

Code Of Conduct

code of conduct

Corporate Policy | Risk Management





our mission statement

To protect and increase the value of our stockholders' investment by providing quality solutions and industry-leading service to our customers. In accomplishing this we feel that it is important to:

- Maintain a work environment that is personally, professionally, and financially rewarding for our employees.
- Concentrate our activities on what we know best – technology solutions and services for financial institutions.
- Provide outstanding commitment and service to our customers so that the perceived value of our solutions and services is consistent with the real value.

The Jack Henry Code of Conduct defines and implements our core values and is one of Jack Henry's most important documents. Our Code is a testimony to the highest standards of ethics and integrity in all that we do – uniting our employees, officers, directors, contractors, agents, vendors, and business partners with the same purpose that our founders instilled in the company over forty years ago. At Jack Henry, "Do the right thing" will always be an integral part of our culture. This simple phrase will drive us all as we continuously strive to create and sell the best products and services all while demonstrating ethical business values that go well beyond minimum legal requirements.

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general statement of business philosophy

The commitments to excellence and quality in all we do are fundamental to the philosophy of Jack Henry & Associates, Inc. (Jack Henry) (the "Company"). These commitments are summarized in our corporate credos of "Do the Right Thing" and "Do Whatever It Takes." These commitments require that all of our Associates share a common set of objectives, and help to ensure that all Associates benefit from the achievement of those objectives.

This Code of Conduct applies generally to all of our "Associates," including our employees, officers, directors, contractors, agents, vendors, and business partners. Particular provisions may apply specifically to "employees," which for these purposes include all persons who are directly employed by the Company and its subsidiaries, as well as non-employee directors and contractors.

One essential objective is our conviction to uphold high ethical standards in our corporate activities. These standards apply to all the Company's activities in every market that it serves. The purpose of this Code of Conduct is to strengthen the Company's ethical climate and to provide basic guidelines for situations in which ethical issues arise.

We strive to do business with customers and suppliers of sound business character and reputation. We do not knowingly support any public or private organization which espouses discriminatory policies or practices. We expect our Associates to perform their work with honesty, truthfulness, and integrity.

It is the policy of the Company to comply with all applicable laws, including, without limitation, employment, discrimination, health, safety, antitrust, securities, and environmental laws. No director, officer, executive, manager, or other Associate of the Company has authority to violate any law or to

direct another employee or any other person to violate any law on behalf of the Company. Each Associate of the Company is, and will be held, responsible for the observance of this Code of Conduct. If any Associate has questions about any section of this Code of Conduct, he or she should direct all questions to his or her immediate supervisor, the Company's Compliance Officer, Human Resources, or the Legal department. If an Associate knows of, or has good reason to suspect an unlawful or unethical situation or believes there exists a circumstance of a prohibited workplace conduct, or other violation of this Code of Conduct, immediately report the matter through any of the following methods:

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- 1. Your Manager** is usually the best place to start.
 - 2. Website:**
www.lighthouse-services.com/jackhenry
 - 3. Toll-Free Telephone:**
 - » English speaking USA and Canada: **833-222-4159**
 - » Spanish speaking USA and Canada: **800-216-1288**
 - » Spanish speaking Mexico: **01-800-681-5340**
 - » French speaking Canada: **855-725-0002**
 - » Contact us if you need a toll-free # for North American callers speaking languages other than English, Spanish, or French
 - 4. Email:** reports@lighthouse-services.com
(must include "Jack Henry & Associates" with report)
 - 5. Fax:** **(215) 689-3885** (must include "Jack Henry & Associates" with report)

reporting suspected non-compliance

Ethics Reporting Procedure

- **Notification of Complaint** – Information about known or suspected violations by any Associate should be reported promptly. Whenever practical an Associate should do so in writing or by utilizing the [anonymous reporting hotline](#) as outlined on the previous page.
- **Investigation** – Reports of violations will be investigated under the direction of General Counsel, as they find appropriate. Associates are expected to cooperate in the investigation of reported violations.
- **Confidentiality** – The identity of anyone who reports a suspected violation or who participates in the investigation will be protected to the extent practical and appropriate under the circumstances. Associates should be aware that the General Counsel and those assisting in an investigation,

