
MINUTES

of the
5th Ordinary Annual General Meeting of Shareholders
of
TEMENOS Group AG

held on **23rd May 2006**, at 2:00 p.m.,
at the Mandarin Oriental – Hotel du Rhône, Quai Turrettini 1, 1201 Genève

Board of Directors present: **George Koukis**, Chairman of the Board and
Chairman of this Meeting
Paul Selway-Swift, Member, Vice-Chairman
Andreas Andreades, Member
Chris Pavlou, Member
Lewis Polk Rutherford, Member

Auditor's Representative: **Mike Foley** (PricewaterhouseCoopers)

Independent Proxy Holder **Alain Lévy**, Attorney-at-Law, Geneva

Notary **Vincent Bernasconi**, Public Notary, Geneva

Shareholders present or
represented: according to the Chairman's declaration hereinafter

Agenda:

1. 2005 Annual Report, 2005 Annual Financial Statements, 2005 Consolidated Financial Statements and Auditors' Reports
2. Allocation of the Balance Sheet Result
3. Discharge of the Members of the Board of Directors
4. Transfer of corporate seat to Geneva
5. Authorized Capital
6. New Articles of Association
7. Election of the Members of the Board of Directors

- a. Election of Mr. Mark E. Austen
 - b. Election of Mr. Paul Selway-Swift
 - c. Election of Mr. Lewis Polk Rutherford
8. Election of the Statutory Auditors and Group Auditors

Opening of the Meeting

Mr. George Koukis, Chairman of the Board of Directors, takes the chair for this meeting, welcomes the shareholders, the representatives of the Auditors and the Independent Proxy Holder and declares the 5th Ordinary Annual General Meeting of Shareholders of TEMENOS Group AG as formally opened at 2.00 pm.

The Chairman states for the record what follows:

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

The Auditors of the Company, PricewaterhouseCoopers SA, Geneva, are represented by Mr. Mike Foley. Furthermore are present Mr. Alain Lévy, Attorney-at-law, Geneva, as Independent Proxy Holder of voting rights and Maître Vincent Bernasconi, Public Notary, Geneva.

The Chairman states that the Board of Directors has made the following appointments for this Meeting: as recording secretary, Mr. Ariel Boussiba, Company Secretary, and as vote counters and scrutineers, Ms. Guylaine Gaudreau TEMENOS Compensation & Benefits and Ms. Elizabeth Koshy, 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 May 1st, 2006. 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 as of April 24th, 2006. The 2005 annual business report, the 2005 annual financial statements, 2005 consolidated financial statements, the auditors reports and the French version of the new Articles of Association have been made available at the Company's registered office and headquarters 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 your disposal at the entrance together with copies of the agenda in French, German and English. No objections against these statements, place and time of the Meeting and the convocation to this Meeting are raised.

Furthermore, the Chairman states for the record, that a total of 16'715'711 registered shares are represented at this Ordinary Annual General Meeting of Shareholders, whereas a total of 4'179'463 registered shares are represented by institutional proxy holders and thereof:

- 2'703'376 shares are represented by the Company, by and through its Chairman, Mr. George Koukis;

- 1'476'087 shares are represented by the Independent Proxy Holder of voting rights; and
- 0 shares are represented by proxy holders for deposited shares.

The Chairman states that the simple majority of votes during the Meeting is reached with 8'357'856 votes. The qualified majority is reached with 11'143'807 votes and the aggregate sum of CHF 41'789'278.

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.

Before moving to the agenda's items, the Chairman gives the floor to Andreas Andreades, CEO, for a business update.

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

ITEM 1	2005 Annual Report, 2005 Annual Financial Statements, 2005 Consolidated Financial Statements and the Auditors Reports
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MOTION

The Board of Directors recommends the General Meeting the approval of the 2005 Annual Report, the Unconsolidated Financial Statements stating a loss of CHF 149,000 and the Consolidated Financial Statements stating a consolidated profit of USD 17,908,000 for the year ended 31 December 2005.

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 2005 Annual Report, the Unconsolidated and Consolidated Financial Statements for the year ended December 31, 2005 by a majority of 16'654'711 votes, against 61'000 votes, no votes being blank.**

ITEM 2	Allocation of the Balance Sheet Result
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MOTION: The Board of Directors recommends the General Meeting to resolve to carry forward the loss of CHF 149'000 incurred in the year 2005 and thus the accumulated deficit of CHF 168'000 to the new account and not to pay out a dividend.

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 carry forward the loss of CHF 149'000 and thus the accumulated deficit of 168'000 to the new account and not to pay out a dividend by a majority of 16'654'611 votes, against 61'100 votes, no votes being blank.**

ITEM 3	Discharge of the Members of the Board of Directors
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MOTION: The Board of Directors recommends the General Meeting to grant discharge of liability to all members of the Board of Directors for their activities during the business year ended December 31st 2005.

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.

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 Board of Directors have been granted in globo discharge of liability for their activities during the business year ended December 31st 2005 by a majority of 6'906'647 votes, against 57'000 votes, no votes being blank.**

ITEM 4	Transfer of corporate seat to Geneva
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MOTION: The Board of Directors recommends the General Meeting to approve the transfer of the Company's registered seat from Glarus to Geneva -where TEMENOS maintains its headquarters- and therefore to approve the following amendment of the Articles of Association:

New Article 1

„Under the corporate name of TEMENOS Group AG (hereinafter the "Company") exists a corporation pursuant to article 620 et seq. of the Swiss Code of Obligations (hereinafter "CO") with its corporate seat in Geneva. The duration of

the Company is unlimited.”

