



**ACI** UNIVERSAL  
PAYMENTS<sup>SM</sup>

# ACI WORLDWIDE CODE OF BUSINESS CONDUCT AND ETHICS

*Revised September 2016*

# Introduction

- This Code of Business Conduct and Ethics describes the basic principles of conduct that we share as officers and employees of ACI Worldwide (“we” or the “Company”). This Code also applies to our directors. The policies, rules and guidelines referenced in this Code are easy to understand and many will already be familiar to you. The Code does not attempt to cover every situation. You should become familiar with the Code because you are expected to adhere to it. Failure to adhere to this Code may result in disciplinary action, varying from reprimand to dismissal.
- ACI employees will annually review the ACI Worldwide Code of Business Conduct and Ethics and acknowledge this review per local Human Resources practice.
- This Code is intended to guide employees on ethical and legal standards of business conduct. In some circumstances, we maintain more specific policies on the topics referred to in this Code. Should you have any questions regarding these policies, please review the policies posted on the Company’s intranet or contact a member of the Human Resources department.

- The ACI Code of Business Conduct and Ethics provides guidelines for responsible business conduct.
- It applies to all employees.
- If you have questions, please do not hesitate to contact your local Human Resources representative.



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# A Message from Phil Heasley



Over 40 years ago, our company emerged into the market of payments software. Today, ACI Worldwide, the Universal Payments company, is trusted by more than 5,000 companies worldwide to help them turn payments into a competitive advantage. This reputation of trust is earned through dedication to our customers coupled with an ongoing conviction to do what is right. This dedication has led to our brand being

stronger today than it has ever been. I am proud of the accomplishments of our company and am excited about what lies ahead.

But none of that matters if each of us does not make the right decisions or take the right actions in our everyday activities. Trust is hard to earn, but easy to lose. To help guide our collective business conduct while holding us accountable to each other and our customers, we use a Code of Business Conduct and Ethics. This guide, while not covering every situation you may encounter, does a great job of sharing how we define ethical business conduct in the 21st century. This Code helps us to maintain our current momentum of growth in a manner worthy of our earned reputation of trust.

Conducting ethical business is a responsibility that we must all take seriously. It begins by reviewing and understanding the Code of Business Conduct and Ethics, followed by an unwavering commitment to live it. Do not allow anything – not “making the numbers,” competitive instincts or even a direct order from a

superior – to compromise your commitment to ethical behavior. I am personally asking each of you to commit to following the ACI Code of Business Conduct and Ethics, which serves as a guide for our business conduct with our customers, our peers and anyone else with whom we come in contact while working for ACI.

If you have any concerns regarding any such issues, please raise them through any of the available communication channels in this Code.

There is no conflict between excellent financial performance and high standards of ethical behavior – in fact, the two are mutually reinforcing. As we continue to implement our five-year strategy and prepare our organization for even greater growth, together we must vigilantly protect the reputation of trust we have worked so hard to build.

Thank you,  
Philip G. Heasley  
Chief Executive Officer  
ACI Worldwide



# Compliance with Laws, Rules and Regulations

- Our policy is to comply with all laws, rules and regulations of the places where we do business.
- No employee, officer or director of the Company shall commit an illegal or unethical act, or instruct others to do so, for any reason. If a law, rule or regulation is unclear, or conflicts with a provision of this Code, you should seek advice from supervisors or our General Counsel, but always seek to act in accordance with the ethical standards described in this Code.

# Which Laws Apply

- The Company conducts business in many countries around the world. Our employees are citizens of many different countries. As a result, our operations are subject to the laws of many countries, provinces, states and municipalities, and organizations such as the European Union.
- The references in Company policies to the laws of the United States and the other countries where we do business reflect the reality that a global company is regulated by many different laws at the same time. In some instances, there may be a conflict between the applicable laws of two or more countries. When you encounter such a conflict, it is especially important to consult Company legal counsel to understand how to resolve that conflict properly.



# Conflicts of Interest

- We conduct our business affairs in the best interest of the Company and should therefore avoid situations where our private interests interfere in any way with the Company's interests or could improperly influence our work, business decisions or actions. We need to be especially sensitive to situations that have even the appearance of impropriety or divided loyalty and promptly report them to a supervisor, or if appropriate, a more senior manager.
- If you believe that a transaction, relationship or other circumstance creates or may create a conflict of interest, you should promptly report this concern in the manner provided in this Code.



