

ACI WORLDWIDE, INC.
AUDIT COMMITTEE CHARTER

A. Purpose

The purpose of the Audit Committee (the “Committee”) of the Board of Directors (the “Board”) of ACI Worldwide, Inc. (the “Company”) is to assist the Board with oversight of:

- The integrity of the Company’s financial statements;
- The performance of the Company’s independent auditors, including their qualifications and independence;
- The internal audit function;
- The effectiveness of the Company’s risk management framework, information security and compliance programs; and
- The Company’s compliance with legal and regulatory requirements as they relate to the Company’s financial statements.

B. Committee 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 and the rules and regulations of (i) the Nasdaq Stock Market, (ii) the Securities Exchange Act of 1934, as amended (the “Exchange Act”), and (iii) the Securities and Exchange Commission (the “SEC”), as such requirements, rules and regulations are interpreted by the Board in its business judgment.

Each member of the Committee should be able to read and understand fundamental financial statements. At least one member of the Committee should meet the criteria of an “audit committee financial expert” as defined by the rules and regulations of the SEC and under the Exchange Act. A person who satisfies this definition of audit committee financial expert will also be presumed to have financial sophistication. The designation or identification of a person as having such financial sophistication or as an audit committee financial expert will not (a) impose on such person any duties, obligations or liability that are greater than the duties, obligations and liability imposed on such person as a member of the Committee and the Board in the absence of such designation or identification or (b) affect the duties, obligations or liability of any other member of the Committee or the Board.

No member of the Committee is permitted to have participated in the preparation of the Company’s financial statements or the financial statements of any current subsidiary of the Company at any time during the past three years. No member of the Committee may simultaneously serve on the audit committee of more than two other public companies, unless the Board determines that such simultaneous service would not impair the ability of such member to effectively serve on the Audit Committee and the Company discloses such determination in its annual proxy statement.

The members of the Committee will be recommended by the Nominating and Corporate Governance Committee and will 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 will 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 quarterly. Meetings may be called by the Chair of the Committee, in consultation with the Company's independent auditors and the appropriate officers of the Company, 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 meet periodically with management, the internal auditors and the Company's independent auditor in separate executive sessions. The Committee may request any officer or employee of the Company, the Company's independent auditor, 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 the next regularly scheduled Board meeting 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 Duties and Responsibilities

The members of the Committee will exercise their business judgment to act in what they reasonably believe to be the best interests of the Company and its stockholders. The Committee will provide counsel and advice to management and the Board by discharging the following authority and responsibilities:

Financial Statement and Disclosure Matters

1. Review and discuss with management and the Company's independent auditor the Company's annual audited financial statements, including disclosures made under "Management's Discussion and Analysis of Financial Condition and Results of Operations" to be included in the Company's Annual Report on Form 10-K, prior to its filing.
2. Recommend to the Board that the audited financial statements be included in the Company's Annual Report on Form 10-K, and produce the audit committee report required by Item 407(d)(3) of Regulation S-K to be included in the Company's proxy statement.

3. Review and discuss with management and the Company's independent auditor the Company's quarterly financial statements, including disclosures made under "Management's Discussion and Analysis of Financial Condition and Results of Operations" to be included in the Company's Quarterly Reports on Form 10-Q, prior to filing.
4. Review and discuss reports from the Company's independent auditors on:
 - (a) All critical accounting policies and practices to be used;
 - (b) All alternative treatments within generally accepted accounting principles for policies and practices related to material items that have been discussed with management, including (i) the ramifications of the use of such alternative disclosures and treatments, and (ii) the treatment preferred by the Company's independent auditor; and
 - (c) Other material written communications between the Company's independent auditor and management, such as any management letter or schedule of unadjusted differences.
5. Discuss with management the Company's earnings press releases, including the use of "pro forma" or "adjusted" non-GAAP information, as well as financial information and earnings guidance provided to analysts and rating agencies. Such discussion may be done generally (consisting of discussing the types of information to be disclosed and the types of presentations to be made).
6. Discuss with management and the Company's independent auditor the effect of regulatory and accounting initiatives as well as off-balance sheet structures on the Company's financial statements.
7. Discuss with management the Company's risk exposures and the response of management, including efforts to monitor and control such exposures. The discussions will include the Company's major financial risk exposures, including cybersecurity risks, ESG risks, and the steps that management has taken to monitor and control such exposures.
8. Discuss with the Company's independent auditor critical audit matters arising from the current period's audit of the financial statements, if applicable, as well as the matters required to be discussed by Auditing Standard 1301 of the Public Company Accounting Oversight Board (the "PCAOB"), or any successor requirement, relating to the conduct of the audit, including any difficulties encountered in the course of the audit work, any restrictions on the scope of activities or access to requested information and any significant disagreements with management.
9. Discuss with management and the Company's independent auditor significant financial reporting issues and judgments made in connection with the preparation of the Company's financial statements, including any significant changes in the Company's selection or application of accounting principles, any major issues as

