

## **JACK HENRY & ASSOCIATES, INC.**

### **RISK AND COMPLIANCE COMMITTEE CHARTER**

(Revised November 14, 2023)

#### **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 the Company'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.
3. Discuss and evaluate the implementation of risk management policies.
4. Review the Company's Office of the Chief Risk Officer 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.

##### *Enterprise Resilience Oversight*

13. Review and approve the enterprise resiliency program.
14. Discuss the disaster preparedness and 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.

#### *Information, Technology, and Digital Oversight*

19. Meet at least annually with the Chief Information Officer to evaluate overall information program and organization.
20. Meet at least annually with the Chief Digital & Technology Officer to evaluate overall digital and technology program and organization.
21. Review the information, digital, and technology program, governance, and approach.
22. Review the information, digital, and technology program risk management activities.

#### *Compliance and Regulatory Oversight*

23. Review the implementation of the compliance governance program.
24. Review the status of management's response to significant legislative, regulatory, and legal requests and orders.
25. Review the regulatory examination schedule.
26. Review regulatory examination reports.
27. Monitor the progress of addressing regulatory findings.

#### *Other*

28. Review insurance coverage.
29. Discuss significant Code of Conduct incidents and the resolution of related investigations.
30. Meet with the Chief Risk Officer in executive session at least annually.
31. Meet with the Chief Compliance Officer in executive session at least annually.
32. Review prior meeting minutes.
33. Review the adequacy of the committee charter and update as necessary.
34. Meet at least annually with the independent auditors, as engaged by the Audit Committee, for a report on emerging risks.