

---

---

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**  
Washington, D.C. 20549

---

**FORM 8-K**

---

**CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**

**Date of Report (Date of earliest event reported): April 1, 2009**

---

**METAVANTE TECHNOLOGIES, INC.**

(Exact name of registrant as specified in its charter)

---

**Wisconsin**  
(State or other jurisdiction  
of incorporation)

**001-33747**  
(Commission File Number)

**39-0968604**  
(IRS Employer  
Identification No.)

**4900 West Brown Deer Road**  
**Milwaukee, Wisconsin 53223**  
(Address of principal executive offices, including Zip Code)

**(414) 357-2290**  
(Registrant's telephone number, including area code)

---

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
- 
-

**Item 8.01 Other Events.**

On April 1, 2009, Metavante Technologies, Inc., a Wisconsin corporation (“Metavante”), and Fidelity National Information Services, Inc., a Georgia corporation (“FIS”), issued a joint press release announcing the execution of an Agreement and Plan of Merger by and among FIS, Cars Holdings, LLC, a direct, wholly owned subsidiary of FIS, and Metavante. A copy of the press release is attached hereto as Exhibit 99.1 and incorporated herein by reference. In addition, Metavante and FIS provided supplemental information regarding the proposed transaction in connection with presentations to analysts and investors. A copy of the investor presentation is attached hereto as Exhibit 99.2 and incorporated herein by reference.

**Additional Information and Where to Find It**

In connection with the proposed transactions, FIS and Metavante will file relevant materials with the SEC, including a registration statement on Form S-4 that will include a joint proxy statement of FIS and Metavante that also constitutes a prospectus of FIS. FIS and Metavante will mail the final joint proxy statement/prospectus to their respective shareholders. **Investors and security holders are urged to read these documents (if and when they become available) and any other relevant documents filed with the SEC, as well as any amendments or supplements to those documents, because they will contain important information about FIS, Metavante and the proposed transactions.**

Investors and security holders may obtain these documents (and any other documents filed by FIS or Metavante with the SEC) free of charge at the SEC’s website at [www.sec.gov](http://www.sec.gov). In addition, the documents filed with the SEC by FIS may be obtained free of charge by directing such request to: Investor Relations, 601 Riverside Drive, Jacksonville, FL 32204, or from FIS’ Investor Relations page on its corporate website at [www.fidelityinfoservices.com](http://www.fidelityinfoservices.com). The documents filed with the SEC by Metavante may be obtained free of charge by directing such request to: Investor Relations, 4900 West Brown Deer Road, Milwaukee, WI 53223 or from Metavante’s Investor Relations page on its corporate website at [www.Metavante.com](http://www.Metavante.com).

**Participants in the Solicitation**

FIS, Metavante and their respective executive officers, directors and certain other members of management and employees may be deemed to be participants in the solicitation of proxies from the shareholders of Metavante and FIS in favor of the proposed transactions. Information regarding the persons who may, under the rules of the SEC, be considered participants in the solicitation of the shareholders in connection with the proposed transactions will be set forth in the joint proxy statement/prospectus when it is filed with the SEC. Information about the executive officers and directors of FIS and their ownership of FIS common stock is set forth in the proxy statement for FIS’s 2008 Annual Meeting of Shareholders, which was filed with the SEC on April 15, 2008. Information about the executive officers and directors of Metavante and their ownership of Metavante common stock is set forth in the proxy statement for Metavante’s 2008 Annual Meeting of Shareholders, which was filed with the SEC on April 11, 2008.

**Item 9.01 Financial Statements and Exhibits.**

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press Release dated April 1, 2009
99.2	Investor presentation

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

METAVANTE TECHNOLOGIES, INC.

Date: April 1, 2009

/s/ Timothy C. Oliver

Name: Timothy C. Oliver

Title: Senior Executive Vice President and  
Chief Financial Officer

---

EXHIBIT INDEX

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press Release dated April 1, 2009
99.2	Investor presentation



Press Release

**Fidelity National Information Services, Inc. to Acquire  
Metavante Technologies, Inc.**

*Combination to create the world's largest provider of comprehensive  
integrated payment and financial core processing services*

*Companies anticipate \$260 million in cost synergies and  
increased long-term organic revenue growth*

**JACKSONVILLE, Fla. and MILWAUKEE, Wis. April 1, 2009** – Fidelity National Information Services, Inc. (NYSE: FIS) and Metavante Technologies, Inc. (NYSE: MV) today announced that the boards of directors of both companies have approved a definitive agreement under which FIS will acquire Metavante. Under the terms of the agreement, Metavante shareholders will receive a fixed exchange ratio of 1.35 shares of FIS common stock for each share of Metavante common stock they own. The pro forma enterprise value of the combined company is approximately \$10 billion.

**The combination creates an industry leader with enhanced growth prospects.** FIS is a leading provider of core and transaction processing services, card issuer solutions and outsourcing services to more than 14,000 financial institutions worldwide. Metavante is a leading provider of banking and payments technologies to approximately 8,000 financial services firms and businesses. Together, the combined company will provide one of the most comprehensive ranges of integrated products and services, across more markets and more geographies worldwide than any other provider in the industry.

**The pro forma financial implications are compelling.** FIS and Metavante serve complementary customer bases and have highly diversified and recurring revenue streams. In 2008, the companies generated pro forma combined revenue of \$5.2 billion, adjusted EBITDA of \$1.3 billion and free cash flow of more than \$500 million. As a result of the combination, FIS anticipates it will achieve cost synergies of approximately \$260 million. The increased global scale and expected cost savings are expected to generate significant margin expansion. The transaction is expected to be accretive to adjusted earnings per share in 2010.

“The combined scale, complementary product capabilities and market breadth of these two great companies will drive significant competitive advantages in the increasingly dynamic marketplace,” stated William P. Foley, II, chairman of FIS. “This transaction will further strengthen FIS’s competitive position as a leading global provider of technology solutions and enable us to generate increased value for shareholders and customers,” added Lee A. Kennedy, FIS president and chief executive officer.

---

“By bringing these two companies together, we expect to accelerate revenue growth, drive higher profitability, and create greater financial flexibility for growth investments and acquisitions,” said Frank R. Martire, Metavante’s current chairman and chief executive officer. “In addition, the size, scope and geographic reach of the combined company will offer even greater opportunities to our employees, world-wide.”

**The leadership team will be comprised of executives from both companies with broad industry experience and strong management depth.** Mr. Foley will serve as chairman of the board of FIS. Mr. Kennedy will serve as executive vice chairman of the board with responsibility for integrating the two companies, and Mr. Martire will be named president and chief executive officer of FIS. Reporting to Mr. Martire will be Gary A. Norcross as chief operating officer (current COO of FIS) and Michael D. Hayford as chief financial officer (current president and COO of Metavante). George P. Scanlon (current chief financial officer of FIS) will serve as executive vice president of finance. Following the completion of the transaction, the board of directors will consist of six FIS board members and three Metavante directors. FIS’s headquarters will remain in Jacksonville, Florida.

#### **Additional Transaction Details**

The transaction will be structured as a tax-free reorganization whereby Metavante will be merged with and into a newly formed subsidiary of FIS. Based on the 1.35 fixed exchange ratio, FIS would issue approximately 162 million basic shares to Metavante shareholders. In addition, a simultaneous equity investment by affiliates of Thomas H. Lee Partners, L.P. and Fidelity National Financial, Inc. in FIS common stock will result in approximately 16 million additional newly issued shares. At closing, the combined company would have approximately 374 million fully diluted shares outstanding. The requisite Metavante lenders have agreed to waive their change of control provisions and permit the merger to proceed. After giving effect to the transaction, the combined company is projected to have approximately \$3.8 billion of debt outstanding at closing, including \$1.45 billion of debt to be incurred and assumed in connection with the acquisition and will have improved financial leverage and credit statistics.

