

This document is important and requires your immediate attention. If you are in any doubt about what action you should take, you are recommended to consult your stockbroker, bank manager, solicitor, accountant or other professional adviser authorised under the Financial Services and Markets Act 2000. If you have sold or transferred all your ordinary shares in Misys plc you should send this document and the enclosed Form of Proxy to the purchaser, or to the stockbroker, bank or other agent through whom the sale or transfer was made, for transmission to the purchaser or transferee.

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

Dear Shareholder

Annual General Meeting (AGM) 2009

I have pleasure in sending you the Notice of this year's AGM which will be held at The Lincoln Centre, 18 Lincoln's Inn Fields, London WC2A 3ED on Wednesday 30 September 2009 at 12 noon. There will be an opportunity to meet Directors after the meeting.

Accompanying this document are a copy of the Company's Annual Report and Accounts, and a Form of Proxy for use at the AGM. If you are intending to come to the meeting, please bring with you your Shareholder Admittance Card which is attached to the Proxy Card.

Your vote is important to us. Even if you are unable to attend the meeting in person, please complete the Form of Proxy to ensure that your vote on the resolutions can be included.

I encourage you to register your proxy appointment electronically by:

- using the CREST electronic proxy appointment service, or
- visiting the website of our registrar, Equiniti, on www.sharevote.co.uk. All you need is the Voting ID, Task ID and Shareholder Reference Number given on the Form of Proxy. Alternatively, complete and return your paper Form of Proxy by post.

Further details regarding the appointment of proxies are given on page 4.

In accordance with the practice adopted by many companies, I will be putting each of the resolutions to a poll rather than having a show of hands. This ensures that all votes cast, rather than just those of the shareholders who are present, will be taken into account. The results of the voting on the resolutions will be posted on Misys' website (www.misys.com) after the meeting and notified to the UK Listing Authority.

The formal Notice of AGM is on page 2.

The meeting will transact a number of items of special business which are explained in the notes to the Notice of AGM.

The Directors consider that all resolutions which are to be proposed at the AGM are in the best interests of the Company and its shareholders as a whole and recommend that you vote in favour of the resolutions 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 2009.

Yours faithfully

Sir Dominic Cadbury
Chairman

25 August 2009

Notice of Annual General Meeting

NOTICE IS HEREBY GIVEN THAT THE ANNUAL GENERAL MEETING 2009 OF MISYS PLC (the "Company") WILL BE HELD AT THE LINCOLN CENTRE, 18 LINCOLN'S INN FIELDS, LONDON WC2A 3ED, ON WEDNESDAY 30 SEPTEMBER 2009 AT 12 NOON, FOR THE FOLLOWING PURPOSES:

Ordinary business

- 01 To receive and adopt the audited Financial Statements for the year ended 31 May 2009, together with the Reports of the Directors and Auditors.
- 02 To approve the Remuneration Report for the year ended 31 May 2009.
- 03 To elect Sir James Crosby as a Director of the Company.
- 04 To elect Philip Rowley as a Director of the Company.
- 05 To re- elect John King as a Director of the Company.
- 06 To re- elect John Ormerod as a Director of the Company.
- 07 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 to authorise the Directors to determine their remuneration.

Special business

To consider and, if thought fit, pass resolutions 09, 10 and 12 as special resolutions and the remainder as ordinary resolutions:

- 08 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 £1,823,670 during the period expiring at the conclusion of the 2010 Annual General Meeting or, if earlier, on 1 December 2010; 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).
- 09 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;
 - (b) this power (other than in connection with article 7(a)(i) of the Articles of Association of the Company) shall be limited to the allotment of equity securities having a nominal amount not exceeding in aggregate £297,292 and shall expire at the conclusion of the next Annual General Meeting of the Company after the passing of this resolution, or if earlier, on 1 December 2010; and
 - (c) all previous unutilised authorities under section 95 of the Companies Act 1985 shall cease to have effect.
- 10 That, in accordance with article 11 of the Articles of Association of the Company, 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 £547,101;
 - (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 the higher of (i) 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 such share is purchased and (ii) the amount stipulated by the Buy-back and Stabilisation Regulations 2003;

- (d) unless previously revoked or varied, this authority shall expire at the conclusion of the 2010 Annual General Meeting of the Company or, if earlier, on 1 December 2010;
- (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.
- 11 (a) 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 (the "2006 Act")
- (i) to make political donations to political parties and/or independent election candidates not exceeding £50,000;
- (ii) to make political donations to political organisations other than political parties not exceeding £50,000; and
- (iii) to incur political expenditure not exceeding £50,000

provided that the aggregate amount of any such donations and expenditure shall not exceed £50,000 in total and that such authority shall expire at the conclusion of the 2010 Annual General Meeting of the Company or, if earlier, on 1 December 2010.

