
MINUTES

of the
Ninth Ordinary General Meeting of Shareholders
of

TEMENOS Group AG ("Company")

held on **4th June 2010**, at 2:00 p.m.,
at Le Restaurant du Parc des Eaux-Vives, 82 quai Gustave-Ador, 1211 Geneva 6,
Switzerland

Board of Directors present:	George Koukis , Chairman of the Board and Chairman of this Meeting Paul Selway-Swift , Vice-Chairman of the Board Andreas Andreades , Member of the Board Mark Austen , Member of the Board Chris Pavlou , Member of the Board Lewis Polk Rutherford , Member of the Board
Auditor's Representative:	Mike Foley , PricewaterhouseCoopers SA David Mason , PricewaterhouseCoopers SA
Independent Proxy Holder	Me Alain Lévy , Attorney-at-Law, Geneva
Notary	Me Mariella Vallery-Spaethe , Public Notary, Geneva
Shareholders present or represented:	according to the Chairman's declaration hereinafter

Agenda

1. 2009 Annual Report, 2009 Annual Financial Statements (including the remuneration report), 2009 Consolidated Financial Statements and the Auditors' Reports;
2. Allocation of the Balance Sheet Result;
3. Discharge of members of the Board of Directors and Senior Management;
4. Authorized capital;
5. Conditional capital;
6. Elections of members of the Board of Directors;
7. Election of Auditors.

Opening of the Meeting

Mr. George Koukis, Chairman of the Board of Directors, takes the chair for this meeting, welcomes the shareholders and declares the 9th Ordinary General Meeting of Shareholders of TEMENOS Group AG as formally opened at 2.00 pm; he then appoints Mr. Ariel Boussiba as Secretary and speaker of this General Meeting held in French.

The Chairman states for the record as follows:

The Company is represented by the Chairman of the Board, Mr. George Koukis, as well as by the other members of its Board of Directors, namely Messrs. Paul Selway-Swift, Andreas Andreades, Mark Austen, Chris Pavlou and Lewis Polk Rutherford.

The Auditors of the Company, PricewaterhouseCoopers SA, Geneva, are represented by Messrs Mike Foley and David Mason. Furthermore are present Me Alain Lévy, Attorney-at-law, Geneva, as Independent Proxy Holder and Me Mariella Vallery-Spaethe, Public Notary, Geneva.

The Chairman states that the Board of Directors has made the following appointments for this Meeting: as recording secretary and speaker, Mr. Ariel Boussiba, Company Secretary, as vote counters and scrutineers, Ms. Guylaine Gaudreau, TEMENOS Executive Compensation Director, and Ms. Emilie Erard, member of TEMENOS Legal Department. No objections with regard to these appointments are raised.

The shareholders have been convened and invited with publication of the agenda in the Swiss Official Gazette of Commerce on April 30th, 2010 and May 7th, 2010. With such publication this General Meeting of Shareholders has been convened in compliance with the Articles of Association and the provisions of the Swiss Code of Obligations. In addition, invitations have been sent by mail directly to all shareholders recorded in the Company's shareholder's register with the right to vote as of May 14th, 2010. The 2009 annual business report including the 2009 annual financial statements, 2009 consolidated and unconsolidated financial statements and the auditors reports have been made available at the Company's registered offices and have been sent to the shareholders upon their request. Furthermore, these documents are available on the company's website and hard copies are at disposal at the entrance together with copies of the agenda in French and in English. No objections against these statements, place and time of the Meeting and the convocation to this Meeting are raised.

Out of a registered share capital of CHF 316'559'305 divided in 63'311'861 registered shares, it is stated for the record, that a total of 17'956'282 registered shares are present or represented at this Ordinary General Meeting of Shareholders, whereas a total of 14'613'276 registered shares are represented by proxy holders and thereof:

- 10'819'545 shares are represented by the Company, through its Chairman, Mr. George Koukis; and
- 3'793'731 shares are represented by the Independent Proxy Holder.

The Chairman states that the simple majority of votes during the Meeting is reached with 8'978'141 votes. For items 4 and 5, the qualified majority is reached with 11'970'855 votes and the aggregate sum of nominal value of CHF 44'890'705.

Having stated so, the Chairman declares that a quorum is constituted for the resolutions set forth on the agenda.

No objections with regard to these statements are raised.

The Chairman refrains from reading the agenda items, as the items were published and sent to all shareholders together with the invitation. No objections are raised.

As there are no questions and comments, the Chairman moves to the items on the agenda.

ITEM 1	2009 Annual Report, 2009 Annual Financial Statements (including the remuneration report), 2009 Consolidated Financial Statements and the Auditors' Reports
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MOTION

The Board of Directors proposes that the 2009 Annual Report, the 2009 Unconsolidated Financial Statements (including the remuneration report) stating a profit for the year of CHF 540'000, and the 2009 Consolidated Financial Statements stating a consolidated profit for the year of USD 68'543'000 be approved.

As there are no comments and no other motions, the Chairman proceeds with the ballot.