#### **Approvals and Anticipated Closing**

The transaction is subject to approval by FIS and Metavante shareholders, receipt of regulatory approvals and the satisfaction of customary closing conditions. Metavante said that its largest shareholder, an entity affiliated with Warburg Pincus that currently owns 25% of the outstanding common stock of Metavante, has entered into a Support Agreement with FIS pursuant to which it has agreed, subject to the terms and conditions of the Support Agreement, to vote in favor of the transaction. Upon completion of the deal, Warburg Pincus will be the largest single shareholder of the new company with approximately 11% ownership and will have board representation. FIS and Metavante expect to complete the transaction in the third quarter of 2009.

---

## **2009 Guidance**

FIS will update its fiscal 2009 guidance to include the acquisition of Metavante following the completion of the transaction. Separately, FIS and Metavante have reiterated the respective guidance each had previously provided in February 2009.

## **Advisors**

Banc of America Securities LLC and Goldman, Sachs & Co. acted as financial advisors to FIS and Wachtell, Lipton, Rosen & Katz provided legal counsel. Barclays Capital acted as financial advisor to Metavante, while Kirkland & Ellis LLP and Quarles & Brady LLP provided legal counsel.

## **Conference Call and Webcast**

FIS and Metavante will host a joint webcast to discuss the transaction on Wednesday, April 1, 2009, at 11:00 a.m. EDT. The webcast will be accessible on the investor relations section of FIS's website at [www.fidelityinfoservices.com](http://www.fidelityinfoservices.com) and Metavante's website at [www.metavante.com](http://www.metavante.com). The accompanying slide presentation will also be available on each company's website. A replay of the audio presentation will be available on the websites or by calling 888-203-1112 (domestic) or 719-457-0820 (international), and entering passcode 1456372. The replay will be available for four weeks following the conference call.

## **About Fidelity National Information Services, Inc.**

Fidelity National Information Services, Inc. (NYSE: FIS), a Fortune 500 company, is a leading provider of core processing for financial institutions; card issuer and transaction processing services; and outsourcing services to financial institutions and retailers. FIS has processing and technology relationships with 40 of the top 50 global banks, including nine of the top 10. FIS is a member of the S&P 500 Index and has been ranked the number one banking technology provider in the world by American Banker and the research firm Financial Insights in the annual FinTech 100 rankings. Headquartered in Jacksonville, Fla., FIS maintains a strong global presence, serving more than 14,000 financial institutions in more than 90 countries worldwide. For more information on FIS, please visit [www.fidelityinfoservices.com](http://www.fidelityinfoservices.com).

## **About Metavante**

Metavante Technologies, Inc. (NYSE: MV) is the parent company of Metavante Corporation. Metavante Corporation delivers banking and payments technologies to approximately 8,000 financial services firms and businesses worldwide. Metavante products and services drive account processing for deposit, loan and trust systems, image-based and conventional check processing, electronic funds transfer, consumer healthcare payments, electronic presentment and payment, outsourcing, and payment network solutions including the NYCE Network, a leading ATM/PIN debit network. Metavante ([www.metavante.com](http://www.metavante.com)) is headquartered in Milwaukee. Metavante and NYCE are registered trademarks of Metavante Corporation, which is the principal subsidiary of Metavante Technologies, Inc.

## **Use of Non-GAAP Financial Information**

Generally Accepted Accounting Principles (GAAP) is the standard framework of guidelines for financial accounting. It includes the standards, conventions, and rules accountants follow in recording and summarizing transactions, and in the preparation of financial statements. In addition to reporting financial results in accordance with GAAP, the Company has provided non-GAAP financial measures which it believes are useful to help investors better understand its financial performance, competitive position and prospects for the future. These non-GAAP measures include earnings before interest, taxes, depreciation and amortization ("EBITDA"), adjusted EBITDA, and free cash flow. Adjusted EBITDA excludes the after-tax impact of merger and acquisition and integration expenses, certain stock compensation charges, debt restructuring and other costs, and gains (losses) on the sale of certain non-strategic assets. Any non-GAAP measures should be considered in context with the GAAP financial presentation and should not be considered in isolation or as a substitute for GAAP net earnings. Further, FIS's and Metavante's non-GAAP measures may be calculated differently from similarly-titled measures of other companies.

## **Forward Looking Statements**

This press release contains statements related to FIS's and Metavante's future plans, objectives, performance, events and expectations, including statements about revenue and cost synergies and earnings accretion and, as such, constitutes "forward-looking statements" within the meaning of the Private Securities Litigation Reform Act of 1995, Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. These forward-looking statements are subject to known and unknown events, risks, uncertainties and other factors that, individually or in the aggregate, may cause actual results, performance or achievements of FIS and Metavante to be different from those expressed or implied within this presentation. The material risks and uncertainties that could cause actual results to differ materially from current expectations include, without limitation, the following: (i) effect of governmental regulations, including the possibility that there are unexpected delays in obtaining regulatory approvals; (ii) the economy; (iii) competition; (iv) the risk that the merger may fail to achieve beneficial synergies or that it may take longer than expected to do so; (v) the risk of reduction in revenue from the elimination of existing and potential customers due to consolidation in the banking, retail and financial services industries and its impact on the Companies' customer bases; (vi) failure to adapt to changes in technology or in the marketplace; (vii) the failure to obtain approval of FIS's and Metavante's shareholders; (viii) delays associated with integrating the companies, including employees and operations, after the transaction is completed; (ix) actions that may be taken by the competitors, customers and suppliers of FIS or Metavante that may cause the transaction to be delayed or not completed; and (x) other risks detailed from time to time in the Form 10-K and other reports and filings made by FIS and Metavante with the Securities and Exchange Commission ("SEC") that are available on the SEC's web site located at <http://www.sec.gov>, including the sections entitled "Risk Factors" in FIS's and Metavante's Form 10-K for the fiscal year ended December 31, 2008. Readers are strongly urged to read the full cautionary statements contained in those materials. We assume no obligation to update any forward-looking statements to reflect events that occur or circumstances that exist after the date on which they were made.



### **Additional Information and Where to Find It**

In connection with the proposed transactions, FIS and Metavante will file relevant materials with the SEC, including a registration statement on Form S-4 that will include a joint proxy statement of FIS and Metavante that also constitutes a prospectus of FIS. FIS and Metavante will mail the final joint proxy statement/prospectus to their respective shareholders. **Investors and security holders are urged to read these documents (if and when they become available) and any other relevant documents filed with the SEC, as well as any amendments or supplements to those documents, because they will contain important information about FIS, Metavante and the proposed transactions.**

Investors and security holders may obtain these documents (and any other documents filed by FIS or Metavante with the SEC) free of charge at the SEC's website at [www.sec.gov](http://www.sec.gov). In addition, the documents filed with the SEC by FIS may be obtained free of charge by directing such request to: Investor Relations, 601 Riverside Drive, Jacksonville, FL 32204, or from FIS' Investor Relations page on its corporate website at [www.fidelityinfoservices.com](http://www.fidelityinfoservices.com). The documents filed with the SEC by Metavante may be obtained free of charge by directing such request to: Investor Relations, 4900 West Brown Deer Road, Milwaukee, WI 53223 or from Metavante's Investor Relations page on its corporate website at [www.Metavante.com](http://www.Metavante.com).

