plc (the 'Company')

I have pleasure in sending you the Notice of this year's Annual General Meeting which will be held at The Lincoln Centre, 18 Lincoln's Inn Fields, London WC2A 3ED on **Tuesday 30 September 2008 at 12 noon**. There will be an opportunity to meet Directors after the meeting.

Accompanying this Circular are a copy of the Company's Annual Report and Financial Statements, and a Proxy Form for use at the Annual General Meeting. Your vote is important to us. Even if you are unable to attend the meeting in person, you can still vote by appointing a proxy, and I urge you to complete and return your Proxy Form by post, or alternatively register your proxy appointment electronically by:-

- using the CREST electronic proxy appointment service, principally for institutional investors, or
- visiting the website of our registrar, Equiniti, on www.sharevote.co.uk If you are a private shareholder wishing to appoint a proxy, do please take advantage of the facility to do so electronically via www.sharevote.co.uk. All you need is the Voting ID, Task ID and Shareholder Reference Number given on the Proxy Form.

Further details regarding the appointment of proxies are given on pages 04 to 05.

The formal Notice of the Annual General Meeting is on pages 03 to 04.

The meeting will transact a number of items of special business which are explained in the explanatory notes to the Notice of the Annual General Meeting and the appendices to this letter. In particular, the Directors are proposing the adoption of two new share plans, the main terms of which are summarised in Appendix 1 and Appendix 2. In addition, there is a proposal for the adoption of new articles of association, primarily to take account of changes in English company law: a summary of the changes introduced in the new articles is set out in the explanatory notes.

Proposed New Share Plans

The two new share plans which are being proposed are the Misys Omnibus Share Plan (the 'Omnibus Plan') and the Misys Share Incentive Plan (the 'SIP').

The Omnibus Plan is being introduced as the Company's long-standing executive share option and long-term incentive share plans expire in September 2008. This has prompted the Remuneration Committee to undertake a comprehensive redesign of all incentive plans.

The Remuneration Committee focused on a number of key objectives in its redesign of incentives including:-

- greater emphasis on line of sight performance metrics, which will assist in incentivising the achievement of a significant business turnaround;
- aligning the interests of executives and other key contributors with the interests of shareholders in the medium to long term.

The Remuneration Committee's intention is to retain the overall reward package at existing levels whilst delivering these objectives. To achieve this we are proposing to re-shape incentive arrangements to reward delivery in the short, medium and the longer term in line with our turnaround. We propose to achieve this as follows:-

- maintain the annual bonus and deferred share element of annual bonus at their current size;
- as part of the Omnibus Plan, introduce a new share match of up to 1:1 on the deferred share element of annual bonus. Vesting of these awards will be subject to operating profit and revenue targets;
- replace the expiring long-term share incentive and share option plans with the Omnibus Plan that can deliver awards of a given expected value in a mix of performance shares and options, but reducing the value of awards, from current levels, under the Omnibus Plan to take into account the expected value of the new performance share match on the deferred bonus;
- awards of performance shares or share options under the Omnibus Plan will be subject to an earnings per share growth performance target. There will also be an 'underpinning' performance condition such that awards will only vest to the extent the Remuneration Committee at its discretion considers appropriate, bearing in mind the overall results of the Company over the performance period, including its business and shareholder value performance;
- the performance targets under the Omnibus Plan will be reviewed and amended as appropriate each year to take into account the evolution of the Company. The initial targets have been selected to promote the success of the turnaround. As the Company approaches the end of the turnaround, expected by 2011, the Remuneration Committee will set the performance targets and operate the Omnibus Plan in a manner appropriate for the Company at that time and in light of UK governance guidelines.

The Company also wishes to establish the SIP which is an all-employee share ownership plan. The SIP will be a standard HMRC approved share incentive plan in the UK. Equivalent arrangements (which may benefit from similar local tax advantages) will be established in other countries.

Recommendation

The Directors consider that the proposals described in the Circular are in the best interests of the Company and its shareholders as a whole and recommend that you vote in favour of all proposed resolutions at the Annual General Meeting, as they intend to do in respect of their own beneficial holdings.

I look forward to seeing you at The Lincoln Centre on 30 September.

Yours sincerely

Sir Dominic Cadbury
Chairman

23 August 2008

Notice of Annual General Meeting

NOTICE IS HEREBY GIVEN THAT THE 2008 ANNUAL GENERAL MEETING OF MISYS PLC WILL BE HELD AT THE LINCOLN CENTRE, 18 LINCOLN'S INN FIELDS, LONDON WC2A 3ED, ON TUESDAY 30 SEPTEMBER 2008 AT 12 NOON, FOR THE FOLLOWING PURPOSES:

Ordinary business

- 01 To receive the Report of the Directors and the audited Financial Statements for the year ended 31 May 2008, together with the Report of the Auditors thereon.
- 02 To approve the Remuneration Report for the year ended 31 May 2008.
- 03 To declare a final dividend of 4.95p per ordinary share, payable in cash to all shareholders on the register at the close of business on 1 August 2008.
- 04 To re-elect Al-Noor Ramji as a Director of the Company.
- 05 To re-appoint PricewaterhouseCoopers LLP as auditors of the Company to hold office until the conclusion of the next general meeting at which accounts are laid before the Company and authorise the Directors to determine their remuneration.

