



TRINTECH GROUP PLC
NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Annual General Meeting (the "Meeting") of shareholders of Trintech Group PLC (the "Company"), a company organized under the laws of the Republic of Ireland, will be held at Trintech Group PLC Headquarters, Trintech Building, South County Business Park, Leopardstown, Dublin 18, Ireland on Thursday, July 27, 2006 at 3:00 p.m. for the purpose of transacting the following business:

ORDINARY BUSINESS

1. To receive and consider the financial statements for the year ended January 31, 2006 and the reports of the directors and auditors thereon.
2. To re-elect the following directors who retire in accordance with our Articles of Association and, being eligible, offer themselves for re-election:
 - (a) Dr. Jim Mountjoy
 - (b) Kevin C. Shea
3. To authorize the directors to fix the remuneration of our auditors for the year ending January 31, 2007.

SPECIAL BUSINESS

To consider and, if thought fit, to pass the following resolutions which will be proposed as ordinary resolutions:

4. That the directors be and are hereby generally and unconditionally authorized to exercise all powers of the Company to allot relevant securities (as defined for the purposes of Section 20 of the Companies (Amendment) Act, 1983) up to an amount equal to the authorized but as yet unissued share capital of the Company as of the date hereof and that such authority will expire five years from the date hereof, save that the Company may before such expiry make an offer or agreement which would, or might, require relevant securities to be allotted after such expiry and the directors may allot relevant securities in pursuance of such offer or agreement as if the authority conferred hereby had not expired.
5. That the aggregate number of ordinary shares over which options may be awarded under the Trintech Group Limited Share Option 1997 Scheme, the Trintech Group PLC Directors and Consultants Share Option Scheme, the Trintech Savings Related Share Option Scheme 1999, the 1999 Employee Share Purchase Plan, and any other such option or share purchase schemes or plans as may be enacted by the board of directors from time to time be increased from 8,100,000 ordinary shares of US\$0.0027 each (equivalent to 4,050,000 American Depositary Shares) to 8,900,000 ordinary shares of US\$0.0027 each (equivalent to 4,450,000 American Depositary Shares) and further that the number of ordinary shares over which the board or any committee of the board is authorized to grant options or which may be allotted pursuant to any such scheme be such number of ordinary shares as the board or any committee of the board shall in its absolute discretion decide from time to time subject to the overall limit of 8,900,000 ordinary shares in aggregate over which options may be granted under those schemes and any other such option or share purchase schemes as may be enacted by the board of directors from time to time and further that the documentation setting out the terms of each scheme or plan be amended to note the increase in the aggregate number of ordinary shares over which options may be awarded under those schemes.

To consider and, if thought fit, to pass the following resolutions which will be proposed as special resolutions.



6. That the directors be and are hereby authorized pursuant to Section 24 of the Companies (Amendment) Act, 1983 to allot equity securities (within the meaning of Section 23 of the said Act and including without limitation the reissue of any shares held as treasury shares) for cash as if sub-section (1) of Section 23 did not apply to any such allotment.

7. That the Articles of Association of the Company be and are hereby altered by the deletion of Article 8.4 and the substitution of the following Article therefor:

“8.4 The directors are generally and unconditionally authorized to exercise all powers of the Company, to allot relevant securities (as defined for the purposes of Section 20 of the 1983 Act) up to an amount equal to the authorized but unissued share capital of the Company at the date hereof, provided that this authority will expire on July 27, 2011 save that the Company may before such expiry make an offer or agreement which would or might require relevant securities to be allotted after such expiry and the directors may allot relevant securities in pursuance of such offer or agreement as if the authority conferred hereby had not expired. The pre-emption provisions of Sub-section (1) of Section 23 of the 1983 Act shall not apply to any allotment by the Company of equity securities (within the meaning of the said Section 23).”

8. (a) That the terms of the Share Buy-Back Agreement to be entered into between Deutsche Bank AG and Trintech Limited (“the Agreement”), a copy of which has been and is available for inspection by the members of the Company at the registered office of the Company and at the annual general meeting of the Company in accordance with section 213(5) of the Companies Act, 1990, be and is hereby approved and authorized for the purpose of Part XI of the Companies Act, 1990; and
- (b) subject to and for the purposes of the Companies Act, 1990, the Company and/or any of its subsidiaries (as such expression is defined by section 155 of the Companies Act, 1963) be and are hereby generally authorized to make off-market purchases (as defined by section 212 of the Companies Act, 1990) of shares of any class of the Company pursuant to the terms of the Agreement and that the directors be and are hereby authorized, in their absolute discretion, to either cancel some or all of the shares purchased pursuant to the Agreement, or to hold some or all of the shares purchased pursuant to the Agreement in the form of treasury shares, and to issue any shares held as treasury shares to such party or parties as the board of the Company shall in its absolute discretion deem appropriate, such treasury shares to be reissued at a price per treasury share of not less than a minimum of US\$1 per ordinary share or more than a maximum of US\$50 per ordinary share.

The authority conferred by resolution 8(b) will expire at the close of business on the date of the next annual general meeting of the Company or, if earlier, January 27, 2008 unless previously varied, revoked or renewed.

To conduct any other ordinary business of Trintech as may properly come before the Meeting.

By Order of the Board

Maurice Hickey
Secretary

Date: June 21, 2006

Registered Office:
Trintech Building
South County Business Park
Leopardstown
Dublin 18
Ireland



NOTES:

1. The foregoing items of business are more fully described in the proxy statement accompanying this Notice. You are urged to read the proxy statement carefully.
2. Those persons whose names appear in the Register of Members of Trintech ("Members") on the date materials are dispatched to shareholders are entitled to receive notice of the Meeting or any adjournment of the Meeting. In addition, Members, on the date of the Meeting, are entitled to attend and vote at the Meeting.
3. Holders of Trintech American Depositary Shares, or ADSs, may not vote at the Meeting; however, The Bank of New York, as depositary for the ordinary shares underlying the ADSs, has the right to vote all of the ordinary shares represented by ADSs, subject to certain limitations described in the proxy statement. Voting of the ADSs is more fully described in the proxy statement accompanying this Notice. The Bank of New York has set June 20, 2006 as the record date for the determination of those holders of ADSs, or the "ADS Holders", entitled to give instructions for the exercise of voting rights at the Meeting or any adjournment of the Meeting.
4. A Member entitled to attend and vote at the Meeting may appoint a proxy or proxies to attend, speak and vote in his, her or its place. A proxy does not need to be a Member. To be valid, proxy forms must be deposited with our Registrars, Capita IRG Registrars, Unit 5, Manor Street Business Park, Manor Street, Dublin 7, Ireland, not later than 03:00 p.m. on July 25, 2006. A Member is not precluded from attending the meeting and from speaking and voting at the Meeting even if the Member has completed a proxy form.
5. The Register of Directors' Interests and particulars of the directors' transactions in the share capital of us and our subsidiary companies required to be kept under section 59 of the Companies Act, 1990 will be available for inspection at the Meeting from 2:45 p.m. until the conclusion of the Meeting. Otherwise, they will be open for inspection at our registered office during normal business hours on any weekday (Saturdays, Sundays and Irish Public holidays excluded) from the date of this notice until the date of the Meeting.
6. In the case of joint owners, the vote of the senior holder who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other registered holders of the share and for this purpose seniority shall be determined by the order in which the names stand in the Register of Members.

YOUR VOTE IS IMPORTANT

TO ENSURE YOUR REPRESENTATION AT THE MEETING, YOU ARE REQUESTED TO COMPLETE, SIGN AND DATE THE ENCLOSED PROXY FORM AS PROMPTLY AS POSSIBLE AND RETURN IT IN THE POSTAGE-PREPAID ENVELOPE ENCLOSED FOR THAT PURPOSE. IF YOU ATTEND THE MEETING, YOU MAY VOTE IN PERSON EVEN IF YOU HAVE RETURNED A PROXY.

