

JACK HENRY & ASSOCIATES, INC.
COMPENSATION COMMITTEE CHARTER

(Revised May 14, 2021)

I. ORGANIZATION

The Compensation Committee of the Board of Directors of Jack Henry & Associates, Inc. ("JHA" or "Company") shall consist of at least three directors designated by the Board, none of whom shall be an employee of JHA and each of whom shall (i) satisfy the independence requirements of the rules of the Nasdaq Stock Market, and (ii) be a "non-employee director" within the meaning of Rule 16b-3 of the Securities Exchange Act of 1934, as amended. Committee members may be appointed, or removed with or without cause, at any time upon a vote of the Board. A chairperson may be designated by the Board.

II. RESPONSIBILITIES

The Committee's responsibilities shall be to:

A. Approve compensation (including the adjustment of base salary each year) and bonus and other incentive compensation programs for JHA's senior executive officers (Executive Chair, Chief Executive Officer, President, Chief Financial Officer, Chief Operating Officer, Controller, the executive vice presidents and senior vice presidents, any other officers serving on the Board from time to time, and any other person who is an officer as defined in SEC Rule 16a-1) and authorize all awards to such individuals under those programs.

B. Prepare and publish in JHA's annual proxy statements the reports on executive compensation required by Item 407 of Regulation S-K, and review and discuss with management the Compensation Discussion and Analysis required by Item 402 of Regulation S-K.

C. Administer JHA's stock option, restricted stock and other equity compensation plans and to grant any award to senior executive officers permitted thereunder, as well as administer and grant any awards permitted under any future, active equity plans of JHA under which awards may be made to senior executive officers.

D. Review, and in connection therewith, study or commission any necessary studies or surveys concerning, the levels of executive compensation payable in the industry in which JHA is engaged and in other related industries and obtain recommendations from outside consultants concerning competitive pay programs, as appropriate.

E. Review, on a periodic basis, a summary report of JHA's employee benefit plans. Regular administration of employee benefit plans shall be performed by JHA management.

F. Approve all perquisites, equity incentive awards, special cash payments (including relocation expenses) made or paid to JHA's senior executive officers.

G. Establish annual and long-term goals and objectives for senior executive officers and for the compensation programs for the senior executive officers.

H. Regularly evaluate the performance of the senior executive officers.

I. Review risks related to JHA's compensation policies and practices and to review and discuss, at least annually, the relationship among JHA's risk management policies and practices, corporate strategy, and compensation policies and practices, and evaluate whether any risks arising from such compensation policies and practices are reasonably likely to have a material adverse effect on the Company.

J. Review and recommend to the Board for approval the frequency with which the Company will conduct Say on Pay Votes, taking into account the results of the most recent stockholder advisory vote on frequency of Say on Pay Votes required by Section 14A of the Exchange Act, and review and approve the proposals regarding the Say on Pay Vote and the frequency of the Say on Pay Vote to be included in the Company's proxy statement.

K. Review and consider the results of the Company's most recent Say on Pay vote, if any, as well as the results of other Company stockholder votes with respect to compensation-related matters and recommend to the Board whether and, if so, how the Company should respond to such outcomes.

L. Review and approve any new or materially amended employment, severance, and change-in-control agreements, plans or provisions, and any other compensatory arrangements, as the Committee determines is appropriate with current or prospective senior executive officers of the Company.

M. Recommend to the Board, and monitor compliance with, any stock ownership and holding guidelines of the Company that are applicable to senior executive officers or directors.

N. Conduct periodic strategic review of the Company's human resources strategies and initiatives to ensure the Company is seeking, developing, and retaining human capital appropriate to the Company's needs.

O. Review and assess this Charter on an annual basis and make any recommended changes to the Board.

P. At least annually perform a review and evaluation of the performance of the Committee.

Q. Make this Charter publicly available as required under the rules and regulations promulgated by the SEC or Nasdaq.

R. Review and recommend to the Board for approval the compensation program for the Board of Directors.

III. MEETINGS

The Compensation Committee shall meet at least three times each year and shall otherwise convene periodically as necessary to act upon any other matters within its jurisdiction under this Charter. The act of a majority of the members present at a meeting at which a quorum is present shall be the act of the Committee. The Committee may take action by unanimous written consent in lieu of a meeting. The Committee may meet telephonically by conference call and may take action without a formal meeting by unanimous written consent. The Committee may invite such members of management to its meetings as it deems appropriate. However, the Committee shall meet regularly without such members present, and in all cases the CEO and any other such officers shall not be present during voting or deliberations on their compensation.

IV. MINUTES

Minutes shall be kept of each meeting of the Committee and will be provided to each member of the Board upon request.

V. OTHER

The Committee shall have the authority to delegate any of its responsibilities to subcommittees as the Committee may deem appropriate in its sole discretion, provided that such delegation is permitted under applicable laws, rules and regulations. To the extent required, any such subcommittee must consist solely of at least two members of the Committee who are non-employee directors for the purposes of Rule 16b-3 promulgated under the Exchange Act, as in effect from time to time.

The Committee shall have authority to retain or obtain the advice of such compensation consultants, outside counsel, and other advisors as the Committee may deem appropriate in its sole discretion. The Committee shall be directly responsible for the appointment, compensation, and oversight of the work of any compensation consultant, outside counsel and other advisor retained by the Committee. The Committee shall have sole authority to approve related fees and retention terms.

In retaining or seeking advice from compensation consultants, outside counsel and other advisors (other than the Company's in-house counsel), the Committee must take into consideration the factors specified in Nasdaq Stock Market Rule 5605(d)(3) and Exchange Act Rule 10C-1(b)(1)(ii), as may be amended from time-to-time. The Committee may retain, or receive advice from, any compensation consultant or other advisor they prefer, including ones that are not independent, after considering the specified factors. The Committee is not required to assess the independence of any compensation consultant or other advisor that acts in a role limited to consulting on any broad-based plan that does not discriminate in scope, terms, or operation in favor of executive officers or directors and that is generally available to all salaried employees or providing information that is not customized for a particular company or that is customized based on parameters that are not developed by the consultant or advisor, and about which the consultant or advisor does not provide advice. The Committee shall evaluate whether any compensation consultant retained or to be retained by it has any conflict of interest in accordance with Item 407(e)(3)(iv) of Regulation S-K.

The Committee and JHA have adopted a policy that any compensation consultant retained by the Committee to advise on executive compensation will not at the same time advise JHA on any other matter unless the Committee approves such additional services.

Any action of the Committee, other than granted and issued equity awards, shall be subject to revision, modification, or rescission by the Board.