### **Participants in the Solicitation**

FIS, Metavante and their respective executive officers, directors and certain other members of management and employees may be deemed to be participants in the solicitation of proxies from the shareholders of Metavante and FIS in favor of the proposed transactions. Information regarding the persons who may, under the rules of the SEC, be considered participants in the solicitation of the shareholders in connection with the proposed transactions will be set forth in the joint proxy statement/prospectus when it is filed with the SEC. Information about the executive officers and directors of FIS and their ownership of FIS common stock is set forth in the proxy statement for FIS's 2008 Annual Meeting of Shareholders, which was filed with the SEC on April 15, 2008. Information about the executive officers and directors of Metavante and their ownership of Metavante common stock is set forth in the proxy statement for Metavante's 2008 Annual Meeting of Shareholders, which was filed with the SEC on April 11, 2008.

### **Contacts**

Mary K. Waggoner, Senior Vice President of Investor Relations, FIS  
+1-904-854-3282, or  
Marcia Danzeisen, Senior Vice President Marketing and Corporate Communications, FIS  
+1-904-854-5083;  
Kirk Larsen, Treasurer and Vice President of Investor Relations of Metavante Corporation,  
+1-414-357-3553, or  
Chip Swearngan, Vice President, Corporate Communications, of Metavante Corporation,  
+1-414-357-3688

###

# Creating an Industry Leader for Today and Tomorrow

Investor Presentation  
April 1, 2009



# Forward-Looking Statements

This presentation contains statements related to Fidelity National Information Services, Inc.'s ("FIS") and Metavante Technologies, Inc.'s ("Metavante") future plans, objectives, performance, events and expectations, including statements about revenue and cost synergies and earnings accretion and, as such, constitutes "forward-looking statements" within the meaning of the Private Securities Litigation Reform Act of 1995, Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. These forward-looking statements are subject to known and unknown events, risks, uncertainties and other factors that, individually or in the aggregate, may cause actual results, performance or achievements of FIS and Metavante to be different from those expressed or implied within this presentation. The material risks and uncertainties that could cause actual results to differ materially from current expectations include, without limitation, the following: (i) effect of governmental regulations, including the possibility that there are unexpected delays in obtaining regulatory approvals; (ii) the economy; (iii) competition; (iv) the risk that the merger may fail to achieve beneficial synergies or that it may take longer than expected to do so; (v) the risk of reduction in revenue from the elimination of existing and potential customers due to consolidation in the banking, retail and financial services industries and its impact on the Companies' customer bases; (vi) failure to adapt to changes in technology or in the marketplace; (vii) the failure to obtain approval of FIS's and Metavante's shareholders; (viii) delays associated with integrating the companies, including employees and operations, after the transaction is completed; (ix) actions that may be taken by the competitors, customers and suppliers of FIS or Metavante that may cause the transaction to be delayed or not completed; and (x) other risks detailed from time to time in the Form 10-K and other reports and filings made by FIS and Metavante with the Securities and Exchange Commission ("SEC") that are available on the SEC's web site located at <http://www.sec.gov>, including the sections entitled "Risk Factors" in FIS' and Metavante's Form 10-K for the fiscal year ended December 31, 2008. Readers are strongly urged to read the full cautionary statements contained in those materials. We assume no obligation to update any forward-looking statements to reflect events that occur or circumstances that exist after the date on which they were made.



# Additional Information and Where to Find It

In connection with the proposed transactions, FIS and Metavante will file relevant materials with the SEC, including a registration statement on Form S-4 that will include a joint proxy statement of FIS and Metavante that also constitutes a prospectus of FIS. FIS and Metavante will mail the final joint proxy statement/prospectus to their respective shareholders. **Investors and security holders are urged to read these documents (if and when they become available) and any other relevant documents filed with the SEC, as well as any amendments or supplements to those documents, because they will contain important information about FIS, Metavante and the proposed transactions.**

Investors and security holders may obtain these documents (and any other documents filed by FIS or Metavante with the SEC) free of charge at the SEC's website at [www.sec.gov](http://www.sec.gov). In addition, the documents filed with the SEC by FIS may be obtained free of charge by directing such request to: Investor Relations, 601 Riverside Drive, Jacksonville, FL 32204, or from FIS's Investor Relations page on its corporate website at [www.fidelityinfoservices.com](http://www.fidelityinfoservices.com). The documents filed with the SEC by Metavante may be obtained free of charge by directing such request to: Investor Relations, 4900 West Brown Deer Road, Milwaukee, WI 53223 or from Metavante's Investor Relations page on its corporate website at [www.metavante.com](http://www.metavante.com).

FIS, Metavante and their respective executive officers, directors and certain other members of management and employees may be deemed to be participants in the solicitation of proxies from the shareholders of FIS and Metavante in favor of the proposed transactions. Information regarding the persons who may, under the rules of the SEC, be considered participants in the solicitation of the shareholders in connection with the proposed transactions will be set forth in the joint proxy statement/prospectus when it is filed with the SEC. Information about the executive officers and directors of FIS and their ownership of FIS common stock is set forth in the proxy statement for FIS's 2008 Annual Meeting of Shareholders, which was filed with the SEC on April 15, 2008. Information about the executive officers and directors of Metavante and their ownership of Metavante common stock is set forth in the proxy statement for Metavante's 2008 Annual Meeting of Shareholders, which was filed with the SEC on April 11, 2008.



FIDELITY NATIONAL  
INFORMATION SERVICES



# Presenters

---

- Lee A. Kennedy  
FIS President and CEO
- Frank R. Martire  
Metavante Chairman and CEO
- Michael D. Hayford  
Metavante President and COO
- George P. Scanlon  
FIS Executive Vice President and CFO



---

Lee A. Kennedy  
President and CEO  
Fidelity National Information Services



# Agenda

---

- Transaction Overview Lee A. Kennedy
- Benefits of the Transaction Frank R. Martire
- Financial Overview Michael D. Hayford  
George P. Scanlon





FIDELITY NATIONAL  
INFORMATION SERVICES

and



- Fidelity National Information Services (“FIS”) to acquire Metavante Technologies (“MV”)
- FIS will be uniquely positioned to offer the industry’s most comprehensive range of core, payment and risk management services to financial institutions and businesses worldwide
- Companies combining from a position of strength
  - Record revenue and operating earnings in 2008
  - Industry leading organic revenue growth

### Creating an industry leader for today and tomorrow

- Enhances growth prospects
- Generates substantial synergies
- Drives margin expansion
- Increases financial flexibility
- Accretive to cash earnings
- Creates significant shareholder value



FIDELITY NATIONAL  
INFORMATION SERVICES





# Transaction Overview

<b>Key Terms:</b>	<ul style="list-style-type: none"><li>• 1.35x Exchange ratio, represents a 23.9% premium to MV's closing price as of March 30, 2009<ul style="list-style-type: none"><li>– FIS will issue 162 million shares to Metavante shareholders</li><li>– Simultaneous equity investment by affiliates of Thomas H. Lee Partners, L.P. and Fidelity National Financial, Inc. will result in issuance of approximately 16 million shares for aggregate proceeds of \$250 million</li></ul></li><li>• At closing FIS will have approximately 374 million fully diluted shares outstanding</li><li>• Current FIS shareholders to own approximately 52% of the combined company, with current MV shareholders owning 44% and new equity investors owning 4%</li><li>• Transaction value of \$4.4 billion including existing MV debt of \$1.7 billion</li><li>• The requisite MV lenders have agreed to waive their change of control provision</li><li>• Warburg Pincus (25% owner of existing MV) has entered into voting agreement to vote in favor of transaction</li><li>• Anticipated acquisition and integration costs of \$165 million</li></ul>
<b>Structure:</b>	<ul style="list-style-type: none"><li>• Tax free reorganization whereby Metavante will be merged with a newly formed subsidiary of FIS</li></ul>
<b>Shareholder Vote:</b>	<ul style="list-style-type: none"><li>• Q2 2009 for both FIS and MV</li></ul>
<b>Expected Closing Date:</b>	<ul style="list-style-type: none"><li>• Q3 2009<ul style="list-style-type: none"><li>– Subject to regulatory approvals and approval of FIS and MV shareholders</li></ul></li></ul>
<b>Governance:</b>	<ul style="list-style-type: none"><li>• 9 Total directors - 6 from FIS, 3 from MV</li></ul>
<b>Headquarters:</b>	<ul style="list-style-type: none"><li>• Jacksonville, FL</li></ul>