Special business

To consider and, if thought fit, pass resolutions 07, 08 and 10 as special resolutions and the remainder as ordinary resolutions:

06 That:

- a) in accordance with article 6 of the Articles of Association of the Company, the Directors be authorised to allot relevant securities up to a maximum nominal amount of £1,679,761 during the period expiring at the conclusion of the 2009 Annual General Meeting or, if earlier, on 1 December 2009; and
- b) all previous unutilised authorities under section 80 of the Companies Act 1985 shall cease to have effect (save to the extent that the same are exercisable pursuant to section 80(7) of the Companies Act 1985 by reason of any offer or agreement made prior to the date of this resolution which would or might require relevant securities to be allotted on or after that date).

07 That:

- a) in accordance with article 7 of the Articles of Association of the Company, the Directors be given power to allot equity securities for cash and, for the purposes of paragraph (1)(b) of that article, this power shall be limited to a nominal amount of £275,863 and shall expire at the conclusion of the 2009 Annual General Meeting or, if earlier, on 1 December 2009; and
- b) the power given to the Directors by this resolution be extended to sales for cash of any shares which the Company may hold as Treasury shares; and
- c) all previous unutilised authorities under section 95 of the Companies Act 1985 shall cease to have effect.

08 That the Company be and is hereby generally and unconditionally authorised to make market purchases (within the meaning of section 163(3) of the Companies Act 1985) of ordinary shares in the capital of the Company, subject to the following restrictions and provisions:

- a) ordinary shares are hereby authorised to be purchased up to a maximum nominal value of £503,928;
- b) the minimum price which may be paid for an ordinary share is an amount (exclusive of expenses) equal to the nominal value of such a share;
- c) the maximum price which may be paid for an ordinary share is an amount (exclusive of expenses) equal to 105% of the average of the middle market quotations for an ordinary share, as derived from the London Stock Exchange Daily Official List, for each of the five dealing days immediately preceding the day on which the ordinary share is purchased and the amount stipulated by the Buy-back and Stabilisation Regulation 2003;
- d) unless previously revoked or varied, this authority shall expire at the conclusion of the 2009 Annual General Meeting of the Company or, if earlier, on 1 December 2009;
- e) the Company may make a contract to purchase ordinary shares under this authority before the expiry of such authority, which will or may be executed wholly or partly after the expiry of such authority, and may make a purchase of ordinary shares pursuant to any such contract; and
- (f) all existing authorities for the Company to make market purchases of ordinary shares are revoked, except in relation to the purchase of shares under a contract or contracts concluded before the date of this resolution and which has not yet been executed.

09 That the Company and any company which is or becomes a wholly owned subsidiary of the Company during the period to which this resolution relates be and is hereby authorised in accordance with section 366 of the Companies Act 2006:

- a) to make donations to EU political organisations not exceeding £50,000 in total; and
- b) to incur EU political expenditure not exceeding £50,000 in total,

and that such authority shall expire at the conclusion of the 2009 Annual General Meeting of the Company.

For the purposes of this resolution the terms 'donations', 'EU political organisations' and 'EU political expenditure' have the meanings given to them in sections 363 to 365 of the Companies Act 2006.

Notice of Annual General Meeting (continued)

- 10 That with effect from 1 October 2008 the articles of association produced to the meeting and signed by the Chairman for the purposes of identification be approved and adopted as the articles of association of the Company (the 'New Articles') in substitution for and to the exclusion of the current articles of association of the Company.
- 11 That the Directors be and are hereby authorised to establish The Misys Omnibus Share Plan (the 'Omnibus Plan'), a copy of the draft rules of which has been produced to the meeting and initialled by the Chairman (for the purpose of identification only) and a summary of the main provisions of which is set out in Appendix 1 to the letter to shareholders dated 23 August 2008.
- 12 That the Directors be and are hereby authorised to establish schedules to or further share plans based on the Omnibus Plan but modified to take account of local tax, exchange control or securities laws in overseas territories provided that any shares made available under any such schedules or further plans are treated as counting against the limits on individual and overall participation in the Omnibus Plan.
- 13 That the Directors be and are hereby authorised to establish The Misys Share Incentive Plan (the 'SIP'), a copy of the draft rules of which has been produced to the meeting and initialled by the Chairman (for the purpose of identification only) and a summary of the main provisions of which is set out in Appendix 2 to the letter to shareholders dated 23 August 2008, and the Directors be and are hereby authorised to do all such acts and things as may be necessary or expedient to give effect to the SIP, including amending the rules of the SIP in such a manner as may be necessary to ensure that the SIP is approved by HM Revenue & Customs.
- 14 That the Directors be and are hereby authorised to establish schedules to or further share plans based on the SIP but modified to take account of local tax, exchange control or securities laws in overseas territories (which can specifically include a French sub-plan) provided that any shares made available under any such schedules or further plans are treated as counting against the limits on individual and overall participation in the SIP.

By Order of the Board

Dan Fitz
Company Secretary
23 August 2008

Registered Office:
One Kingdom Street
Paddington
London W2 6BL

Registered in England No. 1360027

NOTES

- 01 A member is entitled to appoint a proxy to exercise all or any of his rights to attend and to speak and vote instead of him at the meeting. A member may appoint more than one proxy in relation to a meeting provided that each proxy is appointed to exercise the rights attached to a different share or shares held by him. A proxy need not be a member of the Company.
- 02 To be valid a proxy form, one of which is enclosed, must be lodged with the Company's registrar, Equiniti, not later than 12 noon on 28 September 2008 or 48 hours before the time for holding any adjourned meeting. The appointment of a proxy does not prevent a member from attending the meeting and voting in person, in which case any votes of the proxy will be superseded.
- 03 Members may submit their proxies electronically at www.sharevote.co.uk using the Voting ID, Task ID and Shareholder Reference Number given on the Proxy Form.
- 04 CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the Annual General Meeting ('AGM') to be held on 30 September 2008 and any adjournment(s) thereof by using the procedures described in the CREST Manual. CREST Personal Members or other CREST sponsored members, and those CREST members who have appointed a voting service provider(s), should refer to their CREST sponsor or voting service provider(s) who will be able to take the appropriate action on their behalf.

