## **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 25, 2007** 

## Fidelity National Information Services, Inc.

(Exact name of Registrant as Specified in its Charter)

1-16427 (Commission File Number)

Georgia
(State or Other Jurisdiction of Incorporation or Organization)

58-2606325 (IRS Employer Identification Number)

601 Riverside Avenue Jacksonville, Florida 32204

(Addresses of Principal Executive Offices)

(904) 854-8100 (Registrant's Telephone Number, Including Area Code)

(Former Name or Former Address, if Changed Since Last Report)

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)
- o Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- o 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))

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#### Item 2.02. Results of Operations and Financial Condition

On April 25, 2007, Fidelity National Information Services, Inc. issued an earnings release announcing its financial results for the First Quarter of 2007. The information in this Current Report is being furnished and shall not be deemed "filed" for the purposes of Section 18 of the Securities Exchange Act of 1934, as amended or otherwise subject to the liabilities of that Section. The information in this Current Report shall not be incorporated by reference into any registration statement or other document pursuant to the Securities Act of 1933, as amended.

A copy of the earnings release is attached as Exhibit 99.1.

#### Item 9.01. Financial Statements and Exhibits

#### (c) Exhibits

| Exhibit | Description  |
|---------|--|
| 99.1    | Press release announcing Fidelity National Information Services, Inc. Reports First Quarter 2007 Earnings. |
|         |  |

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Date: April 27, 2007

#### **SIGNATURE**

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 thereunto duly authorized.

Fidelity National Information Services, Inc.

By: /s/ Jeffrey S. Carbiener

Name: Jeffrey S. Carbiener Title: Executive Vice President and

Chief Financial Officer

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#### EXHIBIT INDEX

| Exhibit | Description  |
|---------|--|
| 99.1    | Press release announcing Fidelity National Information Services, Inc. Reports First Quarter 2007 Earnings. |



#### PRESS RELEASE

## FIDELITY NATIONAL INFORMATION SERVICES, INC. REPORTS STRONG FIRST QUARTER RESULTS First Quarter Pro Forma Revenue Growth of 13.1%

**Jacksonville, Fla.** — **April 25, 2007** — Fidelity National Information Services, Inc. (NYSE:FIS), a leading global provider of technology services to financial institutions, today announced financial results for the first quarter of 2007. Consolidated revenue increased to \$1.1 billion, net earnings increased to \$59.5 million and net earnings per diluted share was \$0.30.

FIS reported pro forma revenue growth of 13.1%, pro forma EBITDA growth of 14.1% and adjusted cash earnings per diluted share of \$0.54. "We are very pleased with the outstanding first quarter performance," stated FIS Chairman William P. Foley, II. "Excellent sales results, combined with a strong emphasis on improving our cost base, drove 20% growth in cash earnings per share. These strong results position us solidly to achieve our full year 2007 objectives."

FIS' operating results are presented on a GAAP and on an adjusted pro forma basis, which management believes provides more meaningful comparisons between the periods presented. FIS' 2006 pro forma results reflect a January 1, 2006 effective date for the merger between FIS and Certegy. Additionally, the adjusted pro forma results exclude certain merger and acquisition and integration expenses, certain stock compensation charges and debt restructuring charges. Reconciliations between GAAP and pro forma results are provided in the attachments to this press release, which are posted on the company's website at http://www.fidelityinfoservices.com.

| GAAP                           | 1st Quarter<br>2007 | 1st Quarter<br>2006 |
|--------------------------------|---------------------|---------------------|
| Total Revenue                  | \$1,124.0 million   | \$900.9 million     |
| Net Earnings                   | \$59.5 million      | \$39.4 million      |
| Net Earnings Per Diluted Share | \$0.30              | \$0.23              |

| 2006               | % Chg   |
|--------------------|---|
| on \$993.9 million | 13.1%   |
| n \$244.6 million  | 14.1%   |
| n \$58.6 million   | 35.9%   |
| \$0.30             | 36.7%   |
| n \$86.9 million   | 21.2%   |
| \$0.45             | 20.0%   |
| n 195.1 million    |   |
|                    | n \$244.6 million n \$58.6 million \$0.30 n \$86.9 million \$0.45 |

FIS presents its financial results in accordance with GAAP. However, in order to provide the investment community with a broader means of evaluating the operating performance of its operations, FIS also reports several non-GAAP measures, including earnings before interest, taxes, depreciation and amortization ("EBITDA"), net earnings plus depreciation and amortization less capital expenditures ("Free Cash Flow") and net earnings plus other tax-adjusted purchase price amortization ("Cash Earnings"). 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. Reconciliations between GAAP and non-GAAP results and schedules showing historical detail are provided in the attachments to this press release.

