

MISYS PLC
EXECUTIVE COMMITTEE
TERMS OF REFERENCE

1. Appointment of Executive Committee

The Company's Articles authorise the Board of Directors to appoint committees having the authority to perform such duties as the Board may determine. The Board of Directors has appointed the Executive Committee to serve the purpose set forth in these Terms of Reference, and has delegated the duties and responsibilities set forth herein to the Executive Committee. The Executive Committee will report to the Board of Directors as provided below.

2. Purpose

As provided in the Articles, and subject to applicable law and the Schedule of Matters Reserved for the Approval of the Board, the Executive Committee may exercise the authority of the Board of Directors in the management of the business and affairs of the Company when the Board of Directors is not in session.

3. Operating Policies

- 3.1 The Executive Committee shall be composed of three or more directors, which directors may be independent or non-independent directors. Initially the members shall be the Chief Executive (who shall chair the Committee), the Chairman of the Board and the Senior Independent Director. The Board may remove a member from the Executive Committee at any time, with or without cause.
- 3.2 The Executive Committee shall meet at such times and places as the Executive Committee shall deem advisable on the call of the Chairman of the Executive Committee or by any member of the Executive Committee. The presence of a majority of the members of the Executive Committee shall constitute a quorum for the transaction of business.
- 3.3 The Company Secretary (or his designee) shall be Secretary to the Executive Committee. Minutes shall be kept of the proceedings and resolutions of all Committee meetings. Minutes shall be circulated promptly to all Committee members and to the Board.
- 3.4 At each regular Board meeting held following an Executive Committee meeting or sooner, as appropriate, the Executive Committee shall report to the Board regarding any significant action(s) taken by the Executive Committee.

- 3.5 The Executive Committee may, in its sole discretion and without seeking Board approval, retain independent, outside counsel or other professional services. The Executive Committee has sole authority to approve the fees and other retention terms with respect to any such advisors retained by the Committee. The Company shall provide the funding that the Executive Committee determines is necessary for payment of compensation to any advisors employed by the Executive Committee.

4. Duties and Responsibilities

- 4.1 The Executive Committee shall and may, subject to the Articles and to applicable law or regulation, exercise all of the powers and authority of the Board of Directors in the management of the business and affairs of the Company in the interim between meetings of the Board of Directors; provided, however, that the Executive Committee has no power to:
- 4.1.1 elect directors;
 - 4.1.2 amend or repeal the Articles or any resolution or resolutions of the Board defining the remit or composition of the Executive Committee;
 - 4.1.3 unless the Board has passed one or more specific resolutions so empowering it, declare any dividend or make any other distribution to the shareholders of the Company or submit to shareholders any action that requires shareholders' approval;
 - 4.1.4 alter, amend or repeal any resolution adopted by the Board that by its terms is only capable of amendment or repeal by the Board;
 - 4.1.5 exercise any of the powers reserved to the full board as set out on the Schedule of Matters Reserved for the Approval of the Board.
- 4.2 The Executive Committee may delegate, as the Executive Committee deems advisable, certain responsibilities to an appropriate management or administrative committee or executive officers of the Company.
- 4.3 The Executive Committee shall conduct an annual self-evaluation as part of the wider Board evaluation exercise.
- 4.4 Whenever at any meeting of the Executive Committee any member of the Committee expresses the judgment that any matter under consideration should be referred to the full Board for consideration, it shall be so referred.