**TRINTECH GROUP PLC**

**Trintech Building
South County Business Park
Leopardstown
Dublin 18, Ireland**

PROXY STATEMENT**INFORMATION CONCERNING SOLICITATION AND VOTING****General**

The enclosed proxy is solicited on behalf of Trintech Group PLC, or Trintech, for use at the Annual General Meeting of Shareholders to be held on Thursday, July 27, 2006 at 3:00 p.m. at Trintech Group PLC Headquarters, Trintech Building, South County Business Park, Leopardstown, Dublin 18, Ireland, or at any adjournment of the meeting, for the purposes set forth in the accompanying Notice of Annual General Meeting.

These proxy solicitation materials and our annual report for the year ended January 31, 2006 were first mailed on or about June 27, 2006 to all ordinary shareholders entitled to attend and vote at the Annual General Meeting as of such date and to all ADS holders as of the ADS Record Date (as defined below).

Record Date

Record Date for Holders of Trintech Ordinary Shares. Holders of our ordinary shares, or Members, whose names appear in the Register of Members, maintained by our registrars, Capita IRG Registrars, on the date materials are mailed to Members are entitled to receive notice of the Annual General Meeting or any adjournment of the Annual General Meeting. In addition, any person who is a Member on the date of the Annual General Meeting is entitled to attend and vote at the Annual General Meeting.

Record Date for Holders of Trintech ADSs. The Bank of New York, as the Registrar and Transfer Agent for the ADSs, as well as the Depository for the ordinary shares represented by the ADSs, has fixed the close of business on June 20, 2006, as the record date (the "ADS Record Date") for the determination of ADS holders entitled to give instructions for the exercise of voting rights at the Annual General Meeting and any adjournment of the Annual General Meeting.

As of the ADS Record Date, a total of 31,311,217 ordinary shares, par value US\$0.0027 per share, (or 15,655,609 equivalent ADSs) were issued and outstanding. Each ADS represents two ordinary shares. The ADSs are quoted on the Nasdaq National Market under the symbol "TTPA". As of the ADS Record Date, there were approximately 124 registered holders of ADSs. The ordinary shares represented by the ADSs are owned of record by AIB Custodial Nominees Limited on behalf of The Bank of New York.

Quorum

To conduct business at the Annual General Meeting, a quorum must be present. Our articles of association provide that the presence at the Annual General Meeting, either in person or by proxy, of three (3) persons entitled to vote at the Annual General Meeting, and who together hold not less than one-third of our voting share capital in issue, each being a Member or a proxy for a Member or a duly authorized representative of a corporate Member, constitutes a quorum for the transaction of business. We will treat ordinary shares represented by properly signed and returned proxies, including abstentions, as present at the Annual General Meeting for the purposes of determining the presence or absence of a quorum for the transaction of business. However, abstentions will have no effect on the outcome of the voting as they will not be considered as votes cast with respect to any matter.



Voting of Ordinary Shares

Generally. Votes may be given at the Annual General Meeting either personally or by proxy. Voting at the Annual General Meeting will be by show of hands unless a poll (a count of the number of shares voted) is duly demanded. On a show of hands, each shareholder present in person and every proxy shall have one vote, provided that no individual shall have more than one vote and, on a poll, each shareholder shall have one vote for each share of which he, she or it is the holder. Where there is a tie, whether on a show of hands or on a poll, the chairman of the meeting is entitled to a casting vote in addition to any other vote he may have. A poll may, subject to the provisions of the Irish Companies Acts, be demanded by: (i) the chairman of the meeting; (ii) at least three Members present (in person or by proxy) having the right to attend and vote at the meeting; (iii) by any Member or Members present (in person or by proxy) representing in aggregate not less than one-tenth of the total voting rights of all the Members having the right to attend and vote at the meeting; or (iv) by a Member or Members present (in person or by proxy) holding our shares conferring the right to attend and vote at the meeting being shares on which an aggregate sum has been paid up equal to not less than one-tenth of the total sum paid up on all the shares conferring that right. On a poll, a person entitled to more than one vote need not use all his, her or its votes or cast all the votes he, she or it uses in the same way.

Proxies. Ordinary shares represented by a properly signed and dated proxy will be voted at the Annual General Meeting in accordance with instructions indicated on the proxy. Proxies that are properly signed and dated but which do not contain voting instructions will be voted FOR approval of each proposal set forth in the accompanying Notice of Annual General Meeting. A proxy holder may vote the proxy in his, her or its discretion as to any other matter which may properly come before the Annual General Meeting.

Abstentions. We will count a properly executed proxy marked ABSTAIN as present for purposes of determining whether a quorum is present, but the shares represented by that proxy will not be voted at the Annual General Meeting. Your abstention, however, will not have an effect on the vote for any of the proposals to be voted upon at the Annual General Meeting.

Voting of ADSs

Generally. Holders of ADSs may not vote at the Annual General Meeting. The Bank of New York has the right, subject to certain limitations set forth in the deposit agreement, among us, The Bank of New York and the owners and beneficial owners of ADRs representing ADSs, to vote all of the ordinary shares represented by ADSs. Under the terms of the deposit agreement, however, The Bank of New York is required to cast its votes with respect to those ordinary shares for which it receives instructions from the holders of the ADSs representing such ordinary shares in accordance with the instructions received.

Record Date; Notice of Annual General Meeting. Under the terms of the deposit agreement, whenever The Bank of New York receives notice of any meeting of holders of ordinary shares, The Bank of New York is required to fix a record date, which shall be the record date, if any, established by us for the purpose of such meeting or, if different, as close to the date as practicable, for the determination of the owners of ADSs who will be entitled to give instructions for the exercise of voting rights at any such meeting, subject to the provisions of the deposit agreement.

Upon receipt of notice of any of our meetings or the solicitation for consents or proxies from the holders of ordinary shares, The Bank of New York is required, as soon as practicable thereafter, to mail to all owners of ADSs a notice, the form of which shall be in the sole discretion of The Bank of New York, containing:

- the information contained in the notice of meeting received by The Bank of New York from us;
- a statement that the owners of ADSs as at the close of business on a specified record date are entitled (subject to any applicable provisions of Irish law and our Articles of Association) to instruct The Bank of New York as to the exercise by The Bank of New York of the voting rights, if any, pertaining to the number of ordinary shares represented by their respective ADSs;



- a statement that owners of ADSs who instruct The Bank of New York as to the exercise of their voting rights will be deemed to have instructed The Bank of New York or its authorized representative to call for a poll with respect to each matter for which instructions are given (subject to any applicable provisions of Irish law and our Articles of Association); and
- a statement as to the manner in which such instructions may be given (including an express indication that instructions may be given or deemed to be given in accordance with the next paragraph) and if no instruction is received, to The Bank of New York to give a discretionary proxy to a person designated by us.

Voting of Ordinary Shares Underlying ADSs. Upon the written request of an owner of ADSs on such record date, received on or before the date established by The Bank of New York for the purpose of such meeting, The Bank of New York will endeavor, insofar as practicable, to vote or cause to be voted the number of ordinary shares represented by such ADSs in accordance with the instructions set forth in such request. Accordingly, pursuant to our Articles of Association and applicable Irish law, The Bank of New York will cause its authorized representative to attend each meeting of holders of ordinary shares and call for a poll as instructed for the purpose of effecting such vote with respect to each matter for which instructions are given. The Bank of New York will not vote or attempt to exercise the rights to vote that attach to the ordinary shares other than in accordance with such instructions or deemed instructions.

