

## ACI WORLDWIDE, INC.

### CORPORATE GOVERNANCE GUIDELINES

These Corporate Governance Guidelines (“Guidelines”) have been adopted by the Board of Directors (the “Board”) of ACI Worldwide, Inc. (the “Company”) to assist the Board in the exercise of its responsibilities. These Guidelines reflect the Board’s commitment to monitor the effectiveness of policy and decision making both at the Board and management level, with a view to enhancing stockholder value over the long term. These Guidelines should be interpreted in the context of applicable laws, Nasdaq Stock Market rules and the Company’s Certificate of Incorporation and Bylaws. These Guidelines, which are subject to modification from time to time by the Board, are intended to serve as a flexible framework within which the Board may conduct its business and not as a set of legally binding obligations.

#### A. Composition of the Board

##### 1. Size of the Board

The Board may fix the number of directors on the Board from time to time, in accordance with the Company's Bylaws and Certificate of Incorporation and as recommended by the Nominating and Corporate Governance Committee.

##### 2. Board Membership Criteria

Criteria for Board membership are set forth in these Guidelines, the Nominating and Corporate Governance Committee Charter. The Nominating and Corporate Governance Committee and the Board may establish additional criteria for Board membership as they deem necessary from time to time.

##### 3. Director Independence

A majority of the Board should meet the criteria for independence described in the next sentence. In addition to the independence requirements under applicable listing standards, including the Nasdaq Stock Market rules, and any requirements under applicable law, a director will be considered an “Independent Director” only if the Board, based on any other facts and circumstances that the Board deems appropriate, finds that the director has no material relationship with the Company.

In addition to meeting the criteria of an Independent Director, directors serving on a Board committee should meet any enhanced standard for independence as set forth in such committee’s charter and under the Nasdaq Stock Market rules and other applicable laws, rules and regulations.

##### 4. Election of Directors

The full Board, upon the recommendation of the Nominating and Corporate Governance Committee, is responsible for nominating members for election to the Board and for filling vacancies on the Board that may occur between annual meetings of stockholders. The Board has delegated the selection and initial evaluation of potential directors to the Nominating and Corporate Governance Committee. When formulating its Board membership recommendations, the Nominating and Corporate Governance Committee shall also consider any advice and recommendations offered by the stockholders of the Company.

## **5. Changes in Professional Responsibility**

Any director who changes his or her employer or otherwise has a significant change in professional responsibilities should notify the Chair of the Nominating and Corporate Governance Committee. The Nominating and Corporate Governance Committee will review the continued appropriateness of such director's membership on the Board under the circumstances and make a recommendation to the full Board whether or not to require the director's resignation.

## **6. Service On Other Boards**

A director who serves as an executive officer of any public company should not serve on the board of directors of more than one public company in addition to the Board. Other directors should not serve on more than four public company boards in addition to the Board. Exceptions to these limits may be approved on a case-by-case basis by the Board. A director should notify the Chair of the Nominating and Corporate Governance Committee before accepting an invitation to serve on another company board.

## **B. Board Leadership**

### **1. Positions of Chair and Chief Executive Officer**

The Board should have flexibility to decide whether it is best for the Company at a given point in time for the roles of the Chief Executive Officer and Chair of the Board to be separate or combined and, if separate, whether the Chair should be selected from the Independent Directors or be an employee.

### **2. Presiding Independent Director**

Whenever the Chair of the Board is not an Independent Director, the Independent Directors will select an Independent Director to serve as "Presiding Independent Director" for a term of one year or until his or her successor is duly elected and qualified.

Specific duties of the Presiding Independent Director include: (i) presiding at all Board meetings at which the Chair of the Board is not present, including executive sessions of the Independent Directors, (ii) serving as a liaison between the Independent Directors and the Chief Executive Officer and Chair of the Board, (iii) approving information sent to the Board, (iv) approving Board meeting agendas, (v) approving Board meeting schedules to ensure that there is sufficient time to discuss all agenda items, (vi) calling meetings of the Independent Directors, and (vii) if requested by a major stockholder, making himself or herself available for consultation and direct communication.

