

ACI WORLDWIDE, INC.
COMPENSATION AND LEADERSHIP DEVELOPMENT COMMITTEE CHARTER

Purpose

The purpose of the Compensation and Leadership Development Committee (the "Committee") of ACI Worldwide, Inc. (the "Company") shall be to:

- Review, evaluate and approve the compensation of the executive officers of the Company; and
- Review and evaluate the Company's incentive and equity plans and other employee benefit programs;
- Review and evaluate the performance of, and succession planning for, executive officers other than the Chief Executive Officer ("CEO");
- Review, evaluate and approve management stock ownership guidelines; and
- Provide general oversight of leadership development processes, succession planning and strategies for executive and senior officers.

Committee Membership

The Committee shall consist of members of the Board of Directors (the "Board") and have no fewer than three members. The members of the Committee shall meet the applicable independence and experience requirements of the NASDAQ Stock Market and other applicable laws, rules and regulations, as such requirements are interpreted by the Board in its business judgment.

In addition, each member of the Committee also shall satisfy all requirements necessary from time to time to be a "non-employee director" under Securities and Exchange Commission ("SEC") Rule 16b-3 and a qualified "outside director" under Section 162(m) of the Internal Revenue Code and related regulations, all as amended from time to time.

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 annually. Meetings may be called by the Chairman of the Committee, a majority of the members of the Committee, the Chairman of the Board or the CEO. 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 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.

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 have the following responsibilities and authority:

Executive Compensation Goals and Policies

1. Review and approve (a) the Company's compensation philosophy, corporate goals and objectives relevant to executive compensation and (b) the structure of the Company's executive compensation to ensure that such structure is appropriate to achieve the Company's objectives of rewarding the Company's executive officers appropriately for their contributions to the Company's growth and profitability and the Company's other goals and objectives and linking the interests of the Company's executive officers to the interests of the Company's equity owners through a mix of long- and short-term incentives and features that include downside risk as well as upside potential. In addition, the Committee may review (under applicable guidelines) with management any risks implied in the Company's compensation programs and related mitigating controls and procedures.

2. Review and evaluate the compensation (and performance relative to compensation) of the CEO and the other "officers", as that term is defined in Section 16 of the Securities Exchange Act of 1934, as amended, and Rule 16a-1 thereunder and determine the amounts and individual elements of total compensation for such persons, consistent with the Company's corporate goals and objectives. This responsibility and authority shall also apply to all newly hired executive officers of the Company. In determining the executive officers' compensation, the Committee may consider the:

- (a) Company's performance and relative stockholder return;
- (b) value of similar incentive awards to officers at comparable companies;
- (c) equity and long-term incentive awards given to the officers in prior years; and
- (d) value of any change-in-control severance or other severance arrangements.

In determining the CEOs compensation, the Committee shall specifically consider the Board's evaluation of the CEO's performance.

3. Consider and approve revisions to the Company's executive salary range structure and annual salary increase guidelines, and discuss such compensation arrangements with the CEO.

Incentive and Equity Plans

4. Review and evaluate the terms and administration of the Company's annual and long-term incentive plans to assure that they are structured and administered in a manner consistent with the Company's compensation philosophy, corporate goals and objectives.
5. Review and evaluate existing equity-related plans and evaluate and approve the adoption of any new equity-related plans. Without limiting the foregoing, the Committee shall periodically review and evaluate policies and practices relating to the timing of stock or options grants and the determination of option exercise prices.
6. Review and evaluate the Company's employee benefit and, if applicable, perquisite programs and approve any significant changes therein.

Evaluation of, and Succession Planning for, Executive Officers Other Than the CEO

7. Assist the Board in overseeing the evaluation of the performance of executive officers other than the CEO. It is recognized that, subject to oversight by the Board and this Committee, the CEO will have primary responsibility for evaluating the performance of executive officers.
8. Review and evaluate a management succession plan for executive officers other than the CEO and related procedures presented by management. Review and consider the CEO's recommendations for successors to executive officers other than the CEO, in each case when vacancies shall occur in those offices. It is understood that the consideration of individual officer succession plans may be addressed in executive session.

General Oversight over Leadership Development Processes and Strategies for Senior Management

9. Review the Company's readiness of succession planning candidates and evaluate the overall depth and strength of senior management.
10. Review and evaluate the Company's leadership development strategies including executive education and development programs.
11. Evaluate the Company's executive retention and diversity strategies.
12. Review other leadership and senior management processes upon request.

Other

13. Review and approve any proposed employment agreement with, and any proposed severance or retention plans or agreements applicable to, any executive officer of the Company.

14. Review and discuss with management the Company's Compensation Discussion and Analysis ("CD&A") and recommend to the Board whether the CD&A should be included in the Company's annual report or proxy statement.
15. Review and approve the Compensation Committee Report to be included in the Company's annual report or proxy statement.
16. Retain (including approving fees and terms of engagement), oversee and terminate independent legal, accounting or other advisors, including, without limitation, compensation consultants to assist in evaluating the compensation of the CEO and other officers. The Company shall provide for appropriate funding for payment of compensation to any advisors or consultants employed by the Committee.
17. Pre-approve any services to be provided by the Committee's independent compensation consultant(s) to management.
18. Periodically review executive officer stock ownership and reassess guidelines.
19. Review and reassess the adequacy of this Charter annually.
20. Review the Committee's own performance annually.
21. Delegate authority to a subcommittee or an individual Committee member, as the Committee deems necessary, provided that the decisions of such members shall be presented to the full Committee at its next scheduled meeting.
22. Perform such other duties and responsibilities as may be assigned to the Committee by the Board or the Chairman of the Board.

Section 162(m) Considerations

The Committee may condition its approval of any compensation on ratification by the full Board to the extent required to comply with applicable laws, rules and regulations, including, without limitation, Section 162(m) of the Internal Revenue Code.

Limitation of the Committee's Role

While the Committee has the responsibilities and powers set forth in this Charter, it is not the duty of the Committee to establish the Company's compensation programs; to ensure the programs comply with applicable laws, rules and regulations; or to ensure the programs are administered in accordance with the applicable plans. These are the responsibilities of management.

In carrying out its oversight responsibilities, the Committee is not providing any expert or special assurance as to the Company's programs, or any professional certification as to the subject matter of such programs. Each member of the Committee is entitled to rely on the integrity of people and

organizations from whom the Committee receives information and the accuracy of such information, including representations by management and advisors.

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