

# **JACK HENRY & ASSOCIATES, INC.**

## **AMENDED AND RESTATED AUDIT COMMITTEE CHARTER** (Revised November 12, 2025)

### **Statement of Purpose and Authority**

The Board of Directors of Jack Henry & Associates, Inc. (the “Company”) established its Audit Committee to assist the Board of Directors in fulfilling their responsibility for overseeing:

- the accounting and financial reporting processes of the Company;
- the audits of the financial statements of the Company;
- the compliance with legal and regulatory matters that may materially impact or raise material issues with the financial statements of the Company;
- the Company’s compliance with the SEC and NASDAQ stock market requirements; and
- the internal audit function of the Company and the independence, qualifications, and performance of the independent auditors.

The Audit Committee has the authority to conduct or authorize investigations into any matters within the Committee’s scope of responsibilities. The Committee shall be empowered to retain independent counsel, accountants, or other advisers to assist it in the performance of its duties or the conduct of any investigation.

### **Organization and Membership**

The Audit Committee shall be composed of at least three (3) members of the Board of Directors who are all independent of the Management of the Company and are free of any relationship that, in the opinion of the Board of Directors, would interfere with their exercise of independent judgment as members of the Audit Committee. All members of the Audit Committee must also qualify as independent under all relevant rules and regulations of the Securities and Exchange Commission (the “SEC”) and under all relevant NASDAQ listing standards. A member of the Audit Committee who enters into any transaction or relationship which causes such member to no longer qualify as independent must immediately notify the other members of the Committee and the Chair of the Board and tender resignation from the Committee.

All members of the Audit Committee must be capable of reading and understanding the Company's financial statements. In addition, at all times at least one (1) member of the Committee shall be a "financial expert" under relevant SEC rules and regulations and NASDAQ listing standards.

Members of the Audit Committee shall be appointed by the Board of Directors and shall serve at the pleasure of the Board of Directors. Audit Committee members shall be compensated for attendance at meetings as determined from time to time by the Board of Directors. The Audit Committee Chair shall be designated by the full Board of Directors at each annual meeting of the Board of Directors, following the Annual Meeting of Shareholders.

### **Meetings and Communication**

The Audit Committee shall meet in person or telephonically at least four (4) times per year or more frequently as circumstances require.

The Audit Committee shall provide an open avenue of communication between internal auditors, internal compliance staff, the independent auditors, Management, and the Board of Directors.

The Audit Committee shall meet in separate executive sessions at least annually with the independent auditors, CEO, CFO, and CAE (Chief Audit Executive) to discuss any matters that the Committee or these groups believe should be discussed privately with the Audit Committee, including any audit constraints or difficulties or disagreements with Management, any restrictions in the scope of activities or access to information, and any Management letter provided by the independent auditors and Management's response. The Audit Committee shall report Committee actions (including a recommendation that the audited financial statements be included in the Company's SEC filing (Annual Report on Form 10-K) to the Board of Directors with such recommendations as the Committee may deem appropriate.

### **Statement of Support**

The Board of Directors shall cause the Company to provide appropriate funding and support, as determined by the Audit Committee, for the operation of the Audit Committee and for payment of compensation to the independent auditors and any other advisers, accountants, or independent legal counsel retained by the Audit Committee.

The officers and employees of the Company shall, upon request, meet with the Audit Committee or any adviser to the Audit Committee.

## **Limitation of Role**

Although the Committee has certain powers and responsibilities under this Charter, its core function is oversight. It is not the duty or responsibility of the Committee to plan or conduct audits or to determine that the Company's financial statements present fairly the Company's financial position and results of operations in accordance with GAAP and applicable laws, rules, and regulations. Management is responsible for the quality, accuracy, and integrity of the Company's accounting practices, financial statements, and reporting and system of internal control. The independent auditor is responsible for performing an audit of the Company's financial statements, expressing an opinion as to Management's assessment of the effectiveness of internal control over financial reporting.