#### **Pro Forma Segment Information**

FIS' Transaction Processing Services generated revenue of \$680.5 million, or 14.9% over the prior-year period, driven by 58.4% growth in International, 8.6% growth in Enterprise Solutions and 5.1% growth in Integrated Financial Solutions. Increased market share, expansion within the existing client base and the Company's new item processing operation in Brazil contributed to the strong revenue growth. Transaction Processing Services' EBITDA increased 20.8% over the prior-year quarter to \$160.7 million. The EBITDA margin was 23.6%, a 120 basis point improvement over the first quarter of 2006.

Lender Processing Services' revenue increased 10.0% to \$440.4 million, driven by 16.7% growth in Information Services, which continues to benefit from strong results within the default solutions and appraisal product lines. A 6.1% increase in title and settlement services revenue also contributed to the strong revenue growth. Lender Processing Services' EBITDA was \$138.6 million, or 3.3% above the prior year quarter. The EBITDA margin was 31.5% compared to 33.5% in the first quarter of 2006. The decline is primarily the result of strong growth in lower margin product lines, lower tax processing volumes and a decline in revenue from the Company's investment property

exchange services. The first quarter 2007 EBITDA margin was comparable to the 31.7% margin reported for the fourth quarter of 2006.

Additional segment and pro forma information is provided in the following table. Certain prior year numbers have been adjusted to reflect subsequent reclassifications between business units:

| Segment Revenues<br>(amounts in millions) | 1st Quarter<br>2007 | 1st Quarter<br>2006 | % Chg    |
|---|---------------------|---------------------|----------|
| Transaction Processing Services:          | <u> </u>            |                     |          |
| Integrated Financial Solutions            | \$ 283.7            | \$ 270.0            | 5.1%     |
| Enterprise Solutions                      | 259.1               | 238.6               | 8.6%     |
| International                             | 138.2               | 87.3                | 58.4%    |
| Other                                     | (0.5)               | (3.4)               | 83.9%    |
|   | \$ 680.5            | \$ 592.5            | 14.9%    |
| Lender Processing Services:               |                     |                     |          |
| Mortgage Processing                       | \$ 94.1             | \$ 92.2             | 2.0%     |
| Information Outsourcing                   | 346.3               | 296.8               | 16.7%    |
| Other                                     |                     | 11.5                | (100.0%) |
|   | \$ 440.4            | \$ 400.5            | 10.0%    |
| Corporate                                 | \$ 3.1              | \$ 0.8              | 272.9%   |
| Total FIS                                 | \$ 1,124.0          | \$ 993.8            | 13.1%    |

Corporate expense for the first quarter of 2007 totaled \$20.3 million. The \$2.4 million, or 10.6%, decline from pro forma corporate expense of \$22.7 million in the prior year quarter was attributable to the consolidation of duplicate administrative functions and the incremental impact of the Company's leasing operation. These amounts were partially offset by a \$4.7 million increase in stock option expense. The effective tax rate was 37.2%.

#### 2007 Outlook

The Company reiterated its guidance for earnings per diluted share of \$1.97 to \$2.03, and cash earnings per diluted share of \$2.47 to \$2.53. Management expects 2007 pro forma revenue growth to approach the high end of its previously announced guidance of 7% to 9%, and pro forma EBITDA growth to approach the high end of its previously announced guidance of 10% to 12%.

FIS will host a call with investors and analysts to discuss first quarter results on Thursday, April 26, 2007, beginning at 8:30 a.m. Eastern time. Those wishing to participate via the webcast should access the call through FIS' Investor Relations website at <a href="http://www.fidelityinfoservices.com">http://www.fidelityinfoservices.com</a>. Those wishing to participate via the telephone may do so by calling 888-428-4473 (USA) or 612-332-0637 (International). The webcast replay will be available on FIS' Investor Relations website. The telephone replay will be available through May 3, 2007, by dialing 800-475-6701 (USA) or 320-365-3844 (International). The access code will be 869678.