# Transaction Highlights

- Creates an industry leader poised for accelerated growth
- Summary pro forma financial implications are compelling
  - Over \$5 billion in combined revenue
  - Over \$1.3 billion in combined Adjusted EBITDA, before synergies <sup>(1)</sup>
  - \$260 million in expected annual cost synergies
  - Better positioned to achieve upper end of long-term organic revenue growth target of 6% - 9%
  - Accretive to Adjusted EPS in 2010 <sup>(1)</sup>
- Industry-leading management team



FIDELITY NATIONAL  
INFORMATION SERVICES

(1) Refer to Appendix for explanation of non-GAAP measures and reconciliation to GAAP



# Unmatched Industry Experience and Management Depth

## Board of Directors

-  William Foley, Chairman  
*Current Chairman, FIS*
-  Lee Kennedy, Executive Vice Chairman  
*Current President and CEO, FIS*
-  Frank Martire, CEO  
*Current Chairman and CEO, MV*
-  Thomas Hagerty  
*Managing Partner, Thomas H. Lee Partners*
-  Keith Hughes  
*Former Vice Chairman, Citigroup, Inc.*
-  David Hunt  
*Former Chairman, OnVantage, Inc.*
-  Stephan James  
*Former COO, Accenture*
-  Richard Massey  
*Partner, Westrock Capital Partners*
-  James Neary  
*Managing Director, Warburg Pincus*

## Executive Leadership

-  Frank Martire, President and CEO
-  Gary Norcross, COO
-  Mike Hayford, CFO
-  George Scanlon, EVP, Finance
-  Frank Sanchez, EVP, Strategic Dev.
-  Ron Cook, EVP, General Counsel
-  Mike Oates, EVP, Human Resources



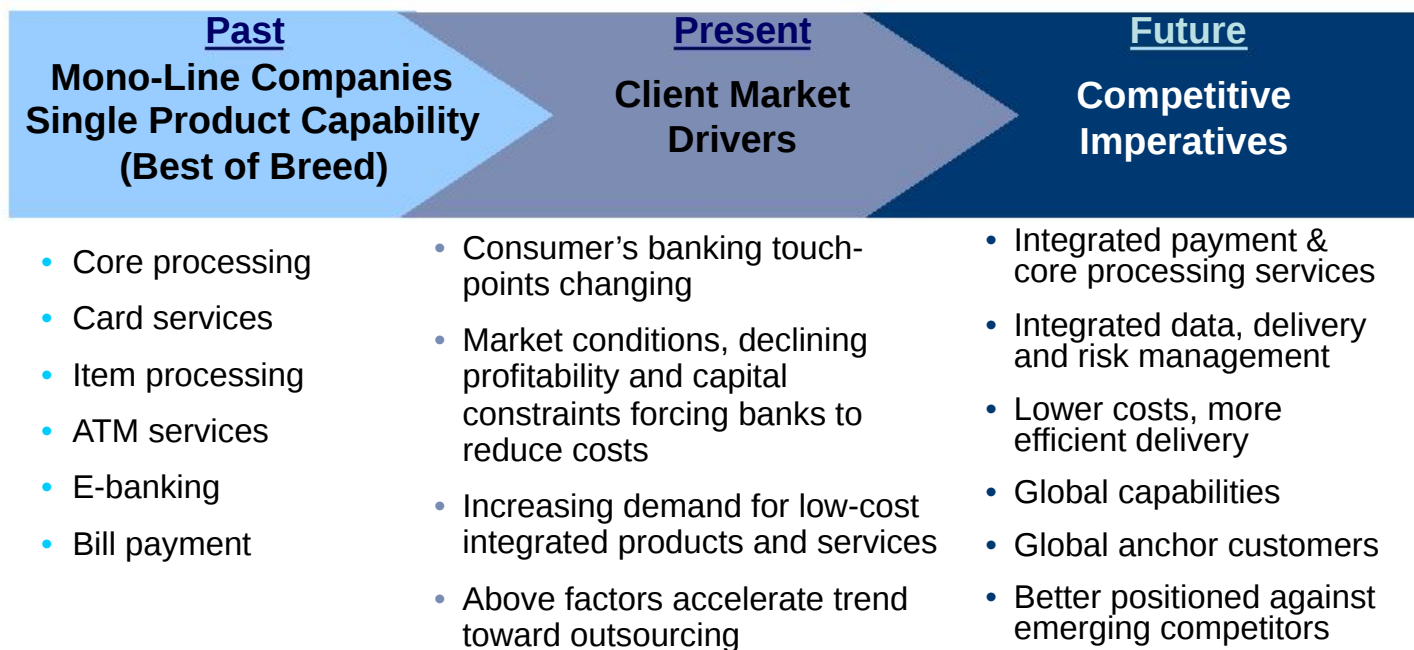
# Transaction Rationale

- The right strategy at the right time
- Combined products and services drive stronger long-term growth
- Complementary customer bases with highly diversified and recurring revenue streams
- Global reach expands growth opportunities
- Significant transaction synergies drive strong earnings accretion
- Greater scale and cost synergies drive significant margin expansion

## Combination Creates Stronger Competitive Position



# Right Strategy, Right Time



## Creating an Industry Leader for Today and Tomorrow



# Right Strategy, Right Time: Combining from a Position of Strength

## FIS Overview

- **40+ years of global market leadership in financial technology services**
- **A leading global provider of payment and core processing services to financial institutions**
  - 1,400 core processing customers
  - Over 164 million credit, debit and prepaid cards processed globally
  - Broad Global Reach
    - 27 operating centers in established and emerging markets
    - Customers in more than 90 countries
- **Significant scale**
  - \$3.4 billion FY2008 revenue
  - \$828 million FY2008 Adjusted EBITDA <sup>(1)</sup>
  - 14,000+ financial institution clients in over 90 countries
  - Over 25,000 employees

## MV Overview

- **40+ years of market leadership across multiple market segments**
- **A leading provider of payment, core and healthcare technologies to financial institutions**
  - 850 core processing customers
  - Over 80 million debit and prepaid cards processed
  - 259 million annual bill payments
  - 6,000+ financial institutions on the nation's first operational check image exchange network
- **Significant scale**
  - \$1.7 billion FY2008 revenue
  - \$482 million FY2008 EBITDA <sup>(1)</sup>
  - Approximately 8,000 clients in 40 countries
  - 5,900 employees in the U.S., Canada and Europe

## Well Positioned in Growing Markets and Geographies



FIDELITY NATIONAL  
INFORMATION SERVICES

(1) Refer to Appendix for explanation of non-GAAP measures and reconciliation to GAAP



---

Frank R. Martire  
Chairman and CEO  
Metavante



# Highly Experienced Management Team



**Frank R. Martire, President & Chief Executive Officer**

- Chairman and CEO of Metavante
- Joined Metavante in 2003
- 10 years, Fiserv: President and COO, Financial Institutions Systems and Services Group
- 10 years, Citigroup Information Resources: Chairman and CEO



**Frank Sanchez, Executive Vice President, Strategic Development**

- Executive Vice President, Strategic Solutions of FIS
- Joined FIS in 2004
- CEO of Sanchez Computer Associates until acquisition by FIS in 2004



**Gary Norcross, Executive Vice President, Chief Operating Officer**

- Chief Operating Officer of FIS since Nov. 2007
- President, Integrated Financial Solutions division since 1996
- Joined FIS through acquisition of ALLTEL Information Systems in 2003
- 10 years, Systematics/ALLTEL



**George Scanlon, Executive Vice President, Finance**

- Executive Vice President and CFO of FIS
- Joined FIS in February 2008
- 3 years, CFO, Levitt Corporation
- 18 years, Ryder System Inc.