## **Responsibilities**

To fulfill its responsibilities and duties the Audit Committee will:

### **With Respect to the Independent Auditor**

1. Retain a registered public accounting firm (the "independent auditors") to examine the Company's accounts, controls, and financial statements. The Audit Committee shall have the sole authority and responsibility to select, evaluate, compensate, and oversee the work of any 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 (including resolution of disagreements between Management and the auditor regarding financial reporting). The independent auditor and each such registered public accounting firm will report directly to the Audit Committee. The Audit Committee shall have the sole authority to approve all audit engagement fees and terms, and the Audit Committee, (or a designated member of the Audit Committee who will report any approvals to the Audit Committee), must pre-approve any audit and non-audit service provided to the Company by the Company's independent auditors. The terms of retention of the independent auditors shall require that the accounting firm report directly to the Audit Committee.
2. Review the experience and qualifications of the senior members of the audit staff of the independent auditors. Confirm and oversee the independence of the independent auditors as required under applicable NASDAQ Stock Market, SEC, and other applicable regulatory rules, including consideration of whether the provision of non-audit services is compatible with independence. The Audit

Committee shall obtain and review a formal written statement of the independent auditors prior to its initial engagement, and thereafter, at least annually, prepared in accordance with applicable requirements of the Public Company Accounting Oversight Board (PCAOB) Rule 3526 (as may be modified or amended), describing all relationships between the independent auditors or its affiliates, on one hand, and the Company or persons in financial reporting oversight roles at the Company, on the other. Prior to such initial engagement, and thereafter, following receipt of each such report annually, the Committee will discuss with the independent auditors any disclosed relationships or services that may impact the objectivity and independence of the independent auditors, and if so determined by the Committee, will recommend that the Board take appropriate action to satisfy itself of the independence of the independent auditors. The Committee will also cause the independent auditors to affirm, in writing, to the Committee that it is independent and in compliance with the PCAOB.

3. Obtain and review a report from the independent auditors at least annually regarding: (a) the independent auditors internal quality-control procedures, (b) 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 (5) years not previously reported to the Audit Committee, respecting one or more independent audits carried out by the audit firm and (c) any steps taken to deal with any such issues.
4. Consider, in consultation with Management, the CAE and the independent auditors, the audit scope and plan of the independent auditors.
5. Review with Management and the independent auditors the coordination of audit effort with internal audit to assure completeness of coverage, reduction of redundant efforts, and the effective use of audit resources.
6. Discuss with the independent auditors the matters required to be communicated to audit committees in accordance with PCAOB Auditing Standard 1301.
7. Review with Management and the independent auditors the use of and rationale for employing audit firms other than the principal independent auditors.
8. Ensure the rotation of the independent auditor's partners in accordance with regulations.

## **With Respect to the Financial Statements**

9. At least quarterly, reviews with the independent auditors:
  - The adequacy and integrity of the Company's financial reporting process (both internal and external) and the internal control structure (including disclosure controls) and any special audit steps as may be adopted from time to time.
  - The independent auditor's judgment as to the quality of the Company's financial reporting principles, significant reporting issues, and the reasonableness of Management judgments made in connection with the preparation of the financial statements.
  - All critical accounting policies and practices to be used.
  - Any significant change in the selection of application of accounting principles.
  - All alternative treatments of financial information within generally accepted accounting principles (GAAP) that have been discussed with Management, ramifications of the use of such alternative disclosures and treatments, and the treatment preferred by the independent auditors.
  - Other material written communications between the independent auditors and Management, such as any Management letter and schedule of unadjusted differences.
10. Review selection of and changes to the Company's auditing and accounting principles and practices as suggested by the independent accountant, internal auditors, or Management.
11. Review with Management and the independent auditors the annual and quarterly financial statements, including the "Management's Discussion and Analysis of Financial Condition and results of Operations," the Management Representation Letter, and the results of the independent accountant's review of such financial statements, before they are filed with the SEC or other regulators. (The Audit Committee Chair, Financial Expert, and any other available member of the Audit Committee shall do so.)
12. Review with Management and the independent auditors at the completion of the annual financial audit:
  - The Company's annual financial statements and related footnotes, the independent auditor's audit of the financial statements, and the report thereon.
13. Discuss with the independent auditors all issues on which they have consulted with their national office regarding accounting, auditing, and reporting matters.