NOTICE IS HEREBY PROVIDED THAT PURSUANT TO 18 USC § 1833(B), AN ASSOCIATE, EMPLOYEE, CONSULTANT, OR CONTRACTOR ("INDIVIDUAL") OF THE COMPANY MAY NOT BE HELD CRIMINALLY OR CIVILLY LIABLE UNDER ANY FEDERAL OR STATE TRADE SECRET LAW FOR THE DISCLOSURE OF THE COMPANY'S TRADE SECRETS, SO LONG AS SUCH DISCLOSURE IS MADE SOLELY: (A) IN CONFIDENCE TO A FEDERAL, STATE, OR LOCAL GOVERNMENT OFFICIAL, EITHER DIRECTLY OR INDIRECTLY, OR TO AN ATTORNEY, AND SOLELY FOR THE PURPOSE OF REPORTING OR INVESTIGATING A SUSPECTED VIOLATION OF LAW; AND/OR (B) IN A COMPLAINT OR OTHER DOCUMENT FILED IN A LAWSUIT OR OTHER PROCEEDING, IF SUCH FILING IS MADE UNDER SEAL. ADDITIONALLY, PURSUANT TO 18 USC § 1831 ET SEQ., AN INDIVIDUAL WHO FILES A LAWSUIT FOR RETALIATION BY THE COMPANY FOR REPORTING A SUSPECTED VIOLATION OF LAW MAY DISCLOSE A TRADE SECRET TO THE ATTORNEY OF THE INDIVIDUAL AND USE THE TRADE SECRET INFORMATION IN THE COURT PROCEEDING, IF THE INDIVIDUAL FILES ANY DOCUMENT CONTAINING THE TRADE SECRET UNDER SEAL AND DOES NOT DISCLOSE THE TRADE SECRET, EXCEPT PURSUANT TO COURT ORDER. THE FOREGOING IMMUNITIES PROVIDED UNDER 18 USC § 1831 ET SEQ. DO NOT APPLY TO ANY DISCLOSURE OF CONFIDENTIAL INFORMATION/ OR TRADE SECRETS OF THE COMPANY'S CLIENTS, CUSTOMERS OR COUNTERPARTIES, OR OF ANY OTHER THIRD PARTIES. FOR PURPOSES OF THIS PARAGRAPH, "TRADE SECRET" HAS THE MEANING SET FORTH IN 18 USC § 1839.

are obligated to act in the best interest of the Company, and do not act as personal representatives or lawyers for employees.

- **Protection Against Retaliation** – Retaliation in any form against an individual who reports a violation of this Code of Conduct or the law, even if the report is mistaken, or who assists in the investigation of a reported violation, is itself a serious violation of this policy. Acts of retaliation should be reported immediately and will be disciplined appropriately.

policies

Conflicts of Interest

A conflict of interest may arise in any situation in which an Associate's loyalties are divided between business interests that, to some degree, are incompatible with the interests of the Company. All such conflicts should be avoided. The Company demands absolute integrity from all its Associates and will not tolerate any conduct that falls short of that standard. The Company expects that no Associate will knowingly place himself or herself in a position that would have the appearance of being, or could be construed to be, in conflict with the interests of the Company. All Associates have a duty to disclose any situation that involves a personal or business relationship that may give rise to an actual, potential, or perceived conflict of interest. The Company will assess whether the disclosure is an actual or potential conflict of interest.

Some of the more sensitive areas of conflicts of interest and the Company's related guidelines are as follows:

1. Accepting Gifts and Entertainment

- The Company's aim is to deter givers of gifts from seeking or receiving special favors from Company employees. (For

guidelines concerning the giving of gifts to, or entertainment of, customers and others by Company employees, Associates are referred to paragraph A., below). Accepting any gift of more than nominal value or entertainment that is more than a routine social amenity can appear to be an attempt to influence the recipient into favoring a particular customer, vendor, consultant, or the like. To avoid the reality and the appearance of improper relations with current or prospective customers, vendors, and consultants, employees should observe the following guidelines when deciding whether or not to accept gifts or entertainment:

- **a. Gifts**

The Company recognizes that reasonable gifts and gratuities exchanged among the Company or its Associates and its clients, business partners, service providers, and vendors help build stronger relationships, acknowledge special efforts, and reflect common social and business customs in the cultures of most nations where the Company operates. However, inappropriate or excessive gifts and gratuities may violate anti-bribery and anti-corruption laws and regulations. "Gifts" include tickets to sporting or cultural events, rounds of golf, concert tickets, and similar spectator or participatory activities including travel to and from such events. "Gifts" do not include loans from financial institutions on customary terms, articles of nominal value commonly used for sales promotion, and ordinary business lunches and dinners. Employees are urged to consult with their supervisors or the Compliance Officer before accepting any gifts of more than nominal value. Gifts of any amount may never be solicited. A business gift or "commission" of cash or securities from a third party may never be accepted. Unless you are instructed otherwise by your supervisor, Associates are prohibited from receiving any gifts or gratuities

with an aggregate value exceeding \$500 in a 12-month period from any one current Associate or potential candidate for employment with the Company, client, business partner, vendor, or other service provider.

- In some special business transactions, it may be appropriate for a gift of more than nominal value to be received and under the circumstances returning the gifts or paying for them may be an affront to the giver. In such a situation, the gift must be reported to the employee's supervisor. In all other instances where gifts cannot be returned and offering to pay for them would adversely affect continuing business relationships, supervisors must be notified. In some cases, the gift may be retained by the Company, at its sole discretion, and not the individual.

- **b. Entertainment**

Normal business entertainment such as lunch, dinner, theater, golf, a sporting event, and the like, is appropriate if of a reasonable nature and in the course of a meeting or another occasion – the purpose of which is to hold bona fide business discussions or to foster better business relations. Any entertainment of more than a nominal value should be reported (in advance, if practical) by the employee to his or her supervisor. The Company requires all business events conducted on behalf of the Company or paid for by the Company to meet our standards for appropriateness, and specifically prohibits activities and communications that may be interpreted as racial, ethnic, or sexual discrimination or harassment, that may be profane or sexually suggestive or explicit, or that may be reasonably construed as offensive or demeaning by an ordinary Associate.