**Michael D. Hayford, Executive Vice President, Chief Financial Officer**

- President and COO of Metavante
- President and COO since Nov. 2008; COO since May 2006; CFO 2001 to 2007
- Joined Metavante in 1992 as Head of Operations; promoted to Chief Information Officer in 1993
- 10 years, Andersen Consulting (now Accenture)



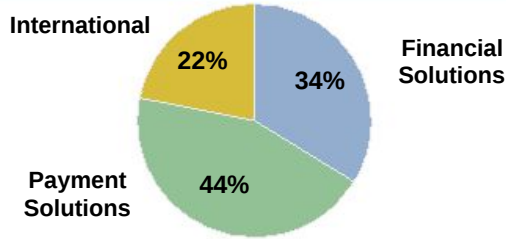
FIDELITY NATIONAL  
INFORMATION SERVICES





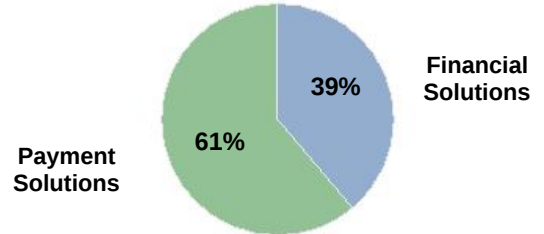
# Strong Financial Performance

## FIS Overview

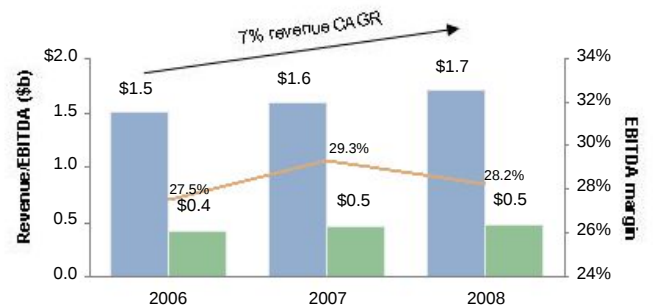
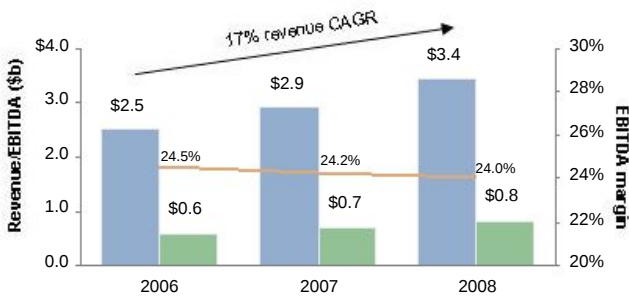


2008 revenue: \$3.4 billion

## MV Overview



2008 revenue: \$1.7 billion



FIDELITY NATIONAL INFORMATION SERVICES

(1) Refer to Appendix for explanation of non-GAAP measures and reconciliation to GAAP



# Combined Products and Services Enhance Growth Prospects

	FIS	+	MV	=	<i>FIS</i>
Core Processing	●		●		●
Image / Item Processing	●		●		●
Bill Payment / Online Banking	◐		●		●
Prepaid Card	●		●		●
Debit Card / EFT Network	●		●		●
Credit Card / Loyalty	●		◐		●
Risk Management	◐		◐		◐

**Industry's Most Comprehensive Range of Products and Services**



● Leadership    ◐ Presence    ○ Not Served



# Combined Products and Services Enhance Growth Prospects

	<b>FIS</b>	Selected Traditional Competitors		Selected Payments Competitors		Selected Emerging Competitors		
		Fiserv	JKHY	First Data	TSYS	IBM	Oracle	HP
Core Processing	●	●	●	○	○	◐	◐	◐
Image / Item Processing	●	●	◐	○	○	◐	○	○
Bill Payment / Online Banking	●	●	◐	◐	○	○	○	○
Prepaid Card	●	◐	○	●	◐	○	○	○
Debit Card / EFT Network	●	◐	◐	●	●	◐	○	○
Credit Card / Loyalty	●	◐	○	●	●	○	○	◐
Risk Management	◐	◐	◐	◐	◐	○	○	○

**FIS is the Industry's Most Dynamic and Differentiated Player**



FIDELITY NATIONAL INFORMATION SERVICES



Leadership



Presence



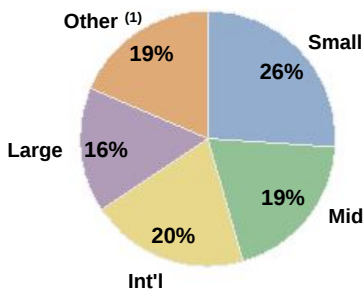
Not Served



# Highly Complementary Customer Base

## Diversified Revenue Streams

**PF 2008 Revenue by Customer Channel**



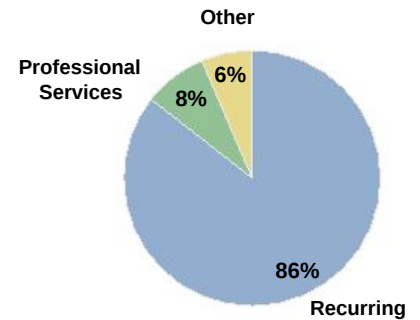
- Diverse customer base
  - Largest customer accounts for ~2% of combined revenue
- Cross-selling opportunity across multiple financial institution channels

**PF 2008 Revenue by Segment (2)**



- Diverse markets served
- Cross-selling opportunities through expanded product set and existing customer relationships
- Attractive revenue mix
  - ~65% of revenue in high growth Payments & International categories

**PF 2008 Recurring Revenue**



- 86% combined recurring revenue
  - Long-term contracts
  - Substantial penalties for early termination

### Highly Recurring Revenue



(1) Includes Retail, Government, Commercial, Print / Mail and Healthcare  
 (2) FIS revenue by segment includes \$2.5 million corporate and other



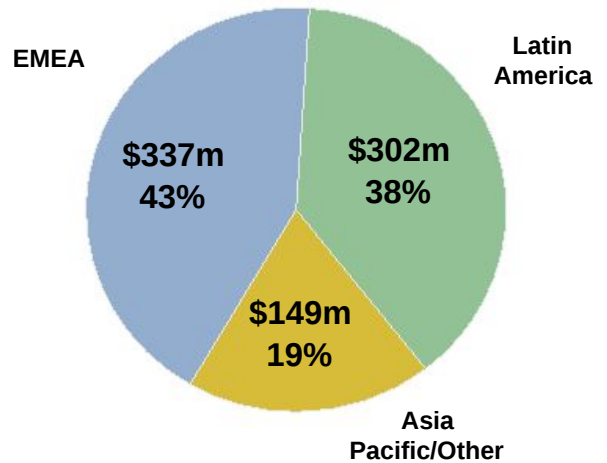
# Improved Global Reach Expands Opportunity Set

## International Overview

- Established operations in 27 countries worldwide
  - Serving customers in more than 90 countries
  - Strong local presence and expertise
    - Over 10,000 employees
- Multi product capability
  - Core bank processing, 126 clients
  - Card processing, 46 million cards
  - Business process outsourcing
- Leveragable product development and processing resources

## PF 2008 International Revenue \$800m

(15% Combined Revenue)



