

METAVANTE TECHNOLOGIES, INC.

Audit Committee Charter

I. PURPOSE

The Committee is appointed by the Board to assist the Board in monitoring (1) the integrity of the financial statements of the Company, (2) the independent auditor's qualifications and independence, (3) the performance of the Company's internal audit function and independent auditors, and (4) the compliance by the Company with certain legal and regulatory requirements.

II. COMMITTEE COMPOSITION

The Committee shall consist of no fewer than three members, each of whom shall meet the independence and experience requirements of the New York Stock Exchange, Section 10A(m)(3) of the Securities Exchange Act of 1934 (the "Exchange Act") and the rules and regulations of the Securities and Exchange Commission. At least one member of the Committee shall be an "audit committee financial expert," as defined by the SEC. Audit committee members shall not simultaneously serve on the audit committees of more than two other public companies unless the Board determines that such service will not impair the member's ability effectively to serve on the Audit Committee and so discloses in any proxy statement of the Company.

The Board shall have the power at any time to change the membership of the Committee and to fill vacancies in it. Except as expressly provided in this Charter, the bylaws of the Company, or the rules of the New York Stock Exchange, the Committee may fix its own rules of procedure.

III. AUTHORITY

The Committee shall have the sole authority to appoint or replace the independent auditor. The Committee shall be directly responsible for the compensation and oversight of the work of the independent auditor (including resolution of disagreements between management and the independent auditor regarding financial reporting) for the purpose of preparing or issuing an audit report or related work. The independent auditor and the internal audit function shall report directly to the Committee.

The Committee shall have the authority, to the extent it deems necessary or appropriate, to retain independent accounting or other advisors. The Company shall provide for appropriate funding, as determined by the Committee, for payment of compensation to the independent auditor for the purpose of rendering or issuing an audit report and to any advisors employed by the Committee.

The Committee may form and delegate authority to subcommittees consisting of one or more members when appropriate; and may delegate authority to grant preapprovals of audit and permitted non-audit services to one or more members, provided that any preapproval decision by a delegate shall be presented to the full Committee at its next scheduled meeting.

The Committee shall preapprove all auditing services and permitted non-audit services (including the fees and terms thereof) to be performed for the Company by its independent auditor, subject to the de minimus exceptions for non-audit services described in Section 10A(i)(1)(B) of the Exchange Act, which are approved by the Audit Committee prior to the completion of the audit.

The Committee Chairperson will have the authority to act on behalf of the Committee between meetings. The authority of the Committee Chairperson includes the authority to grant preapprovals of audit and non-audit services, provided that any such preapproval shall be presented to the full Committee at its next scheduled meeting.

IV. MEETINGS

The Committee shall meet as often as it determines, but not less frequently than quarterly. The Committee shall meet periodically with management, the internal auditors and the independent auditor in separate executive sessions. The Committee may request any officer or employee of the Company or the Company's outside counsel or independent auditor to attend a meeting of the Committee or to meet with any members of, or consultants to, the Committee.

The Committee may conduct its business and affairs at any time or location it deems appropriate. Attendance and participation in a meeting may take place by conference call or similar communication equipment by means of which all persons participating in the meeting can hear each other. Any action to be taken at any meeting of the Committee may be taken without a meeting, if all members of the Committee consent thereto in writing and such writing or writings are filed with the minutes of the Committee. All decisions of the Committee shall be determined by an affirmative vote of the majority of the members in attendance. A quorum of the Committee shall be established when a majority of the members of the Committee are present or, if less than a majority of the members of the Committee are present, by the presence of the Committee Chair and one other Committee member.

V. RESPONSIBILITIES OF THE COMMITTEE

The following activities are set forth as a guide with the understanding that the Committee may diverge from this guide in accordance with applicable law.

A. Financial Statement and Disclosure Matters

1. Review and discuss with management and the independent auditor the annual audited financial statements, including disclosures made in management's discussion and analysis. The Committee shall recommend to the Board whether the audited financial statements should be included in the Company's Form 10-K.
2. Review and discuss with management and the independent auditor the Company's quarterly financial statements prior to the filing of its Form 10-Q, including the results of the independent auditor's review of the quarterly financial statements.
3. Discuss with management and the independent auditor:
 - (a) Significant financial reporting issues and judgments made in connection with the preparation of the Company's financial statements, including any significant changes in the Company's selection or application of accounting principles;
 - (b) Any major issues as to the adequacy of the Company's internal controls, any special steps adopted in light of material control deficiencies, and the adequacy of disclosures about changes in internal control over financial reporting; and