#### **About Fidelity National Information Services**

Fidelity National Information Services, Inc. (NYSE:FIS) is a leading provider of core processing for financial institutions; card issuer and transaction processing services; mortgage loan processing and mortgage-related information products; and outsourcing services to financial institutions, retailers, mortgage lenders and real estate professionals. FIS has processing and technology relationships with 35 of the top 50 global banks, including nine of the top 10. Approximately 50 percent of all U.S. residential mortgages are processed using FIS software. FIS is a member of Standard and Poor's (S&P) 500® Index and has been ranked the number one banking service provider in the world by *American Banker* and the research firm Financial Insights and the number two overall financial technology provider in the annual FinTech 100 rankings. Headquartered in Jacksonville, Fla., FIS maintains a strong global presence, serving more than 7,800 financial institutions in more than 60 countries worldwide. For more information on Fidelity National Information Services, please visit <a href="https://www.fidelityinfoservices.com">www.fidelityinfoservices.com</a>.

#### **Forward-Looking Statements**

This press release contains forward-looking statements that involve a number of risks and uncertainties. Statements that are not historical facts, including statements about our beliefs and expectations, are forward-looking statements. Forward-looking statements are based on management's beliefs, as well as assumptions made by, and information currently available to, management. Because such statements are based on expectations as to future economic performance and are not statements of fact, actual results may differ materially from those projected. We undertake no obligation to update any forward-looking statements, whether as a result of new information, future events or otherwise. The risks and uncertainties which forward-looking statements are subject to include, but are not limited to: changes in general economic, business and political conditions, including changes in the financial markets; the effects of our substantial leverage, which may limit the funds available to make acquisitions and invest in our business; the risks of reduction in revenue from the elimination of existing and potential customers due to consolidation in the banking, retail and financial services industries; failures to adapt our services to changes in technology or in the marketplace; adverse changes in the level of real estate activity, which would adversely affect certain of our businesses; our potential inability to find suitable acquisition candidates or difficulties in integrating acquisitions; significant competition that our operating

subsidiaries face; and other risks detailed in the "Statement Regarding Forward-Looking Information," "Risk Factors" and other sections of the Company's Form 10-K and other filings with the Securities and Exchange Commission.

SOURCE: Fidelity National Information Services, Inc.

 $CONTACT: Mary\ Waggoner,\ Senior\ Vice\ President,\ Investor\ Relations,\ 904-854-3282,\ mary.waggoner@fnf.com$ 

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## FIDELITY NATIONAL INFORMATION SERVICES, INC. AND SUBSIDIARIES AND AFFILIATES

## UNAUDITED CONSOLIDATED RESULTS FOR THE THREE MONTHS ENDING MARCH 31, 2007 AND 2006 (In thousands, except per share data)

|   |                     | ended March 31, |
|---|---------------------|-----------------|
| Processing and services revenues                                    | 2007<br>\$1,124,066 | \$900,936       |
| Cost of revenues  | 813,316             | 622,337         |
| Selling, general, and administrative expenses                       | 119,483             | 145,729         |
| Research and development costs                                      | 27,109              | 28,060          |
| Operating income  | 164,158             | 104,810         |
| Other income (expense) Interest income                              | 689                 | 1,891           |
| Interest expense  | (72,115)            | (43,268)        |
| Other income (expense)  | 668                 | (2,110)         |
| Total other income (expense)  | (70,758)            | (43,487)        |
| Earnings before income taxes, equity earnings and minority interest | 93,400              | 61,323          |
| Provision for income taxes  | 34,745              | 23,487          |
| Equity in earnings of unconsolidated entities                       | 936                 | 1,833           |
| Minority interest   | 88                  | 311             |
| Net earnings  | \$ 59,503           | \$ 39,358       |
| Net earnings per share-basic  | \$ 0.31             | \$ 0.23         |
| Weighted average shares outstanding-basic                           | 191,898             | 169,989         |
| Net earnings per share-diluted                                      | \$ 0.30             | \$ 0.23         |
| Weighted average shares outstanding-diluted                         | 195,807             | 172,987         |

#### Appendix A- Historical Detail and Reconciliation of Non-GAAP Measures

NOTE: The Adjustments Column (2006 only) represents pro forma adjustments relating to the merger transaction between CEY and FIS to reflect as if the merger occurred January 1, 2006