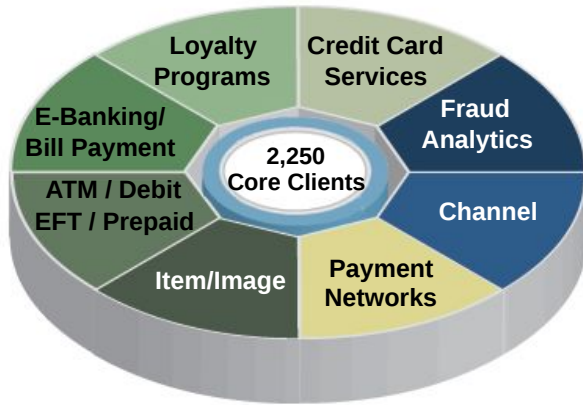
## Established Presence in Rapidly Growing Markets



FIDELITY NATIONAL  
INFORMATION SERVICES



# Significant Transaction Synergies Drive Earnings Accretion: Well Positioned With Core Client Base



**FIS Core Clients**  
**1,400**

**MV Core Clients**  
**850**

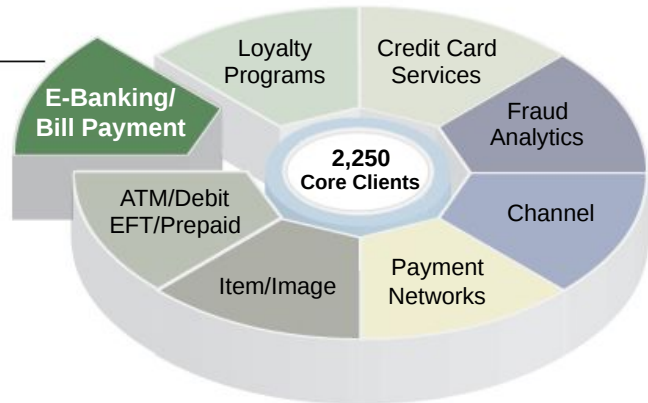
## Core Creates Anchor Relationship For Cross-Sales



# Significant Transaction Synergies Drive Earnings Accretion: Core Relationships Create Opportunities

## Market Leading Capabilities

- ✓ **Billers Network**
- ✓ **Integrated User Interface**
- ✓ **Expedited Bill Payment**
- ✓ **Small Business Bill Payment**
- ✓ **Optimized Biller Direct**
- ✓ **Bill Presentment**
- ✓ **Reseller Agreements (VAR)**
- ✓ **Premier Service**



## Extend MV Bill Payment Solution To FIS Large Bank Relationships



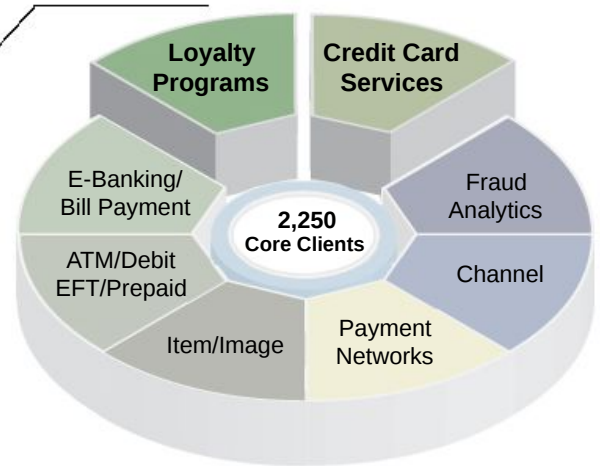
FIDELITY NATIONAL  
INFORMATION SERVICES



# Significant Transaction Synergies Drive Earnings Accretion: Core Relationships Create Opportunities

## Market Leading Capabilities

- Experience and leadership ✓
- Customizable for debit, credit & DDA ✓
- End-to-end turnkey delivery ✓
- Administration and reporting ✓
- Card fulfillment services ✓
- Results driven, revenue generating ✓
- Acquire and retain customers ✓



## FIS Loyalty Solutions Extended To MV Clients



FIDELITY NATIONAL  
INFORMATION SERVICES





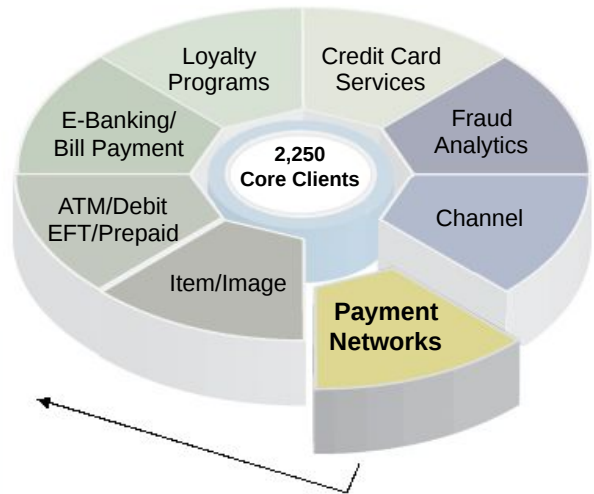
# Significant Transaction Synergies Drive Earnings Accretion: Core Relationships Create Opportunities

## Market Leading Capabilities - NYCE

- Nationwide PIN debit network ✓
- Secure processing for POS, ATM, & internet PIN payments ✓
- Leader in transaction completions ✓
- Maximize interchange fees ✓
- Continuous investment and innovation ✓

## Market Leading Capabilities - Endpoint

- True national check clearing network ✓
- Interoperability (Fed, Viewpointe, SVPCO) ✓
- Serves all bank tiers and credit unions ✓
- Offers efficiencies to check processing ✓
- Decrease float risk and reduce fraud ✓



## Extend MV Payment Networks To FIS Core, Item/Image, & Payments Clients



FIDELITY NATIONAL  
INFORMATION SERVICES



---

Michael D. Hayford  
President and COO  
Metavante



25



# Significant Transaction Synergies Drive Earnings Accretion

## Annual Cost Synergies: \$260m

- Drives Adjusted EPS accretion in 2010 <sup>(1)</sup>
  - \$210m achieved between closing and the end of 2010
  - \$260m by the end of 2012
- Multiple sources
  - Infrastructure consolidation
  - Product portfolio rationalization
  - Redundant overhead functions
  - Supplier rationalization

## Expected Long-Term Organic Revenue Lift of 2%

- Cross-sell to expanded client base

### Payment Products

- Bill Payment
- Healthcare
- Government
- Debit
- Prepaid
- Credit Card / Loyalty

### Core Surround Products

- Branch
- Check Image
- Item Processing
- Risk Product
- Commercial Lending

- Reduces consolidation risk

## Drives Incremental Shareholder Value of ~ \$1.7 billion <sup>(2)</sup>

## Solidifies Organic Growth Outlook (6%- 9%)



(1)  
(2)

Assumes 7/1/09 close  
Current 2010E trading multiple as of March 30, 2009 of approximately 6.4x EBITDA multiplied by the \$260m in cost synergies yields ~ \$1.7 billion of incremental shareholder value



# Significant Transaction Synergies Drive Earnings Accretion: Cost Synergies

## MV Transaction

	<u>Targeted Synergies (\$m)</u>	<u>Timing</u>
Payment Processing	\$85	6 - 24 months
Core Processing	70	6 - 24 months
IT / Operations	55	6 - 18 months
Corporate	50	6 months
<b>Total</b>	<b>\$260</b>	

## Historical Acquisitions

<u>Company</u>	<u>Acquisition Date</u>	<u>Targeted Synergies (\$m)</u>	<u>Achieved / Exceeded</u>
eFunds	Sep. 2007	\$65	✓
Certegy	Feb. 2006	50	✓
Intercept	Dec. 2004	25	✓
NYCE (MV Acq.)	Jul. 2004	24	✓
Aurum	Mar. 2004	15	✓

**Excellent Track Record of Achieving / Exceeding Cost Synergy Targets**



# Illustrative Accretion Analysis: \$260m Total Synergies

(units in millions, except per share data)

