

JACK HENRY & ASSOCIATES, INC.
RISK AND COMPLIANCE COMMITTEE CHARTER
July 19, 2019

I. Purpose and Authority

The Board of Directors (the "Board") of Jack Henry & Associates, Inc. (the "Company") has established its Risk and Compliance Committee (the "Committee"). The Board has delegated responsibility for risk and compliance oversight to the Committee. The Committee shall oversee and report to the Board as necessary regarding:

- the Company's management of its high priority risks, including strategic, operational, corporate, financial and other risks attendant to its ordinary business operations
- the Company's management of compliance with the legal and regulatory requirements of its business operations, including compliance with its business ethics policies

While the Committee has the responsibilities and powers set forth in this Charter, the Committee and the Board must rely on the expertise and knowledge of management and Company counsel. Accordingly, it is the responsibility of management of the Company to design, implement and maintain an effective risk management framework as well as ensure compliance with applicable laws, rules and regulations. The Committee may initiate compliance investigations as it deems appropriate, but it is not the Committee's responsibility to conduct compliance audits in the ordinary course of the Company's business.

II. Organization

The Committee will consist of at least three directors designated by the Board. The Board may vote to appoint or remove a Committee member at any time. The Board may also designate a chair.

III. Coordination with Other Committees

The chair of the Committee shall coordinate with other committees of the Board as necessary.

The Audit Committee has primary responsibility for oversight of risks relating to the financial statements and financial reporting process, key credit, market and liquidity risks, and the policies and processes for mitigating such risks.

The Compensation committee has primary responsibility for oversight of the Company's compensation policies and practices.

The Governance Committee has primary responsibility for oversight and monitoring of JHA's Code of Conduct.

IV. Responsibilities

The Committee's responsibilities include:

Risk Management Oversight

1. Review the risk assessment and risk management framework, including governance, guidelines, policies, and processes.
2. Discuss management's deployment of a risk management program that measures, prioritizes, monitors and responds to risks.

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3. Discuss and evaluate the implementation of risk management policies.
4. Review the Company's enterprise risk management organization to evaluate the scope of activities and staffing needs.
5. Review high priority enterprise risks and discuss adequacy of risk dashboards.
6. Review the draft 10-K risks prior to full board adoption.
7. Review organization-wide risk assessments such as the facility, fraud or other risk assessments as needed.
8. Review and approve the Risk Appetite Statement to adjust risk guidelines in response to the current business environment.
9. Review material financial, credit, liquidity, and market risks as they relate to enterprise risk.
10. Review material compensation related risks as they relate to enterprise risk.
11. Review material governance risks as they relate to enterprise risks.
12. Review the third-party risk management process.
13. Review and approve the enterprise continuity program.
14. Discuss the disaster recovery/business continuity resiliency posture of the enterprise.

Information Security Oversight

15. Meet at least annually with the Chief Information Security Officer to evaluate the overall security environment and organization.
16. Review the information security program, governance, reports and related processes.
17. Review the cyber resiliency incident management, governance, reports and related processes.
18. Review the data privacy program, governance and related processes.

Compliance and Regulatory Oversight

19. Review the implementation of the compliance governance program.
20. Review the status of management's response to legislative, regulatory, and legal requests and orders.
21. Review the FFIEC examination schedule.
22. Review FFIEC examination reports.
23. Monitor the progress of addressing FFIEC findings.

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Other

24. Review insurance coverage.
25. Discuss impactful Code of Conduct incidents and the resolution of related investigations.
26. Meet with the Chief Risk Officer in executive session at least annually.
27. Meet with the General Manager ERM in executive session at least annually.
28. Review prior meeting minutes.
29. Review the adequacy of the committee charter and update as necessary.