| EBITDA Detail  |             | EBITDA Detail   |           |             |                    |                  |
|--|-------------|---|-----------|-------------|--------------------|------------------|
| 2007 Q1  | FIS         | 2006 Q1   | FIS       | CEY-Jan     | ADJ                | Pro Forma        |
| Net Earnings   | \$ 59,503   | Net Earnings  | \$ 39,358 | \$ (42,523) | \$(3,708)          | \$ (6,873)       |
| + Interest Expense   | 72,115      | + Interest Expense  | 43,268    | 1,081       | <del>(5,700)</del> | 44,349           |
| + Minority Interest  | 88          | + Minority Interest   | 311       |             | _                  | 311              |
| + Income Taxes   | 34,745      | + Income Taxes  | 23,487    | (26,396)    | (2,626)            | (5,535)          |
| + Depreciation/Amort   | 110,612     | + Depreciation/Amort  | 96,795    | 4,274       | 6,856              | 107,925          |
| - Interest Income  | (689)       | - Interest Income   | (1,891)   |             | _                  | (1,891)          |
| - Equity in (Earnings) Losses of Unconsolidated Entities, net of tax | (936)       | - Equity in (Earnings) Losses of Unconsolidated Entities,                   | (-,)      |             |                    | (-,)             |
| - Other (Income) Expense   | (668)       | net of tax  | (1,833)   | _           |                    | (1,833)          |
| EBITDA   | \$274,770   | - Other (Income) Expense  | 2,110     | 123         |                    | 2,233            |
| EDITOA   | \$274,770   | EBITDA  | \$201,605 | \$ (63,441) | \$ 522             | \$ 138,686       |
|  |             | EDITON  | \$201,003 | \$ (03,441) | 9 322              | <b>#</b> 150,000 |
| EBITDA Margin  |             |   |           |             |                    |                  |
| EDITOR Margin  |             | EBITDA Margin   |           |             |                    |                  |
| 2007 Q1  | FIS         | EDITO/A Wai gili  |           |             |                    |                  |
| EBITDA   | \$ 274,770  | 2006 Q1   | FIS       | CEY-Jan     | ADJ                | Pro Forma        |
| Revenue  | \$1,124,066 | EBITDA 2000 Q1  | \$201,605 | \$ (63,441) | \$ 522             | \$ 138,686       |
| EBITDA Margin  | 24.4%       | Revenue   | \$900,936 | \$ 92,915   | \$ J22             | \$ 993,851       |
| EDITON Margin  | 24.4 /0     | EBITDA Margin   | 22.4%     | -68.3%      | <b>y</b> —         | 14.0%            |
|  |             | EBI1 DA Margin  | 22.4 /0   | -00.5 /0    |                    | 14.0 /0          |
| EBIT Detail  |             |   |           |             |                    |                  |
|  |             | EBIT Detail   |           |             |                    |                  |
| 2007 Q1  | FIS         |   |           |             |                    |                  |
| Net Earnings   | \$ 59,503   | 2006 Q1   | FIS       | CEY-Jan     | ADJ                | Pro Forma        |
| + Interest Expense   | 72,115      | Net Earnings  | \$ 39,358 | \$ (42,523) | \$(3,708)          | \$ (6,873)       |
| + Minority Interest  | 88          | + Interest Expense  | 43,268    | 1,081       | _                  | 44,349           |
| + Income Taxes   | 34,745      | + Minority Interest   | 311       | _           | _                  | 311              |
| - Interest Income  | (689)       | + Income Taxes  | 23,487    | (26,396)    | (2,626)            | (5,535)          |
| - Equity in (Earnings) Losses of Unconsolidated Entities, net of tax | (936)       | - Interest Income   | (1,891)   |             |                    | (1,891)          |
| - Other (Income) Expense   | (668)       | <ul> <li>Equity in (Earnings) Losses of Unconsolidated Entities,</li> </ul> |           |             |                    |                  |
| EBIT   | \$164,158   | net of tax  | (1,833)   | _           | _                  | (1,833)          |
|  |             | - Other (Income) Expense  | 2,110     | 123         | _                  | 2,233            |
|  |             | EBIT  | \$104,810 | \$ (67,715) | \$(6,334)          | \$ 30,761        |
| EBIT Margin  |             |   |           | 4 (1 ) 1    | 4 (1722)           |                  |
| · · · · · ·  |             |   |           |             |                    |                  |
| 2007 Q1  | FIS         | EBIT Margin   |           |             |                    |                  |
| EBIT   | \$ 164,158  | <b>_</b>  |           |             |                    |                  |
| Revenue  | \$1,124,066 | 2006 Q1   | FIS       | CEY-Jan     | ADJ                | Pro Forma        |
| EBIT Margin  | 14.6%       | EBIT  | \$104,810 | \$ (67,715) | \$(6,334)          | \$ 30,761        |
| Adjusted Diluted EPS   | ,           | Revenue   | \$900,936 | \$ 92,915   | \$ —               | \$ 993,851       |
| <b>y</b>   |             | EBIT Margin   | 11.6%     | -72.9%      |                    | 3.1%             |
| 2007 Q1  | FIS         | Adjusted Diluted EPS  |           |             |                    |                  |
| Net Earnings   | \$ 59,503   | •   |           |             |                    |                  |
| Adjusted diluted EPS   | \$ 0.30     | 2006 Q1   | FIS       | CEY-Jan     | ADJ                | Pro Forma        |
| Diluted Shares Outstanding   | 195,807     | Net Earnings  | \$ 39,358 | \$ (42,523) | \$(3,708)          | \$ (6,873)       |
|  | 233,007     | Adjusted diluted EPS  | \$ 0.23   | + (.2,020)  | 4 (5), (6)         | \$ (0.04)        |
|  |             | Diluted Shares Outstanding  | 172,987   |             |                    | 195,111          |
|  |             |   | , , , , , |             |                    |                  |

