

TRANSACTION SYSTEMS ARCHITECTS, INC. COMPENSATION COMMITTEE CHARTER

Purpose

The purpose of the Compensation Committee (the "Committee") of Transaction Systems Architects, Inc. (the "Company") shall be to:

- Review and evaluate the compensation of the officers of the Company; and
- Review and evaluate the Company's incentive and equity plans and other employee benefit programs.

Committee Membership

The Committee shall consist of members of the Board of Directors (the "Board") and have no fewer than three members. The members of the Committee shall meet the applicable independence and experience requirements of the Nasdaq Stock Market and other applicable laws, rules and regulations, as such requirements are interpreted by the Board in its business judgment.

In addition, each member of the Committee also shall satisfy all requirements necessary from time to time to be "disinterested directors" under Securities and Exchange Commission Rule 16b-3 and qualified "outside directors" under Section 162(m) of the Internal Revenue Code and related regulations, all as amended from time to time.

The members of the Committee shall be recommended by the Nominating and Corporate Governance Committee and shall be appointed by the Board at its first meeting following the Company's annual meeting of stockholders. Unless a Chairman is elected by the full Board, the members of the Committee shall designate a Chairman by majority vote of the full Committee membership.

Meetings

The Committee shall meet as often as it determines, but not less frequently than annually. Meetings may be called by the Chairman of the Committee, a majority of the members of the Committee, the Chairman of the Board or the Chief Executive Officer of the Company (the "CEO"). All meetings of and other actions by the Committee shall be held and taken pursuant to the Bylaws of the Company, including Bylaw provisions governing notice of meetings and waiver thereof, the number of Committee members required to take actions at meetings and by written consent, and other related matters.

The Committee may request any officer or employee of the Company, the Company's outside counsel or the Committee's counsel or other advisors to attend a meeting (or executive session) of the Committee or to meet with any members of, or advisors or consultants to, the Committee.

Reports of meetings, and actions taken at a meeting or by consent, of the Committee since the most recent Board meeting shall be made by the Committee Chairman or his or her delegate to the Board at the next regularly scheduled Board meeting or action and shall be accompanied by any recommendation from the Committee to the Board. In addition, the Committee Chairman or his or her delegate shall be available to answer any questions the other directors may have regarding the matters considered and actions taken by the Committee.

Committee Authority and Responsibilities

The Committee shall have the following responsibilities and authority:

Compensation of the CEO and Other Officers

1. Review from time to time and approve (a) the Company's corporate goals and objectives relevant to executive compensation and (b) the structure of the Company's executive compensation to ensure that such structure is appropriate to achieve the Company's objectives of rewarding the Company's executive officers appropriately for their contributions to the Company's growth and profitability and the Company's other goals and objectives and linking the interests of the Company's executive officers to the long term interests of the Company's equity owners through a mix of long- and short-term incentives and features that include downside risk as well as upside potential.

2. Periodically review and evaluate the compensation (and performance relative to compensation) of the CEO and the other officers, as that term is defined in Section 16 of the Securities Exchange Act of 1934, as amended, and Rule 16a-1 thereunder and determine the amounts and individual elements of total compensation for such persons, consistent with the Company's corporate goals and objectives. This responsibility and authority shall also apply to all newly hired officers of the Company. In determining the officers' compensation, the Committee may consider the:

- (a) Company's performance and relative stockholder return;
- (b) value of similar incentive awards to officers at comparable companies; and
- (c) awards given to the officers in prior years.

3. Consider and approve revisions to the Company's executive salary range structure and annual salary increase guidelines, and discuss such compensation arrangements with the CEO.

Incentive and Equity Plans and Other Employee Benefits

4. Periodically review and evaluate the terms and administration of the Company's annual and long-term incentive plans to assure that they are structured and administered in a manner consistent with the Company's goals and objectives.

5. Periodically review and evaluate existing equity-related plans and evaluate and approve the adoption of any new equity-related plans.

6. Periodically review and evaluate the Company's employee benefit programs and approve any significant changes therein.

Other

7. Review and approve any proposed employment agreement with, and any proposed severance or retention plans or agreements applicable to, any executive officer of the Company.
8. Review and approve the Compensation Committee Report to be included in the Company's proxy statement in accordance with applicable laws, rules and regulations.
9. Have authority to retain (including approval of the fees and terms of engagement), oversee and terminate independent legal, accounting or other advisors, including, without limitation, compensation consultants to assist in evaluating the compensation of the CEO and other officers. The Company shall provide for appropriate funding for payment of compensation to any advisors or consultants employed by the Committee.
10. Annually review and reassess the adequacy of this Charter.
11. Annually review the Committee's own performance.
12. Delegate authority to a subcommittee or an individual Committee member, as the Committee deems necessary, provided that the decisions of such members shall be presented to the full Committee at its next scheduled meeting.
13. Perform such other duties and responsibilities as may be assigned to the Committee by the Board or the Chairman of the Board.

Section 162(m) Considerations

The Committee may condition its approval of any compensation on ratification by the full Board to the extent required to comply with applicable laws, rules and regulations, including, without limitation, Section 162(m) of the Internal Revenue Code.

Revised December 2005