In order for a proxy appointment or instruction made using the CREST service to be valid, the appropriate CREST message (a 'CREST Proxy Instruction') must be properly authenticated in accordance with CRESTCo's specifications and must contain the information required for such instructions, as described in the CREST Manual. The message, regardless of whether it constitutes the appointment of a proxy or an amendment to the instruction given to a previously appointed proxy, must, in order to be valid, be transmitted so as to be received by the issuer's agent (ID RA19) by the latest time(s) for receipt of proxy appointments specified in the notice of meeting. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST Applications Host) from which the issuer's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means.

CREST members, and where applicable their CREST sponsors or voting service provider(s), should note that CRESTCo does not make available special procedures in CREST for any particular messages. Normal system timings and limitations will therefore apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST

Notice of Annual General Meeting (continued)

member concerned to take (or, if the CREST member is a CREST personal member or sponsored member or has appointed a voting service provider(s), to procure that his CREST sponsor or voting service provider(s) takes) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST members and, where applicable, their CREST sponsors or voting service provider(s) are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.

The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35 (5) (a) of the Uncertificated Securities Regulations 2001.

- 05 Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001, only those members registered on the register of shareholders of the Company at 6.00 pm on 28 September 2008 shall be entitled to attend or vote at the meeting in respect of the number of shares registered in their names at that time. Changes to entries on the register after 6.00 pm on 28 September 2008 shall be disregarded in determining the rights of any person to attend or vote at the meeting.
- 06 A person to whom this notice is sent who is a person nominated under section 146 of the Companies Act 2006 to enjoy information rights (a 'Nominated Person') may, under an agreement between him/her and the shareholder by whom he/she was nominated, have a right to be appointed (or to have someone else appointed) as a proxy for the AGM. If a Nominated Person has no such proxy appointment right or does not wish to exercise it, he/she may, under any such agreement, have a right to give instructions to the shareholder as to the exercise of voting rights.
- 07 The statement of the rights of members in relation to the appointment of proxies in notes 01, 02 and 03 above does not apply to a Nominated Person. The rights described in these notes can only be exercised by registered members of the Company.
- 08 Nominated persons are reminded that they should contact the registered holder of their shares (and not the Company) on matters relating to their investments in the Company.
- 09 Copies of executive Directors' service contracts and non-executive Directors' letters of appointment are available for inspection at the Company's registered office during normal business hours and may also be inspected on the day of the meeting at the place of the AGM from 11.45 am until the conclusion of the meeting.
- 10 A copy of the Misys Omnibus Share Plan, of the Misys Share Incentive Plan, and of the New Articles will be available for inspection at the offices of Pinsent Masons, CityPoint, One Ropemaker Street, London, EC2Y 9AH during normal business hours from the date of this Notice until the conclusion of the meeting and at the place of the AGM for at least 15 minutes before and during the meeting.
- 11 As at 5 August 2008 (being the latest practicable date prior to publication of this Notice) the Company's issued share capital consists of 551,727,036 ordinary shares carrying one vote each, of which 47,798,690 are held in Treasury. Therefore, the total exercisable voting rights in the Company as at 5 August 2008 are 503,928,346.
- 12 In order to facilitate voting by corporate representatives at the meeting, arrangements will be put in place at the meeting so that (i) if a corporate shareholder has appointed the chairman of the meeting as its corporate representative to vote on a poll in accordance with the directions of all of the other corporate representatives for that shareholder at the meeting, then on a poll those corporate representatives will give voting directions to the chairman and the chairman will vote (or withhold a vote) as corporate representative in accordance with those directions; and (ii) if more than one corporate representative for the same corporate shareholder attends the meeting but the corporate shareholder has not appointed the chairman of the meeting as its corporate representative, a designated corporate representative will be nominated, from those corporate representatives who attend, who will vote on a poll and the other corporate representatives will give voting directions to that designated corporate representative. Corporate shareholders are referred to the guidance issued by the Institute of Chartered Secretaries and Administrators on proxies and corporate representatives (www.icsa.org.uk) for further details of this procedure. The guidance includes a sample form of appointment letter if the chairman is being appointed as described in (i) above.

Explanatory notes

Resolution 04 – Director seeking re-election

Al-Noor Ramji is seeking re-election to the Board in accordance with the Company's articles of association and his biographical details, and his skills, knowledge and experience, are set out below.

Non-executive Director (54)

Appointed a non-executive Director in February 2005. Al-Noor Ramji is Chief Executive Officer of BT Design, BT plc. Prior to joining BT in 2004, he was Executive Vice President, CIO and Chief e-Commerce Officer at Qwest Communications. From 1996 to 2001 Al-Noor was Global CIO at Dresdner Kleinwort Benson, prior to which he held a number of senior IT and business positions in CSFB and UBS. His extensive knowledge of, and insight into, the software industry, are very valuable to the Board. Following formal performance evaluation earlier in the year, the Chairman is pleased to confirm that the Mr Ramji's performance continues to be effective and demonstrates commitment to the role.