Continued on following page

Cash Earnings

Cash Earnings

|   |                   | <b>9</b> -  |                    |             |           |            |  |
|---|-------------------|---|--------------------|-------------|-----------|------------|--|
| 2007 Q1   | FIS               | 2006 Q1   | FIS                | CEY-Jan     | ADJ       | Pro Forma  |  |
| Net Earnings  | \$ 59,503         | Net Earnings  | \$ 39,358          | \$ (42,523) | \$(3,708) | \$ (6,873) |  |
| + Tax Adjusted Purchase Price Amortization  | 25,612            | + Tax Adjusted Purchase Price Amortization  | 24,520             | 233         | 3,524     | 28,277     |  |
| Cash Earnings   | \$ 85,115         | Cash Earnings   | \$ 63,878          | \$ (42,290) | \$ (184)  | \$ 21,404  |  |
| Diluted Cash EPS  | \$ 0.43           | Diluted Cash EPS  | \$ 0.37            |             |           | \$ 0.11    |  |
| Diluted Shares Outstanding  | 195,807           | Diluted Shares Outstanding  | 172,987            |             |           | 195,111    |  |
|   | 200,000           |   |                    |             |           | 200,222    |  |
| r c l ri  |                   | n o l ni  |                    |             |           |            |  |
| Free Cash Flow  |                   | Free Cash Flow  |                    |             |           |            |  |
| 2007 Q1   | FIS               | 2006 Q1   | FIS                | CEY-Jan     | ADJ       | Pro Forma  |  |
| Net Earnings  | \$ 59,503         | Net Earnings  | \$ 39,358          | \$ (42,523) | \$(3,708) | \$ (6,873) |  |
| + Depreciation/Amort  | 110,612           | + Depreciation/Amort  | 96,795             | 4,274       | 6,856     | 107,925    |  |
| - Capital Expenditures  | (70,116)          | - Capital Expenditures  | (69,264)           | (5,200)     | _         | (74,464)   |  |
| Free Cash Flow  | \$ 99,999         | Free Cash Flow  | \$ 66,889          | \$ (43,449) | \$ 3,148  | \$ 26,588  |  |
|   |                   |   |                    |             |           | ===        |  |
| Financial Measures Excluding Non Recurring Items  |                   | Pro Forma Financial Measures Excluding  | Non Recurring      | Ttems       |           |            |  |
| EBITDA  | \$274,770         | Pro Forma EBITDA  | , rvoir recentring | , recins    |           | \$138,686  |  |
| Merger and Acquisition, and Integration Costs   | 4,278             | Merger and Acquisition, and Integration Costs                                     |                    |             |           | 81,751     |  |
| EBITDA, excluding non recurring items   | \$279,048         | Performance Based Stock Option Costs  |                    |             |           | 24,130     |  |
|   | 4 = 1 0,0 10      | Pro Forma EBITDA, excluding non recurring items                                   |                    |             |           | \$244,567  |  |
|   |                   | , , , , , , , , , , , , , , , , , , ,   |                    |             |           |            |  |
| Net Earnings  | 59,503            | Pro Forma Net Earnings  |                    |             |           | (6,873)    |  |
| Merger and Acquisition, and Integration Costs, net of tax                                     | 3,116             | Merger and Acquisition, and Integration Costs, net of tax                         |                    |             |           | 50,609     |  |
| Debt Restructure Charge, net of tax   | 17,059            | Performance Based Stock Option Costs, net of tax                                  |                    |             |           | 14,888     |  |
| Net Earnings, excluding non recurring items   | \$ 79,678         |   |                    |             |           |            |  |
| rece Estimates, excitating non-recurring recino   | ψ 75,076          | 110 1 01 ma rece 2 at mags, executang non-recurring nems                          |                    |             |           | \$ 58,624  |  |
| Weighted Average Shares   | 195,807           | Weighted Average Shares   |                    |             |           | 172,987    |  |
| Weighted Average Shares   | 155,007           | Adjustment as if transaction took place 1/1/2006                                  |                    |             |           | 22,124     |  |
|   |                   | Pro Forma Weighted Average Shares   |                    |             |           | 195,111    |  |
|   |                   | 110 Polina Weighten Average Shares  |                    |             |           | 133,111    |  |