2. Outside Activities

It is the policy of the Company that no employee is to have a “freelance” or “moonlighting” activity that will materially encroach on the time or attention which should be devoted to the employee’s duties; adversely affect the quality of work performed; compete with the Company’s activities; imply sponsorship or support by the Company of the outside employment or organization; or adversely affect the good name of the Company. All freelance or moonlighting activities that raise any of these issues require the prior written approval of the employee’s supervisor. Employees who freelance or moonlight may not use Company time, facilities, resources, or supplies for such work.

3. Interests in Other Businesses

Unless approved in advance by an employee’s supervisor, neither an employee nor his or her spouse, domestic partner, or any other member of the employee’s immediate family may directly or indirectly have a financial interest (whether as an investor, lender, employee, or other service provider) in a competitor, or in a customer or supplier if that employee or his or her subordinates deal directly or indirectly with that customer or supplier in the course of his or her job with the Company. A financial interest in a mutual fund or in 1% or less of the outstanding

stock or other securities of a public company will not be deemed to be a violation of this provision.

Associates may not take advantage of business opportunities that rightly belong to the Company or compete with or divert business from the Company. Associates may not divert to themselves any opportunities that are discovered through use of Company property, information, or position.

4. Use of Company Property and Information

All Associates are responsible for the proper use of the Company’s physical resources and property, as well as its proprietary and other confidential information. Unless otherwise prohibited by an employee’s supervisor, reasonable incidental use of a Company telephone, computer, or other equipment is permitted.

- a. Company Property and Facilities**

Company property, facilities, or physical resources may not be used for solicitation or distribution activities which are not related to an employee’s services to the Company, except for appropriately limited charitable activities. Under no circumstances may an employee disturb the work of others to solicit or distribute literature to them during their working time. Persons not employed by the Company may not solicit Company employees for any purposes on Company premises.

Company property, facilities, and equipment should be respected and used with care by all Associates. Any Associate found to be engaging in, or attempting, malicious damage to or theft of any property of the Company, including facilities, furnishings, documents, equipment, intellectual property, personal property of other employees, cash, or any other items of value or misuse of Company credit cards, will be liable to immediate summary dismissal and possible criminal proceedings against them. All Associates have a responsibility to report any



actual or attempted damage or theft to the Company's management.

- **b. Company Proprietary and Other Confidential Information**

The Company operates in extremely competitive markets. Every Associate should be aware that in any competitive environment, proprietary information and trade secrets must be safeguarded in the same way that all other important Company assets are protected. Information concerning pricing, products, and services that are being developed, customer lists, employee lists, and other such trade or business secrets, including information pertaining to any prospective Company acquisition or divestiture, must be held in the strictest confidence, and reasonable prudence and care should be exercised in dealing with such information in order to avoid inadvertent inappropriate disclosure. This information must not be used in any way other than as required in performing the Associate's duties. All files, records, and reports acquired or created in the course of employment are the property of the Company. Originals or copies of such documents may be removed from the Company's offices for the sole purpose of performing the Associate's duties to the Company and must be returned at any time upon request. Employees must also abide by the provisions of their individual Proprietary Rights and Confidentiality Agreements with the Company.

Associates must also ensure that they maintain the confidentiality of, and do not misuse, the confidential information of customers and other third parties, including personally identifiable financial information regarding consumers. Every Associate must strictly adhere to all Company policies regarding

security of Company, employee, customer, and consumer data.

- **c. Company Intellectual Property, Patents, Trademarks, Service Marks, and Copyrights**

Besides our Associates, the Company's most important assets are its intellectual property which includes inventions, improvements, ideas, information, software, models, and programs, together with the related materials, documentation, patents, trademarks, copyrights, and other rights that go along with them (collectively "Intellectual Property"). The Company is the exclusive owner of all rights in the Intellectual Property that is related to our businesses or is developed by Associates and contractors in the course of their employment or service with the Company. This is true whether or not the employees or contractors make the developments during working hours, on Company premises, or using Company material or resources. The Company is legally entitled to all rights in ideas, inventions, and works of authorship relating to its business that are made by employees during the scope of their employment with the Company or using the resources of the Company ("Employee Developments"). As a condition of employment, each employee is required to promptly disclose all Employee Developments to his or her supervisor, and, upon request, to execute the necessary documentation to transfer all Employee Developments to the Company.

The Company's Intellectual Property is an important business tool and valuable assets which require care in their use and treatment. Because our Intellectual Property can be compromised and/or our exclusive use even forfeited if we do not vigilantly protect it, no Associate may negotiate or enter into any agreement respecting the Company's

Intellectual Property without first consulting the Legal department. The Company also respects the Intellectual Property rights of others and any proposed name of a new product, financial instrument, or service intended to be sold or rendered to customers must be submitted to the Legal department for clearance prior to its adoption and use. Similarly, using the Intellectual Property of another company, even one with whom our Company has a business relationship, always requires appropriate authorization from the other company or clearance from our Legal department.

Associates must avoid the unauthorized use of Intellectual Property of others and should confer with the Legal department if they have any questions regarding the permissibility of photocopying, excerpting, electronically copying, or otherwise using the Intellectual Property of others. In addition, simply because material is available for copying, such as matter downloaded from the internet, does not mean that it is automatically permissible to copy or recirculate (by, for example, email or posting to an intranet facility). All copies of work that is authorized to be made available for ultimate distribution to the public, including all machine-readable works such as computer software, must bear the prescribed form of copyright notice.