Discretionary Proxies. The Deposit Agreement provides that if no instructions are received by The Bank of New York from any owner of ADSs with respect to any ordinary shares represented by the ADSs on or before the date established by The Bank of New York for the purpose of such meeting, The Bank of New York will deem such owner of ADSs to have instructed The Bank of New York to give a discretionary proxy to a person designated by us with respect to such ordinary shares. The Bank of New York will then give a discretionary proxy to a person designated by us to vote such ordinary shares, under circumstances and according to the terms as set forth in the deposit agreement. However, no such instructions will be deemed given and no such discretionary proxy will be given when we notify The Bank of New York, and we have agreed to provide such notice as promptly as practicable in writing, that the matter to be voted upon is one of the following:

- a matter not submitted to shareholders by means of a proxy statement comparable to that specified in Schedule 14A promulgated by the U.S. Securities and Exchange Commission, or the SEC, pursuant to the U.S. Securities Exchange Act of 1934, as amended;
- the subject of a counter-solicitation, or is part of a proposal made by a shareholder which is being opposed by management (i.e. a contest);
- relates to a merger or consolidation (except when our proposal is to merge with a wholly-owned subsidiary, provided our shareholders, dissenting thereto, do not have rights of appraisal);
- involves rights of appraisal;
- authorizes mortgaging of property;
- authorizes or creates indebtedness or increases the authorized amount of indebtedness;
- authorizes or creates preferred shares or increases the authorized amount of existing preferred shares;
- alters the terms or conditions of any shares then outstanding or existing indebtedness;
- involves the waiver or modification of pre-emptive rights, except when our proposal is to waive such rights with respect to shares being offered pursuant to share option or purchase plans involving the additional issuance of not more than 5% of the outstanding ordinary shares;
- alters voting provisions or the proportionate voting power of a class of shares, or the number of its votes per share, except where cumulative voting provisions govern the number of votes per share for election of directors and our proposal involves a change in the number of its directors by not more than 10% or not more than one;



- changes the existing quorum requirements with respect to shareholder meetings;
- authorizes the issuance of ordinary shares, or options to purchase ordinary shares, to directors, officers, or employees in an amount which exceeds 5% of the total amount of the class outstanding provided that when no plan is amended to extend its duration, we shall factor into the calculation the number of ordinary shares that remain available for issuance, the number of ordinary shares subject to outstanding options and any ordinary shares being added and should there be more than one plan being considered at the same meeting, all ordinary shares are aggregated;
- authorizes (a) a new profit-sharing or special remuneration plan, or a new retirement plan, the annual cost of which will amount to more than 10% of our average annual income before taxes for the preceding five years, or (b) the amendment of an existing plan which would bring its costs above 10% of such average annual income before taxes (should there be more than one plan being considered at the same meeting, all costs are aggregated; exceptions may be made in cases of: (1) retirement plans based on agreement or negotiations with labour unions (or which have been or are to be approved by such unions), and (2) any related retirement plan for the benefit of non-union employees having terms substantially equivalent to the terms of such union-negotiated plan, which is submitted for action of shareholders concurrently with such union-negotiated plan);
- changes our purposes or powers to an extent which would permit us to change to a materially different line of business and our stated intention is to make such a change;
- authorizes the acquisition of property, assets or a company, where the consideration to be given has a fair value of 20% or more of the market value of our previously outstanding shares;
- authorizes the sale or other disposition of assets or earning power of 20% or more of those existing prior to the transactions;
- authorizes a transaction not in the ordinary course of business in which an officer, director or substantial security holder has a direct or indirect interest; or
- reduces earned surplus by 51% or more or reduces earned surplus to an amount less than the aggregate of three years' ordinary share dividends computed at the current divided rate.

Resolutions One, Two, Three, Five and Eight to be acted upon at the Annual General Meeting (described below) are matters for which The Bank of New York may deem that instruction has been given for The Bank of New York to give a discretionary proxy to a person designated by us where no instruction is received. Therefore, with respect to these resolutions, The Bank of New York will give a discretionary proxy to a person designated by us to vote such ordinary shares for which no instruction has been given.

Resolutions Four, Six and Seven to be acted upon at the Annual General Meeting (described below) are not matters for which The Bank of New York may deem that instruction has been given for The Bank of New York to give a discretionary proxy to a person designated by us where no instruction is received. Therefore, with respect to these resolutions, The Bank of New York will not give a discretionary proxy to a person designated by us to vote such ordinary shares unless it receives instructions to give such discretionary proxy.

Inspection of Reports. The Bank of New York will make available for inspection by the owners of ADSs at its Corporate Trust Office any reports and communications, including any proxy soliciting material, received from us, which are both (a) received by The Bank of New York as the holder of the ordinary shares and (b) generally made available to the holders of ordinary shares by us. The Bank of New York will also send to the owners of ADSs copies of such reports when furnished by us pursuant to the deposit agreement.

Expenses of Solicitation of Proxies

We will pay the cost of preparing, assembling, printing and mailing the proxy statement, the Notice of Annual General Meeting of Shareholders and the enclosed form of proxy, as well as the cost of soliciting proxies



relating to the Annual General Meeting. We will request banks, brokers, dealers and voting trustees or other nominees, including The Bank of New York in the case of the ADSs, to solicit their customers who are owners of shares listed of record and names of nominees, and will reimburse them for reasonable out-of-pocket expenses of such solicitation.

In addition to solicitation by mail, directors, officers and key employees of Trintech may solicit in person or by telephone, telegram or other means of communications. These persons will receive no additional compensation for solicitation of proxies but may be reimbursed for reasonable out-of-pocket expenses.

Revocability of Proxies

You may revoke your proxy before it is voted by:

- providing written notice which is received at any time up to one hour before the Annual General Meeting that you have revoked your proxy by mail or facsimile to:

Trintech Group PLC
Trintech Building
South County Business Park
Leopardstown
Dublin 18, Ireland
Facsimile: +353 1 207 4300
- submitting a new signed proxy with a later date; or
- attending the Annual General Meeting.



RESOLUTION ONE

**CONSIDERATION OF OUR CONSOLIDATED FINANCIAL STATEMENTS
AND THE REPORTS OF THE DIRECTORS AND THE AUDITORS
FOR THE YEAR ENDED JANUARY 31, 2006**

General

A copy of the report of the directors and our consolidated financial statements (prepared in accordance with Irish GAAP) for the last fiscal year and the auditors' report to the Members thereon have been circulated to all of our shareholders. Shareholders are now being requested to receive and consider our consolidated financial statements and the directors' and auditors' report for the financial year ended January 31, 2006.

Vote Required

The affirmative vote of the holders of a majority of the ordinary shares represented, in person or by proxy, at the Annual General Meeting and voting on the proposal is required to approve the resolution to receive and consider our consolidated financial statements and the report of the directors and the auditors for the financial year ended January 31, 2006. Unless otherwise instructed, the proxies will vote "FOR" the resolution to receive and to consider our consolidated financial statements and the report of the directors and the auditors for the financial year ended January 31, 2006. A vote "FOR" Resolution One will not constitute an approval or ratification of the report of the directors or our consolidated financial statements.

**THE BOARD OF DIRECTORS UNANIMOUSLY RECOMMENDS
THAT YOU VOTE "FOR" RESOLUTION ONE**



**RESOLUTION TWO
RE-ELECTION OF DIRECTOR**

General

Our Articles of Association provide that we may have up to a maximum number of fifteen (15) directors, which number may be changed by resolution of our shareholders. We currently have six (6) directors. As is customary for many Irish companies, our board of directors typically consists of less than the maximum number of authorized directors. We believe that benefits are derived from having vacancies on the board of directors, particularly in the areas of attracting qualified directors and responding to shareholder concerns.

Proxies cannot be voted for a greater number of persons than the number of nominees named in this Resolution Two. At each Annual General Meeting of Shareholders, approximately one-third (1/3) of the existing directors must retire by rotation; however, such directors are eligible for re-election and, if re-elected, shall serve until his next rotation and until his successor is elected and qualified or until such director's resignation, death or removal. Any director elected by the board of directors during the year, whether to fill a vacancy (including a vacancy created by an increase in the board of directors) or otherwise, must stand for re-election at the next Annual General Meeting of Shareholders. In accordance with our Articles of Association, Dr. Jim Mountjoy and Kevin C. Shea, as the longest serving directors, must retire by rotation.