# Record Keeping

- Our financial records serve as a basis for managing our business and fulfilling our responsibilities to our stockholders, employees and other stakeholders. The integrity of our financial records is also important to our compliance with accounting, tax, public disclosure laws and regulations and other requirements.
- Individually we are all responsible for recording accurate information in all Company records that we produce, such as expense reports, financial statements and public disclosure documents. If you have any concerns about questionable accounting or audit matters, you should contact the company's Compliance Committee or the Chairman of the Company's Audit Committee. You may also submit your concerns anonymously, including through our third-party hotline detailed in the Raising Concerns or Reporting Illegal or Unethical Behavior" section of this Code. The Company does not tolerate any acts of retaliation for good faith reports of accounting or audit concerns.
- All of our books, records, accounts, and financial statements are maintained in reasonable detail, appropriately reflect our transactions, and conform both to applicable legal requirements and to our system of internal controls. Unrecorded or "off the books" funds or assets should not be maintained.
- The disposal or destruction of the Company's records and files is not discretionary with any employee. The Company's requirements for record retention are further outlined in the Company's Record Retention Policy. In addition, when matters such as litigation (actual or threatened), government inquiries, investigations or audits are pending or reasonably expected, we will notify appropriate personnel so that any relevant records are not destroyed until such matter is closed, and then only in accordance with the Company's Records Retention Policy.
- We avoid exaggeration, derogatory remarks, guesswork, or inappropriate characterizations of people and companies in our business records and communications. We maintain our records according to our record retention policies. In accordance with those policies, in the event of litigation or governmental investigation, please consult our General Counsel.



# Public Reporting

- We are a publicly traded company, and as a result file reports and other documents with the Securities and Exchange Commission (SEC) and Nasdaq. As well, we issue press releases and make other public statements that include financial and other information about our business, financial condition and results of operations. We endeavor to make full, fair, accurate, timely and understandable disclosure in reports and documents we file with, or submit to, the SEC and Nasdaq and in our press releases and public communications.
- We require cooperation and open communication with our internal and outside auditors. It is illegal to take any action to fraudulently influence, coerce, manipulate or mislead any internal or external auditor engaged in the performance of an audit of our financial statements.
- The laws and regulations applicable to filings made with the SEC, including those applicable to accounting matters, are complex. While the ultimate responsibility for the information included in these reports rests with senior management, numerous other employees participate in the preparation of these reports or provide information included in these reports.
- We maintain disclosure controls and procedures to ensure that the information included in the reports that we file or submit to the SEC is collected and communicated to senior management in order to permit timely disclosure of the required information.
- If you are requested to provide, review or certify information in connection with our disclosure controls and procedures, you must provide the requested information or otherwise respond in an accurate and timely manner. Moreover, even in the absence of a specific request, you should report to your supervisor or a more senior manager any information that you believe should be considered for disclosure in our reports to the SEC.
- If you have questions or are uncertain as to how our disclosure controls and procedures may apply in a specific circumstance, promptly contact your supervisor or a more senior manager. We want you to ask questions and seek advice. Additional information regarding how to report your questions or concerns (including on a confidential, anonymous basis) is included below in this Code under the heading “Raising Concerns or Reporting Illegal or Unethical Behavior.”





# Insider Trading

- We must always protect the Company's confidential information, including "inside information." "Inside information" is also known as "material, non-public information." It is information that has not been publicly disclosed and that a reasonable investor would deem significant. Improperly disclosing inside information can result in serious financial, legal and reputational harm to the Company.
- We do not trade in Company stock on the basis of "Inside Information," nor do we "tip" others who may trade in Company securities.
- Please refer to our stock transaction policies for more detailed information about our policies in this area and direct any questions to our General Counsel.



# Corporate Opportunities

- Company resources should only be used for the Company's benefit, not for ourselves or for the benefit of a third party. We do not personally take opportunities that are discovered through the use of Company property, information or position without the prior consent of our Board. We do not use our position with the Company to obtain favored treatment for ourselves or third parties. Our directors, officers and employees are also prohibited from competing with the Company.



