

**ACI WORLDWIDE, INC.**  
**COMPENSATION AND LEADERSHIP DEVELOPMENT COMMITTEE CHARTER**

**A. Purpose**

The purpose of the Compensation and Leadership Development 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 review, determination and recommendation (as applicable) of the Chief Executive Officer ("CEO") and other executive officer compensation and performance evaluations, review, evaluation and approval of incentive and equity-linked plans, oversight of leadership development programs for executive officers and any other actions within the scope of this Charter.

**B. Committee Membership**

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

In addition, each member of the Committee will satisfy all requirements necessary from time to time to qualify as a "non-employee director" for purposes of Rule 16b-3 under the Securities Exchange Act of 1934 (the "Exchange Act").

The members of the Committee shall be recommended by the Nominating and Corporate Governance Committee and 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 a 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, the chair person of the Board or the CEO. 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, (provided that the CEO may not be present during any portion of a Committee meeting in which deliberation or any vote regarding his or her compensation occurs), 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 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 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.

##### CEO Performance Evaluation; Executive Compensation

1. Review and make recommendations to the non-employee directors regarding the Company's compensation philosophy, corporate goals and objectives applicable to the compensation of the CEO, evaluate at least annually the CEO's performance in light of those philosophies, goals and objectives, and recommend to the non-employee directors for their determination and approval the CEO's compensation level based on this evaluation.

In determining the long-term incentive component of CEO compensation, the Committee will consider, among any other factors it deems relevant, the Company's performance and relative stockholder return, the value of similar incentive awards given to CEOs at comparable companies, the awards given to the Company's CEO in past years and the results of the most recent stockholder advisory vote on executive compensation as required by Section 12A of the Exchange Act.

2. In consultation with the CEO, review and approve the compensation of all other executive officers. The Committee should consider, among any other factors it deems relevant, the CEO's recommendation and evaluation of each individual's performance, the Company's overall performance, comparable compensation paid to similarly situated executives in comparable companies and the results of the most recent stockholder advisory vote on executive compensation.
3. Consider revisions to the Company's executive salary range structure and annual salary increase guidelines, and discuss such compensation arrangements with the CEO.
4. Periodically review and, to the extent necessary approve changes to, the terms of the Company's compensation "clawback" policy applicable to the Company's executive officers and directors or any individual "clawback" agreement between the Company and the Company's executive officers or other employees subject to Section 16 of the Exchange Act.

##### Incentive and Equity Plans

5. Review and approve the terms and administration of the Company's annual and long-term incentive plans.
6. Review and evaluate existing equity-related plans and evaluate and approve the adoption of any new equity-related plans and equity granting policies.
7. Review and evaluate the Company's employee benefit and, if applicable, perquisite programs.

## General Oversight of Leadership Development Processes and Strategies

8. Review and evaluate the Company's leadership development programs.
9. Review the Company's executive retention and employee diversity strategies.

### Other

10. Review and approve any proposed employment agreement with, and any proposed severance or retention plans or agreements applicable to, any executive officer of the Company.
11. Review and discuss with management the Company's Compensation Discussion and Analysis ("CD&A"), human capital and executive pay proposals to be included in the Company's annual report and proxy statement.
12. Review and approve the Compensation Committee Report to be included in the Company's annual report and proxy statement.
13. The Committee will oversee and evaluate the integration of any of the Company's ESG goals and milestones into the Company's executive compensation programs.
14. Retain (including approving fees and terms of engagement), oversee and terminate any legal, accounting or other advisors, including, without limitation, compensation consultants as necessary to assist with the execution of its duties and responsibilities as set forth in this Charter. The Company shall provide for appropriate funding, as determined by the Committee, for payment of compensation to any advisors or consultants employed by the Committee.

The Committee may select any such advisors only after taking into consideration all factors relevant to that advisor's independence from management, including those set forth in the applicable Nasdaq and Exchange Act rules, to the extent required thereby. Nothing herein requires a legal, accounting or other advisor to be independent, only that, to the extent required by applicable rules and laws, the Committee consider the enumerated independence factors before selecting or receiving advice from any such advisor.

The authority granted in this Charter will not affect the ability or obligation of the Committee to exercise its own judgment in fulfillment of its duties under this Charter.

15. Pre-approve any services to be provided by the Committee's independent compensation consultant(s) to management.
16. Periodically review executive officer stock ownership guidelines and assess executive officer compliance with such guidelines.
17. Review and discuss with management the Company's engagement with and responsiveness to the most recent stockholder advisory vote on executive compensation required by the Exchange Act (the "Say-on-Pay Vote").
18. Review and reassess the adequacy of this Charter annually.
19. Review the Committee's own performance annually.

20. 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. Any such subcommittee shall be subject to this Charter.
21. 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.
22. Oversee the Company's compliance with Securities and Exchange Commission rules and regulations regarding stockholder approval of certain executive compensation matters, including advisory votes on executive compensation and the frequency of such votes, and the requirement under the Nasdaq Stock Market rules that, with limited exceptions, stockholders approve equity compensation plans.

#### **E. 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 establish the Company's compensation programs; to ensure the programs comply with applicable laws, rules and regulations; or to ensure the programs are administered in accordance with the applicable plans. These are the responsibilities of management.

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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