	FIS	MV	Transaction Adjustments <sup>(1)</sup>	FIS
Fiscal 2009 Adjusted Net Earnings	\$316.0	\$197.2	\$161.4 <sup>(2)</sup>	\$674.6
Fully Diluted Shares Outstanding <sup>(3)</sup>	193.9	121.4	58.6 <sup>(4)</sup>	373.9
Adjusted EPS <sup>(5)</sup>	<u>\$1.63</u>	<u>\$1.62</u>		<u>\$1.80</u>
<i>% Accretion</i>				<i>11%</i>

(1) Assumes a closing date of January 1, 2009

(2) Assumes achieving \$260 million of pre-tax synergies and \$7.9m of additional pre-tax interest expense taxed at 36%

(3) Fully diluted shares per treasury method as of March 30, 2009

(4) Issued approximately 42 million incremental shares to MV shareholders and 16 million shares to new equity investors

(5) Represents mid-point of publicly announced management guidance



# Summary of Benefits

Transaction Driver	Impact	FIS
Greater Scale / Cost Synergies	Margin Expansion	✓
Combined Product Coverage	Enhanced Growth Prospects	✓
	Improved Customer Retention	✓
Complementary Customer Bases	Diversification, Visibility, Recurring Revenue	✓
	Provides Additional Sales Outlets (Cross-Sell Opportunities)	✓
Global Reach	Expands Customer Opportunity	✓
Value Creation	Adjusted EPS Accretive in 2010 <sup>(1)</sup>	✓
	Greater Long-Term Growth Opportunities	✓
Management Team	Strongest and Deepest in Industry	✓

## Creating an Industry Leader for Today and Tomorrow



FIDELITY NATIONAL  
INFORMATION SERVICES

(1) Refer to Appendix for explanation of non-GAAP measures and reconciliation to GAAP



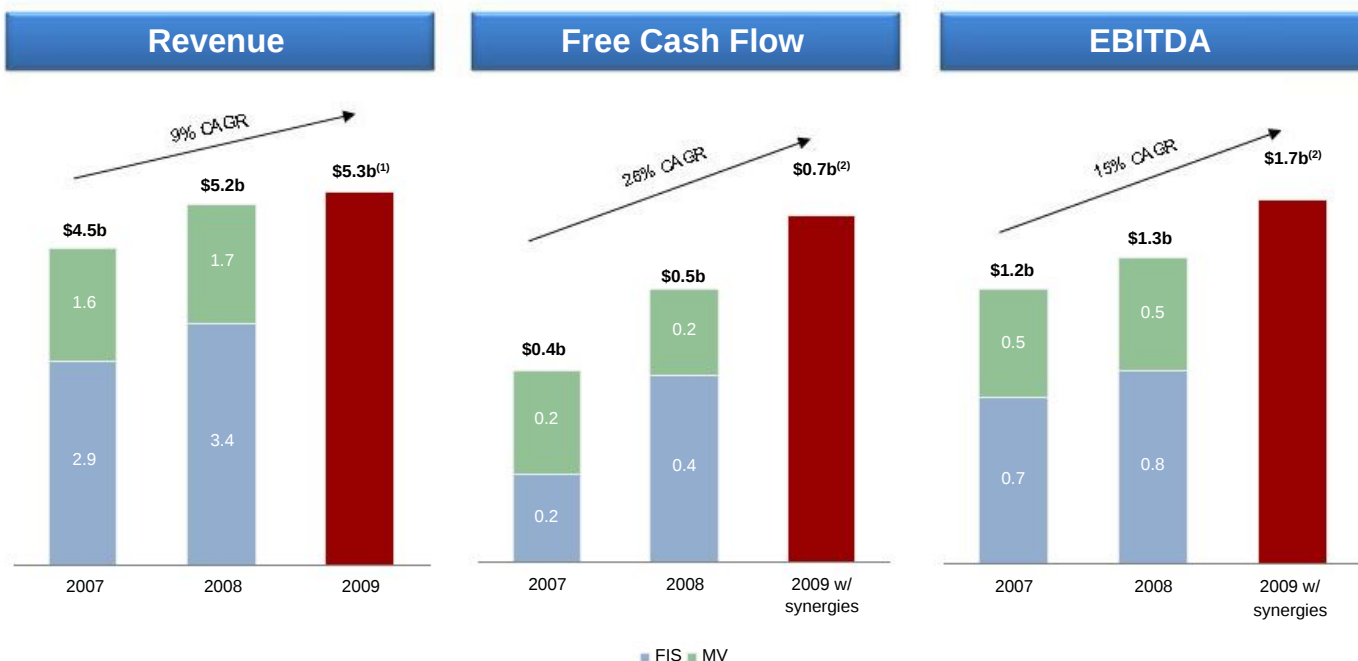
---

George P. Scanlon  
Executive Vice President and CFO  
Fidelity National Information Services



# Impressive Combined Financial Profile

(\$ billions)



FIDELITY NATIONAL  
INFORMATION SERVICES

Note: 2009 figures represent public guidance estimates

- (1) Assumes 4% constant currency revenue growth at FIS and 3.5% total revenue growth at MV
- (2) Assumes fully-phased cost synergies of \$260m and 36.0% tax rate





# Transaction Assumptions

---

<b>Expected Close:</b>	<ul style="list-style-type: none"><li>• Q3 2009</li></ul>
<b>Cumulative Cost Synergies:</b>	<ul style="list-style-type: none"><li>• \$210m – 2010</li><li>• \$240m – 2011</li><li>• \$260m – 2012</li></ul>
<b>Total Debt:</b>	<ul style="list-style-type: none"><li>• \$3.8B debt at a weighted average rate of ~ 6%<ul style="list-style-type: none"><li>– \$2.4B in existing FIS debt</li><li>– \$800m of Exchanged MV Term Loan B at L + 325 bps</li><li>– \$500m of FIS Accordion Term Loan at L + 425 bps</li><li>– \$145m of A/R-backed Revolver at L + 325 bps</li></ul></li></ul>
<b>Equity:</b>	<ul style="list-style-type: none"><li>• PF fully diluted shares outstanding of 374m at close</li></ul>
<b>Free Cash Flow Priorities:</b>	<ul style="list-style-type: none"><li>• Fulfill commitments to debt holders</li><li>• Fund growth</li><li>• Pay dividend</li><li>• Further reduce leverage</li><li>• Buy-back shares</li></ul>
<b>CapEx:</b>	<ul style="list-style-type: none"><li>• 5% - 7% of revenue</li></ul>

---



# FIS Capitalization

Pro Forma Capitalization (12/31/08)

(\$ in millions)

	Standalone FIS	Standalone MV	Transaction Adjustments	<b>Illustrative FIS</b>
Cash	\$221	\$269	(\$207)	<b>\$283</b>
Total Debt	\$2,515	\$1,737	(\$292)	<b>\$3,960</b>
Shareholders' Equity	3,533	361	2,449	<b>6,343</b>
Total Capitalization	\$6,212	\$2,113		<b>\$10,302</b>
Total Debt / Total Cap	40.5%	82.2%		<b>38.4%</b>
Net Debt / LTM EBITDA <sup>(1)</sup>	2.8x	3.0x		<b>2.3x</b>



FIDELITY NATIONAL  
INFORMATION SERVICES

(1) Illustrative FIS includes \$260m of cost synergies



# Strong Financial Outlook

	<u>Long-Term Guidance</u>
Organic revenue excluding acquisitions and currency	6% to 9%
Adjusted EBITDA <sup>(1)</sup>	9% to 12%
Adjusted net earnings per share <sup>(1)</sup>	15% to 20%
Free cash flow <sup>(1)</sup>	~Adjusted Net Earnings
Target Debt / EBITDA	< 2.5x
Dividend	\$0.20 / share <sup>(2)</sup>



