

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

### **GOVERNANCE COMMITTEE CHARTER**

(Revised February 8, 2019)

#### **I. ORGANIZATION**

The Governance Committee of the Board of Directors of Jack Henry & Associates, Inc. ("JHA") shall consist of at least three independent directors designated by the Board. "Independent director" under this Charter will have the same meaning as is set forth in the NASDAQ Marketplace Rules from time to time or in its successor publication. Committee members may be appointed or removed at any time upon a vote of the Board. A chairperson may be designated by the Board.

#### **II. RESPONSIBILITIES**

The Committee Chairman shall have the authority to add items to the agenda for any Board meeting.

The Committee's responsibilities shall be to:

- A. Identify and recruit qualified potential candidates for membership on the Board.
- B. Gather information on such candidates and conduct interviews and meetings with such candidates or their references. In connection therewith, the Committee may consult with management regarding potential candidates.
- C. Make recommendations to the Board regarding candidates for membership on the Board.
- D. Make recommendations to the Board regarding overall Board size and composition, with a goal of maintaining a majority of independent directors on the Board.
- E. Make recommendations to the Board regarding the structure and director composition of its committees.
- F. Make recommendations and assist the Board in succession planning for executive officers.
- G. Evaluate Board performance, functions, and corporate governance policies and procedures. In connection with such reviews, the Committee may study or commission a study of prevailing governance standards and may make recommendations to the Board regarding changes in governance policies. The Governance Committee shall have the sole authority to approve the fees and other retention terms of any outside corporate governance consultants.
- H. To develop and recommend to the Board a set of corporate governance guidelines applicable to the Company, to review these principles at least once a year, and to recommend any changes to the Board.

- I. To monitor compliance with JHA's Code of Conduct, to periodically review the Code of Conduct, and recommend any changes to the Board.
- J. Make this Charter publicly available as required by the rules and regulations promulgated by the SEC or the Nasdaq.
- K. To resolve any conflicts of interest involving a director or an executive officer.
- L. Review, at least annually, the adequacy of the Governance Committee charter and recommend any proposed changes to the Board of Directors for approval.
- M. Undertake such other matters as shall be requested from time to time by the Board and perform such other functions as may be necessary or convenient in order to discharge the foregoing.

### **III. MEETINGS**

The Governance Committee shall hold meetings as and when the Committee deems it appropriate to do so or at the request of the Board. The Committee may meet telephonically by conference call and may take action without a meeting by unanimous written consent.

### **IV. MINUTES**

Minutes shall be kept of each meeting of the Committee and will be provided to each member of the Board upon request. Any action of the Committee shall be subject to revision, modification, or rescission by the Board.

### **V. POLICIES AND PROCEDURES**

The Committee may adopt policies and procedures, copies of which shall be attached to this Charter, pertaining to governance matters, including the receipt and evaluation of director nominations from stockholders, directors, management, and other parties.

### **VI. 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.

The Committee shall have the authority to retain any search firm engaged to assist in identifying director candidates, and to retain outside counsel and any other advisors as the committee may deem appropriate in its sole discretion. The Committee shall have the sole authority to approve related fees and retention terms.

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

### **GOVERNANCE COMMITTEE NOMINATION POLICY**

#### **1. Nomination of Candidates for Director Received From Stockholders**

The Governance Committee ("Committee") is responsible for identifying, evaluating, and recommending qualified candidates for election to the Board of Directors in accordance with the Company's Governance Committee Charter and Corporate Governance Guidelines.