(b) That all existing authorisations and approvals relating to political donations or expenditure be and are hereby revoked without prejudice to any donation made or expenditure incurred prior to the date hereof pursuant to such authorisation or approval; and

(c) That words and expressions defined for the purposes of the 2006 Act shall have the same meaning in this resolution.

12 That in accordance with the Articles of Association of the Company a General Meeting, other than an Annual General Meeting, may be called on not less than 14 clear days' notice.

By Order of the Board

Kevin Wilson

Company Secretary
25 August 2009

Registered Office:
One Kingdom Street
Paddington
London W2 6BL

Registered in England No. 1360027

www.misys.com

NOTES

- 1 Members are entitled to appoint a proxy to exercise all or any of their rights to attend and to speak and vote instead of them at the meeting. Members 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 them. A proxy need not be a member of the Company.
- 2 To be valid a proxy form must be lodged with the Company's registrar, Equiniti, Aspect House, Spencer Road, Lancing, West Sussex, BN99 6GF, not later than 12 noon on 28 September 2009 or 48 hours before the time fixed 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 previous votes received from the proxy will be superseded.
- 3 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.
- 4 CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so 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 Euroclear 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 RA 19) 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 Euroclear 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 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.

- 5 Pursuant to section 360B of the Companies Act 2006 only those members registered on the register of shareholders of the Company at 6.00 pm on 28 September 2009 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 2009 shall be disregarded in determining the rights of any person to attend or vote at the meeting.
- 6 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.

The statement of the rights of members in relation to the appointment of proxies in notes 1 to 4 above does not apply to a Nominated Person. The rights described in these notes can only be exercised by registered members of the Company.

- 7 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.
- 8 Copies of the Chief Executive's service contract 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 11.45am until the conclusion of the meeting.
- 9 As at 10 August 2009 (being the latest practicable date prior to the publication of this Notice) the Authorised share capital of the Company was £7,500,000 divided into 750,000,000 ordinary shares of 1p each and the Issued share capital was 594,584,179 ordinary shares of 1p each, carrying one vote each, of which 47,482,963 were held in Treasury. Therefore, the total exercisable voting rights in the Company as at 10 August 2009 are 547,101,216.
- 10 It is possible that, pursuant to requests made by members of the Company under section 527 of the Companies Act 2006, the Company may be required to publish on its website a statement setting out any matter relating to the audit of the Company's accounts (including the Auditor's report and the conduct of the audit) that are to be laid before the AGM. The business which may be dealt with at the AGM includes any statement that the Company has been required under section 527 of the Companies Act 2006 to publish on its website.
- 11 Any corporation which is a member can appoint one or more corporate representatives who may exercise on its behalf all of its powers as a member provided that they do not do so in relation to the same shares.
- 12 Any member attending the meeting has the right to ask questions. The Company must cause to be answered any such question relating to the business being dealt with at the meeting but no such answer need be given if (a) to do so would interfere unduly with the preparation for the meeting or involve the disclosure of confidential information, (b) the answer has already been given on a website in the form of an answer to a question, or (c) it is undesirable in the interests of the Company or the good order of the meeting that the question be answered.
- 13 A copy of this notice, and other information required by section 311A of the Companies Act 2006, can be found at www.misys.com

Explanatory notes

Resolutions 03 to 06: Election/Re-Election of Directors:

Sir James Crosby and Philip Rowley having been appointed by the Board since the last AGM are standing for election to the Board. Sir James Crosby and Philip Rowley are being recommended for election as the Board believes that their international commercial and financial experience will enable them to make an excellent contribution to the Company. John King and John Ormerod are retiring by rotation because this is the third AGM since that at which they were first elected and are seeking re-election. The Chairman confirms that following formal performance evaluation, John King's and John Ormerod's performance continues to be effective and demonstrates commitment to the role.

Biographies of each of these non-executive Directors are shown below.

The current composition of the Board meets the requirements of the Combined Code for an appropriate balance of executive and non-executive Directors. The Board as a whole is fully committed to the successful development of the business, to meeting the Company's strategic objectives and to the delivery of shareholder value. In short, the Board is satisfied with non-executive Directors' effectiveness and commitment to the role.

Resolution 03: Director Seeking Election

Sir James Crosby is seeking 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 and Chairman Designate (53)

Sir James Crosby joined the Board as a non-executive Director in January 2009. He was Chief Executive of HBOS plc from 2001-2006, and is currently senior independent Director of ITV plc, and Compass Group plc, and a Trustee of Cancer Research UK.

