

**Invitation to the  
ELEVENTH ORDINARY GENERAL MEETING OF SHAREHOLDERS  
of  
TEMENOS Group AG (“Company”)**

**to be held on Wednesday, 13 June 2012 at 3.00 p.m. (doors open at 2.30 p.m.)  
at TEMENOS offices : 2 rue de l’Ecole-de-Chimie, 1205 Geneva - Switzerland**

**Agenda and motions of the Board of Directors**

**1. 2011 Annual Report, 2011 annual financial statements (including the remuneration report), 2011 consolidated financial statements and the auditors’ reports**

The Board of Directors proposes that the 2011 Annual Report, the 2011 unconsolidated financial statements (including the remuneration report) stating a profit for the year of CHF 1,000 and the 2011 consolidated financial statements stating a consolidated loss for the year of USD 28,308,000 be approved.

**2. Allocation of the Balance Sheet Result**

The Board of Directors proposes to not declare the distribution of a dividend and to allocate the available earnings of CHF 73,698,000 as follows:

Appropriation to “General legal reserve”:	CHF 0
To be carried forward:	CHF 73,698,000

**3. Discharge of members of the Board of Directors and Senior Management**

The Board of Directors proposes that the members of the Board of Directors and Senior Management be granted discharge for the financial year 2011.

**4. Conditional capital**

The Board of Directors recommends that the General Meeting increases the amount of conditional capital from 4’086’625 shares i.e. 5.68% of the registered share capital to a total of 7’200’000 shares representing an increase of 4.32% of the registered share capital and a maximum dilution of 10% of the registered share capital, by amending article 3 quater (1) of the Articles of Association as follows:

Proposed article 3 quater (1)

“The share capital may be increased by an amount not exceeding ~~CHF 36’000’000 20’433’125~~ by issuing up to ~~7’200’000 4’086’625~~ new registered shares to be fully paid-in with a nominal value of CHF 5 each through the exercise of the rights that the direct or indirect subsidiaries of the Company (the “Subsidiaries”) or the Company itself may grant to officers, directors and employees at all levels of the Company and the Subsidiaries. The pre-emptive rights as well as the right for advance subscription of existing shareholders are precluded.”

The rest of article 3 quater (1) remains unchanged.

Explanations and key parameters

The Company operates a number of long term employee share plans to support the attraction, motivation and retention of employees, aligning employee interests with those of shareholders to encourage the value creation for shareholders. While the terms of the plans differ, depending on their target population, for future awards:

- Equity awards are priced at not less than the average market price over the month immediately preceding the award date;
- The standard vesting period is a minimum of three years, assuming the vesting criteria are met;

In granting awards to existing directors, named executives and other senior management the Compensation Committee will apply stretching performance criteria designed to ensure the outcome is commensurate with the shareholder value created.

Additionally, to support engagement, retention and participation the Company offers time-vesting equity awards to virtually all other groups of employees. More information on the equity plans is included in the Compensation Report in the Annual Report.

The proposed increase in conditional capital will allow the Board of Directors to plan and provide long-term equity based incentives over at least the next three years.

**5. Elections of members of the Board of Directors**

**5.1** The Board of Directors proposes the election of **Mr. Ian Robert Cookson** as a member of the Board of Directors for a term of office of three (3) years.

Ian Cookson has been active in the Financial Services sector for over 30 years and has built one of the most efficient IT operations in Private Banking worldwide. He is currently a member of a number of Boards of Directors in the EFG Group and provides consulting services to EFG notably in the area of Executive Remuneration and the implementation of the various regulatory directives concerning remuneration around the world.

Chief Operating Officer of EFG International and a member of the Executive Committee until September 2007, he was previously a member of the Executive Committee of EFG Bank (since 2002). Prior to this, Mr. Cookson was the Deputy Chief Executive Officer of EFG Bank (1997-2002), Chief Operating Officer of Banque de Dépôts, Geneva (1991-1997) and the Head of Management Services of CBI-TDB Union Bancaire Privée (1986-1991).

- 5.2** The Board of Directors proposes the election of **Mr. Thibault de Tersant** as a member of the Board of Directors for a term of office of three (3) years.

Thibault de Tersant is a member of the Board of Dassault Systèmes and has been executive vice president and CFO of the company since 1988 and Senior EVP since 2006. During his tenure in Dassault Systèmes, Mr de Tersant, has conducted more than 20 successful acquisitions totalling around \$3 billion over the last ten years. He oversaw Dassault Systèmes' successful initial public offering on the Paris and Nasdaq stock exchanges in 1996, as well as a secondary offering in 1997. Mr. de Tersant has more than 23 years of experience in the software industry. Recipient of France's prestigious "Chief Financial Officer of the Year" award in 2002, Thibault de Tersant is a graduate of the ESSEC Business School and of the Institut d'Etudes Politiques de Paris.

- 5.3** The Board of Directors proposes the election of **Mr. Sergio Giacoletto-Roggio** as a member of the Board of Directors for a term of office of three (3) years.

Sergio Giacoletto-Roggio serves as an Independent Director on various boards of directors. His portfolio of positions includes: Chairman of Telepo AB, Senior Independent Director at Logica plc, Non-Executive Director at CSR plc, Non-Executive Director at COLT SA and Operating Partner with Advent International.

In December 2008, Mr. Giacoletto-Roggio retired from Oracle Corporation where he had been a Company Officer and Executive Vice President for Europe, Middle East and Africa since 2000. Prior to joining Oracle in 1997, Mr. Giacoletto-Roggio was President, Value Added Services for Europe at AT&T. Earlier in his career, Mr Giacoletto-Roggio spent 20 years with Digital Equipment Corporation in various senior management and executive roles in services, sales, marketing and information management. Sergio Giacoletto-Roggio would bring to Temenos his wide experience serving on multiple company boards and in IT industry associations.

Mr. Giacoletto-Roggio holds a Master Degree in Computer Science from the University of Turin, Italy.

## **6. Election of Auditors**

The Board of Directors proposes the re-election of PricewaterhouseCoopers SA, Geneva, as Auditors for a new term of office of one (1) year.

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### **Documentation**

The 2011 Annual Report, annual financial statements (including the remuneration report), consolidated financial statements, auditors reports, minutes of the tenth Ordinary General Meeting of Shareholders of 17 June 2011 as well as the Articles of Association may be ordered at Company's headquarters and are also available on [www.temenos.com](http://www.temenos.com).

### **Participation**

From 23 May 2012 until 14 June 2012, the share register is closed and therefore no additional shares can be registered in the share register; nevertheless, the Company does not prevent the sale or purchase of its shares during this closing period.

Shareholders recorded in the share register, with the right to vote, by **23 May 2012 at 12:00 noon** (record date) are entitled to exercise their voting rights at the eleventh Ordinary General Meeting of Shareholders and will receive by post their admission card, proxy form and the agenda including the motions of the Board of Directors.

### **Representation and proxy**

Shareholders who are unable to attend in person may appoint a representative by written proxy. The representative is required to provide the proxy form and admission card at the entrance.

Shareholders may alternatively appoint their custodian bank, the Company or the independent proxy holder, Alain Lévy attorney-at-law, as their representative for this General Meeting. Any such proxy must be lodged either with the Company or with the above-mentioned independent proxy holder, by **11 June 2012** at the latest.

On behalf of the Board of Directors

**Andreas Andreades**

Chairman

25 April 2012