|   |                   | Pro Forma Net Earnings per diluted share  |                    |             |           | \$ (0.04)  |  |
| Net Earnings per diluted share  | \$ 0.30           | Merger and Acquisition, and Integration Costs per share                           |                    |             |           | 0.26       |  |
| Merger and Acquisition, and Integration Costs per share                                       | 0.02              | Performance Based Stock Option Costs per share                                    |                    |             |           | 0.08       |  |
| Debt Restructure Charge per share   | 0.09              | Pro Forma Net Earnings per diluted share, excluding non recurr                    | ring items         |             |           | \$ 0.30    |  |
| Net Earnings per diluted share, excluding non recurring items                                 | \$ 0.41           | 110 1 of the feet Eurimigs per unded share, excluding non-recurr                  | ing items          |             |           | Φ 0.50     |  |
|   |                   | Due Ferma Cach Fermings   |                    |             |           | 21,404     |  |
| Cash Earnings   | 85,115            | Pro Forma Cash Earnings Merger and Acquisition, and Integration Costs, net of tax |                    |             |           | 50,609     |  |
| Merger and Acquisition, and Integration Costs, net of tax                                     | 3,116             | Performance Based Stock Option Costs, net of tax                                  |                    |             |           | 14,888     |  |
| Debt Restructure Charge, net of tax   | 17,059            | Pro Forma Cash Earnings, excluding non recurring items                            |                    |             |           | \$ 86,901  |  |
| Cash Earnings, excluding non recurring items  | \$105,290         | 110 Porma Cash Larinings, excluding non recurring terms                           |                    |             |           | \$ 00,501  |  |
|   |                   | Des Comes Weighted Assessed Change  |                    |             |           | 105 111    |  |
| Weighted Average Shares   | 195,807           | Pro Forma Weighted Average Shares   |                    |             |           | 195,111    |  |
|   |                   |   |                    |             |           |            |  |
| Cash Earnings per diluted share   | \$ 0.43           | Pro Forma Cash Earnings per diluted share   |                    |             |           | \$ 0.11    |  |
| Merger and Acquisition, and Integration Costs per share                                       | 0.02<br>0.09      | Merger and Acquisition, and Integration Costs per share                           |                    |             |           | 0.26       |  |
| Debt Restructure Charge per share   |                   | Performance Based Stock Option Costs per share                                    |                    |             |           | 0.08       |  |
| Cash Earnings per diluted share, excluding non recurring items                                | \$ 0.54           | Pro Forma Cash Earnings per diluted share, excluding non recu                     | rring items        |             |           | \$ 0.45    |  |
|   |                   | 0.1.  | <b>6</b>           |             |           |            |  |
| T 0 1 F   | # 00 0==          |   |                    |             |           |            |  |
| Free Cash Flow  | \$ 99,999         | Pro Forma Free Cash Flow  |                    |             |           | \$ 26,588  |  |
| Merger and Acquisition, and Integration Costs, net of tax Debt Restructure Charge, net of tax | 2,432<br>17,059   | Merger and Acquisition, and Integration Costs, net of tax                         |                    |             |           | 50,609     |  |
| <u>~</u> .  |                   | Performance Based Stock Option Costs, net of tax                                  |                    |             |           | 14,888     |  |
| Free Cash Flow, excluding non recurring items   | <u>\$ 119,490</u> | Pro Forma Free Cash Flow, excluding non recurring items                           |                    |             |           | \$ 92,085  |  |
|   |                   |   |                    |             |           |            |  |
|   |                   |   |                    |             |           |            |  |

