

**THE BISYS GROUP, INC.
COMPENSATION COMMITTEE CHARTER**

PURPOSE

The purposes of the Compensation Committee of the Board of Directors (the "Board") of The BISYS Group, Inc. (the "Company") shall be to oversee the Company's compensation and employee benefit plans and practices, including its executive compensation plans and its incentive-compensation and equity-based plans; and to produce a Compensation Committee report on executive compensation as required by the Securities and Exchange Commission ("SEC") to be included in the Company's annual proxy statement or annual report on Form 10-K filed with the SEC.

COMMITTEE MEMBERSHIP

The Compensation Committee shall consist of no fewer than two members. The members of the Compensation Committee shall meet the independence requirements of the New York Stock Exchange and any additional requirements that the Board deems appropriate and shall satisfy any other necessary standards of independence under the federal securities and tax laws.

The Board shall appoint the members of the Compensation Committee on the recommendation of the Nominating and Governance Committee. Compensation Committee members may be replaced by majority vote of the Board.

The chairperson of the Compensation Committee shall be designated by the Board, provided that if the Board does not so designate a chairperson, the members of the Compensation Committee, by a majority vote, may designate a chairperson.

COMMITTEE AUTHORITY AND RESPONSIBILITIES

1. The Compensation Committee shall have the sole authority to retain and terminate any compensation consultant to be used to assist in the evaluation of director, CEO or senior executive compensation and shall have sole authority to approve the consultant's fees and other retention terms. The Compensation Committee shall also have authority to obtain advice and assistance from internal or external legal, accounting or other advisors.
2. The Compensation Committee shall annually review and approve corporate goals and objectives relevant to CEO compensation, evaluate the CEO's performance in light of those goals and objectives, and shall determine and recommend the CEO's compensation levels based on this evaluation for approval by the independent directors of the Board. In determining the long-term incentive component of CEO compensation, the Compensation Committee will consider the Company's performance and relative shareholder return, the value of similar incentive awards to CEOs at comparable companies, and the awards given to the CEO in past years.
3. The Compensation Committee shall annually review and approve, for executive officers reporting to the CEO, and other senior executives of the Company with a base salary in excess of \$500,000, (a) the annual base salary level, (b) the annual incentive opportunity level, (c) the long-term incentive opportunity level, (d) employment agreements, severance arrangements, and change in control agreements/provisions, in each case as, when and if appropriate, and (e) any special or supplemental benefits. The CEO shall consult the chairperson of the Compensation Committee with respect to any and all of the matters reflected in clauses (a), (b), (c), (d) and (e) of this paragraph prior to any offer being presented to any person that would become subject to the Compensation Committee's annual review as a result of becoming an employee of the Company (i.e., a new hire) or being promoted to a new position.

4. The Compensation Committee shall administer the Company's annual Employee Stock Purchase Plan and, pursuant to such Plan, may delegate such responsibilities to the Company.
5. The Compensation Committee shall review any newly proposed, significant compensation programs or process that affect the welfare of all, or the substantial majority of, the Company's workforce.
6. The Compensation Committee may form and delegate authority to subcommittees when appropriate.
7. The Compensation Committee shall make regular reports to the Board. The Compensation Committee shall produce a report on executive compensation as required by the SEC to be included in the Company's annual proxy statement or annual report on Form 10-K filed with the SEC.
8. The Compensation Committee shall review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board for approval. The Compensation Committee shall annually review its own performance.