According to the ballot on item 1 of the agenda, the General Meeting of Shareholders resolves as follows:

RESOLUTION

The General Meeting of Shareholders approves the 2009 Annual Report, 2009 Annual Financial Statements (including remuneration report), 2009 Unconsolidated and Consolidated Financial Statements for the year ended December 31, 2009 by 17'943'791 votes FOR, 5'191 votes AGAINST, 7'300 votes BLANK.

ITEM 2	Allocation of the Balance Sheet Result
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MOTION The Board of Directors proposes to not declare the distribution of a dividend and to carry forward the retained earnings of CHF 3'378'000.

As there are no comments and no other motions, the Chairman proceeds with the ballot.

According to the ballot on item 2 of the agenda, the General Meeting of Shareholders resolves as follows:

RESOLUTION **The General Meeting of Shareholders approves to not declare the distribution of a dividend and to carry forward the retained earnings of CHF 3'378'000 by 17'932'641 votes FOR, 14'941 votes AGAINST, 8'700 vote BLANK.**

ITEM 3	Discharge of members of the Board of Directors and Senior Management
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MOTION The Board of Directors proposes that the members of the Board of Directors and Senior Management be granted discharge for the financial year 2009.

Proceedings To facilitate proceedings, the Board of Directors proposes that the ballot should be held on a discharge *in globo*, for all members of the Board of Directors and Senior Management.

No other motions are presented. Therefore, the Chairman proceeds with the ballot and reminds all members of the Board of Directors to refrain from voting.

According to the ballot on item 3 of the agenda, the General Meeting of Shareholders resolves as follows:

RESOLUTION **The members of the Board of Directors and Senior Management have been granted *in globo* discharge of liability for their activities during the business year ended December 31st 2009 by 13'341'942 votes FOR, 1'210'075 votes AGAINST, 72'219 votes BLANK.**

ITEM 4**Authorized capital****MOTION**

The Board of Directors recommends the General Meeting to extend the Board of Directors' authorization to create authorized capital, provided to the Board of Directors until 20 June 2010, by two additional years, i.e. until 4 June 2012. The Board of Directors recommends therefore to amend Article 3ter (1) of the Articles of Association as follows:

New Article 3ter (1):

« Le conseil d'administration est autorisé à augmenter le capital-actions d'ici au 4 juin 2012, d'un montant maximum de CHF 129'230'885, par l'émission d'au maximum 25'846'177 actions nominatives entièrement libérées d'une valeur nominale de CHF 5 chacune. Une augmentation partielle est permise. »

There are no further alterations to the regulations regarding the authorized capital.

No other motions are presented. Therefore, the Chairman proceeds with the ballot.

According to the ballot on item 4 of the agenda, the General Meeting of Shareholders resolves as follows:

RESOLUTION

The General Meeting of Shareholders rejects the proposed amendment of Article 3ter (1) of the Company's Articles of Association by 8'557'119 votes AGAINST, 9'328'444 votes FOR (representing CHF 46'642'220) and 70'719 votes BLANK; the required qualified majority has therefore not been reached.

ITEM 5**Conditional capital****MOTION**

Following the termination of the agreement concluded between TEMENOS and Metavante Corporation, the Board of Directors proposes the following amendments to Article 3quater (1) and (2) of the Articles of Association (changes are in bold):

Nouvel Article 3 quater (1) et (2)

« (1) Le capital-actions peut être augmenté de CHF 27'264'590

au plus par l'émission d'au maximum 5'452'918 actions nominatives nouvelles entièrement libérées d'une valeur nominale de CHF 5 chacune par l'exercice des droits que ~~TEMENOS Holdings NV, une filiale de la société (la « filiale »)~~ **les filiales directes ou indirectes de la société (les « Filiales »)**, ou la société elle-même, peut émettre au profit des collaborateurs de tout niveau de la société ou de ses ~~sociétés affiliées~~ **Filiales**. Les droits de préemption ainsi que les droits de souscription préférentielle des actionnaires de la société sont exclus.

L'émission d'actions ou de droits d'option y relatifs par ~~la filiale~~ **les Filiales** ou par la société, au profit de collaborateurs de la société ou de ses ~~sociétés affiliées~~ **Filiales**, a lieu conformément à un ou plusieurs règlements édictés par le conseil d'administration sur la base des règles générales suivantes :

- des actions nouvelles ne peuvent être émises en faveur de ~~la filiale~~ **des Filiales** ou de la société qu'en vue de leur transfert aux collaborateurs de la société ou de ses ~~sociétés affiliées~~ **Filiales**;

- des actions nouvelles, émises par ~~la filiale~~ **les Filiales** ou la société à l'attention des collaborateurs de la société ou de ses ~~sociétés affiliées~~ **Filiales**, sont à libérer au montant nominal de CHF 5 par action, en espèces.

