

**TRANSACTION SYSTEMS ARCHITECTS, INC.
NOMINATING AND CORPORATE GOVERNANCE COMMITTEE CHARTER**

Purpose

The purpose of the Nominating and Corporate Governance Committee (the "Committee") shall be to assist the Board of Directors (the "Board") of Transaction Systems Architects, Inc. (the "Company") in fulfilling its responsibilities to assure that the Company is governed in a manner consistent with the interests of the Company's stockholders. The Committee shall advise the Board with respect to:

- Board organization, membership and function;
- Compensation of the Company's directors, including their compensation for service on committees of the Board;
- Board committee structure, membership and purpose;
- The Company's Corporate Governance Guidelines;
- Oversight of the Company's policies and positions regarding significant stockholder relations issues;
- Evaluation of, and successor planning for, the CEO and other executive officers; and
- Other matters relating to corporate governance and the rights and interests of the Company's stockholders.

Committee Membership

The Committee shall consist of Board members 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 ("Nasdaq") and other applicable laws, rules and regulations, as such requirements are interpreted by the Board in its business judgment.

The members of the Committee 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 or the Chairman of the Board. 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 its 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 Responsibility

The Committee shall have the following responsibilities and authority:

Board of Directors

1. Periodically evaluate the desirability of and recommend to the Board any changes in the size and composition of the Board.
2. Consider and recommend to the Board director nominees, taking into consideration the following criteria:
 - (a) Independent Directors. Director selection should include at least enough independent directors ("Independent Directors"), as determined by the rules and regulations of Nasdaq and other applicable laws, rules and regulations, to satisfy the independent director requirements of Nasdaq and other applicable laws, rules and regulations and the Company's Corporate Governance Guidelines.
 - (b) Other Director Positions. The Company's President and Chief Executive Officer (the "CEO") shall be nominated to serve as a member of the Board. Additionally, depending on the circumstances, certain other members of management, as well as certain individuals having relationships with the Company that prevent them from being Independent Directors, may be appropriate members of the Board.
 - (c) General Criteria. Each director should:
 - (i) Be an individual of the highest character and integrity;
 - (ii) Be free of any conflict of interest that would violate any applicable laws, rules or regulations or interfere with the proper performance of the responsibilities of a director;
 - (iii) Be willing and able to devote sufficient time to the affairs of the Company; and
 - (iv) Have the capacity and desire to represent the balanced, best interests of the stockholders as a whole and not primarily a special interest group or constituency.
 - (d) Specific Criteria. In addition to the foregoing general criteria, the Committee may consider specific criteria relating to the skills, experiences (whether in business or in other areas such as public service, academia or scientific communities), particular areas

of expertise, specific backgrounds and other characteristics that may enhance the effectiveness of the Board and Board committees.

3. Submit to the Board candidates for director to be recommended by the Board for election at each annual meeting of stockholders and to be added to the Board at any other times due to Board expansions, director resignations or retirements or otherwise.
4. Consider and establish initial orientation guidelines and continuing education guidelines for members of the Board.

Director Compensation

5. Periodically evaluate the compensation of directors, including for service on Board committees and taking into account the compensation of directors at other comparable companies. Make recommendations to the Board regarding any adjustments in director compensation that the Committee considers appropriate.
6. Approve annual retainer and meeting fees for the Board and Board committees and fix the terms and awards of any stock compensation for members of the Board (as directed under applicable plans of the Company).

Board Committees

7. Periodically review and evaluate the structure, membership and purpose of each standing or ad hoc Board committee.
8. Annually submit to the Board (and at any additional times that any committee members are to be selected) candidates for membership on each Board committee and for the chairman of each committee. The Committee shall coordinate with the full Board as to the selection of an Independent Director who will qualify to serve on the Company's Audit Committee as a designated "audit committee financial expert."

Corporate Governance

9. Review and recommend to the Board Corporate Governance Guidelines and any changes therein, setting forth the corporate governance principles applicable to the Company.
10. Monitor and make recommendations to the Board on other matters of Board policies and practices relating to corporate governance.
11. Review and make recommendations to the Board regarding stockholder proposals that relate to corporate governance.
12. Review and consider possible conflicts of interest of Board members and management.

Stockholder Issues

13. Monitor and make recommendations to the Board on the Company's policies and positions regarding significant stockholder relations issues.

14. Review proposals submitted by stockholders for inclusion at the next Company stockholders' meeting and make recommendations to the Board on an appropriate response to such proposals.

15. Review and evaluate any director candidates submitted by the Company's stockholders.

Evaluation of, and Successor Planning for, the CEO and Other Executive Officers

16. Assist the Board in evaluating the performance of, and other factors relating to the retention of, the Chief Executive Officer.

17. Assist the Board in overseeing the evaluation of the performance of the other executive officers. It is recognized that, subject to oversight by the Board and this Committee, the CEO will have primary responsibility for evaluating the performance of other executive officers.

18. Periodically review and approve a management succession plan and related procedures presented by management. Consider and recommend to the Board candidates for successor to the CEO and, with appropriate consideration of the CEO's recommendations, candidates for successors to other executive officers, in each case when vacancies shall occur in those offices.

Other

19. 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, consultants to assist in recruiting Board candidates. The Company shall provide for appropriate funding for payment of compensation to any advisors or consultants employed by the Committee.

20. 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.

21. Perform such other duties and responsibilities as may be assigned to the Committee by the Board or the Chairman of the Board.

22. Annually review and reassess the adequacy of this Charter.

23. Annually review the Committee's own performance.

Revised December 2005