# Appendix B Unaudited Pro Forma Combined Statement of Continuing Operations for the Quarter Ended March 31, 2006 (In thousands, except per share data)

|   | Certegy-Jan          | FIS       | Pro Forma Adjustments | Note | Pro Forma           | Tax Adjusted<br>Purchase Price<br>Amortization | Cash<br>Earnings |
|---|----------------------|-----------|-----------------------|------|---------------------|--|------------------|
| Total revenue   | \$ 92,915            | \$900,936 |                       |      | \$993,851           |  |                  |
| Total cost of revenue                                       | 73,218               | 622,337   | 6,856                 | (1)  | 702,411             |  |                  |
| Gross profit (loss)   | 19,697               | 278,599   | (6,856)               |      | 291,440             |  |                  |
| General and administrative                                  | 7,645                | 143,745   | (522)                 | (2)  | 150,868             |  |                  |
| Research and development costs                              | _                    | 28,060    |                       |      | 28,060              |  |                  |
| Merger and Acquisition costs                                | 79,767               | 1,984     |                       |      | 81,751              |  |                  |
| Income (loss) from operations                               | (67,715)             | 104,810   | (6,334)               |      | 30,761              |  |                  |
| Interest income (expense) and other                         | (1,204)              | (43,487)  | _                     |      | (44,691)            |  |                  |
| Income from continuing operations before tax and            | (60,010)             | 61,323    | (6.224)               |      | (12,020)            |  |                  |
| minority interest Provision for income tax                  | (68,919)<br>(26,396) | 23,487    | (6,334)<br>(2,626)    | (2)  | (13,930)<br>(5,535) |  |                  |
|   | (20,390)             | 23,407    | (2,020)               | (3)  | (5,555)             |  |                  |
| Income from continuing operations                           | (42,523)             | 37,836    | (3,708)               |      | (8,395)             |  |                  |
| Equity in earnings (loss) of unconsolidated entities, net   | _                    | 1,833     | _                     |      | 1,833               |  |                  |
| Minority interests in earnings, net of tax                  | _                    | (311)     | _                     |      | (311)               |  |                  |
| Net income  | \$ (42,523)          | \$ 39,358 | \$ (3,708)            |      | \$ (6,873)          | \$ 28,277                                      | \$ 21,404        |
| Net income per share-basic                                  | \$ (0.68)            | \$ 0.23   |                       |      | \$ (0.04)           |  | \$ 0.11          |
| Pro forma Weighted average shares-basic                     | 62,326               | 169,989   |                       |      | 191,809             |  | 191,809          |
| Net income per share-diluted                                | \$ (0.67)            | \$ 0.23   |                       |      | \$ (0.04)           |  | \$ 0.11          |
| Pro forma Weighted average shares-diluted                   | 63,796               | 172,987   |                       |      | 195,111             |  | 195,111          |
| Pro Forma Net Earnings                                      |                      |           |                       |      | \$ (6,873)          |  |                  |
| Merger and Acquisition Costs, net of tax                    |                      |           |                       |      | 50,609              |  |                  |
| Performance Based Stock<br>Option Costs, net of tax         |                      |           |                       |      | 14,888              |  |                  |
| Pro Forma Net Earnings,<br>excluding non recurring<br>items |                      |           |                       |      | \$ 58,624           |  |                  |

## Appendix B Notes to Unaudited Pro Forma Combined Statements of Continuing Operations for the quarter ended March 31, 2006

These combined statements of continuing operations include the historical statements of continuing operations of Certegy and FIS as though the merger had occurred on January 1, 2006, adjusted for items related to the transaction as described below:

- (1) Reflects the increase in amortization expense as a result of allocating an assumed portion of the merger consideration to intangible assets of Certegy, namely customer relationship intangibles and acquired software, and amortizing such intangibles over their estimated useful lives as of the assumed acquisition date, offset by the amortization expense for such intangibles actually recorded by Certegy during the respective periods. Customer relationships are being amortized over 10 years on an accelerated method. Acquired computer software is being amortized over its estimated useful life of up to 10 years on an accelerated method. The acquired trademarks are considered to have indefinite useful lives and, therefore, are not reflected in these adjustments.
- (2) Under the merger agreement, all Certegy stock options and restricted stock and restricted stock units vested upon the closing of the merger.