Resolution 06 – Renewal of authority to allot shares

Resolution 06 renews the Directors' authority to allot shares up to a maximum nominal amount of £1,679,761. This represents 33.3% of the issued ordinary share capital of the Company (excluding Treasury shares) at 5 August 2008. At that date 47,798,690 shares were held in Treasury, representing 9.49% of the issued ordinary share capital of the Company (excluding Treasury shares). This authority expires at the conclusion of the 2009 Annual General Meeting of the Company or, if earlier, on 1 December 2009. The Directors do not have any present intention of exercising this authority, other than for the purposes of the Company's employee share plans and in relation to the issue of ordinary shares to the Trustee of the Misys Employees' Share Trust.

Resolution 07 – Renewal of power to allot shares for cash

Resolution 07 renews the power of the Directors to allot ordinary shares, and sell Treasury shares, for cash without first offering them to existing shareholders on a pro rata basis. The limit on the nominal value of ordinary shares which may be so allotted or sold by the Directors (other than in connection with a rights issue, open offer or similar) is £275,863 and represents 5% of the issued ordinary share capital of the Company (including Treasury shares) at 5 August 2008. This power expires at the conclusion of the 2009 Annual General Meeting of the Company or, if earlier, on 1 December 2009. The Directors do not intend to issue more than 7.5% of the issued share capital of the Company for cash on a non pre-emptive basis in any rolling three year period without prior consultation with the Investment Committees of the Association of British Insurers and the National Association of Pension Funds.

Resolution 08 – Renewal of authority to purchase own shares

Resolution 08 renews the authority of the Company to purchase its own shares up to a maximum number of 50,392,800 shares representing approximately 10% of the issued ordinary share capital of the Company (excluding Treasury shares) at 5 August 2008. The

resolution specifies the maximum and minimum prices at which shares may be bought. This authority will only be invoked if, after taking proper advice, the Directors consider significant benefit will accrue to shareholders generally, either through enhancement to earnings per share or gauged by another measure deemed more relevant. The Directors will also give careful consideration to gearing levels of the Company and its general financial position.

Shares purchased under this authority may be either cancelled or held as Treasury shares which may then be cancelled, sold for cash or transferred for the purposes of the Company's employees' share plans. Treasury shares do not carry voting rights and do not qualify for dividends. The Company has chosen to hold its purchases of its own shares since April 2004 as Treasury shares, within the statutory limits imposed, and since August 2005 has used Treasury shares wherever possible to satisfy exercises under employee share plans. However, any shares purchased under the authority sought at the 2008 Annual General Meeting may either be held as Treasury shares or cancelled by the Company, depending on which course of action is considered by the Directors to be in the best interests of the Company's shareholders at the time.

The total number of options to subscribe for ordinary shares that were outstanding at 5 August 2008 (being the latest practicable date prior to publication of this notice) was 20,180,079. The proportion of issued share capital (excluding Treasury shares) that they represented as at 5 August 2008 was 4% and, based on the figures from that date, the proportion of the issued share capital (excluding Treasury shares) that they will represent if the full authority to purchase shares (existing and being sought) is used is 4.99%. This authority expires at the conclusion of the 2009 Annual General Meeting of the Company or, if earlier, on 1 December 2009.

Resolution 09 – Renewal of authority to make EU political donations and expenditure

Part 14 of the Companies Act 2006 prohibits a company from incurring EU political expenditure or making donations to EU political organisations in excess of an aggregate of £5,000 p.a. unless such donations or expenditure have been authorised by shareholders. The legislation gives a wide definition of what constitutes political donations and expenditure and in certain circumstances could include sponsorship, subscriptions, payments of expenses, paid leave for employees fulfilling public duties, and support for business events. As the Company may on occasion make payments which could be regarded as falling within the statutory definition, the Company is once again seeking authority for this from shareholders. Any such payments would not be expected to exceed the statutory limits, but the Company is seeking shareholder approval on a precautionary basis. This new authority will expire at the conclusion of the 2009 Annual General Meeting of the Company.

Explanatory notes (continued)

Resolution 10 – New Articles of Association

It is proposed to adopt new articles of association (the 'New Articles') with effect from 1 October 2008. The New Articles update the Company's current articles of association (the 'Current Articles') primarily to take account of changes in English company law brought about by certain provisions of the Companies Act 2006 ('CA 2006') that will be in force by or on 1 October 2008.

The principal changes introduced in the New Articles are set out below. Other changes, which are of a minor, technical or clarifying nature and also some more minor changes which merely reflect changes made by the CA 2006 have not been noted. A copy of the New Articles is available for inspection as referred to in Note 10 to the Notice of Annual General Meeting.

1. Articles which duplicate statutory provisions

Provisions in the Current Articles which replicate provisions contained in the CA 2006 are in the main amended to bring them into line with the CA 2006. Certain examples of such provisions, including provisions as to the convening and notice of general meetings and proxies, are detailed below.

2. Form of resolution

The Current Articles contain a provision that, where for any purpose an ordinary resolution is required, a special or extraordinary resolution is also effective and that, where an extraordinary resolution is required, a special resolution is also effective. This provision is being amended as the concept of extraordinary resolutions has not been retained under the CA 2006.

3. Convening and notice of general meetings

It is proposed that the provisions in the Current Articles dealing with the convening of general meetings and the length of notice required to convene general meetings be amended to conform to the new provisions in the CA 2006. In particular, a general meeting (other than an annual general meeting) to consider a special resolution can be convened on 14 days' notice whereas previously 21 days' notice was required.