## **C. Board Compensation and Performance**

### **1. Non-Employee Director Compensation**

The compensation of directors who are not employees of the Company will be determined by the Board acting upon the recommendation of the Nominating and Corporate Governance Committee. To form its recommendation, the Nominating and Corporate Governance Committee may direct management or the Board's independent compensation consultant to report annually on the Board's compensation in relation to other comparable U.S. companies. As part of a

director's total compensation, and to create a direct linkage with corporate performance and stockholder interests, the Board believes that a meaningful portion of a director's compensation should be provided in, or otherwise based on, the value of appreciation in the Company's common stock.

The Company's executive officers will not receive additional compensation for their service as directors.

Except as otherwise permitted by Nasdaq Stock Market listing standards, members of the Audit Committee and the Compensation and Leadership Development Committee may not directly or indirectly receive any compensation from the Company other than their directors' compensation, including any compensation for service on committees of the Board, and receipt of equity awards.

## **2. Annual Performance Review**

The Nominating and Corporate Governance Committee will oversee an annual evaluation of the performance of the Board. Additionally, each committee will conduct an annual evaluation of such committee's performance and report the results to the Board. The purpose of these assessments is to increase the effectiveness of the Board and each committee.

### **D. Director Responsibilities**

The basic responsibility of the directors is to exercise their business judgment to act in a manner they reasonably believe is in the best interest of the Company and its stockholders and in a manner consistent with their fiduciary duties. In discharging their responsibilities, directors are entitled to rely on the information provided to them by the Company's senior executives and its outside advisors and auditors, to the fullest extent permitted by law.

Each director is expected to be familiar with the Company's business and public disclosures, to review in advance of Board meetings all related materials distributed to the Board and to attend and participate in meetings of the Board and any committee on which such director serves.

### **E. Management's Responsibilities**

Management is responsible for operating the Company in an effective, ethical and legal manner designed to produce value for the Company's stockholders consistent with the Company's policies and standards, including these Guidelines. Management is responsible for enforcing and complying with mandatory provisions of the Company's policies and standards. Senior management is responsible for understanding the Company's revenue-producing activities and the material risks being incurred by the Company.

### **F. Access to Senior Management**

Directors will have full access to officers and employees of the Company and, as the Board deems necessary and appropriate, the Company's independent advisors, including legal counsel and independent accountants. Any meetings or contacts that a director wishes to initiate may be arranged through the Chief Executive Officer or directly by the director. Each director should use his or her judgment to ensure that any such contact is not disruptive to the Company's business

operations and should, to the extent appropriate, provide the Chair of the Board with a copy of any written communications between a director and an officer or employee of, or advisor to, the Company.

The Board encourages senior management to invite to Board meetings officers, other key employees and independent advisors who can provide additional insight into the matters being discussed, or whom senior management believes should be given exposure to the Board.

## **G. Meeting Procedures**

### **1. Board Meetings**

The Board should meet as frequently as necessary to carry out its responsibilities, which should be at least four times per year. The Chair of the Board, or the Presiding Independent Director, if any, in consultation with the Chair of the Board will establish the agenda for each Board meeting.

Management should be responsible for assuring that, as a general rule, information and data that are important to the Board's understanding of the Company's business and to all matters expected to be considered and acted upon by the Board be distributed in writing to the Board sufficiently in advance of each Board meeting and each action to be taken by written consent to provide the directors a reasonable time to review and evaluate such information and data.

In the event it is not feasible to provide information in advance, reasonable steps should be taken (which may include extending the length of the Board meeting to allow more discussion, adjourning the meeting for a brief period to allow directors time to review such information, deferring a vote until a follow-up telephonic meeting, or other measures as appropriate) to permit the directors to become reasonably informed as to the matter before voting on it.