Resolution 04: Director Seeking Election

Philip Rowley is seeking 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 (56)

Appointed a non-executive Director in November 2008, Philip Rowley was Chairman and CEO of AOL Europe until February 2007. He is a qualified chartered accountant and was Group Finance Director of Kingfisher plc from 1998 to 2001. His previous roles included Executive Vice President and Chief Financial Officer of EMI Music Worldwide; and Chief Operating Officer and CFO of Golden Books Family Entertainment, the largest children's book publisher in the US. He was also the co-founder of Tribeca Technologies, a New York-based technology company and a former non-executive director of Tradus plc (previously QXL Ricardo plc) until its delisting in March 2008. He is a non-executive Director of HMV Group plc, and of ARM Holdings plc, and is Chairman of Skinkers Limited and Livestation Limited.

Resolution 05: Director Seeking Re-Election

John King 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 (70)

Appointed a non-executive Director in November 2005, John is Chairman of the Remuneration Committee. He has over 30 years experience of the US healthcare industry, most recently as President and CEO of Legacy Health System until 1999. Prior to Legacy, John was President and CEO of Evangelical Health Systems (now Advocate Health Systems). He is a member of the American Hospital Association and a Fellow in the American College of Healthcare Executives. John serves on the boards of the Center for Healthcare Governance, Pacific University and AHA Services Inc.

Resolution 06: Director Seeking Re-Election

John Ormerod 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.

Senior independent Director (60)

Appointed a non-executive Director in October 2005 and senior independent Director in November 2005, John Ormerod is Chairman of the Audit Committee. He is a chartered accountant and has over 30 years experience in professional practice. He is a non-executive Director of Gemalto NV, Computacenter plc and ITV plc. John is a Director of a number of private companies and is also a Director and Trustee of The Design Museum.

Resolution 08: Renewal of authority to allot shares

Resolution 08 renews the Directors' authority to allot shares up to a maximum nominal amount of £1,823,670 until the next AGM or, if earlier, on 1 December 2010. This represents 33.3% of the issued ordinary share capital of the Company (excluding Treasury shares) at 10 August 2009. At that date 47,482,963 shares were held in Treasury, representing 8.68% of the issued ordinary share capital of the Company (excluding Treasury shares). This authority expires at the conclusion of the 2010 AGM of the Company or, if earlier, on 1 December 2010. The Directors do not have any present intention of exercising this authority.

Resolution 09: Renewal of power to allot shares for cash

Resolution 09 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 £297,292 and represents 5% of the issued ordinary share capital of the Company (including Treasury shares) at 10 August 2009. This power expires at the conclusion of the 2010 AGM of the Company or, if earlier on 1 December 2010. 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 10: Renewal of authority to purchase own shares

Resolution 10 renews the authority of the Company to purchase its own shares up to a maximum number of 54,710,100 shares representing approximately 10% of the issued ordinary share capital of the Company (excluding Treasury shares) at 10 August 2009. 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 (if paid). 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 2009 AGM 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 10 August 2009 (being the latest practicable date prior to publication of this notice) was 27,203,033. The proportion of issued share capital (excluding Treasury shares) that they represented at that date was 4.97% and 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 6.15%. This authority expires at the conclusion of the 2010 AGM of the Company or, if earlier, on 1 December 2010.

Resolution 11: Renewal of authority to make Political Donations and expenditure

Resolution 11 relates to Part 14 of the 2006 Act which prohibits a company from making political donations or incurring political expenditure unless such donations and expenditure have been authorised by shareholders. In order to avoid inadvertent infringement of its widely drawn provisions, the Directors are seeking authority from shareholders for the Company and its wholly-owned subsidiaries to make political donations and to incur political expenditure, up to a maximum aggregate amount of £50,000. This new authority will expire at the conclusion of the 2010 AGM of the Company or, if earlier on 1 December 2010.

It is Company policy not to make political donations and the Company has no intention of using the authority for that purpose.

Resolution 12: Notice of General Meetings

Resolution 12 is required in view of the UK's implementation of the Shareholder Rights Directive (SRD). The Company's Articles of Association provide that it is able to call general meetings (other than AGMs) on 14 clear days' notice and the Company would like to preserve the ability to do so. The regulation implementing the SRD has increased the notice period for general meetings of the Company to 21 days except in those cases where shareholders have approved the calling of meetings on 14 days' notice. Under the terms of the SRD, the resolution will be effective until the Company's next AGM when it is intended that a similar resolution will be proposed. In order to be able to call a general meeting on less than 21 clear days' notice, the Company must make a means of electronic voting available to all shareholders for that meeting.