Dr. Jim Mountjoy, being eligible, offers himself for re-election.

Resolution Two (A) vote required

The affirmative vote of the holders of a majority of the ordinary shares represented, in person or by proxy, at the Annual General Meeting and voting on this proposal is required to approve the re-election of Dr. Mountjoy to the board of directors. Unless otherwise instructed, the proxies will vote "FOR" the re-election of Dr. Mountjoy to the board of directors.

**THE BOARD OF DIRECTORS UNANIMOUSLY RECOMMENDS
THAT YOU VOTE "FOR" RESOLUTION TWO (A)**

Kevin C. Shea, being eligible, offers himself for re-election.

Resolution Two (B) vote required

The affirmative vote of the holders of a majority of the ordinary shares represented, in person or by proxy, at the Annual General Meeting and voting on this proposal is required to approve the re-election of Mr. Shea to the board of directors. Unless otherwise instructed, the proxies will vote "FOR" the re-election of Mr. Shea to the board of directors.

**THE BOARD OF DIRECTORS UNANIMOUSLY RECOMMENDS
THAT YOU VOTE "FOR" RESOLUTION TWO (B)**



RESOLUTION THREE

AUTHORIZATION OF DIRECTORS TO FIX AUDITORS' REMUNERATION

General

Ernst & Young have been our independent auditors since February 1997. The shareholders are now being requested to authorize the Audit Committee of the board of directors to fix the remuneration of our auditors for the fiscal year ending January 31, 2007.

Principal Accountant Fees and Services

Fees Billed for Services Rendered by Principal Auditors

Ernst & Young, our independent auditors, billed us the fees set forth below for services rendered during the fiscal years ending January 31, 2006 and January 31, 2005. The Audit Committee of the board of directors has considered whether the non-audit services provided by Ernst & Young are compatible with maintaining its independence.

An analysis of Principal Accountant Fees and Services, for the last two fiscal years, is included below:

	<u>For year ended January 31, 2006</u>	<u>For year ended January 31, 2005</u>
	US\$	US\$
Audit fees (1)	\$280,682	\$236,816
Audit related fees (2)	17,533	14,302
Tax fees (3)	92,886	19,616
All other fees (4)	1,007	78,791
Total fees	\$392,108	\$349,525

- (1) Audit fees consist of services that would normally be provided in connection with statutory and regulatory filings or engagements, including services that generally only the independent accountant can reasonably provide.
- (2) Audit-related fees relate primarily to the audit of grant claims.
- (3) Tax fees relate to tax compliance, planning, and advice.
- (4) Other fees include services related to forensic and security advisory services.

Vote Required

The affirmative vote of the holders of a majority of the ordinary shares represented, in person or by proxy, at the Annual General Meeting and voting on this proposal is required to authorize the Audit Committee of the board of directors to fix the remuneration of our auditors. Unless otherwise instructed, the proxies will vote "FOR" the authorization of the directors to fix the remuneration of our auditors.

**THE BOARD OF DIRECTORS UNANIMOUSLY RECOMMENDS
THAT YOU VOTE "FOR" RESOLUTION THREE**



RESOLUTION FOUR
DIRECTOR'S AUTHORITY TO ALLOT OUR SHARES

General

Section 20 of the Irish Companies (Amendment) Act, 1983 provides that our directors may not allot our shares, or grant any right to subscribe for or to convert any security into our shares, unless our directors are in accordance with Section 20 authorized so to do by our shareholders in general meeting or by our Articles of Association. Any such authority given by our shareholders or contained in our Articles of Association may not exceed a period of five years.

Vote required

The affirmative vote of the holders of a majority of the ordinary shares represented, in person or by proxy, at the Annual General Meeting and voting on the proposal is required to authorize our directors to allot our shares or to grant any right to subscribe for or to convert any security into our shares. Unless otherwise instructed, the proxies will vote "FOR" the authorization of our directors to so allot our unissued shares.

**THE BOARD OF DIRECTORS UNANIMOUSLY RECOMMENDS
THAT YOU VOTE "FOR" RESOLUTION FOUR**



RESOLUTION FIVE
INCREASE IN NUMBER OF SHARES
UNDER SHARE OPTION AND SHARE PURCHASE PLANS

General

Our board of directors and shareholders have, to date, adopted and approved the Trintech Group Limited Share Option 1997 Scheme, the Trintech Group PLC Directors and Consultants Share Option Scheme, the Trintech Savings Related Share Option Scheme 1999 and the 1999 Employee Share Purchase Plan (collectively, the "Benefit Plans"). In addition, in connection with our acquisition of Exceptis Technologies Limited in November 2000, we have also assumed the Trintech Group PLC Share Option Scheme (Exceptis Employees), which is excluded from this proposal. The Benefit Plans currently provide for the issuance of up to an aggregate of 8,100,000 ordinary shares (4,050,000 equivalent ADSs).

Under Irish law, once the directors of an Irish company are authorized by the shareholders of that company pursuant to Section 20 of the Irish Companies (Amendment) Act, 1983 to allot shares in that company, and the statutory pre-emption rights contained in section 23 of the 1983 Act having been disapplied by the company's shareholders, then the directors of that Irish company require no further approval to adopt stock option plans, or to issue shares of that company under such plans. However, in certain circumstances, shareholder approval of stock option plans may be required to comply with other laws, rules or regulations applicable to a company such as us. For example, shareholder approval may be necessary under the rules and regulations of any share exchange upon which a company's securities may be traded or under applicable local taxation laws in order to obtain certain tax treatment of options.

For each Benefit Plan, the ordinary share limit will be reduced by the number of shares authorized for issuance in accordance with options granted or rights acquired under the Benefit Plans. On May 15, 2006, our board of directors approved, subject to receipt of shareholder approval for the following increase, an increase in the aggregate number of ordinary shares which may be issued pursuant to the Benefits Plans to 8,900,000 ordinary shares (4,450,000 equivalent ADSs).

Proposal

At the Annual General Meeting, the shareholders are being requested to approve the authorization of the board to increase the number of ordinary shares reserved for issuance under the Benefit Plans by 800,000 ordinary shares (400,000 equivalent ADSs).

Vote Required

The affirmative vote of the holders of a majority of the ordinary shares represented, in person or by proxy, at the Annual General Meeting and voting on the proposal is required to approve the increase in the aggregate number of ordinary shares, which may be issued under the Benefit Plans and the amendment to the terms of the Benefit Plans. Unless otherwise instructed, the proxies will vote "FOR" the resolution increasing the total number of shares reserved for issuance under the Benefit Plans by 800,000 ordinary shares (400,000 equivalent ADSs).

THE BOARD OF DIRECTORS UNANIMOUSLY RECOMMENDS
THAT YOU VOTE "FOR" RESOLUTION FIVE



As of June 1, 2006, options to purchase a total of 5,134,912 ordinary shares (2,567,456 equivalent ADSs) were outstanding and options to purchase 865,716 ordinary shares (432,858 equivalent ADSs) remained available for future grant (without giving effect to the increase in shares being presented to the shareholders for approval at the Annual General Meeting) under the Benefit Plans excluding Employee Stock Purchase Plan.

We rely heavily on the Benefit Plans to attract and retain high quality executives, directors, consultants and key personnel. Accordingly, our board of directors believes that it is in our best interests to increase the number of shares reserved for issuance under the Benefit Plans so that we may continue to provide ongoing incentives to our employees, directors and consultants in the form of options and other rights to purchase our ordinary shares in amounts consistent with past practices.

Summary of the Benefit Plans

A description of the principal features of the Benefit Plans under which we may grant new rights to acquire shares through share options or share purchase plans, as amended to date, is set forth below.