It is the policy of the Company to purchase computer software it desires to use in its business operation and not to violate copyright laws by making unauthorized copies of legally protected software. Accordingly, network, site, and individual software licenses should be acquired in all cases unless the Company is exempt. When licensed software is acquired, evidence of the purchase should be maintained in the form of invoices, user manuals, and/or license copies as available.

5. Company Political Involvement

Associates are free to exercise the right to make political contributions within legal limits, unless such a contribution is otherwise prohibited by other policies of the Company. To avoid any confusion, the Company has adopted a simple rule with regard to political contributions: No company funds, resources, or facilities may be used for the purpose of supporting directly or indirectly any political party or candidate anywhere in the world, unless the contribution has been determined to be legal by the General Counsel, has been approved by the Board of Directors, and is made in strict accordance with your local, state, and federal rules. The Company will not reimburse any Associate for political contributions, and Associates should not attempt to receive or facilitate such reimbursements. Generally, no contribution may be made with the expectation of favorable government treatment in return. In addition, any political activity or contribution by an employee which might appear to constitute an endorsement or contribution by the Company must be approved in advance by the Compliance Officer or Legal department. Company officials and representatives sometimes meet with members of government to share views and concerns on specific policies and legislation of interest to the Company. These lobbying activities are subject to rules and must be coordinated to be effective. Before engaging in any non-routine contact with government officials or employees, Associates must first consult with the Legal department.

Securities Laws

Employees may not trade in (or even recommend) Company stock based on inside information. “Insider trading” is the purchase or sale of a publicly traded security while in possession of important non-public information about the issuer of the security. Such information includes, for example, non-public information on Company earnings, significant gains

or losses of business, or the hiring, firing or resignation of a director or officer of the Company. Insider trading, as well as “tipping,” which is communicating such information to anyone who might use it to purchase or sell securities, are prohibited by the securities laws. When in doubt, information obtained as an employee of the Company should be presumed to be important and not public.

Associates are prohibited from trading in Company stock during any “blackout” period announced to them by the Company. Officers and directors of the Company are also prohibited from trading in Company stock during any period in which participants in the Company’s retirement plans could not engage in a similar type of transaction.

“Insider Trading” restrictions cover both Company stock and the securities of other companies, including customers and service providers, and apply to Associates, their immediate family, and any personal or other accounts over which Associates or their immediate family may have direct or indirect control.

Associates who have questions pertaining to the sale or purchase of a security under circumstances that might involve confidential information or securities laws should consult with the Legal department. The Legal department may refer individuals to their personal attorneys.

As a public Company, the Company must provide full, fair, accurate, and timely disclosure in the reports that the Company files with the SEC or otherwise releases to the public. The Company’s disclosure controls and procedures must be followed to ensure that required information is collected and filed in a timely and that such disclosure is accurate and complete. If an Associate suspects that any public disclosure contains material inaccuracy or omits a material fact, the Associate should immediately contact his or her supervisor, the CFO, a member of the Audit Committee, the Compliance Officer, or use the confidential, [anonymous reporting tool](#).



Antitrust Laws

The federal government, most state governments, and many foreign governments have enacted antitrust or “competition” laws. These laws prohibit “restraints of trade,” which is certain conduct involving competitors, customers, or suppliers in the marketplace. Their purpose is to ensure that markets for goods and services operate competitively and efficiently, so that customers enjoy the benefit of open competition among their suppliers and sellers similarly benefit from competition among their purchasers. In the United States, violations of the antitrust laws can lead to substantial civil liability – triple the actual economic damages to a plaintiff. Moreover, violations of the antitrust laws are often treated as criminal acts that can result in felony convictions of both corporations and individuals.

Strict compliance with antitrust and competition laws is essential. These laws are very complex. Some types of conduct are always illegal under the antitrust laws of the United States. Associates must be alert to avoid even the appearance of such conduct. These are:

1. Agreements with competitors:

* to set prices or any other economic terms of the sale, purchase, or license of goods or services,

- to use a common method of setting prices, or to set any conditions of sale or purchase;
- * on any terms of a bid or whether or not to bid;
- * to allocate or limit customers, geographic territories, products or services, or not to solicit business from each other in one or more ways;
- * not to do business with (to “boycott”) one or more customers, suppliers, licensors, or licensees; and
- * to limit production volume or research and development, to refrain from certain types of selling or marketing of goods or services, or to limit or standardize the features of products or services.

2. Agreements with customers or licensees on the minimum resale price or price levels (e.g., discounts) of the Company’s goods or services.

Other activities are not absolutely illegal, but will be legal in some market situations and illegal in others. Some of these types of conduct involve agreements with third parties such as competitors, customers, suppliers, licensees, or licensors. Others involve unilateral actions that may result in claims that the Company has monopolized or attempted to monopolize a market. These types of conduct are described below:

- * “Predatory” pricing, or pricing below some level of cost, with the effect of driving at least some competition from the market;
- * Exclusive dealing arrangements that require customers or licensees not to deal in the goods or services of the Company’s competitor;
- * Reciprocal purchase agreements that condition the purchase of a product on the seller’s agreement to buy products from the other party;
- * “Tying” arrangements, in which a seller conditions its agreement to sell a product or service that the buyer wants on the buyer’s agreement to purchase

a second product that the buyer would prefer not to buy or to buy elsewhere on better terms;

* “Price discrimination,” or selling goods (and not services) at different prices at about the same time to two similar customers of the Company who compete with one another, without complying with the specific exceptions permitted under the law; and

* Agreements with customers or licensees on the maximum resale price or price levels of the Company’s goods or services.