(1) Refer to Appendix for explanation of non-GAAP measures and reconciliation to GAAP

(2) MV does not currently pay a dividend



# Creating an Industry Leader for Today and Tomorrow



---

# Appendix



FIDELITY NATIONAL  
INFORMATION SERVICES



# Use of Non-GAAP Measures

## FIS

Generally Accepted Accounting Principles (GAAP) is the standard framework of guidelines for financial accounting. It includes the standards, conventions and rules accountants follow in recording and summarizing transactions, and in the preparation of financial statements. In addition to reporting financial results in accordance with GAAP, the Company has provided non-GAAP financial measures which it believes are useful to help investors better understand its financial performance, competitive position and prospects for the future. These non-GAAP measures include earnings before interest, taxes, depreciation and amortization (“EBITDA”), adjusted EBITDA and free cash flow. Adjusted EBITDA excludes the after-tax impact of merger and acquisition and integration expenses, certain stock compensation charges, debt restructuring and other costs, and gains (losses) on the sale of certain non-strategic assets. Organic revenue excludes eFunds during the periods being compared. Any non-GAAP measures should be considered in context with the GAAP financial presentation and should not be considered in isolation or as a substitute for GAAP net earnings. Further, FIS’s and Metavante’s non-GAAP measures may be calculated differently from similarly titled measures of other companies. Further description and reconciliations of these non-GAAP measures to related GAAP measures is included in the Appendix.



# Reconciliation of Non-GAAP Measures

## FIS

### Adjusted Net Earnings

(\$ millions)	Year Ended December 31,		
	2008	2007	2006 <sup>(1)</sup>
Net Earnings from Continuing Operations	\$ 117	\$ 251	\$ 16
Certegey Net Earnings, January 2006	-	-	(46)
	<u>117</u>	<u>251</u>	<u>(30)</u>
M & A and Spin-off Related Costs, net of tax	46	26	83
Covansys Gain, net of tax	-	(173)	-
Change in allocation of corporate costs and interest expense	13	48	64
Certegey Trademark Impairment	18	-	-
Net Earnings, excluding other items	<u>194</u>	<u>152</u>	<u>117</u>
After-tax Purchase Price Amortization	<u>95</u>	<u>80</u>	<u>79</u>
<b>Adjusted Net Earnings</b>	<u><u>\$ 288</u></u>	<u><u>\$ 231</u></u>	<u><u>\$ 196</u></u>



Note: The sum of individual amounts may not equal the respective totals due to rounding  
 (1) 2006 is presented as if the Certegey merger was completed on January 1, 2006 versus February 1, 2006



# Reconciliation of Non-GAAP Measures

## FIS

### Reconciliation of Net Earnings to Adjusted EBITDA

(\$ millions)	Year Ended December 31,		
	2008	2007	2006 <sup>(1)</sup>
Net Earnings from Continuing Operations	\$ 117	\$ 251	\$ 16
Certegy Net Earnings, January 2006	-	-	(46)
Gain on Sale of Convansys Stock	-	(275)	-
Interest Expense, net	156	172	189
Income Taxes	58	136	(29)
Depreciation and Amortization	393	374	341
Minority Interest and Equity of Unconsolidated Entities	4	(3)	(8)
	<u>728</u>	<u>656</u>	<u>463</u>
M&A, Restructuring and Integration Costs	46	28	133
Corporate Costs Non-Discontinued Operations	18	22	18
LPS Spin-Off Costs	9	1	
Trademark Impairment	26	-	
<b>Adjusted EBITDA</b>	<u>\$ 828</u>	<u>\$ 706</u>	<u>\$ 614</u>



FIDELITY NATIONAL  
INFORMATION SERVICES

Note: The sum of individual amounts may not equal the respective totals due to rounding

(1) 2006 is presented as if the Certegy merger was completed on January 1, 2006 versus February 1, 2006





# Reconciliation of Non-GAAP Measures

## FIS

### Free Cash Flow

(\$ millions)	Year Ended December 31,		
	2008	2007	2006
GAAP Cash Flows from Operating Activities	\$ 596	\$ 464	\$ 495
Adjustments:			
Certegey January 2006 <sup>(1)</sup>	-	-	(35)
Impact of LPS Spin-Off <sup>(2)</sup>	(123)	(265)	(359)
Non-GAAP items <sup>(3)</sup>	39	47	213
Working capital adjustments <sup>(4)</sup>	76	195	14
Adjusted Cash Flows from Operating Activities	588	441	328
GAAP Capital Expenditures	255	344	300
Plus: Certegey January 2006	-	-	5
Less: Impact of LPS Spin-Off	(25)	(71)	(70)
Adjusted Capital Expenditures	230	273	235
<b>Free Cash Flow</b>	<b>\$ 358</b>	<b>\$ 168</b>	<b>\$ 93</b>

(1) Reflects the impact of including Certegey results as if the merger occurred on January 1, 2006 versus February 1, 2006

(2) Reflects operating cash flows attributable to LPS

(3) Adjustments to Net Earnings reflect the elimination of the after-tax impact of non-recurring M&A and related integration costs, costs associated with the LPS spin-off, restructuring costs and the elimination of corporate costs attributable to LPS

(4) Adjustments to working capital reflect elimination of settlement of various acquisition related liabilities



# Use of Non-GAAP Measures

## MV

This presentation contains non-GAAP financial measures for Metavante Technologies, Inc. such as “EBITDA” and “Free Cash Flow”. These measures should not be considered substitutes for GAAP measures. The following is a specific discussion of each measure:

### EBITDA

Metavante’s management defines “EBITDA” as net income before income taxes, interest expense net of interest income, depreciation, amortization, non-cash impairment charges and costs related to the separation from Marshall & Ilsley Corporation in 2007. Metavante’s management believes that “EBITDA” is useful for evaluating performance against peer companies within its industry and provides investors additional transparency to financial measures used by management in its financial and operational decision-making. In addition, Metavante utilizes EBITDA in its evaluation and determination of the price of potential acquisition candidates, to explain trends in operating performance and believes it provides useful information about its ability to incur and service indebtedness. Also, EBITDA is included in the financial covenants applicable to Metavante’s credit facilities. In addition to the items noted above, EBITDA, as defined in the financial covenant in Metavante’s credit facility, also excludes certain non-cash charges, such as stock option expense. Metavante’s definition of EBITDA may be different from definitions used by other companies.

### Free Cash Flow

Metavante’s management defines “free cash flow” as cash flows provided by operating activities less capital expenditures. Metavante’s management believes that free cash flow provides useful information to investors regarding Metavante’s ability to generate cash from business operations that is available for acquisitions and other investments, and debt service. This definition may be different from definitions used by other companies.



# Reconciliation of Non-GAAP Measures

## MV

(\$ millions)	Year Ended December 31,		
	2008	2007	2006
<b><u>Reconciliation of Net Income to EBITDA</u></b>			
Net income	\$ 147	\$ 50	\$ 160
Interest expense, net	104	41	29
Income taxes	83	71	80
Depreciation and amortization	147	154	144
	482	315	414
Transaction-related costs	-	24	-
Impairment charges	-	130	-
<b>EBITDA</b>	<b>\$ 482</b>	<b>\$ 469</b>	<b>\$ 414</b>
<b><u>Reconciliation of Cash Provided by Operating Activities to Free Cash Flow:</u></b>			
Cash provided by operating activities	\$ 303	\$ 345	\$ 292
Capital expenditures	(138)	(143)	(109)
<b>Free cash flow</b>	<b>\$ 165</b>	<b>\$ 202</b>	<b>\$ 183</b>



FIDELITY NATIONAL  
INFORMATION SERVICES

Note: The sum of individual amounts may not equal the respective totals due to rounding