Trintech Group plc share option 1997 scheme

We established the share option 1997 scheme on May 28, 1997. The 1997 scheme was approved by the Company's shareholders on November 21, 1997. The purpose of the 1997 scheme is to attract and retain the best available personnel to promote the success of the Company's business. We are required to keep available sufficient authorized but unissued shares to satisfy the Company's obligations under the plan. The 1997 scheme will terminate on May 27, 2007, unless previously terminated by the board of directors.

Under the 1997 scheme, all of the Company's key employees and executive directors as well as those of the Company's subsidiaries are eligible to receive grants of non-statutory options. In addition, US resident employees and executive directors are eligible to receive grants of incentive stock options intended to qualify under Section 422 of the U.S. Internal Revenue Code of 1986.

The 1997 scheme is administered by a compensation committee which selects the persons to whom options will be granted, determines the number of shares to be made subject to each grant and prescribes other terms and conditions, including the type and amount of consideration to be paid upon exercise and the vesting schedules in connection with each grant and makes all other decisions relating to the operation of the scheme. The board of directors may amend or modify the 1997 scheme at any time.

As of June 1, 2006, 1,445,238 ordinary shares (722,619 equivalent ADSs) have been issued upon the exercise of share options granted under the 1997 scheme and 4,645,836 ordinary shares (2,322,918 equivalent ADSs) are subject to outstanding options. The weighted exercise price for all outstanding options to purchase equivalent ADSs under the 1997 scheme is US\$4.04, or approximately €3.22 per equivalent ADS.

Trintech Group PLC directors and consultants share option scheme

On April 22, 1998, we established the directors and consultants share option scheme. The purpose of the scheme is to attract and retain the best available directors and consultants and to promote the success of the Company's business. The directors and consultants scheme will terminate on April 21, 2008, unless previously terminated by the board of directors.

Under the directors and consultants scheme, all of the Company's directors and consultants as well as those of the Company's subsidiaries are eligible to receive grants of non-statutory options. In addition, US resident directors and consultants are eligible to receive a grant of incentive stock options intended to qualify under Section 422 of the U.S. Internal Revenue Code of 1986. The directors and consultants scheme is administered by a compensation committee which selects the persons to whom options will be granted, determines the number of



shares to be made subject to each grant and prescribes other terms and conditions, including the type and amount of consideration to be paid upon exercise and the vesting schedules in connection with each grant and makes all other decisions relating to the operation of the scheme. The board of directors may amend or modify the directors and consultants scheme at any time.

As of June 1, 2006, 55,710 ordinary shares (27,855 equivalent ADSs) have been issued upon the exercise of share options granted under the directors and consultants' scheme, and 492,500 ordinary shares (246,250 equivalent ADSs) are subject to outstanding options. The weighted exercise price for all outstanding options to purchase equivalent ADSs under the directors and consultants scheme is US\$4.47, or approximately €3.57 per equivalent ADS.

Exceptis Technologies Limited share option scheme

On November 20, 2000, we assumed certain outstanding options under the Exceptis Technologies Limited share option scheme pursuant to the Company's acquisition of Exceptis Technologies Limited.

Under the Exceptis Technologies Limited share option scheme, all of Exceptis Technologies Limited's executives and employees employed on a permanent basis as well as those of its subsidiaries were eligible to receive grants of share options in Exceptis Technologies Limited. The Exceptis Technologies Limited share option scheme is administered by the compensation committee which selects the persons to whom options will be granted, determines the number of shares to be made subject to each grant and prescribes other terms and conditions, including the type and amount of consideration to be paid upon exercise and the vesting schedules in connection with each grant. The board of directors may amend, modify, or terminate the Exceptis Technologies Limited share option scheme at any time.

In connection with the assumption of the plan, we assumed options granted under the Exceptis Technologies Limited share option scheme in exchange for options over 43,326 of the Company's ordinary shares (21,663 equivalent ADSs). The board of directors has decided not to issue any additional options under the Exceptis Technologies Limited share option scheme. As of June 1, 2006, 1,576 ordinary shares (788 equivalent ADS) are subject to outstanding options. The weighted exercise price for all outstanding options to purchase equivalent ADSs under the Exceptis Technologies Limited share option scheme is US\$4.76, or approximately €3.80 per equivalent ADS.

Trintech savings related share option scheme 1999

On August 23, 1999, we obtained shareholder approval for the establishment of the Trintech employee savings related share option scheme 1999 for the Company's Irish employees.

The savings related share option scheme applies to all the Company's qualifying Irish employees and executive directors and is an approved scheme under Schedule 12A of the Taxes Consolidation Act 1997 of the Republic of Ireland.

All employees and executive directors who are tax resident in Ireland are eligible to participate in the savings related share option scheme.

Under the savings related share option scheme, participants must enter into a savings contract with a Revenue certified savings carrier to save between €12 and €317 a month for a period of three, five or seven years to fund the exercise of options. Participants are granted an option on the basis of the amount that the participant has agreed to save. Options may be granted at a discount of up to 15% of the market value (by reference to Nasdaq dealing prices) of the ordinary shares underlying the options.

Grants of options under the savings related share option scheme may vary as between participants according to level of remuneration, length of service or other factors relating to their position.



Options granted under the savings related share option scheme are not transferable. Options may only be exercised by the participant or, in the event of his death, his personal representative. The savings related share option scheme will terminate ten years after its adoption by the board of directors unless otherwise terminated before that date by the board of directors. The board of directors has power to amend the savings related share option scheme subject to the consent of the Irish Revenue Commissioners. As of June 1, 2006 no shares had been issued under this scheme.

1999 employee share purchase plan

On August 23, 1999, we obtained shareholder approval for the establishment of the Trintech 1999 employee share purchase plan for the Company's U.S. employees. The 1999 share purchase plan is intended to qualify under Section 423 of the Code and contains consecutive, overlapping, twenty-four month offering periods. Each offering period includes four six-month purchase periods. The offering periods generally start on the first trading day on or after March 1 and September 1 of each year.

The Company's U.S. employees are eligible to participate if they are customarily employed by us or any participating subsidiary for at least 20 hours per week and more than five months in any calendar year. However, any employee who immediately after grant owns stock with 5% or more of the total combined voting power or value of all classes of the Company's capital shares, or holds rights to purchase shares under the Company's employee share purchase plans that accrue at an annual rate exceeding US\$25,000 worth of shares for each calendar quarter, may not be granted an option to purchase shares under the 1999 share purchase plan. The 1999 share purchase plan permits participants to purchase common stock through payroll deductions of up to 15% of the participant's compensation. Compensation is defined as the participant's base straight time gross earnings, bonuses and commissions but is exclusive of payments for overtime, shift premium payments, incentive compensation, incentive payments and other compensation.

The total amounts deducted and accumulated from the participant's pay are used to purchase ordinary shares at the end of each purchase period. The price of ordinary shares purchased under the 1999 share purchase plan is generally 85% of the lower of the fair market value of the ordinary shares at the beginning of the offering period or at the end of the purchase period. If the fair market value at the end of a purchase period is less than the fair market value at the beginning of the offering period, the participants will be withdrawn from the current offering period following exercise and automatically enrolled in a new offering period. The new offering period will use the lower fair market value as of the first date of the new offering period to determine the purchase price for future purchase periods. Participants may end their participation at any time during an offering period, and they will be paid their payroll deductions to date. Participation ends automatically upon termination of employment with us. Rights granted under the 1999 share purchase plan are not transferable by a participant other than by will, the laws of descent and distribution, or as otherwise provided under the 1999 share purchase plan. The 1999 share purchase plan provides that, in the event of a merger with or into another corporation or a sale of substantially all of the Company's assets, each outstanding option may be assumed or substituted for by the successor corporation. If the successor corporation refuses to assume or substitute for the outstanding options, the offering period then in progress will be shortened and a new exercise date will be set. The 1999 share purchase plan will terminate in 2009. The board of directors has the authority to amend or terminate the 1999 share purchase plan, except that no board action may adversely affect any outstanding rights to purchase shares under the 1999 share purchase plan. As of June 1, 2006, 465,768 ordinary shares (232,884 equivalent ADSs) had been issued under this plan.