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 approves the transfer of the registered seat of TEMENOS Group AG to Geneva and therefore the new Article 1 of the Articles of Association by a majority of 16'659'711 votes and the aggregate sum of nominal values represented of CHF 83'298'555, against 56'000 votes and the aggregate sum of nominal values represented of CHF 280'000, no votes being blank.**

ITEM 5	Authorized Capital
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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 27 June 2006, by two additional years, i.e. until 23 May 2008 and therefore to amend Article 3ter para.1 of the Articles of Association as follows:

New Article 3ter para. 1

“The Board of Directors is authorised to increase the share capital no later than May 23, 2008, by an amount not exceeding CHF 132'551'215.-- (“*Authorised Capital*”) by issuing up to 26'510'243 fully paid-in registered shares with a nominal value of CHF 5.-- each. An increase in partial amounts is permitted.”

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 5 of the agenda, the General Meeting of Shareholders resolves as follows:

RESOLUTION **The General Meeting of Shareholders approves the extension of the Board of Directors' authorization to create authorized capital until 23 May 2008 and therefore the amended Article. 3ter para.1. of the Articles of Association by a majority of 16'092'574 votes and the aggregate sum of nominal values represented of CHF 80'462'870, against 623'137 votes and the aggregate sum of nominal values represented of CHF 3'115'685, no votes being blank.**

ITEM 6	New Articles of Association
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MOTION: The Board of Directors recommends the General meeting to annul the current Articles of Association and adopt new Articles of Association in French and English, the French version of the Articles of Association shall prevail over the English one.

No other motions are presented. Therefore, 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 approves the new Articles of Association by a majority of 16'658'711 votes, against 56'000 votes, 1'000 votes being blank.**

ITEM 7**Elections into the Board of Directors****ITEM 7.1****Election of Mr. Mark Austen into the Board of Directors**

Mr. Mark Austen (56), a qualified accountant has had considerable experience at an executive level in international financial markets and financial services consulting. Up to early 2005, he served as an executive in IBM's Business Consulting Services, following a 20-year career with PricewaterhouseCoopers (PwC). There, he was Managing Partner of the Global Financial Services consulting practice, and from 2000 to 2002 was an elected member of PwC's Global Board. He was also a member of the transaction group that oversaw the sale of the consulting business to IBM. Mr. Mark Austen is also a non-executive director of Standard Bank PLC, Smartstream Technologies Group Ltd and a director of The Philharmonia Trust Ltd. Mr. Austen is a British national.

MOTION

The Board of Directors recommends the election for a term of office of three years of Mr. Mark Austen, as member of the Board of Directors.

As there are no comments or other motions with regard to the election of Mr. Mark Austen, the Chairman proceeds with the ballot.

According to the ballot on item 7.1 of the agenda, the General Meeting of Shareholders resolves as follows:

RESOLUTION

The General Meeting of Shareholder's has elected for a term of office of three years Mr. Mark Austen, as new member of the Board of Directors by a majority of 16'658'711 votes, against 53'000 votes, 4'000 votes being blank.

Mr. Mark Austen declares acceptance of his mandate.

In continuing the set up of the staggered board of directors, **Mr. Paul Selway-Swift**, Vice-Chairman and non-executive director and **Mr. Lewis Polk Rutherford**, non-executive director are due for individual re-election for a new term of office of three years.

ITEM 7.2	Election of Mr. Paul Selway-Swift
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MOTION The Board of Directors recommends the re-election for a term of office of three years of Mr. Paul Selway-Swift, as member of the Board of Directors.

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 7.2 of the agenda, the General Meeting of Shareholders resolves as follows:

RESOLUTION **The General Meeting of Shareholder's has re-elected for a term of office of three years Paul Selway-Swift, as member of the Board of Directors by a majority of 16'659'611 votes, against 52'100 votes, 4'000 votes being blank.**

Mr. Paul Selway-Swift declares acceptance of his mandate.

ITEM 7.3	Election of Mr. Lewis Polk Rutherford
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MOTION The Board of Directors recommends the re-election for a term of office of three years of Mr. Lewis Polk Rutherford, as member of the Board of Directors.

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 7.3 of the agenda, the General Meeting of Shareholders resolves as follows:

RESOLUTION

The General Meeting of Shareholder's has re-elected for a term of office of three years Mr. Lewis Polk Rutherford, as member of the Board of Directors by a majority of 16'659'611 votes, against 52'100 votes, 4'000 votes being blank.

Mr. Lewis Polk Rutherford declares acceptance of his mandate.

ITEM 8**Election of the Statutory Auditors and Group Auditors****MOTION**

The Board of Directors recommends the General Meeting the re-election of PricewaterhouseCoopers SA, Geneva, as Statutory Auditors of the Company and Group Auditors for a new term of office of one 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 5 of the agenda, the General Meeting of Shareholders resolves as follows:

RESOLUTION

The General Meeting of Shareholder's appoints as statutory auditors and group auditors PricewaterhouseCoopers SA, Geneva, for a period of one year by a majority of 16'662'711 votes, against 53'000 votes, no votes being blank.

On behalf of PricewaterhouseCoopers SA, Geneva, Mike Foley, thanks the shareholders for the election and 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 3:20 p.m. and thanks the shareholders for their attendance.

Chairman

Secretary

George Koukis

Ariel Boussiba