This Code of Conduct is not intended as a comprehensive review of the antitrust laws, and is not a substitute for expert advice. If any Associate has questions concerning a specific situation, he or she should contact the Compliance Officer or Legal department before taking action.



International Operations

Laws and customs vary throughout the world, but all employees must uphold the integrity of the Company in other nations as diligently as they would do so in the United States. When conducting business in other countries, it is imperative that Associates be sensitive to foreign legal requirements and United States laws

that apply to foreign operations, including the Foreign Corrupt Practices Act. The Foreign Corrupt Practices Act generally makes it unlawful to give anything of value to foreign government officials, foreign political parties, party officials, or candidates for public office for the purposes of obtaining, or retaining, business for the Company. Associates should contact the Compliance Officer or Legal department if they have any questions concerning a specific situation.

Relationships With Public Officials

Some Associates have regular contact with federal and state government and regulatory agencies. All Associates engaged in regular contact with a governmental body or agency must know and abide by the specific rules and regulations covering relations with public agencies. Such Associates must also conduct themselves in a manner that avoids any dealings that might be perceived as attempts to influence public officials in the performance of their official duties.

Bribery, Kickback, And Fraud

No funds or assets of the Company will be paid, No funds or assets of the Company will be paid, loaned, or otherwise disbursed as bribes, “kickbacks,” or other payments designed to influence or compromise the conduct of the recipient; and no Associate should accept any funds or other assets (including those provided as preferential treatment to the employee for fulfilling their responsibilities), for assisting in obtaining business or for securing special concessions from the Company.

Company Associates should conduct their business affairs in such a manner that the Company’s reputation will not be impugned if the details of their dealings should become a matter of public discussion.

Associates must not engage in any activity, which degrades the reputation or integrity of the Company.

To illustrate the strict ethical standard the Company expects every Associate to maintain, the following conduct is expressly prohibited:

- 1. Payment or receipt of money, gifts, loans, or other favors which may tend to influence business decisions or compromise independent judgment;**
- 2. Payment or receipt of rebates or “kickbacks” for obtaining business for or from the Company;**
- 3. Payment of bribes to government officials to obtain favorable rulings; and**
- 4. Any other activity that would similarly degrade the reputation or integrity of the Company.**



Any Associate found to be receiving, accepting, or condoning a bribe, kickback, or other unlawful payment, or attempting to initiate such activities, will be liable to termination and possible criminal proceedings. Any Associate found to be attempting fraud or engaging in fraud will be liable to termination and possible criminal proceedings. All Associates have a responsibility to report any actual or attempted bribery, kickback, or fraud to the Company. Any such behavior should be immediately reported to the Associate’s supervisor or the Compliance Officer, or the confidential, [anonymous reporting tool](#) may be used for such a report.

Accounting and Auditing Controls

All employees with supervisory duties should establish and implement appropriate internal accounting controls over all areas of their responsibility to ensure the accuracy of the Company's financial records and reports. The Company has adopted controls in accordance with internal needs and the requirements of applicable laws and regulations. These established accounting practices and procedures must be followed to assure the complete and accurate recording of all transactions. All staff, within their areas of responsibility, are expected to adhere to these procedures, as directed by appropriate Company officers.

Any accounting adjustments that materially depart from GAAP must be approved by the Audit Committee and reported to the Company's independent auditors. In addition, all material off-balance-sheet transactions, arrangements and obligations, contingent or otherwise, and other relationships of the Company with unconsolidated entities or other persons that may have material current or future effects on the financial condition, changes in financial condition, results of operations, liquidity, capital expenditures, capital resources, or significant components of revenues or expenses must be disclosed to the Audit Committee and the Company's independent auditors.

No Associate may interfere with or seek to improperly influence, directly or indirectly, the auditing of the Company's financial records. Violation of these provisions will result in disciplinary action, up to and including termination, and may also subject the violator to substantial civil and criminal liability.

If an Associate becomes aware of any improper transaction, audit, or accounting practice concerning the resources of the Company, he or she should report the matter immediately to his or her supervisor, by utilizing the Ethics Email

Submission process as outlined on Page 1, to a member of the Audit Committee. There will be no retaliation against Associates who disclose questionable accounting or auditing matters.

Employment Policies

Detailed policies and procedures, as well as additional standards of conduct, applicable to all employees are set forth in the Company's Employee Handbook. Every employee must abide by the standards set forth therein.

The Company is committed to fostering a work environment in which all individuals are treated with respect and dignity. Each individual should be permitted to work in a business-like atmosphere that promotes equal employment opportunities and prohibits discriminatory practices, including harassment. Therefore, the Company expects that all relationships among persons in the workplace will be business-like and free of unlawful bias, prejudice, and harassment. It is the Company's policy to ensure equal employment opportunity without discrimination or harassment on the basis of race, color, national origin, religion, sex, age, disability, or any other status protected by law. The Company's Non-Discrimination Policy and Anti-Harassment Policy is contained in the Employee Handbook.