Trintech share option exchange program 2001

In November 2001, Trintech's board of directors approved a Voluntary Stock Option Exchange Program, in which eligible employees had the opportunity to exchange unexercised options granted under the 1997 Trintech Group PLC Share Option Scheme, for the promise to grant new options in the future. Participation by each option holder was voluntary. Eligible employees were given the opportunity to tender old options between



November 13, 2001 and December 12, 2001. On December 12, 2001, the offer to tender old options expired, and surrendered options were cancelled two days after the expiration. Under the terms of the offer, the Company accepted for cancellation options to purchase 658,862 Ordinary Shares (329,431 equivalent ADS). Subject to the terms and conditions of the offer, the Company granted new options to subscribe to or purchase an aggregate of 599,586 Ordinary Shares (299,793 equivalent ADS) on June 17, 2002 at an exercise price of US\$0.74 per share (US\$1.47 per equivalent ADS), which was equal to the fair market value on that date. Each replacement option vested and was exercisable substantially to the same degree as the original option.

All employees of Trintech or one of the Company's subsidiaries who: (i) were employees on November 13, 2001 and the date on which the tendered options were cancelled; (ii) were residents of or employed in Ireland, the United Kingdom, the United States or Germany; and (iii) were subject solely to the tax laws of such countries were "eligible employees". All members of the Company's board of directors, all members of the Company's Advisory Board and all of the Company's executive officers, however, were not "eligible employees" and could not participate in the offer. If an employee elected to cancel one or more old options, all options granted since June 13, 2001 (i.e. within the six-month period prior to the expected cancellation date) were also cancelled.

As of June 1, 2006, there were outstanding options to purchase an aggregate of 5,134,912 ordinary shares (2,567,456 equivalent ADSs) at exercise prices ranging from US\$0.50 to US\$49.50 per ordinary share and expiration dates ranging from August 2006 to May 2013 under the Company's employee benefit plans. As of June 1, 2006, the Company's directors and executive officers held net options to purchase an aggregate of 3,234,350 ordinary shares (1,617,175 equivalent ADSs) at exercise prices ranging from US\$0.54 to US\$15.00 per ordinary share and expiration dates ranging from September 2006 to January 2013.



RESOLUTION SIX

DISAPPLICATION OF STATUTORY PRE-EMPTION RIGHTS

General

Section 23 of the Irish Companies (Amendment) Act, 1983 provides that neither our shares nor any right to subscribe for or convert any security into our shares may be allotted to any person unless they have first been offered to each person who is already a shareholder in us. Section 24 of the Companies (Amendment) Act, 1983 states that where our directors are generally authorized to allot our shares or to grant rights to subscribe for or to convert any security into our shares for the purposes of Section 20 of that Act, then our directors may be given power by our Articles of Association or by a resolution of not less than seventy-five percent (75%) of our Members to allot shares in us and to grant rights to subscribe for or to convert securities into our shares for the purpose of Section 20 as if the provisions contained in Section 23 did not apply to that allotment.

Vote Required

The affirmative vote of the holders of not less than seventy-five percent (75%) of the ordinary shares represented, in person or by proxy, at the Annual General Meeting and voting on the proposal is required to disapply the statutory pre-emption rights contained in Section 23 of the 1983 Act. Unless otherwise instructed, the proxy shall vote "FOR" the aforementioned disapplication of the statutory pre-emption rights contained in Section 23 of the 1983 Act.

**THE BOARD OF DIRECTORS UNANIMOUSLY RECOMMENDS
THAT YOU VOTE "FOR" RESOLUTION SIX**



**RESOLUTION SEVEN
AMENDMENT TO OUR ARTICLES OF ASSOCIATION**

General

Article 8.4 of our Articles of Association currently authorizes our directors pursuant to Section 20 of the Companies (Amendment) Act, 1983 to allot shares in us, and disapply the statutory pre-emption rights contained in Section 23 of the Companies (Amendment) Act, 1983 in relation to such allotments, such authority and disapplication to expire on July 27, 2011. If resolutions 6, 7 and 8 are passed by the requisite number of members, the provisions of Article 8.4 of our Articles of Association should be amended to reflect that the relevant authority and disapplication under Section 20 and 23 have been refreshed.

Vote required

The affirmative vote of the holders of not less than seventy-five percent (75%) of the ordinary shares represented, in person or by proxy, at the Annual General Meeting and voting on the proposal is required to approve the amendment to our Articles of Association. Unless otherwise instructed, the proxies will vote "FOR" the aforementioned amendment to our Articles of Association.

**THE BOARD OF DIRECTORS UNANIMOUSLY RECOMMENDS
THAT YOU VOTE "FOR" RESOLUTION SEVEN**



RESOLUTION EIGHT

APPROVAL OF CONTINGENT PURCHASE CONTRACT OF ORDINARY SHARES

General

The Irish Companies Act, 1990 provides that we may only make a purchase of our own shares in pursuance of a contract which may entitle us to purchase our own shares, where the terms of the proposed contract have been authorized by Members holding not less than seventy-five percent (75%) of the ordinary shares represented, in person or by proxy, and voting at a general meeting of our shareholders.

At the 2005 AGM, our shareholders approved a resolution which authorized the Company to purchase its own shares under a contract with Deutsche Bank AG which terminates on January 22, 2007. The Board would like to continue to have the flexibility to be entitled to have us purchase some of our own shares. Between November 1, 2002 and April 30, 2006, the Company had repurchased 1,367,716 of our ordinary shares (683,858 equivalent ADSs). Therefore, the Board now recommends that we renew the authority to purchase our shares pursuant to the share buy back agreement with Deutsche Bank AG such that we shall be entitled, at any time from July 27, 2006 up until the date which is 18 months after that date, to purchase not more than 10,000,000 ADSs, representing 20,000,000 ordinary shares of US\$0.0027 each in our capital from Deutsche Bank AG for a total consideration including premium of not more than US\$25 per ADS. Any such purchase of ADSs may only be made by us, or any of our subsidiaries, out of distributable profits or, alternatively, out of fresh issues of our shares made specifically for the purpose of financing any such purchase. A copy of the relevant agreement is available for inspection at our registered office up to the date of the Annual General Meeting and will be made available at the Annual General Meeting itself for inspection by Members of the Company.

Under the terms of the Share Buy-Back Agreement, we shall from time to time deliver orders to Deutsche Bank AG to purchase a fixed volume of our ADSs at a specific price per share within a specified time period. As soon as practicable following receipt of an order, Deutsche Bank AG will confirm whether it has accepted the order and, upon acceptance, will use its best efforts to purchase the ADSs from third parties on the terms set forth in the order. If Deutsche Bank AG completes the order, it will sell the number of ADSs to us at the price per share so purchased. Additionally, Deutsche Bank AG will be entitled to a commission agreed at the time of the order which in no event will exceed the higher of 0.50% of the purchase price and US\$0.06 per ADS. Settlement of each transaction will take place on the first date on which settlement of a sale of ADSs, executed on the day upon which Deutsche Bank AG buys the ADSs, would customarily take place through the relevant clearance system and payment will be against delivery. Late payment will result in an interest charge of LIBOR plus 1% on the purchase price due by us to Deutsche Bank AG from the date payment was due to the date of actual payment of the entire amount owed. In connection with each order, we will be required to provide certain representations and warranties which include representations relating to the absence of knowledge of any material non-public information that would be reasonably likely to have a material effect on the trading price of our ADSs, compliance with all applicable laws and due authorization of the agreement. In completing each order, Deutsche Bank AG will be required to comply in all material respects with all applicable laws including Rule 10b-18 promulgated under the U.S. Securities Exchange Act of 1934, as amended. Our ability to make purchases of our ADSs under such agreement shall only remain valid and effective for a period of 18 months from the date of our forthcoming Annual General Meeting, or unless superceded by another share purchase agreement which terminates the current agreement.