14. Obtain from the independent auditors assurance that they have not detected any illegal acts that would have a direct and material impact on the financial statements as described in Section 10A of the Securities Exchange Act of 1934.
15. Review and approve the Audit Committee report required by the rules of the Securities and Exchange Commission to be included in the Company's annual proxy statement.
16. Review legal and regulatory matters, related accounting initiatives, and any off-balance sheet structures that may have a material impact on the financial statements, as well as related Company compliance policies, programs, correspondence, or reports received from banking or other regulators which raise material issues regarding the Company's financial statements or accounting policies.

#### **With Respect to Conduct and Ethics**

17. Annually review the Company's Code of Conduct and discuss compliance with the CAE or Chief Legal Officer.
18. Annually review procedures for the receipt, retention, and treatment of complaints received by the Committee or the Company regarding accounting, internal accounting controls or auditing matters, including fraud, and the confidential, anonymous submission by employees of concerns regarding questionable accounting or auditing matters.
19. Annually review compliance with the Ethics and Professionalism domain of the Global Standards as published by the Institute of Internal Auditors (IIA) through discussion with the CAE.
20. Annually review with Management all material related party transactions.
21. Review with Management any proposed hiring by the Company of employees or former employees of the independent auditors.

#### **With Respect to Internal Audit**

22. Establish a direct reporting relationship with the CAE and the internal audit function to enable Corporate Audit Services (CAS) to fulfill its mandate.
23. Discuss with the CAE and senior management the appropriate authority, role, responsibilities, scope, and services of the internal audit function; this should include discussions on CAS' independence.

24. Ensure the CAE has unrestricted access to and communicates and interacts directly with the Committee, including in private meetings without senior management present.
25. Discuss with the CAE and senior management other topics that should be included in the Corporate Audit Services Charter and mandate.
26. Participate in discussions with the CAE and senior management about the “essential conditions,” described in the Global Internal Audit Standards, which establish the foundation that enables an effective internal audit function.
27. Annually review and approve the Corporate Audit Services Charter, which includes the Mandate, and the scope and types of services performed by Corporate Audit Services.
28. Review the Corporate Audit Services Charter periodically with the Chief Audit Executive to consider changes affecting the organization, such as the employment of a new CAE or changes in the type, severity, and interdependencies of risks to the organization; and approve the Corporate Audit Services Charter annually.
29. Approve the risk-based audit plan.
30. Provide input and approval of Corporate Audit Services budget, including human resource administration.
31. Collaborate with senior management to determine the qualifications and competencies the organization expects in a CAE, as described in the Standards.
32. Provide input to senior management on the appointment and removal of the CAE, ensuring adequate competencies and qualifications and conformance with the Standards.
33. Review and provide input to senior management on the CAE’s performance and remuneration.
34. Receive communications from the CAE about Corporate Audit Services, including its performance relative to its plan and strategic objectives.
35. Ensure a quality assurance and improvement program has been established and review the results annually.
36. Make appropriate inquiries of senior management and the chief audit executive to determine whether scope or resource limitations are inappropriate.
37. The Audit Committee shall set expectations with the CAE for determining criteria for issues that shall be escalated and the process by which to do so.

38. Receive internal audit reports directly from Corporate Audit Services, which shall include summaries of reports to Management and Management's responses thereto, as well as the status of remediation efforts of significant findings.

**With Respect to Risk and Compliance**

39. Discuss the Company's policies with respect to risk assessment and risk management through regular meetings with internal audit and reports to the Board of Directors by the Risk and Compliance Committee.
40. Regularly review significant risks relating to the financial statements and financial reporting process and assess the steps Management has taken to minimize such risks to the Company.
41. Obtain and review executive summaries of reports on internal controls over significant systems and operations. The CAE will periodically provide a full listing of all completed internal audit reports and their ratings to the Audit Committee, including all reports prepared pursuant to Service Provider reporting, i.e., SOC 1 and SOC 2, and all reports prepared by banking and credit union examination agencies relating to the Company (FBA exams).

**Other**

42. Perform such other functions as assigned by law, the Company's charter or bylaws, or the Board of Directors.
43. Review at least annually the adequacy of the Audit Committee's charter and recommend any proposed changes to the Board of Directors for approval.
44. Annually evaluate its own performance and report to the Board of Directors the results of its evaluation.