As a general rule, presentations on specific subjects also should be sent to the Board members in advance so that Board meeting time may be conserved and discussion time focused on questions that the Board has about the material. On those occasions in which the subject matter is too sensitive to distribute in written form, there will be an opportunity for full discussion of the presentation at the meeting.

### **2. Executive Sessions of Independent Directors**

The Independent Directors should meet in executive sessions without the presence of management directors or executive officers of the Company, unless otherwise requested. Such regularly scheduled executive sessions will be held at such times as may be determined by the Presiding Independent Director, or if there is no Presiding Independent Director, by the Chair of the Board.

## **H. Cybersecurity Risk Oversight**

The Board, directly or through a committee, shall oversee management's review and implementation of appropriate cybersecurity, privacy and cyber risk mitigation measures.

**I. Environmental, Social and Governance (“ESG”)**

The Board, through its committees, shall oversee, implement and review the Company’s ESG programs and practices.

**J. Committee Matters**

**1. Appointment and Term of Service of Committee Members**

The Nominating and Corporate Governance Committee is responsible for submitting to the Board candidates for membership on each Board committee and for the chair of each committee.

The Nominating and Corporate Governance Committee should periodically review the committee assignments and consider refreshment of committee chairs and membership based on the circumstances of the Board and its committees.

**2. Frequency and Length of Committee Meetings**

Subject to any requirements in the applicable committee charter regarding the frequency of committee meetings, each committee chair, in consultation with committee members, will determine the frequency and length of the meetings of the committee.

**3. Committee Agenda, Materials and Reports**

The chair of each committee, in consultation with the appropriate members of management, will develop the committee's agenda. Management will be responsible for assuring that, as a general rule, information and data that are important to the committee's understanding of the matters within the committee's authority and the matters to be considered and acted upon by a committee are distributed to each member of such committee sufficiently in advance of each such meeting or action taken by written consent to provide a reasonable time for review and evaluation of such information and data. The other provisions applicable under Section G.1 of these Guidelines will apply equally to distribution of committee materials in advance.

At each Board meeting, the chair of each committee or his or her delegate will report the matters considered and acted upon by such committee at each meeting or by written consent since the preceding Board meeting, except to the extent covered in a previous written report to the full Board, and should be available to answer any questions the other directors may have regarding the matters considered and actions taken by such committee.

**K. Miscellaneous**

**1. Resources**

The Board and Board committees may utilize the Company's internal and independent accountants, internal and outside lawyers and other internal staff and will have the authority to hire independent accounting experts, lawyers and other consultants to assist and advise the Board in connection with its responsibilities. The Board will advise management of the general range of anticipated expenses in connection with retaining independent advisors.

## **2. Director Orientation and Continuing Education**

Each new director is expected to cooperate in fulfilling any orientation guidelines that may be recommended generally or on an ad hoc basis by the Nominating and Corporate Governance Committee to help assure that such director has the necessary knowledge and skills to perform his or her responsibilities as a director.

Each director is expected to cooperate in fulfilling any applicable continuing education guidelines established by the Nominating and Corporate Governance Committee.

## **3. Disclosure of these Guidelines**

These Guidelines will be posted on the Company's website and will otherwise be made available to any stockholder upon request.

## **4. Code of Business Conduct and Ethics**

The Company will maintain, and the Audit Committee will oversee compliance with (i) a code of ethics for the Chief Executive Officer and senior financial officers and (ii) a code of business conduct and ethics applicable to all employees and directors of the Company. These codes may be modified or replaced from time to time by the Board or applicable committee.

## **5. Review of these Guidelines**

The Board should review these Guidelines at least annually to consider whether any amendments are necessary or appropriate. These Guidelines may be modified by the Board, and the Board may deviate from these Guidelines as the Board deems necessary or appropriate.

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