As mentioned above, Irish company law imposes restrictions on an Irish incorporated company which wishes to purchase its own shares. As Trintech is not quoted on the Irish Stock Exchange but rather on the Nasdaq National Market we may only make such purchases of our securities pursuant to a specific, prior approved, contract.

Irish law also provides that, as our ADSs are not quoted on the Irish Stock Exchange, our Members may not give our board a general authority to purchase our securities on those markets. As mentioned, our board believes



that in the future it may be in the best interests of us and our shareholders for us to engage in purchases of our securities. If and when the board so decides to purchase our own securities then it will be impracticable for the board to have to repeatedly present individual contracts for the purchase of our securities from identified individual vendors.

Vote Required

The affirmative vote of the holders of not less than seventy-five percent (75%) of the ordinary shares represented, in person or by proxy, at the Annual General Meeting and voting on the proposal is required to approve the terms of the share buy back agreement to be entered into between Deutsche Bank AG and us. Unless otherwise instructed, the proxies will vote "FOR" for the aforementioned approval of the share buy back agreement to be entered into between Deutsche Bank AG and us.

**THE BOARD OF DIRECTORS UNANIMOUSLY RECOMMENDS
THAT YOU VOTE "FOR" RESOLUTION EIGHT**



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SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT

The following table presents information known to us with respect to beneficial ownership of our ADSs as of June 1, 2006 by (i) each shareholder known to us to be the beneficial owner of more than five percent (5%) of any class of our registered voting securities and (ii) all of our executive officers and directors as a group and each individually.

<u>Beneficial Owner</u>	<u>Equivalent American Depository Shares Beneficially Owned(1)</u>	
	<u>Number</u>	<u>Percent</u>
Cyril P. McGuire (2)(3) c/o Trintech Building South County Business Park Leopardstown Dublin 18 Ireland	3,031,516	19.4%
Instove Limited (3) P.O. Box 122 Helvetia Court South Esplanade St. Peter Port Guernsey	1,602,804	10.2
R. Paul Byrne (4)	376,093	2.4
Kevin C. Shea (5)	161,250	1.0
Trevor D. Sullivan (6)	52,585	*
Robert M. Wadsworth (7)	80,000	*
Dr Jim Mountjoy (8)	32,500	*
John Harte (9)	120,531	*
Eamon Keating (10)	191,812	1.2
Maurice Hickey	0	*
Officers and directors as a group (9 persons) (11)	4,046,287	25.9

* Represents less than 1% of the equivalent ADSs outstanding.

- (1) The information in this table is based on the Company's records, information provided to us by the Company's directors and executive officers, and a review of the Company's Schedules 13D and 13G filed in 2003, 2004, 2005 and 2006 with the SEC. The percentage ownership of each director, executive officer, and shareholder is based on 15,655,108 equivalent ADSs outstanding at June 1, 2006. Beneficial ownership is determined in accordance with rules of the SEC that deem shares to be beneficially owned by any person who has or shares voting or investment power with respect to such shares. Unless otherwise indicated below, we believe that the persons named in the table have sole voting and sole investment power with respect to all shares shown as beneficially owned, subject to community property laws where applicable. Securities subject to options or warrants that are currently exercisable or exercisable within 60 days after June 1, 2006 are deemed to be issued and to be beneficially owned by the person holding such options or warrants for the purpose of computing the percentage ownership of such person but are not treated as issued for the purpose of computing the percentage ownership of any other person.
- (2) Includes 2,855,318 equivalent ADSs held of record and 176,198 equivalent ADSs subject to options that are exercisable currently or within 60 days of June 1, 2006.
- (3) Equivalent ADSs are held by Instove Limited, which in turn is owned by two Jersey discretionary trusts, Hacke Trust and Belte Trust. Neither Cyril P. McGuire nor any of his family members are trustees or beneficiaries of these trusts, but the trustees may, in their sole discretion, select any beneficiaries. Cyril P. McGuire has disclaimed any beneficial interest in the equivalent ADSs held by Instove Limited or the trusts.



- (4) Includes 32,153 equivalent ADSs held of record and 343,940 equivalent ADSs subject to options that are exercisable currently or within 60 days of June 1, 2006.
- (5) Includes 5,000 equivalent ADSs held of record and 156,250 equivalent ADSs subject to options that are exercisable currently or within 60 days of June 1, 2006.
- (6) Includes 1,335 equivalent ADSs held of record and 51,250 equivalent ADSs subject to options that are exercisable currently or within 60 days of June 1, 2006.
- (7) Represents 80,000 equivalent ADSs subject to options that are exercisable currently or within 60 days of June 1, 2006.
- (8) Represents 32,500 equivalent ADSs subject to options that are exercisable currently or within 60 days of June 1, 2006.
- (9) Includes 375 equivalent ADSs held of record and 120,156 equivalent ADSs subject to options that are exercisable currently or within 60 days of June 1, 2006.
- (10) Includes 12,500 equivalent ADSs held of record and 179,312 equivalent ADSs subject to options that are exercisable currently or within 60 days of June 1, 2006.
- (11) Represents 1,139,606 equivalent ADSs subject to options that are exercisable currently or within 60 days of June 1, 2006.

The Company's major shareholders do not have different voting rights.



MANAGEMENT

Directors and Senior Management

The following table presents information regarding the Company’s directors and executive officers as of June 1, 2006:

<u>Name</u>	<u>Age</u>	<u>Position</u>
<i>Executive Directors</i>		
Cyril P. McGuire	46	Chairman, Chief Executive Officer and Director
R. Paul Byrne	41	President and Director
<i>Non-executive Directors</i>		
Kevin C. Shea	56	Director (1)(2)
Robert M. Wadsworth	46	Director (1)(2)
Trevor D. Sullivan	70	Director (2)
Dr Jim Mountjoy	60	Director (1)
<i>Other Executive Officers</i>		
John M. Harte	61	Executive Vice President
Eamon Keating	46	Executive Vice President
Maurice Hickey	45	Chief Financial Officer

- (1) Member of the Compensation Committee
- (2) Member of the Audit Committee

Cyril P. McGuire, one of the Company’s co-founders, has served as a director since 1987, as Chairman of the Board since August 1999 and as the Company’s Chief Executive Officer since February 2002. From 1991 to August 1999, Mr. McGuire served as the Company’s President, and from 1987 to 1991, Mr. McGuire served as the Company’s Managing Director. Before co-founding Trintech, Mr. McGuire worked with the Industrial Credit Corporation plc, a leading Irish commercial bank, from 1982 to 1987, where his responsibilities included the appraisal of electronic industry investment projects. Mr. McGuire received a bachelor of commerce degree and master of business studies degree from University College Dublin. Mr. McGuire is a member of the Board of the Michael Smurfit Graduate School of Business and a member of the Marketing Institute of Ireland. Mr. McGuire currently resides in Dublin, Ireland.

R. Paul Byrne has been a director and secretary since February 1997 and President since February 2005. From January 1996 to July 2005, Mr. Byrne served as the Company’s Chief Financial Officer. Before joining the Company, Mr. Byrne was group financial controller and publisher at Lafferty Publications Limited, a publishing company located in Dublin, from September 1989 to December 1995. From 1985 through 1989, Mr. Byrne was an accountant with Price Waterhouse Coopers. Mr. Byrne received a bachelor of commerce and a diploma in professional accounting from University College Dublin and is a fellow of the Institute of Chartered Accountants in Ireland. Mr. Byrne currently resides in Dublin, Ireland.