4. Quorum requirements

The CA 2006 provides that in general terms the quorum for a general meeting be calculated by reference to the numbers of "qualifying persons" who are present at the meeting, which includes an individual who is a member of the Company, a person authorised under section 323 of the CA 2006 to act as the representative of a corporation, and a person appointed as proxy of a member. As before, it is proposed that the quorum for a general meeting will be two but, in line with the CA 2006, the New Articles make clear that there will be no double counting for qualifying persons who are representatives of the same corporation or proxies of the same member.

5. Proxies

Under the CA 2006, proxies are entitled to speak at general meetings and to vote on a show of hands. The CA 2006 allows multiple proxies to be appointed provided that each proxy is appointed to exercise the rights attached to a different share or shares held by the shareholder. The New Articles reflect these new rules, as appropriate.

6. Election of directors by the Company

The opportunity is being taken to propose an update to the provisions on the election of directors so that a member proposing the appointment or re-appointment of a director at a general meeting must give notice of the proposed appointment not less than 14 nor more than 42 days before the date of the relevant meeting. The notice period in the Current Articles is not less than 7 nor more than 42 days before the relevant meeting.

7. Vacation of office of director

The New Articles include updated wording which tightens up the circumstances in which a director must vacate office where the director has become physically or mentally ill. The changes apply a test of whether in the opinion of a medical practitioner the director is rendered incapable by his illness of acting as a director for more than three months or is personally prevented from exercising any powers or rights by a court order.

8. Directors' fees

The New Articles provide for directors' fees up to an aggregate limit of £650,000 per annum (subject to an ordinary resolution of the Company determining a larger sum), whereas the current aggregate limit is £500,000. The increase is intended to provide sufficient flexibility in setting the level of directors' fees and in the number of directors appointed in the future.

9. Power to borrow money

It is proposed that the New Articles include a provision that, for the purposes of calculating the borrowing limit, borrowings denominated or repayable in any currency other than sterling shall be translated into sterling at the London exchange rate for the date as at which the calculation is being made or, if it would result in a lower figure, at the London exchange rate on the date of the relevant balance sheet. The proposed change updates the Current Articles which specify a fixed exchange rate of £1.00 to US\$1.55 for borrowings denominated or repayable in US dollars. It will ensure that future exchange rate calculations reflect up to date market rates.

Explanatory notes (continued)

10. Directors' interests

The CA 2006 sets out directors' general duties. The provisions largely codify the existing law, but with some changes. Under the CA 2006, from 1 October 2008, a director must avoid a situation where he has, or can have, a direct or indirect interest that conflicts, or possibly may conflict with the Company's interests. The requirement is very broad and could apply, for example, if a director becomes a director of another company or a trustee of another organisation. The CA 2006 allows directors of public companies to authorise conflicts and potential conflicts where the articles of association contain a provision to this effect. The CA 2006 also allows the articles of association to contain other provisions for dealing with directors' conflicts of interest to avoid a breach of duty. The New Articles give the directors authority to approve such situations and to include other provisions to allow conflicts of interest to be dealt with in a similar way to the current position.

There are safeguards which will apply when directors decide whether to authorise a conflict or potential conflict. These include, first, only independent directors (i.e. those who have no interest in the matter being considered) will be able to take the relevant decision, and second, in taking the decision the directors must act in a way they consider, in good faith, will be most likely to promote the Company's success. The directors will be able to impose limits or conditions when giving authorisation or subsequently if they think this is appropriate.

It is proposed to include provisions relating to confidential information, attendance at board meetings and availability of board papers to protect a director from being in breach of duty if a conflict of interest or potential conflict of interest arises. These provisions will only apply where the position giving rise to the potential conflict has previously been authorised by the directors.

It is the Board's intention to report annually on the Company's procedures for ensuring that the Board's powers of authorisation of conflicts are operated effectively and that the procedures have been followed.

11. Electronic and web communications

A resolution was passed at the Company's AGM in 2007 enabling the Company to take advantage of provisions in the CA 2006 that came into force in January 2007 allowing companies to communicate with members by electronic and/or website communications. The opportunity is now being taken to propose an update to incorporate the relevant provisions into the New Articles. Before the Company can communicate with a member by means of website communication, the relevant member must be asked individually by the Company to agree that the Company may send or supply documents or information to him by means of a website, and the

Company must either have received a positive response or have received no response within the period of 28 days beginning with the date on which the request was sent. The Company will notify the member (either in writing, or by other permitted means) when a relevant document or information is placed on a website and a member can always request a hard copy version of the document or information.

12. Directors' indemnities

The CA 2006 has in some areas widened the scope of the powers of a company to indemnify directors. In particular, a company can now indemnify a director of a company that is a trustee of an occupational pension scheme against liability incurred in connection with the company's activities as trustee of that scheme. This is reflected in the New Articles. The opportunity is also being taken to clarify that: (a) the Company may (rather than shall) provide indemnities to directors (reflecting the courts' determination that a company's articles are not automatically binding as between a company and its directors and that indemnities will not be available to directors unless they are also incorporated into a separate contract between the Company and the relevant director); and (b) subject to the applicable legislation, the Company may grant indemnities to directors of associated companies.

13. General

Generally the opportunity has been taken to bring clearer language into the New Articles and in some areas to conform the language of the New Articles to the language of the CA 2006.

Resolution 11 – Approval of the Omnibus Plan

Resolution 11 seeks approval from shareholders for the introduction of the Omnibus Plan. The main terms of the Omnibus Plan are summarised in Appendix 1.

Resolution 12 – International Extension of the Omnibus Plan

Resolution 12 will give the directors a standard authority to make amendments to the Omnibus Plan to take account of local laws where the Omnibus Plan is offered to participants in different jurisdictions.