It is the Company's policy to comply with all applicable wage and hour laws and other statutes regulating the employer-employee relationship and the workplace environment.

No Company employee may interfere with or retaliate against another employee who seeks to invoke his or her rights under the laws governing labor and employee relations. If any employee has any questions about the laws or Company policies governing labor and employee relations matters, he or she should consult the Company intranet or Employee Handbook

or contact the Human Resources department, Compliance Officer, or the Legal department.

The Company is committed to providing a safe workplace for all employees. In addition, several laws and regulations impose responsibility on the Company to safeguard against safety and health hazards. For that reason, and to protect the safety of themselves and others, employees, and other persons who are present at Company facilities are required to follow carefully all safety instructions and procedures that the Company adopts. Questions about possible health and safety hazards at any Company facility should be directed immediately to the employee's supervisor.

Information System Policies

Every Associate is responsible for using the Company's equipment, telephone system, and computer system, including, without limitation, its electronic mail (email) system and the internet (collectively, the "Information System"), properly and in accordance with Company policies. The Company's policy on "Usage of Jack Henry Information System Resources" is contained in the Employee Handbook. Any questions about these policies should be addressed to the employee's supervisor or the Compliance Officer. Associates should be aware of, among other matters, the following:

1. The Computer System is Company Property

The computers and other equipment that Associates are provided or have access to for work and the email system are the property of the Company and have been provided for use in conducting Company business. All communications and information transmitted by, received from, created, or stored in its Information System (whether through word processing programs, email, the internet, or otherwise) are Company records and property of the Company.

2. No Expectation of Privacy

The Company has the right, but not the duty, for any reason and without the permission of any employee, to monitor any and all of the aspects of its Information System, including, without limitation, reviewing documents, email, instant messages, and voice mail created and stored on its Information System, deleting any matter stored in its system, monitoring sites visited by Associates on the internet, monitoring chat and news groups, reviewing material downloaded or uploaded by users from the internet, and reviewing email sent and received by users. Associates should not have an expectation of privacy in anything they create, store, send, or receive on the Information System.

3. Professional Use of Information System Required; Other Policies Apply

Employees are reminded to be courteous to other users of the system and always to conduct themselves in a professional manner. The Company's policies against discrimination and harassment (sexual or otherwise) apply fully to the Information System, and any violation of those policies is grounds for discipline up to and including discharge.

4. Offensive and Inappropriate Material; Illegal Activities

Company policies prohibit using the Company's Information System to send or receive messages or files that are illegal, sexually explicit, abusive, offensive to the recipient, or profane.

5. Solicitations

The Information System may not be used to solicit for religious or political causes, commercial enterprises, outside organizations, or other activities not related to an employee's services to the Company.

6. Copyrights and Trademarks

The Information System may not be used to send (upload) or receive (download) copyrighted materials, trade secrets, proprietary financial information, or similar materials of others without appropriate authorization.

Document Retention

The space available for the storage of Company documents, both on paper and electronic, is limited and expensive. Therefore, periodic discarding of documents is necessary. On the other hand, there are legal requirements that certain records be retained for specific periods of time. Before disposing of documents, employees should consult the Company Records Retention Policy. Employees who are unsure about the need to keep particular documents should consult with their supervisor, so that a judgment can be made as to the likelihood that the documents will be needed.

Whenever it becomes apparent that documents of any type will be required in connection with a lawsuit or government investigation, all possibly relevant documents should be preserved, and ordinary disposal or alteration of documents pertaining to the subjects of the litigation or investigation should be immediately suspended. If an employee is uncertain whether documents under his or her control should be preserved because they might relate to a lawsuit or investigation, he or she should contact the Legal department.

Former Government Employees

Many laws restrict the hiring as an employee or retaining as a consultant of a government employee other than secretarial, clerical, or other low salary grade employees. Therefore, written clearance must be obtained from the Legal department

before discussing proposed employment with any current government employee and before hiring or retaining any former government employee who left the government within the past two years.

Media Contacts

As a publicly traded company, The Company must be very careful with any release of information that might be deemed material insider (non-public) information because of our duty under the Securities and Exchange Commission's (SEC) Regulation on Fair Disclosure (Reg. FD) to make prompt and public disclosure if any disclosure is to be made. The focus of Reg. FD is to outlaw selective disclosure where one broker, analyst, stockholder, or investment adviser is given information in preference to another.

To ensure compliance with Reg. FD, our CEO and President, and CFO and persons specifically designated by them are the only persons authorized to have contact with or respond to the media. The Company will speak with a unified voice in all our dealings with the press and other media. Such authorized persons must approve any press releases or other public communications prior to publication. Associates who are contacted by the media for information or a quote should refer the request to the CEO and President, or CFO.





compliance with the code of conduct

All Associates have a responsibility to understand and follow the Code of Conduct. In addition, all employees are expected to perform their work with honesty and integrity in any areas not specifically addressed by the Code of Conduct. A violation of this Code of Conduct may result in appropriate disciplinary action including the possible termination from employment with the Company, without additional warning.