Kevin C. Shea has served as a director since January 2000 and from October 2001 to May 2002, Mr. Shea served as Chief Strategy Officer. Mr. Shea is currently Chairman and CEO of Elan Investments, LLC, a private investment company. He also serves as Chairman and CEO of Elan Group, LLC, a consulting firm to financial services and manufacturing sectors. He currently serves on the board of several private companies. From January 2000 to October 2001, Mr. Shea served as Chief Operating Officer. Prior to joining us, Mr. Shea was chief financial officer of National Data Corporation from May 1998 to December 1999. Mr. Shea was executive vice president of corporate strategy and business development from June 1996 until May 1998 and was general manager of the Integrated Payment Systems division of National Data Corporation from 1992 to 1996. Prior to joining National Data Corporation, he held senior executive positions at Citicorp and First Interstate Bank Corporation. Mr. Shea received a bachelors of social science degree from the State University of New York. Mr. Shea currently resides in the United States.



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Trevor D. Sullivan has served as a director since 1991, serving as Chairman from 1991 to August 1999. Mr. Sullivan is currently a director of several private companies. From 1987 to 1990, Mr. Sullivan was Managing Director of Memorex Ireland, a computer products company, and, from 1985 until 1987, Mr. Sullivan was vice president, customer operations of Memorex International. From 1981 until 1985, Mr. Sullivan held other senior management positions at Memorex International. Before 1981, Mr. Sullivan held several senior management positions at IBM, a computer company. Mr. Sullivan currently resides in Dublin, Ireland.

Robert M. Wadsworth has served as a director since September 1998. Since 1986, Mr. Wadsworth has been a general partner of HarbourVest Partners LLC, a private investment company. Mr. Wadsworth has served as the Managing Director of HarbourVest Partners LLC since 1997. Before 1986, Mr. Wadsworth worked for Booz, Allen & Hamilton, an international consulting company, specializing in the areas of operations strategy and manufacturing productivity. Mr. Wadsworth currently serves on the advisory boards of several US venture capital firms and on the board of directors of ePresense, Inc., a web design and development company, Switchboard, Inc., an internet-based local merchant networking company, Concord Communications, Inc., an internet infrastructure company, and Network Engines, Inc., a network infrastructure company. Mr. Wadsworth received his bachelor of science degree, magna cum laude, in systems engineering and computer science from the University of Virginia, and his master in business administration degree, with distinction, from Harvard Business School. Mr. Wadsworth currently resides in the United States.

Dr Jim Mountjoy has served as a director since June 2004. From 1990 until February 1999, he was co-founder and CEO of Euristix Limited, a software development company that specialized in telecommunications signaling systems solutions and element management systems. From February 1999 to November 1999, he was vice president business development of Fore Systems, a Nasdaq listed company which acquired Euristix Limited in February 1999. From November 1999 to July 2000 he was vice president network management for Marconi Communications, which had acquired Fore Systems in April 1999. Since that time, Dr Mountjoy has served as non-executive director of a number of companies in the technology sector. He is a director of Science Foundation Ireland, Chairman of ICT Ireland's R&D Advisory Committee and an advisory board member of a number of private, Irish-based venture capital companies. Dr. Mountjoy currently resides in Dublin, Ireland.

John M. Harte joined us in August 1999 as the Company's executive vice president. From 1993 to 1999, Mr. Harte served as President and Chief Executive Officer of NeoVista Software Inc., a provider of data mining services and a developer of solutions for knowledge discovery in databases. Mr. Harte has sat on the board of directors of NeoVista Software Inc. since 1996. From 1987 to 1992, Mr. Harte held senior management positions in Alliant Computer Systems Inc., a manufacturer of standards based parallel supercomputers. From 1989 to 1992, Mr. Harte served as vice president, worldwide sales, marketing and services, and from 1987 to 1989 he served as president European operations. Between 1987 and 1988, Mr. Harte held various sales and marketing positions in Floating Point Systems Inc., a systems integration and software supplier. Mr. Harte holds a bachelor of science in physics degree from Exeter University, United Kingdom. Mr. Harte currently resides in the United States.

Eamon Keating joined us in November 2000 following the acquisition of Exceptis Technologies Limited, an electronic payment software company. Since March 2002, Mr. Keating has been an executive vice president and general manager. From September 2001 to March 2002, Mr. Keating was a general manager. From November 2000 to August 2001, Mr. Keating served in a number of roles as a vice president of finance. Mr. Keating was Chief Financial Officer of Exceptis Technologies from January 1999 to November 2000. From 1994 to 1998, Mr. Keating was Finance Director of Concern, an overseas aid agency. From 1988 to 1993, Mr. Keating was Chief Financial Officer and Company Secretary of Ryanair Limited, a commercial airline. Mr. Keating received a bachelor of commerce degree from University College Dublin and is a fellow of the Institute of Chartered Accountants in Ireland. Mr. Keating currently resides in Dublin, Ireland.

Maurice Hickey joined us in July 2005 as the Company's Chief Financial Officer. Prior to joining us and from January 2003 to May 2005, Mr. Hickey was Chief Financial Officer of Biomedical Research Ltd., a medical



devices company. From July 2000 to December 2002, he was Chief Financial Officer of Trinity Biotech PLC (NASDAQ: TRIB), a manufacturer of diagnostic medical test kits. From May 1994 to June 2000, he was Finance Director of the Imari Group, a logistics and stevedoring business. Prior to that, Mr. Hickey held corporate finance and advisory positions with Ulster Investment Bank, the Cambridge Venture Capital Fund and Price Waterhouse Coopers. Mr. Hickey holds a bachelor of business studies degree from Trinity College, Dublin and a masters in business administration from IMD in Lausanne, Switzerland.

Director and Executive Officer Compensation

The aggregate compensation paid by the Company and its subsidiaries to the Company’s directors and executive officers, including former directors and executive officers, in fiscal 2006 totaled approximately US\$1.8 million. All of the approximately US\$1.8 million was paid by the Company’s subsidiaries. Amounts paid include salary and pension, severance, retirement and other similar benefits.

The following table sets forth information concerning the Options Outstanding to the Company’s directors and executive officers as of January 31, 2006:

<u>Name</u>	<u>Number of Options Outstanding (per Equivalent ADS)</u>	<u>Exercise Price US\$ per ADS</u>	<u>Expiration Date</u>
R. Paul Byrne	535,294	2.22–5.82	2009–2012
Cyril P. McGuire	244,167	2.22–4.71	2009–2012
Kevin C. Shea	156,250	2.05–7.28	2006–2012
Trevor D. Sullivan	51,250	2.22–30.00	2006–2012
Robert M. Wadsworth	80,000	2.22–30.00	2006–2012
Dr Jim Mountjoy	50,000	4.05–5.29	2011–2012
John M. Harte	205,000	1.07–4.71	2009–2012
Eamon Keating	215,214	2.22–4.71	2009–2011
Maurice Hickey	50,000	3.19	2013

We have entered into indefinite term employment agreements with each of Cyril P. McGuire, R. Paul Byrne, John M. Harte, Eamon Keating and Maurice Hickey under which each receives an annual base salary, an annual bonus and all standard benefits accorded to the Company’s other executives. In addition, each of these executives will be entitled to participate in and receive options from the Company’s employee share option schemes.

We do not currently have any outstanding loans to any of the Company’s executive officers or directors. In addition, we do not currently have any outstanding guarantees for the benefit of any of the Company’s executive officers or directors.



OTHER MATTERS

The report of the directors and our consolidated financial statements and auditors' report to the Members for the last fiscal year were approved by the board of directors on June 21, 2006. Irish law requires us to provide our Members for receipt and consideration such report of the directors and our consolidated financial statements and auditors' report to the Members for the last fiscal year at the Annual General Meeting. In this regard, included as part of the proxy materials dispatched to Members, is a copy of the report of the directors and our consolidated financial statements and auditors' report to the Members for the last fiscal year.

Representatives of Ernst & Young, our independent auditors, are expected to be present at the Annual General Meeting with the opportunity to make a statement if they desire to do so and are expected to be available to respond to appropriate questions.

We know of no other matters to be submitted at the Annual General Meeting. If any other matters properly come before the meeting, it is the intention of the persons named in the enclosed form of proxy to vote the shares they represent as the board of directors may recommend.

By Order of the Board of Directors

Dated: June 21, 2006.