

MISYS PLC
TREASURY COMMITTEE
TERMS OF REFERENCE

1. Constitution

The Board of Misys plc (the "Company") established the Treasury Committee (the "Committee") as a committee of the Board by a resolution passed on 15 July 2003 with the following terms of reference, as amended on 30 September 2003, 1 December 2005, 14 December 2006, and 3 May 2007.

2. Membership and quorum

The Committee shall consist of the CEO, the CFO/Finance Director, the Group Treasurer and the non-executive Director who has been nominated by the Board as a member of the Committee. The quorum shall be two Directors of the Company, one of whom must be either the CEO or the CFO/Finance Director. 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 review and approve all changes to any aspect of Treasury Policy including, but not limited to, policies relating to foreign exchange, funding, liquidity and interest rate exposure. The policies shall be reviewed, and any changes approved, not less frequently than once per annum. Annually, the Committee will report to the Board on its review of Treasury Policy, summarising any changes approved during the year.

Without prejudice to the generality of the foregoing, the Committee's duties are to include:-

4.1 General

4.1.1 Reviewing and approving all relevant documents:-

- (a) (i) to allow any member of the Group to enter into uncommitted funding and overdraft facilities, financial instruments and foreign exchange contracts;
- (ii) to allow any member of the Group to enter into derivative financial instruments; and

(b) in connection with, and doing all necessary acts directly or indirectly relating to, any committed financing facility (including any debt facility and any related interest and/or currency swap transactions) to be entered into by any member of the Group provided that not more than £50 million of aggregate indebtedness be approved by the Treasury Committee during the period between any two consecutive Board Meetings.

4.2 Reviewing and approving all charges, bonds, guarantees and indemnities to be given by any member of the Group, subject to the total value of all such contingent liabilities approved by the Committee in the period between any two consecutive Board Meetings not exceeding £50 million unless the charge, bond, guarantee or indemnities are covered under 4.1.1 (b) above.

4.3 Reviewing and approving letters of comfort.

4.4 Monitoring the funding adequacy of any defined benefit pension schemes sponsored by the Company, or any subsidiary of the Company, and approving any changes to the funding contributions made by the sponsor.

5. **Reporting**

Receiving reports from the Group Treasurer not less than once per month advising of debt levels, compliance with financial covenants imposed by lenders to the Company and any parent company guarantees issued. Once per quarter the report shall be extended to include a summary of the foreign exchange transactions undertaken during the quarter.

6. **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.