to the adequacy of the Company's internal controls and any special steps adopted in light of material control deficiencies.

10. Review and discuss with management, the senior internal audit executive and the Company's independent auditor the Company's annual assessment of the effectiveness of its internal controls and the Company's independent auditor's attestation and report about the Company's assessment.
11. Review and discuss with management and the Company's independent auditors disclosures made during the management certification process for the Company's Annual Report on Form 10-K and Quarterly Reports on Form 10-Q regarding (i) any significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting, or any components thereof, that are reasonably likely to adversely affect the Company's ability to record, process, summarize and report financial data; and (ii) any fraud involving management or other employees who have a significant role in the Company's internal controls and procedures for financial reporting.

Oversight of the Company's Relationship with its Independent Auditor and Other External Advisors

12. Appoint, compensate, retain, oversee, and terminate, if necessary, a registered public accounting firm to act as the Company's independent auditor for the purpose of preparing or issuing an audit report or related work or performing other audit, review or attest services for the Company. The Company's independent auditor will report directly to the Committee.
13. Appoint, compensate, retain, oversee and terminate, if necessary, any other registered public accounting firm engaged for the purpose of preparing or issuing an audit report or performing other audit, review or attest services for the Company. Each such registered public accounting firm will report directly to the Committee.
14. Approve all audit engagement fees and terms and pre-approve all auditing services and permitted non-audit services to be performed for the Company or its subsidiaries by its independent auditor or other registered public accounting firms, consistent with PCAOB Rule 3524, *Audit Committee Pre-approval of Certain Tax Services*, and PCAOB Rule 3525, *Audit Committee Pre-approval of Non-audit Services Related to Internal Control Over Financial Reporting*. Establish policies and procedures for the Committee's pre-approval of permitted services by the Company's independent auditors or other registered public accounting firms on an ongoing basis.
15. Evaluate the qualifications, performance and independence of the Company's independent auditor, including an evaluation of the lead audit partner. Consider the regular rotation of the lead audit partner. Ensure receipt from the Company's independent auditor of a formal written statement delineating all relationships between the Company's independent auditor and the Company consistent with

PCAOB Rule 3526, *Communication with Audit Committees Concerning Independence*. Actively engage in a dialogue with the Company's independent auditor about any disclosed relationships or services that may impact the objectivity and independence of the auditor and take appropriate action to oversee the independence of the Company's independent auditor.

16. Obtain and review a report from the Company's independent auditor at least annually regarding (i) the Company's independent auditor's internal quality-control procedures, (ii) any material issues raised by the most recent internal quality-control review, or peer review, of the firm, or by any inquiry or investigation by governmental or professional authorities within the preceding five years respecting one or more independent audits carried out by the firm, and any steps taken to deal with any such issues, and (iii) in order to assess the Company's independent auditor's independence, all relationships between the Company's independent auditor and the Company. The Committee will discuss with the Company's independent auditors this report and any relationships or services that may impact the objectivity and independence of the auditors.
17. Recommend to the Board Company hiring policies for current or former employees of the Company's independent auditors.
18. Meet with the Company's independent auditor prior to the annual audit to discuss the planning and staffing of the audit.