The Committee will consider director candidates submitted by stockholders. Any stockholder wishing to submit a candidate for consideration (the "Recommending Stockholder") should send the following information to the Secretary of the Company, 663 Highway 60, P.O. Box 807, Monett, MO 65708:

- (i) The Recommending Stockholder's name and address as it appears on the Company's books, the number and class of shares owned beneficially and of record by such Recommending Stockholder, the length of period held, and proof of ownership of such shares;
- (ii) Name, age and address of the candidate;
- (iii) A detailed resume describing, among other things, the candidate's educational background, occupation, employment history, and material outside commitments (e.g. memberships on other boards and committees, charitable foundations, etc.);
- (iv) Any information relating to such candidate that is required to be disclosed in solicitations of proxies for election of directors in an election contest, or is otherwise required, in each case pursuant to the Securities Exchange Act of 1934, as amended (the "Exchange Act") and rules promulgated thereunder;
- (v) A description of any arrangements or understandings between the Recommending Stockholder and such candidate;
- (vi) A supporting statement which describes the candidate's reasons for seeking election to the Board of Directors, and documents his/her ability to satisfy the director qualifications described in the Company's Corporate Governance Guidelines; and
- (vii) A signed statement from the candidate, confirming his/her willingness to serve on the Board of Directors.

In addition, if the Recommending Stockholder has individually been the beneficial owner of more than 5% of the Company's common stock for a period of at least one year, or is part of a group of Recommending Stockholders who together beneficially own more than 5% of the Company's common stock (for purposes of this calculation, each of the securities used to calculate the ownership percentage must have been beneficially owned by such person for at least one year), and such person or group submits a candidate within 120 calendar days before the anniversary date of the release of the Company's previous

proxy statement to stockholders, then (i) each such Recommending Stockholder must provide written consent to the Company's public identification of each such Recommending Stockholder by name in connection with the Recommending Stockholder(s)' nomination, and (ii) the candidate for director named by such Recommending Stockholder(s) must consent in writing to the Company's public identification of such candidate and the Company's disclosure of whether or not it chose to nominate such candidate.

The Secretary of the Company will promptly forward such materials to the Chairman of the Nominating and Governance Committee and the Chairman of the Board. The Secretary of the Company will also maintain copies of such materials for future reference by the Committee when filling Board positions.

Except as provided herein, stockholders may submit potential director candidates at any time pursuant to these procedures. The Committee will consider such candidates if a vacancy arises or if the Board decides to expand its membership, and at such other times as the Committee deems necessary or appropriate.

Separate procedures apply if a stockholder wishes to submit at the Company's Annual Meeting a director candidate that is not approved by the Committee or Board. Those procedures are described in the Company's bylaws.

## **2. Identification and Evaluation of Director Nominees**

The Committee may consider candidates submitted by a variety of sources (including, without limitation, incumbent and past directors, stockholders, the Company's management and, if retained, third party search firms) when reviewing candidates to fill vacancies and/or expand the Board.

If a vacancy arises or the Board decides to expand its membership, the Committee may seek recommendations of potential candidates from a variety of sources. At that time, the Committee also will consider potential candidates submitted by stockholders in accordance with the procedures described above. The Committee will then evaluate each potential candidate's educational background, employment history, outside commitments, and other relevant factors to determine whether he/she is potentially qualified to serve on the Board. The Committee will seek to identify and recruit the best available candidates, and it will evaluate qualified stockholder candidates on the same basis as those submitted by other sources.

If the process yields one or more desirable candidates, the Committee will rank them by order of preference, depending on their respective qualifications and the Company's needs. The Chairman of the Committee, or another director designated by the Chairman of the Committee, will contact the desired candidate(s) to evaluate their potential interest. Interviews of candidates may be held by the Committee. Based upon interview results, the candidate's qualifications, and appropriate background checks, the Committee will then decide whether it will recommend the candidate's nomination to the full Board.

### **3. Director Qualification Standards**

All directors must meet the qualification standards set forth in the Company's Corporate Governance Guidelines.

### **4. Nominating and Governance Committee Charter**

The Committee will, at all times, act in accordance with the standards set forth in the Governance Committee Charter.

### **5. Amendment, Modification, and Waiver**

These Policies may be amended, modified, or waived by the Board of Directors or by the Governance Committee, subject to the disclosure and other provisions of the Exchange Act, the rules promulgated thereunder, and the applicable rules of Nasdaq.