

## **ACI WORLDWIDE, INC. RISK COMMITTEE CHARTER**

### **A. Purpose**

The purpose of the Risk Committee (the "Committee") of ACI Worldwide, Inc. (the "Company") is to:

- Review, evaluate and approve the Company's risk management framework, including the third-party risk management and business continuity programs, and review the extent to which management has established effective enterprise risk management across the organization;
- Review, evaluate and approve the Company's information security program and monitor the effectiveness of the program; and
- Review the Company's compliance and privacy programs and monitor the effectiveness of the program.

### **B. Membership**

The Committee shall consist of members of the Board of Directors (the "Board") 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 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 recommended by the Nominating and Corporate Governance Committee and shall be appointed by the Board at its first meeting following the Company's annual meeting of stockholders. Unless a chair is elected by the full Board, the members of the Committee shall designate a chair by majority vote of the full Committee membership.

### **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 Chair of the Board. All meetings of and other actions by the Committee shall be held and taken pursuant to 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.

### **D. Committee Authority and Responsibility**

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:

#### Enterprise Risk Management Program Oversight Responsibilities

1. Review the Company's enterprise risk management, business continuity and third-party risk management policies and approve annually.
2. Review periodic updates of the enterprise risk management, business continuity and the third-party risk management programs.
3. Review and discuss with management the annual enterprise risk self-assessment of the Company's most significant risks and the steps management has taken to monitor and control those risks.
4. Review the Company's risk event reporting and steps management is taking to eliminate similar events from recurring.
5. Review and discuss with management the Company's risk appetite.
6. Review the adequacy of insurance maintained by the Company to protect against information security and operational risks.

#### Information Security Program Oversight Responsibilities

7. Review the Company's information security and acceptable use policies annually.
8. Review periodic updates of the information security program.
9. Review the third-party assessment of the information security program annually or as determined by the Committee.
10. Review the Company's policies and processes in Product and Application Development for appropriate guidance to maintain the security of ACI products.

#### Compliance and Privacy Oversight Responsibilities

11. Review the Company's compliance and privacy policies annually. Review updates of the compliance program and privacy program to meet industry, network and government regulations, as well as required certifications and audits.
12. Review the third-party assessment of the privacy program annually or as determined by the Committee.

## Other Responsibilities and Duties

The Committee shall:

13. Have authority to retain (including approval of the fees and terms of engagement), oversee and terminate independent legal, technical, consultants or other advisors to assist in the Committee's functions. The Company shall provide for appropriate funding for payment of compensation to any advisors or consultants engaged by the Committee;
14. Delegate authority to a subcommittee or an individual Committee member, as the Committee deems necessary, provided that the actions and decisions of such members shall be presented to the full Committee at its next scheduled meeting;
15. Review and assess the adequacy of this charter and the Committee's performance annually;  
and
16. Perform such other duties and responsibilities as may be assigned to the Committee by the Board or Chair of the Board.

### **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 risk 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.