Oversight of the Company's Internal Audit Function

19. Review the significant reports to management prepared by the internal auditing department and management's responses.
20. Discuss with management and the Company's independent auditor (i) the functions of the internal audit department, including its responsibilities, budget, staffing and organization, (ii) the overall strategy, scope and timing of its audit plan, (iii) any recommended changes in the planned scope of the internal audit, and (iv) the hiring or firing of the senior internal auditing executive.

Compliance Oversight

21. Obtain from the Company's independent auditor assurance that Section 10A(b) of the Exchange Act has not been implicated.
22. Review with management and the senior internal auditing executive the Company's overall anti-fraud programs and controls.
23. Establish procedures for the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls or auditing matters, and the confidential, anonymous submission by employees of concerns regarding questionable accounting or auditing matters as required by the Sarbanes-Oxley Act and the Exchange Act.

24. Discuss with management and the Company's independent auditor any correspondence with regulators or governmental agencies and any published reports which raise material issues regarding the Company's financial statements or accounting policies.
25. Discuss with the Company's internal and external legal counsel legal and regulatory matters that may have a material impact on the Company's financial statements.
26. Oversee compliance with and periodically review (i) the Code of Ethics for the CEO and other executive officers, (ii) the Code of Business Conduct and Ethics, and (iii) the Company's compliance and privacy programs.
27. Review, approve and oversee related party transactions as required.

Enterprise Risk Management Program Oversight

28. Review with management the Company's enterprise risk management, business continuity and other risk management programs.
29. Review with management enterprise risk self-assessments and management's monitoring and control processes, including policies and practices established by management to identify, assess, measure and manage key current and emerging risks facing the Company, including, but not limited to, regulatory and financial crimes compliance, technology (including cybersecurity, information security and privacy), operational, portfolio, capital, strategic, extended enterprise, third-party and reputational risks.
30. Review with management the Company's risk event process.
31. Review and discuss reports on any key organizational changes within the Company to ensure the Company's risk function has the appropriate size, skills, stature and independence.

Information and Cyber Security Program Oversight

32. Review with management the Company's information security program.
33. Review with management the Company's cyber security program and response procedures. Review and approve Company disclosures contained in any report filed with the SEC or otherwise publicly disclosed pertaining to any cyber security incidents or breaches.

Other

34. Review and reassess the adequacy of this Charter annually.
35. Review the Committee's own performance annually.

36. Delegate to one or more members or subcommittees any Committee responsibilities, along with the authority to take action in relation to such responsibilities, as the Committee may deem appropriate in its sole discretion.
37. Perform any other duties or responsibilities required by law, the Certificate of Incorporation or Bylaws of the Company or as may be delegated to the Committee by the Board from time to time.

E. Resources and Authority

The Committee will have the resources and authority appropriate to discharge its responsibilities as required by law, including the authority to engage independent counsel and other advisors as the Committee deems necessary to carry out, oversee and terminate its duties.

The Company will provide for appropriate funding, as determined by the Committee, for payment of (i) compensation to the Company's independent auditor for the purpose of rendering or issuing an audit report or related work or performing other audit, review or attest services for the Company, (ii) compensation to any other advisors employed by the Committee and (iii) ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties.

F. Limitation of the Committee's Role

While the Committee has the responsibilities and powers set forth in this Charter, it is not the duty of the Committee to plan or conduct audits or to determine that the Company's financial statements and disclosures are complete and accurate and are in accordance with generally accepted accounting principles and applicable rules and regulations. It is also not the duty of the Committee to establish risk management frameworks or programs, to ensure such programs comply with applicable laws, rules and regulations, or to ensure that such programs are administered in accordance with applicable plans. These are the responsibilities of management and the independent auditor.

In carrying out its oversight responsibilities, the Committee is not providing any expert or special assurance as to the Company's (i) financial statements, or any professional certification as to the independent auditor's work, including with respect to auditor independence, or (ii) risk management frameworks or 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, advisors and the independent auditor.

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