  Accordingly, this adjustment reflects the elimination of historical stock compensation expense relating to the vesting of Certegy options in

  January 2006 (prior to merger), because such expense was reflected at the time of closing of the merger offset by option costs relating to options granted by FIS to certain employees of Certegy who remained with the merged entity,
- (3) Reflects the tax benefit relating to the pro forma adjustments for the quarter ended March 31, 2006.

| 2007 - Quarter 1                 | T:                                    |                                  | storical               |           |
|----------------------------------|---------------------------------------|----------------------------------|------------------------|-----------|
|                                  | Transaction<br>Processing<br>Services | Lender<br>Processing<br>Services | Corporate and<br>Other | Total     |
| Processing and services revenue  | 680,545                               | 440,389                          | 3,132                  | 1,124,066 |
| Cost of revenues                 | 530,051                               | 283,265                          | _                      | 813,316   |
| Gross profit                     | 150,494                               | 157,124                          | 3,132                  | 310,750   |
| Selling, general and admin costs | 43,039                                | 46,956                           | 29,488                 | 119,483   |
| Research development costs       | 17,518                                | 9,591                            | _                      | 27,109    |
| Operating income                 | 89,937                                | 100,577                          | (26,356)               | 164,158   |
| Depreciation and amortization    | 70,768                                | 33,756                           | 6,088                  | 110,612   |
| EBITDA                           | 160,705                               | 134,333                          | (20,268)               | 274,770   |
| EBITDA                           | 160,705                               | 134,333                          | (20,268)               | 274,770   |
| Merger and Acquisition, and      |                                       |                                  |                        |           |
| Integration costs                | _                                     | 4,277                            | _                      | 4,277     |
| EBITDA, excluding non-recurring  |                                       |                                  |                        |           |
| items                            | 160,705                               | 138,610                          | (20,268)               | 279,047   |
| 2006 - Quarter 1                 |                                       | Pro 1                            | Forma                  |           |
|                                  | ransaction                            | Lender                           |                        |           |

| 2006 - Quarter 1                         | Pro Forma Historical                  |                                  |                        |         |                                       |                                  |                        |         |
|--|---------------------------------------|----------------------------------|------------------------|---------|---------------------------------------|----------------------------------|------------------------|---------|
|  | Transaction<br>Processing<br>Services | Lender<br>Processing<br>Services | Corporate and<br>Other | Total   | Transaction<br>Processing<br>Services | Lender<br>Processing<br>Services | Corporate and<br>Other | Total   |
| Processing and services                  |                                       |                                  |                        |         |                                       |                                  |                        |         |
| revenue                                  | 592,511                               | 400,500                          | 840                    | 993,851 | 501,548                               | 400,500                          | (1,112)                | 900,936 |
| Cost of revenues                         | 467,890                               | 234,521                          |                        | 702,411 | 387,816                               | 234,521                          |                        | 622,337 |
| Gross profit                             | 124,621                               | 165,979                          | 840                    | 291,440 | 113,732                               | 165,979                          | (1,112)                | 278,599 |
| Selling, general and admin               |                                       |                                  |                        |         |                                       |                                  |                        |         |
| costs                                    | 43,926                                | 59,063                           | 129,630                | 232,619 | 39,516                                | 59,063                           | 47,150                 | 145,729 |
| Research development costs               | 19,077                                | 8,983                            | _                      | 28,060  | 19,077                                | 8,983                            | _                      | 28,060  |
| Operating income                         | 61,618                                | 97,933                           | (128,790)              | 30,761  | 55,139                                | 97,933                           | (48,262)               | 104,810 |
| Depreciation and                         |                                       |                                  |                        |         |                                       |                                  |                        |         |
| amortization                             | 70,634                                | 36,120                           | 1,171                  | 107,925 | 59,594                                | 36,120                           | 1,081                  | 96,795  |
| EBITDA                                   | 132,252                               | 134,053                          | (127,619)              | 138,686 | 114,733                               | 134,053                          | (47,181)               | 201,605 |
|  |                                       |                                  |                        |         |                                       | <del></del>                      | <del></del>            |         |
| ProForma EBITDA                          | 132,252                               | 134,053                          | (127,619)              | 138,686 |                                       |                                  |                        |         |
| Merger and Acquisition costs             | 753                                   | 170                              | 80,828                 | 81,751  |                                       |                                  |                        |         |
| Acceleration of performance-             |                                       |                                  |                        |         |                                       |                                  |                        |         |
| based shares                             | _                                     | _                                | 24,130                 | 24,130  |                                       |                                  |                        |         |
| ProForma EBITDA, excluding non-recurring |                                       |                                  |                        |         |                                       |                                  |                        |         |
| items                                    | 133,005                               | 134,223                          | (22,661)               | 244,567 |                                       |                                  |                        |         |