Resolution 13 – Approval of the SIP

Resolution 12 seeks approval from shareholders for the introduction of the SIP. The main terms of the SIP are summarised in Appendix 2.

Resolution 14 – International Extension of the SIP

Resolution 14 will give the directors a standard authority to make amendments to the SIP to take account of local laws where the SIP is offered to participants in different jurisdictions.

Appendix 1

Summary of the Misys Omnibus Share Plan

1. General

The Misys Omnibus Share Plan (the 'Omnibus Plan') will enable selected executive Directors and employees of the Company and its subsidiaries (the 'Group') to be granted awards ('Awards') in respect of ordinary shares in the capital of the Company.

Awards granted under the Omnibus Plan are not transferable (except on death). Benefits under the Omnibus Plan are not pensionable benefits.

The operation of the Omnibus Plan will be overseen by the Remuneration Committee, which consists entirely of non-executive Directors.

Three types of Awards may be granted under the Omnibus Plan:-

- performance shares – being Awards to acquire shares for no cost;
- share options – traditional market value share options; and
- matching shares – an Award of shares at no cost linked to the award of deferred shares under the Company's annual bonus plan, the Misys Senior Executive Bonus Plan ('MSEBP').

The vesting of all these Awards will be subject to performance conditions.

It is proposed that first Awards of performance shares (and, if applicable, share options) will be made following the AGM. First Awards of matching shares will be made in Summer 2009 in order to match awards of deferred shares made under MSEBP in respect of bonus outcomes for financial year 2008/09.

Performance shares and share options will be capable of vesting three years after they are awarded. Matching shares may vest in tranches one and two years after they are awarded.

Awards under the Omnibus Plan may be satisfied by new shares issued at par, shares purchased in the market by an employees' trust or by the transfer of Treasury shares.

2. Eligibility

Under the Omnibus Plan all employees of the Group (including executive Directors of the Company) are eligible to participate at the discretion of the Remuneration Committee.

Individuals may only participate in Awards of matching shares if they have been awarded deferred shares under the MSEBP in any year.

Initial Awards will be made only to executive Directors, senior management and a small number of high potential/high performing individuals on a very selective basis.

3. Grants of Awards

Awards under the Omnibus Plan may be granted:-

- in the period of six weeks following approval of the Omnibus Plan by the Company's shareholders at the annual general meeting;
- in the period of six weeks following the announcement by the Company of its results for any period;
- within 28 days of a person commencing employment with the Group; and
- exceptionally, and subject to the Model Code and other relevant restrictions on dealings in shares, on any other day on which the Remuneration Committee determines that exceptional circumstances exist.

If regulatory or statutory restrictions prevent Awards from being granted in these periods, the Awards may be made after the removal of all such restrictions.

No payment will be required for the grant of an Award.

No Awards may be granted after 30 September 2018.

4. Individual Limits

Performance Shares and Share Options

The maximum number of shares that may be awarded to a participant in the form of performance shares in any financial year will be limited so that the market value of such shares on the award date will not normally exceed 150% of base salary. Awards of share options will also count towards the individual limit for performance shares stated above (valuing a number of share options as equivalent to the grant of one performance share on a reasonable basis determined by the Remuneration Committee). Awards of matching shares (described below) will not count towards these limits.

It is currently proposed that initial grants of performance shares will be made at the level of 100% of base salary for Executive Vice Presidents ('EVPs') and the CFO (120% of base salary for the Chief Executive). However, should awards be made of both performance shares and share options, the Remuneration Committee will:

- determine the "expected value" of the performance shares award detailed above;
- determine the proportion of the "expected value" of the award to be delivered through each vehicle; and
- determine the face value of the award to be made in order to deliver the required expected value under each vehicle.

The proposed grant levels for 2008 represent a reduction from previous grant policies under the expiring plans where EVPs received awards of both performance shares and share options at 100% of base salary (200% share options and 100% performance shares for the Chief Executive). This recognises the value of matching shares awards.

Appendix 1 (continued)

The limits for awards of performance shares and share options described above may, however, be increased in circumstances considered by the Remuneration Committee to be exceptional, such as for recruitment or retention. In such exceptional circumstances, the limits will be capped at 250% of base salary for performance shares.

Matching Shares

The maximum number of shares that may be awarded to a participant in the form of matching shares in any financial year will be limited so that these match the value of the deferred shares awarded under MSEBP in that year.

5. Dilution Limit

Awards may be granted over unissued or existing shares. No Award may be granted under the Omnibus Plan if it would cause the number of new shares issued or issuable pursuant to Awards and options granted in the preceding 10 years under any of the Company's share plans to exceed 10% of the Company's issued ordinary share capital at the proposed date of grant. If Awards are to be satisfied by a transfer of existing shares, the percentage limit stated above will not apply. In accordance with the current Association of British Insurers guidelines, the 10% limit will apply to Awards satisfied by the transfer of Treasury shares.

To preserve the Company's dilution capacity, share options granted under the Omnibus Plan may be structured as stock settled share appreciation rights so that only shares with a value equivalent to any gain on share options will be issued at option exercise. Until these rights are exercised, the full number of shares subject to share options will count towards the dilution limit.

6. Vesting of Awards and Performance Conditions Performance Shares and Share Options

Awards of performance shares or share options will normally vest three years after they are awarded.

Initial Awards of performance shares or share options under the Omnibus Plan will be subject to an earnings per share ('EPS') growth performance condition.

The EPS performance condition will be measured over a performance period of three financial years, beginning with the financial year in which the Award is granted.

Awards made in 2008 will vest on the following basis with no subsequent re-testing after the end of the performance period.