(2) Le capital-actions peut être augmenté d'un montant maximum de CHF 69'653'400, par l'émission d'au maximum 13'930'680 nouvelles actions nominatives, entièrement libérées, d'une valeur nominale de CHF 5 chacune, à savoir d'une part CHF 45'000'000, soit 9'000'000 nouvelles actions nominatives, par l'exercice des droits de conversion et/ou d'option qui sont accordés par la société ou une de ses ~~sociétés affiliées~~ **Filiales** sous forme de droits d'option dans le cadre d'obligations d'emprunt, d'obligations similaires ou d'autres instruments financiers, et d'autre part CHF 24'653'400, soit 4'930'680 nouvelles actions nominatives, par l'exercice de droits d'option qui sont accordés par la société ou une de ses ~~sociétés affiliées~~ **Filiales** aux actionnaires existants ou à des tiers, ~~notamment un distributeur aux Etats-Unis~~. Dans le cas de l'émission d'obligations d'emprunt, d'obligations similaires ou d'autres instruments financiers liés à des droits de conversion et/ou d'option, et dans le cas d'émission de droits d'option, le droit de préemption des actionnaires est exclu. Les titulaires de droits de conversion ou d'option respectifs sont autorisés à souscrire les nouvelles actions.

Les conditions des droits d'option, y compris le délai d'exercice et le prix, sont fixées par le conseil d'administration, étant néanmoins précisé que le prix d'exercice peut être fixé à un prix inférieur à la valeur du marché, respectivement à la valeur intrinsèque.

Le Conseil d'administration est autorisé à restreindre ou à exclure les droits de souscription préférentiels des actionnaires (1) si des emprunts liés à des droits convertibles ou des warrants ou d'autres instruments financiers ou des options sont émis en vue du financement ou du refinancement de l'acquisition d'une entreprise, de parties d'une entreprise, de participations ou de nouveaux investissements ou (2) si de tels emprunts ou d'autres instruments financiers ou des options sont émis sur le marché international des capitaux et en vue d'une prise ferme par une institution bancaire ou un syndicat de banques avec offre subséquente au public ou (3) si de tels emprunts ou d'autres instruments financiers ou des options sont émis en vue de la participation de partenaires stratégiques. Dans de tels cas, on appliquera ce qui suit: les termes et conditions des obligations convertibles ou des warrants ou d'autres instruments financiers ou d'options correspondront aux conditions du marché (y compris les clauses sur la protection contre les dilutions conformément à la pratique du marché), en tenant compte des situations spécifiques et les nouvelles actions devront être émises aux conditions d'émission prévues par les droits de conversion, d'exercice et d'option pertinents liés aux obligations, warrants ou options. Les droits de conversion peuvent être exercés durant un délai maximum de dix (10) ans, et les warrants ou options peuvent être exercés durant un délai maximum de sept (7) ans, dans chaque cas à partir de leur date respective d'émission.

~~En ce qui concerne l'émission de warrants en lien avec un distributeur aux Etats Unis, les droits de souscription préférentiels des actionnaires existants sont exclus. Les conditions de ces warrants sont celles fixées dans le contrat de warrant pertinent. »~~

There are no further alterations to the regulations regarding the conditional capital.

No other motions are presented. Therefore, the Chairman proceeds with the ballot.

According to the ballot on item 5 of the agenda, the General Meeting of Shareholders resolves as follows:

RESOLUTION The General Meeting of Shareholders approves the proposed amendments of Article 3quater (1) and (2) of

the Company's Articles of Association by a majority of 17'108'204 votes corresponding to the aggregate sum of nominal values of CHF 85'541'020, against 771'302 votes and 76'776 votes being blank.

ITEM 6	Elections of members of the Board of Directors
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In continuing the set up of the staggered board of directors, **Mr. Andreas Andreades**, CEO and executive member of the Board of Directors is due for individual re-election for a new term of office of three years.

The members of the Board of Directors refrain from voting on their own re-election.

MOTION The Board of Directors proposes that **Mr. Andreas Andreades** be re-elected as a member of the Board of Directors for a new term of office of three (3) years.

As there are no comments or motions with regard to this re-election, the Chairman proceeds with the ballot.

According to the ballot on item 6 of the agenda, the General Meeting of Shareholders resolves as follows:

RESOLUTION **The General Meeting of Shareholders re-elects for a term of office of three years Mr. Andreas Andreades, as member of the Board of Directors by 15'126'787 votes FOR, 926'994 votes AGAINST, 72'519 votes BLANK.**

Mr. Andreas Andreades declares acceptance of his mandate.

ITEM 7	Election Auditors
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MOTION The Board of Directors proposes that PricewaterhouseCoopers SA, Geneva, be re-elected as Auditors for a new term of office of one (1) year.

As there are no comments or motions with regard to the election of the auditors, the Chairman proceeds with the ballot.

According to the ballot on item 7 of the agenda, the General Meeting of Shareholders resolves as follows:

RESOLUTION

The General Meeting of Shareholders appoints as Auditors PricewaterhouseCoopers SA, Geneva, for a period of one year by 17'924'098 votes FOR, 21'598 votes AGAINST, 10'586 votes BLANK.

On behalf of PricewaterhouseCoopers SA, Geneva, Mr. Mike Foley, declares acceptance of the mandate.

As there are no further items to discuss and to resolve and no shareholder wishes to speak up, the Chairman declares this meeting as closed at 2:45 p.m. and thanks the shareholders for their attendance.

George Koukis

Ariel Boussiba

Chairman

Secretary / Speaker