The Company strongly encourages dialogue among employees and their supervisors to make everyone aware of situations that give rise to ethical questions and to articulate acceptable ways of handling those situations. In addition, each officer and supervisory employee of the Company has an obligation to apply and enforce this Code of Conduct in his or her dealings with subordinates.

The Code of Conduct reflects general principles to guide Associates in making ethical decisions and cannot and is not intended to address every specific situation. As such, nothing in this Code

of Conduct prohibits or restricts the Company from taking any disciplinary action on any matters pertaining to employee conduct, whether or not they are expressly discussed in this document. The Code of Conduct is not intended to create any expressed or implied contract with any employee or third party. In particular, nothing in this document creates any employment contract between the Company and any of its employees.

The Board of Directors of Jack Henry & Associates, Inc. has the exclusive responsibility for the final interpretation of the Code of Conduct. The Code of Conduct may be revised, changed, or amended at any time by the Board of Directors of the Company.

appendix a

Foreign Corrupt Practices Act Compliance Policy

Purpose

It has been and will continue to be the policy of Jack Henry and Associates, Inc. (the "Company") to conduct business in a lawful and ethical manner. This policy is reflected throughout our Code of Conduct, including its specific provisions that prohibit bribery and kickbacks in all circumstances. In accordance with these general policies, the Company adopts this corporate policy against violations of the Foreign Corrupt Practices Act, 15 U.S.C. §§ 78dd-1, et seq. ("FCPA"), and other applicable foreign-law counterparts of the FCPA (the "Policy"). The FCPA and this Policy prohibit the Company and persons acting on the Company's behalf from bribing foreign government officials in order to obtain or retain business for the Company.

Summary of the FCPA

The FCPA: (i) prohibits offering to pay, paying, promising to pay, or authorizing the payment of money or anything of value (ii) to a foreign official (iii) in order to influence any act or decision of the foreign official in his or her official capacity or to secure any other improper advantage (iv) in order to obtain or retain business. The FCPA requires that companies have an adequate system of financial and accounting procedures, including a system of internal controls, reasonably designed to ensure the maintenance of fair and accurate books, records, and accounts in a way that is reasonably designed to prohibit individuals and companies from knowingly falsifying the company books and records or circumventing its system of internal controls.

While in the U.S. government officials are seldom officers or managers of our financial institution customers, the banking laws, customs, and practices of foreign countries can be very different from those we encounter in our U.S. markets. In many countries, banks may be owned or otherwise closely affiliated with governments and thus bankers may be considered foreign officials under the FCPA. Caution and appropriate due diligence in all foreign dealings are required.

Penalties for violating the FCPA are severe. Violations of the FCPA subject individuals and companies to civil and criminal penalties, including fines, disgorgement of profits derived from the illegal conduct, and/or imprisonment. Individual violators can incur civil or criminal liability for conspiracy, aiding and abetting the falsification of a company's books and records, making false statements to company auditors, and filing false reports under the Securities Exchange Act.

Anti-Bribery Provisions of the Policy

Not only is bribery of foreign government officials a federal crime, it is contrary to Jack Henry's philosophy of "Doing the right thing." It is bad for business because it is anti-competitive, leading to distorted prices and putting honest businesses at a disadvantage. Agreements obtained through bribery can result in the bribed officials demanding on-going and ever-increasing bribes. Permitting corporate bribery can infect a corporate culture and lead to other destructive corporate misconduct, such as self-dealing, fraud, and embezzlement. Bribery has no place as a Company practice. For these reasons, the Board of Directors adopts the following specific anti-corruption policies:

- 1. Prohibited Payments.**

The Company and its associates and representatives are prohibited from directly or indirectly making, promising, authorizing, or offering anything of value to any person or foreign government official to secure an improper advantage, obtain or retain business, or direct business to any other person or entity. This prohibition includes payments to third parties knowing that such third parties will use any part of the payment for bribes.

- 2. Cash and Non-Cash Payments.**

Prohibited payments include a wide variety of payments including cash and non-cash bribes and kickbacks. The FCPA prohibits giving "anything of value" for an improper purpose. The term can include gifts, travel, meals, lodging, entertainment, gift cards, loans, and charitable donations.

- 3. Foreign Government Official.**

The FCPA defines this term broadly to include (a) officers or associates of a foreign government or any department, agency, or instrumentality thereof; (b) officers or associates of a company or business owned

in whole or in part by a government; (c) officers or associates of a public international organization; (d) foreign political parties or officers thereof; and (e) candidates for political office. The term also includes spouses and other immediate family members of foreign officials.

- **4. Permitted Payments.**

The FCPA permits certain limited categories of payments to foreign government officials, including nominal facilitation payments to low-level officials to ensure or speed proper performance of a routine duty or action, certain nominal promotional gifts, and nominal hospitality and marketing expenses. The decision to make any of these limited permitted payments must be reviewed in advance with and approved by the Director of Enterprise Risk Management and the General Counsel of the Company.

- **5. Record Keeping.**

All expenses involving foreign government officials must be recorded accurately, with the purpose and amount of the expenditures. Cash payments of any kind to a third party, other than documented petty cash disbursements or other valid and approved payments, are prohibited. Company checks shall not be written to “cash,” “bearer,” or anyone other than the party entitled to payment except to replenish properly used petty cash funds.