Compound Annual Growth Rate of Misys EPS in excess of inflation (RPI) over 3 years	Percentage of total Award shares that will vest
10% or more	100%
Between 5% and 10%	Between 25% and 100% on a straight line basis
5%	25%
Less than 5%	Nil

For these performance conditions, EPS will be as reported in the Group's statutory accounts adjusted to exclude exceptional items and other items that the Remuneration Committee determines appropriate to ensure a consistent basis of calculation. In the case of any potential significant acquisitions or disposals, targets will be adjusted by the Remuneration Committee, where necessary, but they will be no less stretching.

In addition to attainment of the EPS condition, there will be an underpinning performance condition such that awards will only vest to the extent the Remuneration Committee at its discretion considers appropriate, bearing in mind the overall results of the Company over the performance period, including its business and shareholder value performance.

Matching Shares

Initial Awards of matching shares under the Omnibus Plan will vest in accordance with performance conditions that utilise a matrix of operating profit and revenue targets. For initial awards in 2009/2010 these targets will be calibrated in line with the plan set out for the Company as part of the strategic turnaround of the business which is planned to be completed no later than 2011. Attainment of maximum vesting will be subject to significant stretch in performance.

If specific revenue and operating profit targets for the first financial year are achieved, up to 50% of the Award shares may vest one year after grant. At the end of the second financial year, the remaining 50% of the Award will be tested against the second year's targets. There will be no retesting of performance against the first financial year's targets in year two, and the first and second year portions of the Award will operate independently.

The extent to which the operating profit and revenue targets are achieved will be disclosed in the Remuneration Committee report together with the level of vesting achieved for the matching shares.

The performance condition matrix proposed for the initial awards of matching shares to be made in 2009 is as follows. Figures within the matrix represent percentages of the total number of Award shares available for vesting on each occasion.

OPERATING PROFIT	120% of target	37.5%	56.25%	75%	87.5%	100%
	110% of target	25%	43.75%	62.5%	75%	87.5%
	100% of target	12.5%	31.25%	50%	62.5%	75%
	90% of target	0%	0%	31.25%	43.75%	56.25%
	80% of target	0%	0%	12.5%	25%	37.5%
		80% of target	90% of target	100% of target	110% of target	120% of target
		REVENUE				

Appendix 1 (continued)

The Remuneration Committee can set different performance conditions from those described above for future Awards of performance shares, share options or matching shares, provided that, in the reasonable opinion of the Remuneration Committee, the new targets are not materially less challenging in the circumstances than those described above.

The Remuneration Committee may also vary the performance conditions applying to existing Awards if an event has occurred which causes the Remuneration Committee reasonably to consider that it would be appropriate to amend the performance conditions, provided the Remuneration Committee considers the varied conditions are fair and reasonable and not materially less difficult to satisfy than the original conditions would have been but for the event in question.

The Remuneration Committee sees the matching share element of the Omnibus Plan as a feature of the medium term and operating while the Transformation Incentive Plan is in place. Before 2011, when the Transformation Incentive Plan comes to an end, the Remuneration Committee expects to review the Company's short and long term incentive packages. At that time the Remuneration Committee will review the alignment of arrangements with the business strategy and the norms for remuneration in the markets in which the Company operates. The Remuneration Committee will review the operation of matching shares within this context and in the context of UK governance guidelines.

7. Cessation of Employment

If a participant leaves the Group, his or her unvested Awards will normally lapse. However, if the reason for a participant leaving is death, injury, disability, redundancy, the sale of a participant's employing business or in other circumstances at the Remuneration Committee's discretion, then the Remuneration Committee may either:-

- allow a time-apportioned number of the unvested Award shares (determined having regard to that part of the original vesting period which has then elapsed) to be retained and to vest, if at all, after determination of the applicable performance conditions; or
- allow a number of the unvested Award shares (determined having regard to both the extent to which the original vesting period has then elapsed and the extent to which the applicable performance conditions are likely to be satisfied) to vest immediately.

In either case, the Remuneration Committee will retain a discretion to adjust vesting outcomes in the context of the underlying financial performance of the Company.

8. Takeover, Reconstruction etc

In the event of a takeover of the Company, unvested Awards can vest in respect of a time-apportioned number of the Award shares and subject to the application of the applicable performance conditions. However, the Remuneration Committee will retain a

discretion to adjust vesting outcomes in the context of the underlying financial performance of the Company.

Additionally, in the event of a scheme of arrangement (not being an internal corporate reorganisation), a winding-up of the Company or (at the discretion of the Remuneration Committee) a demerger, the Remuneration Committee may determine that a proportion of any unvested Awards may vest, calculated on the same basis as for a takeover of the Company.

9. Variations of Capital

If there is a rights or capitalisation issue, sub-division, consolidation, reduction or other variation of the Company's ordinary share capital, or the implementation by the Company of a demerger or payment of a special dividend which would otherwise materially affect the value of an Award, the Remuneration Committee may adjust the number of shares subject to Awards, and any amounts payable to exercise share options.

10. Rights attaching to Shares

Shares allotted or transferred under the Omnibus Plan will rank alongside shares of the same class then in issue. The Company will apply to the UK Listing Authority for the listing of any newly issued shares.

11. Amendments

The Remuneration Committee may amend the Omnibus Plan. However, the provisions governing eligibility requirements, equity dilution, individual award levels, the basis for determining participants' rights to acquire shares and the adjustments that may be made following a rights issue or any other variation of capital cannot be altered to the advantage of participants without the prior approval of the Company's shareholders in general meeting. There is an exception for minor amendments to benefit the administration of the Omnibus Plan, to take account of a change in legislation or developments in the law affecting the Omnibus Plan or to obtain or maintain favourable tax, exchange control or regulatory treatment for participants in the Omnibus Plan or for any member of the Group.

