

MISYS PLC

GENERAL PURPOSES COMMITTEE

TERMS OF REFERENCE

1. Constitution

The Board of Misys plc (the "Company") has established the General Purposes Committee (the "Committee") as a committee of the Board. Its Terms of Reference were revised by a resolution of the Board passed on 20 July 2004.

2. Membership and quorum

The Committee shall consist of any two or more Directors of the Company. The quorum necessary for the transaction of the business of the Committee shall be two members. Each member of the Committee shall have one vote.

3. Secretary

The Company Secretary shall be the Secretary of the Committee.

4. Duties

The duties of the Committee are to approve and deal with matters of a non-capital nature (and certain other matters specifically referred to hereinafter) which are not reserved for the Board. Without prejudice to the generality of the foregoing, the Committee's duties are to include:-

4.1 General

4.1.1 the exercise of rights in relation to the appointment and removal of directors of companies in which the Company has a shareholding.

4.1.2 the appointment of representatives of the Company in respect of General Meetings of companies in which the Company has a shareholding.

4.1.3 the approval of inter-group transfers of assets and liabilities.

4.1.4 the approval of the winding up of dormant subsidiaries.

4.1.5 the issuing of indemnities to employees of the Company and of any of its subsidiary companies.

4.2 Share Schemes

- 4.2.1 to approve the exercise of options in accordance with the rules of any of the share schemes established or to be established by the Company (including the Misys 1998-2001 Share Incentive Programme, the Misys 2000 Share Option Plan, the Savings Related Share Option Scheme together referred to as “the Plans”)
- 4.2.2 to exercise any of the discretions granted under the rules of the Plans, subject to subsequent ratification of the Remuneration Committee.
- 4.2.3 to approve minor amendments to the rules of the Plans.

4.3 Financial Matters

- 4.3.1 opening and closing Company bank accounts and approving the form of mandates to new and existing bank accounts of the Company.
- 4.3.2 appointing and removing signatories to bank mandates of the Company. Such power shall be capable of delegation to any two of a specified list of senior executives.

4.4 Corporate acquisitions valued under £10 million

- 4.4.1 Any single transaction, other than in the normal course of business, for the acquisition or disposal of a business or undertaking if the value is £10 million or under.
- 4.4.2 Any single transaction for the acquisition or disposal of shares with a market value of £10 million or under.

5. Minutes

- 5.1 The members of the Committee shall ensure that a written record is kept of all resolutions and proceedings of the Committee, including the names of all those present and in attendance at meetings of the Committee.
- 5.2 The Secretary shall report the matters approved by the Committee to the next following Board meeting.