Accounting Provisions of the Policy

The Policy’s accounting provisions operate in tandem with the anti-bribery provisions and prohibit off-the-books accounting. Bribes are often concealed under the guise of legitimate payments, such as commissions or consulting fees. As a public company, failure to properly disclose material information about the Company’s business, including material revenue, expenses, and liabilities associated with

the bribery of foreign government officials, could expose the Company to sanctions by the Securities and Exchange Commission under the anti-fraud and reporting sections of the Securities Exchange Act.

Because the Company’s management relies on the Company’s financial statements and internal accounting controls to guide the Company’s operations, and the Company’s investors rely on these same financial statements and internal controls to evaluate the Company’s financial health, the Company’s books and records must accurately reflect the actual transactions in which the Company is engaged, and the risks that the Company has undertaken. Accordingly, compliance with the Policy ensures that the Company (i) accurately records transactions involving Company assets, (ii) maintains control and authority over those assets, and (iii) remains compliant with applicable securities laws.

This Policy Applies to all Associates and Company Representatives

Company personnel at all levels are required to comply with this Policy and the compliance procedures described in the Policy. This Policy shall apply to all directors, officers, associates, and contractors (collectively, for purposes of this Policy, “Jack Henry Associates”), as well as all outside parties acting on behalf of the Company in the United States and in foreign jurisdictions, including, but not limited to, agents and intermediaries, consultants, representatives, distributors, suppliers, joint venture partners, and other business partners (collectively, “Agents and Business Partners”). Additional training will be required for those Jack Henry Associates whose duties involve, directly or indirectly, the conduct of business in foreign countries.

Any Jack Henry Employee, Agent, or Business Partner who is subjected to any improper demands or extortion or who suspects that this Policy may have been violated must immediately notify the Company. Any person who in good

faith reports improper demands or suspected legal, ethical, or policy violations will not suffer any adverse consequence for doing so.

For confidential reporting of any potential violations of the Policy, please utilize:

- **Website:**
www.lighthouse-services.com/jackhenry
- **Toll-Free Telephone:**
 - » English speaking USA and Canada: **833-222-4159**
 - » Spanish speaking USA and Canada: **800-216-1288**
 - » Spanish speaking Mexico: **01-800-681-5340**
 - » French speaking Canada: **855-725-0002**
 - » Contact us if you need a toll-free # for North American callers speaking languages other than English, Spanish or French
- E-mail: reports@lighthouse-services.com (must include "Jack Henry & Associate's with report)
- Fax: (215) 689-3885 (must include "Jack Henry & Associates" with report)

Responsibility for Administering the Policy

The roles and responsibilities with regard to the Company's anti-corruption compliance are as follows:

- The Board of Directors has ultimate responsibility for ensuring that the Company meets its obligations under applicable laws.
 - The Company's General Counsel and Chief Risk Officer ("CRO") are responsible for administering the Company's compliance program, including:
 - » Identifying and interpreting this policy, the FCPA and other anti-corruption laws, rules, and standards
 - » Drafting related policies and procedures
- » Advising Company personnel on any legal issues related to adherence to the Company's compliance program
 - » Coordinating anti-corruption education and training
 - » Administering the Company's Ethics Hotline
 - » Administering the annual employee compliance certification program
 - » Administering the Company's due diligence program for third parties
 - » Investigating possible violations of the Company's policy
 - » Reporting to the Audit Committee and/or the Board of Directors any material violations of the Company's compliance program
 - » The corporate Controller is responsible for implementing and monitoring systems of internal controls and record keeping procedures that comply with the FCPA
 - » The Internal Audit Department is responsible for reviewing the adequacy of controls established to ensure compliance with policies and procedures.
 - » The Ethics Committee shall provide a forum for considering important international compliance matters.
 - Each director, officer, associate and agent is responsible for:
 - » Complying with Company policy and applicable corruption laws
 - » Participating in training as required by the Company
 - » Reporting any red flags to the Legal department or Ethics Hotline

Special Requirements for Agents and Business Partners

The Company shall conduct due diligence prior to selecting Agents and Business Partners. Such due diligence shall be designed, in part, to prevent the violation of this Policy by such Agents and Business Partners when conducting business on behalf of the Company. Whenever possible, agreements with Agents and Business Partners should include a contractual right of the Company to audit the books and records of the Agents and Business Partners to ensure their compliance with the Policy.

Mergers and Acquisitions

With respect to pending merger or acquisition activities involving the Company, the Company shall take steps to mitigate any FCPA risks and liabilities. These steps shall include: (i) conducting due diligence during potential new business acquisitions to identify potential FCPA violations that may have been committed by the target company; (ii) determining whether the target company's code of conduct and compliance policies regarding the FCPA are adequate and consistent with the Company's Policy; (iii) after closing, training the newly acquired company's officers, directors, and associates and, where appropriate, their agents and business partners, on the FCPA; and (iv) when deemed necessary because of international business, conducting an FCPA-specific audit of the newly-acquired company as soon as practicable after closing.

Changes to the Policy

The Company reviews this Policy annually and updates the Policy as necessary and appropriate to ensure its continued effectiveness, taking into consideration developments in applicable law, changes in the regulatory environment, the nature of the Company's business, and evolving international business standards.