The Directors may also establish further schedules to or new plans based on the Omnibus Plan for non-UK participants, provided that the individual limits and dilution limits of the Omnibus Plan apply to any Awards made.

This summary does not form part of the rules of the Omnibus Plan and should not be taken as affecting the interpretation of their detailed terms and conditions. The Directors reserve the right up to the time of the AGM to make such amendments and additions to the rules of the Omnibus Plan as may be necessary to take account of comments of the UK Listing Authority and otherwise provided that such amendments do not conflict in any material respect with this summary.

Appendix 2

Summary of the Misys Share Incentive Plan

1. General

The Misys Share Incentive Plan (the 'SIP') is intended to be a HMRC approved all-employee share incentive plan under which participation will be offered to all qualifying employees on similar terms.

Awards granted under the SIP are not transferable (except on death). Benefits under the SIP are not pensionable benefits.

Awards under the SIP may be satisfied by new shares issued at par, shares purchased in the market by an employees' trust or by the transfer of Treasury shares.

2. Eligibility

Any UK based employee (including executive Directors) of any member of the Group which is a participating company may participate in the SIP. The Directors may specify a qualifying period of service for participating employees (which may not exceed 18 months). The Directors may also nominate employees who do not meet such requirements for participation.

3. Types of Awards and Individual Limits

Three types of awards may be made to employees under the SIP.

- SIP free shares – shares worth up to £3,000 may be awarded to employees as free shares in any tax year.
- SIP partnership shares – employees may apply up to £1,500 from pre-tax pay (or up to 10% of pay, if lower) to purchase partnership shares in any tax year.
- SIP matching shares – the company may choose in any tax year to award additional free shares to match the partnership shares bought by employees. The maximum award of SIP matching shares can be two matching shares for every one partnership share acquired.

All forms of awards under SIP will be offered to qualifying employees on similar terms. The limits stated above are set by HMRC and may change if the relevant tax legislation is amended.

4. Grant of Awards

Awards under the SIP (other than regular appropriations of shares) will normally be made only in the period of 6 weeks following the Company's announcement of results for any period. The Directors' authority to issue new shares or transfer Treasury shares for the purposes of the SIP will expire on 30 September 2018.

5. Holding and Forfeiture of SIP shares

All shares awarded under SIP must initially be held in a UK-resident employees' share trust in a form approved by HMRC ('the SIP Trust').

SIP free shares and SIP matching shares must normally be held in the SIP Trust for a period of 3 years from when they are awarded (this period may be extended to up to 5 years).

Additionally, the Company may specify that SIP free shares and SIP matching shares awarded to an employee will be forfeited if the employee leaves the Group within the same 3 year period. SIP matching shares can also be forfeited if the employee removes the related SIP partnership shares from the SIP Trust within the 3 year period.

Shares will not, however, be forfeited if the reason why the employee leaves is either death, disability,

injury, redundancy, retirement on or after age 50, or the subsidiary or business for which the employee works being sold by the Group.

6. Dividend Shares

While shares are held in the SIP Trust, the Company may direct that any dividends paid are either paid to employees in cash or invested in further shares to be held subject to the terms of the SIP.

7. Dilution Limit

Awards may be granted over unissued or existing shares. No awards may be granted under the SIP if it would cause the number of new shares issued or issuable pursuant to awards and options granted in the preceding 10 years under any of the Company's share plans to exceed 10% of the Company's issued ordinary share capital at the proposed date of grant. If awards are to be satisfied by a transfer of existing shares, the percentage limit stated above will not apply. In accordance with the current Association of British Insurers guidelines, the 10% limit will apply to awards satisfied by the transfer of treasury shares.

8. Takeovers and Variations of Capital

Participating employees will own the shares awarded under the SIP. On a takeover or similar event affecting the Company, participating employees will be treated on a similar basis to other shareholders. On any variation of the Company's share capital (including a rights issue), shares held in the SIP Trust will be subject to the same type of adjustments as any other ordinary shares of the Company.

9. Rights Attaching to Shares

Shares allotted or transferred under the SIP will rank alongside shares of the same class then in issue. The Company will apply to the UK Listing Authority for the listing of any newly issued shares.

10. Amendments

The Directors may amend the SIP. However, the provisions governing eligibility requirements, equity dilution, individual award levels, the basis for determining participants' rights to acquire shares and the treatment of award shares following a rights issue or any other variation of capital cannot be altered to the advantage of participants without the prior approval of the Company's shareholders in general meeting. There is an exception for minor amendments to benefit the administration of the SIP, to take account of a change in legislation or developments in the law affecting the SIP or to obtain or maintain favourable tax, exchange control or regulatory treatment for participants in the SIP or for any member of the Group.

The Directors may also establish further schedules to or new plans based on the SIP for non-UK participants, provided that the individual limits and dilution limits of the SIP apply to any awards made. Specifically the Directors can establish a sub-plan for participants based in France that can structure awards so that these qualify for favourable tax and social security treatment in France.

This summary does not form part of the rules of the SIP and should not be taken as affecting the interpretation of their detailed terms and conditions. The Directors reserve the right up to the time of the AGM to make such amendments and additions to the rules of the SIP as may be necessary to take account of comments of the UK Listing Authority and otherwise provided that such amendments do not conflict in any material respect with this summary.