

**ACI WORLDWIDE, INC.**  
**NOMINATING AND CORPORATE GOVERNANCE COMMITTEE CHARTER**

**A. Purpose**

The purpose of the Nominating and Corporate Governance Committee (the "Committee") of the Board of Directors (the "Board") of ACI Worldwide, Inc. (the "Company") is to carry out the responsibilities delegated by the Board relating to the identification and recommendation of director nominees, Chief Executive Officer ("CEO") and other executive officer succession plans, oversight of the evaluation of the Board and its committees and the Company's corporate governance policies.

**B. Membership**

The Committee shall consist of Board members and have no fewer than three members. Each member of the Committee shall meet the applicable independence and experience requirements of the Nasdaq Stock Market ("Nasdaq") and other applicable laws, rules and regulations, as such requirements are interpreted by the Board in its business judgment.

The members of the Committee shall be appointed by the Board. Unless a chairperson of the Committee (the "Chair of the Committee") is elected by the full Board, the members of the Committee shall designate the Chair of the Committee by majority vote of the full Committee membership.

Committee members will serve at the pleasure of the Board and for such terms as the Board may determine or until such Committee member is no longer a Board member.

**C. Meetings**

The Committee shall meet as often as it determines, but not less frequently than annually. Meetings may be called by the Chair of the Committee, a majority of the members of the Committee or the chairperson of the Board. All meetings of and other actions by the Committee shall be governed by the same rules applicable to the Board in accordance with the Bylaws and Corporate Governance Guidelines of the Company.

The Committee may request any officer or employee of the Company, the Company's outside counsel or the Committee's counsel or other advisors to attend a meeting (or executive session) of the Committee or to meet with any members of, or advisors or consultants to, the Committee.

Reports of meetings, and actions taken at a meeting or by consent, of the Committee since the most recent Board meeting shall be made by the Chair of the Committee or his or her delegate to the Board at its next regularly scheduled Board meeting or action and shall be accompanied by any recommendation from the Committee to the Board. In addition, the Chair of the Committee or his or her delegate shall be available to answer any questions the other directors may have regarding the matters considered and actions taken by the Committee.

**D. Committee Authority and Responsibility**

The Committee shall have the following responsibilities and authority:

## Board of Directors

1. Periodically evaluate the desirability of and recommend to the Board any changes in the size and composition of the Board.

2. Consider and recommend to the Board director nominees, taking into consideration the following criteria:

(a) Independent Directors. A significant majority of the Board should be composed of independent directors ("Independent Directors"), according to applicable Nasdaq rules, the rules and regulations of the Securities and Exchange Commission, the Securities Exchange Act of 1934, as amended, and the rules and regulations promulgated thereunder, the Company's Corporate Governance Guidelines and other applicable laws, rules and regulations.

(b) General Criteria. Each director should:

(i) Be an individual of the highest character and integrity;

(ii) Be free of any conflict of interest that would violate any applicable laws, rules or regulations or interfere with the proper performance of the responsibilities of a director;

(iii) Be willing and able to devote sufficient time to the affairs of the Company; and

(iv) Have the capacity and desire to represent the balanced, best interests of the stockholders as a whole and not primarily a special interest group or constituency.

(c) Specific Criteria. In addition to the foregoing general criteria, the Committee may consider specific criteria relating to the skills, experiences (whether in business or in other areas such as public service, academia or scientific communities), diversity (including, but not limited to, race, gender, or other factors that promote the overall diversity of the Board), particular areas of expertise, specific backgrounds and other characteristics that may enhance the effectiveness of the Board and Board committees, taking into consideration requirements under state and local law and the Nasdaq listing rules.

3. Submit to the Board candidates for director to be recommended by the Board for election at each annual meeting of stockholders and to be added to the Board at any other times due to Board expansions, director resignations or retirements or otherwise.

4. Consider and establish initial orientation guidelines and continuing education guidelines for members of the Board.

## Director Compensation

5. Periodically evaluate the compensation of non-employee directors, including for service on Board committees and taking into account the compensation of directors at other comparable companies. Make recommendations to the Board regarding any adjustments in non-employee director compensation that the Committee considers appropriate.

6. Approve annual retainer and meeting fees for the Board and Board committees and fix the terms and awards of any stock compensation for members of the Board (as directed under applicable plans of the Company).

### Board Committees

7. Periodically review and evaluate the structure, membership and purpose of each Board committee.
8. Annually submit to the Board (and at any additional times that any committee members are to be selected) candidates for membership on each Board committee and for the chair of each committee. The Committee shall coordinate with the full Board as to the selection of an Independent Director who will qualify to serve on the Company's Audit Committee as a designated "audit committee financial expert."

### Corporate Governance and Corporate Responsibility

9. Review and recommend to the Board Corporate Governance Guidelines and any changes therein, setting forth the corporate governance principles applicable to the Company.
10. Monitor and make recommendations to the Board on other matters of Board policies and practices relating to corporate governance, including appropriate revisions to the Company's Certificate of Incorporation, Bylaws and Committee charters.
11. Review and discuss with the Board and management the Company's engagement with and responsiveness to stockholder proposals that relate to corporate governance.
12. Review and consider possible conflicts of interest of Board members and management.
13. Provide oversight and guidance to the Board and management relating to corporate responsibility and environmental, social and governance ("ESG") matters, including, among other things, evaluating the Company's integration of ESG principles into business strategy and decision-making and reviewing and assessing policies, practices, disclosures and reports published by the Company on ESG matters.

### Stockholder Issues

14. Monitor and make recommendations to the Board on the Company's policies and positions regarding significant stockholder relations issues.
15. Review and evaluate any director candidates submitted by the Company's stockholders, pursuant to the procedures set forth in the Company's Bylaws and described in the Company's proxy statement.

### CEO Succession Planning; Other Executive Officers

16. Periodically review and recommend to the Board for approval a management succession plan for the CEO. The CEO will present to the Board succession plans for the other executive officers. In consultation with the CEO, evaluate potential candidates for executive officer positions.

### Other

17. Periodically review non-employee director stock ownership guidelines and assess non-employee director compliance with such guidelines.
18. Have authority to retain (including approval of the fees and terms of engagement), oversee and terminate independent legal, accounting or other advisors, including, without limitation, consultants to

assist in recruiting Board candidates. The Company shall provide for appropriate funding for payment of compensation to any advisors or consultants employed by the Committee.

19. Delegate authority to a subcommittee or an individual Committee member, as the Committee deems necessary, provided that the decisions of such members shall be presented to the full Committee at its next scheduled meeting.

20. Perform such other duties or responsibilities required by law, the Company's Certificate of Incorporation or Bylaws or as may be delegated to the Committee by the Board or the Chair of the Board from time to time.

21. Review and reassess the adequacy of this Charter annually.

22. Review the Committee's own performance annually.

#### **E. Limitation of the Committee's Role**

In carrying out its oversight responsibilities, the Committee is not providing any expert or special assurance as to the Company's programs, or any professional certification as to the subject matter of such programs. Each member of the Committee is entitled to rely on the integrity of the people and organizations from whom the Committee receives information and the accuracy of such information, including representations by management and advisors.

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