

METAVANTE TECHNOLOGIES, INC.

Corporate Governance/Nominating Committee Charter

I. PURPOSE

The purpose of the Committee is to provide assistance to the Board of Directors in the selection of candidates for election to the Board of Directors, including identifying, as necessary, new candidates who are qualified to serve as directors of the Company, recommending to the Board of Directors the candidates for election to the Board, developing, and recommending to the Board, and thereafter periodically reviewing, the Governance Guidelines and principles applicable to the Company, and monitoring and advising the Board on corporate governance matters and practices.

II. COMMITTEE COMPOSITION

The members of the Committee and its Chair are appointed annually by the Board and serve until their successors are duly elected and qualified. The Committee shall consist of no fewer than three members who fully satisfy the independence requirements of the New York Stock Exchange ("NYSE") and shall meet any other standards of independence as may be prescribed for purposes of any federal securities or other laws relating to the Committee's duties and responsibilities.

III. AUTHORITY

The Committee may delegate to its Chairperson such power and authority as the Committee deems to be appropriate, except such powers and authority required by law to be exercised by the whole Committee or by a subcommittee, which the Committee has the authority to form and delegate to, consisting of one or more Committee members, when appropriate.

The Committee shall have the sole authority to retain and terminate any search firm to be used to identify Director candidates and shall have sole authority to approve the search firm's fees and other retention terms.

The Committee shall have authority to obtain advice and assistance from internal or external legal, accounting, or other advisors.

IV. MEETINGS

The Committee shall meet as often as the Committee or its Chairperson determines, but not less frequently than annually.

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.

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. Directorship Management

1. Establish guidelines for selecting candidates for election to the Board of Directors, and periodically review and amend such guidelines as the Committee deems necessary or appropriate. (See attached Appendix A)
2. Identify, as necessary, potential candidates for nomination as Directors, in such manner as the Committee deems appropriate.
3. Review the qualifications of candidates for Board memberships, including candidates nominated by shareholders in accordance with the Company's Articles of Incorporation and By-Laws.
4. Recommend to the Board the number of Directors to be elected and a slate of nominees for election as Directors at the Company's annual meeting of shareholders.
5. Recommend to the Board persons to be appointed as Directors in the interval between annual meetings of the Company's shareholders.
6. Recommend to the Board standards for determining outside director independence consistent with the requirements of the NYSE and other legal or regulatory corporate governance requirements and review and assess these standards on a periodic ongoing basis. Such standards are included as part of the Governance Guidelines.
7. Review the qualifications and independence of the members of the Board of Directors and its various committees on a periodic basis and make any recommendations the Committee members may deem appropriate from time to time concerning any recommended changes in the composition of the Board and its committees.
8. Confirm that the Company has provided for director orientation and has established a means by which directors can obtain continuing education.

B. Corporate Governance Management

1. In consultation with the Chairperson of the Board of Directors, recommend to the Board such changes to the Board's committee structure and committee functions as the Committee deems advisable.
2. Confirm that each standing committee of the Board has a charter in effect and that such charter is reviewed at least annually by its committee.
3. Review shareholder proposals duly and properly submitted to the Company and recommend appropriate action to the Board.
4. Review any proposed amendments to the Company's Articles of Incorporation and By-Laws and recommend appropriate action to the Board.

