

**ACI WORLDWIDE, INC.**  
**AUDIT COMMITTEE CHARTER**

**Purpose**

The Audit Committee (the "Committee") of ACI Worldwide, Inc. (the "Company") is appointed by the Board of Directors (the "Board") to oversee the accounting and financial reporting processes of the Company and the audits of the Company's financial statements. In this regard, the Committee assists the Board in monitoring the:

- integrity of the Company's financial statements;
- Company's compliance with legal and regulatory requirements;
- independence and performance of the Company's independent auditors; and
- performance of the Company's internal audit function and independent auditors.

**Committee Membership**

The Committee shall consist of Board members and have no fewer than three members. The members of the Committee shall meet the applicable independence and experience requirements of (1) the NASDAQ Stock Market, (2) the Securities Exchange Act of 1934, as amended (the "Exchange Act"), and the rules and regulations promulgated thereunder and (3) the rules and regulations of the Securities and Exchange Commission (the "SEC"), as such requirements are interpreted by the Board in its business judgment. At least one member of the Committee shall be an "audit committee financial expert" as defined by the rules and regulations of the SEC and under 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 at its first meeting following the Company's annual meeting of stockholders. Unless a Chairman is elected by the full Board, the members of the Committee shall designate a Chairman by majority vote of the full Committee membership.

**Meetings**

The Committee shall meet as often as it determines, but not less frequently than quarterly. Meetings may be called by the Chairman of the Committee, a majority of the members of the Committee or the Chairman of the Board. All meetings of and other actions by the Committee shall be held and taken pursuant to the Bylaws of the Company, including Bylaw provisions governing notice of meetings and waiver thereof, the number of Committee members required to take actions at meetings and by written consent, and other related matters.

The Committee may meet periodically with management, the internal auditors and the independent auditor in separate executive sessions. The Committee may request any officer or employee of the Company, the 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 Committee Chairman 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 Committee Chairman 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.

### **Committee Authority and Responsibilities**

The Committee shall be directly responsible for the appointment, compensation, retention and oversight of the work of the independent auditor (including resolution of disagreements between management and the independent auditor regarding financial reporting) 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 independent auditor shall report directly to the Committee.

The Committee shall preapprove all auditing services and permitted non-audit services (including the fees and terms thereof) to be performed for the Company or its subsidiaries by its independent auditor, subject to the de minimis exceptions for non-audit services described in the Exchange Act which are approved by the Committee prior to the completion of the audit. The Committee may delegate to one or more members the authority to grant preapprovals of audit and permitted non-audit services, provided that decisions of such members to grant preapprovals shall be presented to the full Committee at its next scheduled meeting. The Committee may establish pre-approval policies and procedures.

The independent auditor shall not perform, nor shall the Committee approve the performance by the independent auditor of, services prohibited by the Exchange Act or other applicable laws, rules and regulations.

The Committee shall have the resources and authority, to the extent it deems necessary or appropriate, to retain independent legal, accounting or other advisors. The Company shall provide for appropriate funding, as determined by the Committee, for payment of compensation to the independent auditor for the purpose of rendering or issuing an audit report or related work or performing other audit, review or attest services and to any advisors employed by the Committee.

The Committee shall review and reassess the adequacy of this Charter annually. The Committee shall annually review the Committee's own performance.

The Committee, to the extent it deems necessary or appropriate, shall:

#### **Financial Statement and Disclosure Matters**

1. Review and discuss with management and the independent auditor the annual audited financial statements, including disclosures made in management's discussion and analysis, and recommend to the Board whether the audited financial statements should be included in the Company's Annual Report on Form 10-K.
2. Review and discuss with management and the independent auditor the Company's quarterly financial statements prior to the filing of its Quarterly Reports on Form 10-Q, including the results of the independent auditor's review of the quarterly financial statements.
3. Discuss with management and the 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.
4. Review and discuss with management, the senior internal audit executive and the independent auditor the Company's annual assessment of the effectiveness of its internal controls and the independent auditor's attestation and report about the Company's assessment.
  5. Review and discuss reports from the 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) ramifications of the use of such alternative disclosures and treatments, and (ii) the treatment preferred by the independent auditor; and
    - (c) Other material written communications between the independent auditor and management, such as any management letter or schedule of unadjusted differences.
  6. 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).
  7. Discuss with management and the independent auditor the effect of regulatory and accounting initiatives as well as off-balance sheet structures on the Company's financial statements.
  8. Discuss with management the Company's major financial risk exposures and the steps management has taken to monitor and control such exposures.
  9. Discuss with the independent auditor the matters required to be discussed by Statement on Auditing Standards No. 61, 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.
  10. Review disclosures made to the Committee by the Company's principal executive officer and principal financial officer during their 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 controls over financial reporting 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.
  11. Discuss with the Risk Committee of the Board risk exposures that may have a significant financial impact.

## Oversight of the Company's Relationship with the Independent Auditor

12. Review and evaluate the lead partner of the independent auditor team.
13. Evaluate the qualifications, performance and independence of the independent auditor. Obtain and review a report from the independent auditor at least annually regarding (a) the independent auditor's 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 years respecting one or more independent audits carried out by the firm, (c) any steps taken to deal with any such issues, and (d) all relationships between the independent auditor and the Company.
14. Ensure receipt from the independent auditor of a formal written statement delineating all relationships between the independent auditor and the Company consistent with Independence Standards Board Standard No.1 and actively engage in a dialogue with the 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 independent auditor.
15. Ensure the rotation of the audit partners at least as frequently as is required by law.
16. Recommend to the Board policies for the Company's hiring of employees or former employees of the independent auditor who participated in any capacity in the audit of the Company.
17. Discuss with the independent auditor material issues on which the independent auditor's national office was consulted by the Company's audit team.
18. Meet with the independent auditor prior to the audit to discuss the planning and staffing of the audit.

## Oversight of the Company's Internal Audit Function

19. Review the appointment and replacement of the senior internal auditing executive.
20. Review the significant reports to management prepared by the internal auditing department and management's responses.
21. Discuss with management and the independent auditor the internal audit department responsibilities, budget, staffing and performance review and any recommended changes in the planned scope of the internal audit.

## Compliance Oversight Responsibilities

22. Obtain from the independent auditor assurance that Section 10A(b) of the Exchange Act has not been implicated.
23. Review with management and the senior internal auditing executive the Company's overall anti-fraud programs and controls.
24. 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.

25. Discuss with management and the 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.
26. Discuss with the Company's internal and external legal counsel legal matters that may have a material impact on the financial statements.
27. Review and approve all related party transactions.
28. Approve the audit committee report to be included in the Company's annual proxy statement.

### **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. 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 financial statements, or any professional certification as to the independent auditor's work, including with respect to auditor independence. Each member of the Committee is entitled to rely on the integrity of people and organizations from whom the Committee receives information and the accuracy of such information, including representations by management and the independent auditor.

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