

MISYS PLC

NOMINATION COMMITTEE

TERMS OF REFERENCE

1. Constitution

The Board of Misys plc (the "Company") has established the Nomination 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

2.1 The Committee shall consist of not fewer than three members, each of whom shall be appointed by the Board from amongst its members and a majority of whom shall consist of independent non-executive Directors. The Chairman of the Board will normally be a member of the Committee.

2.2 The Board may elect a Chairman of the meetings of the Committee from amongst the independent non-executive Directors on the Committee and determine the period for which he/she is to hold office. If no such Chairman shall have been appointed, or if at any meeting the Chairman is not present within five minutes after the time appointed for holding the same, the members present may choose one of their number, being an independent non-executive Director, to be Chairman of the meeting.

3. Secretary

The Company Secretary shall be the Secretary of the Committee.

4. Quorum

The quorum necessary for the transaction of the business of the Committee shall be two non-executive Directors (at least one of whom shall be independent) and the Chairman of the Board. A duly convened meeting of the Committee at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions vested in or exercisable by the Committee.

5. Attendance at Meetings and Conflict of Interest

5.1 No Director shall be present during that part of a meeting when his own re-appointment is discussed.

5.2 All non-executive Directors who are not members of the Committee shall also be entitled to attend Committee Meetings, provided that they first notify the Chairman of the Committee of their intention to attend.

- 5.2 The Group Human Resources Director and other employees of the Company and external consultants and advisers may attend Meetings by invitation of the Chairman of the Committee.

6. Frequency and Notice of Meetings

- 6.1 Meetings shall be held at least once a year to consider the nomination of Directors seeking re-election at the Annual General Meeting.
- 6.2 Meetings shall be convened by any member of the Committee or the Secretary of the Committee at the request of any such member.
- 6.3 Notice of meetings shall be given to the Members of the Committee and to all other non-executive Directors.
- 6.4 Wherever possible, at least five days' notice of meetings shall be given.

7. Duties

7.1 The Committee shall:-

7.1.1. regularly review the structure, size and composition of the Board and make recommendations to the Board with regard to any adjustments that are deemed necessary.

7.1.2. prepare a description of the role and capabilities required for a particular appointment.

7.1.3. be responsible for identifying and nominating for the approval of the Board, candidates to fill Board vacancies as and when they arise.

7.1.4. satisfy itself with regard to succession planning, that the processes and plans are in place with regard to both Board and senior appointments.

7.1.5. assess the time needed to fulfill the roles of Chairman, senior independent non-executive Director, and non-executive Director, and undertake an annual performance evaluation to ensure that the all members of the Board have devoted sufficient time to his or her duties.

7.1.6. ensure on appointment that a candidate has sufficient time to undertake the role and review his or her commitments, ensuring that if he or she is an executive of another company, this will be his or her sole non-executive appointment; and in the event that a candidate for Chairman is being considered, note that he or she cannot also be a Chairman of more than one FTSE100 company or equivalent.

7.1.7. ensure that the appointee receives a formal offer letter, detailing the role and time commitments and proposing an induction plan.

7.2. It shall also make recommendations to the Board:

7.2.1 regarding the appointment of executive Directors, following a proposal by the Chairman.

7.2.2 regarding the appointment of non-executive Directors, including any recommendations as to the Board Committees to which they shall be appointed and the term of offer of any new appointee.

7.2.3 regarding the re-appointment of any non-executive Director at the conclusion of his or her specified term of office, especially when the person has concluded his or her second term.

7.2.4 concerning the election or re-election by shareholders of any Director under the provisions in the Company's Articles of Association.

7.2.5 detailing items that should be published in the Company's Annual Report relating to the activities of the Committee.

7.2.6 with regard to the membership and chairmanship of the Audit Committee.

8. Authority

In connection with the performance of its duties, the Committee is authorised by the Board to obtain independent professional advice (including the advice of independent recruitment consultants) and to secure the attendance of external professional advisers at its meetings if it considers this necessary. The costs in relation to obtaining such advice shall be borne by the Company.

9. Minutes

9.1 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.

9.2 The Secretary shall circulate the minutes of meetings of the Committee to all members of the Committee and to the Chairman. Members of the Board not serving on the Committee have a right to see the agenda and minutes of Committee Meetings, provided there is no conflict of interest.

10. Accountability to Shareholders

The Chairman of the Committee shall use best endeavours to attend the Company's Annual General Meeting to answer shareholders' questions on the Committee's activities.