# Competition and Fair Dealing

- We outperform our competition fairly and honestly by developing leading solutions and technology based on design and performance. We do not engage in unethical or illegal business practices such as stealing proprietary information, possessing trade secret information that was obtained without the owner's consent, or inducing disclosure of this type of information by past or present employees of other companies. Each employee, officer and director of the Company should endeavor to deal fairly with customers, suppliers, competitors, the public and one another at all times and in accordance with ethical business practices.
- Antitrust and competition laws are complex and global in reach, varying from country to country. Violating these laws can have very severe consequences not only for the Company but also for individual employees. Always consult with the legal department before entering into agreements, or even sharing information, with competitors or customers that may restrict competition.

# Business Entertainment and Gifts

- We recognize that business entertainment and gifts are meant to create goodwill and sound working relationships, not to gain unfair advantage with customers or suppliers.
- Neither we nor our family members offer, give, or accept any gift or entertainment unless it: (a) is not a cash gift, (b) is consistent with customary business practices, (c) is not excessive in value, (d) cannot reasonably be construed as a bribe or payoff, and (e) does not violate any laws or regulations.
- Any questionable gift or invitation should be discussed with a supervisor, or, if appropriate, a more senior manager. Even small gifts can create a conflict, so always use your best judgment and consider how accepting the gift would appear to others.



# Discrimination and Harassment

- Our most valuable asset is our talented and dedicated employees. The Company is committed to a work environment where each employee is treated fairly and with respect, and where every employee is given a chance to succeed.
- We are committed to creating, managing and valuing diversity in our workforce.
- We provide equal opportunity in all aspects of employment and will not tolerate discrimination or harassment of any kind.
- Harassment can take many forms, including physical actions, written or spoken comments, videos or pictures and innuendo. Derogatory comments based on racial or ethnic characteristics, unwelcome sexual advances and similar behavior are prohibited.
- Please refer to our Anti-Harassment Policy for more detail.



# Health and Safety

- We strive to provide a safe and healthy work environment. We ensure a safe and healthy work environment by following safety and health rules and practices and promptly reporting accidents, injuries, unsafe conditions or other violations or potential violations of applicable OSHA standards (or local equivalent), to a supervisor or more senior manager.
- We do not permit violence or threatening behavior in our workplaces. Anyone who engages in this kind of conduct or brings threatening materials or objects into the workplace will be subject to disciplinary action.
- We report to work in condition to perform our duties at our best, free from the influence of illegal drugs or alcohol. We do not tolerate the possession, use, or distribution of illegal drugs in the workplace.



# Confidentiality

- Upon joining the Company, each of us agreed to protect the Company's confidential and proprietary information. This information is one of the Company's most valuable assets. Unauthorized use, disclosure or distribution of confidential information is prohibited and could also be illegal, resulting in civil or even criminal penalties.
- Confidential information includes proprietary information such as our trade secrets, patents, trademarks, copyrights, business, marketing plans, sales forecasts, engineering ideas, designs, databases, records, employee information, and unpublished financial data and reports, as well as any non-public information that might be of use to competitors or harmful to us, our customers or employees if disclosed.
- It also includes information that suppliers, customers and other business partners have entrusted to us on a confidential basis. Our personal obligation not to disclose confidential information continues even after employment ends.
- This information should not be shared on blogs, personal websites, bulletin boards and social networking sites.
- Confidential information may be inadvertently disclosed in casual or social conversations, or in an innocent post on a social networking site, and it's important to avoid such disclosures. In the event of any such disclosure, however, please promptly notify your supervisor.
- We are obligated to protect the security and privacy of personal information collected by the Company. This includes adhering to privacy laws.
- You may also have obligations under any agreements you signed with the Company, including the Employee Invention and Confidential Information Agreement.



# Open Source Software

- You should understand that there is a wide variation in open source licenses and the obligations you and the Company may have under those licenses. Involvement with open source software may potentially lead to a conflict of interest with ACI and inappropriate transfer of ACI's intellectual property rights.
- Employees involved with, or who want to use, open source software are required to consult with their management and to comply with ACI's open source participation requirements.
- If you have any questions about permitted uses of open source software, contact a member of the legal department.

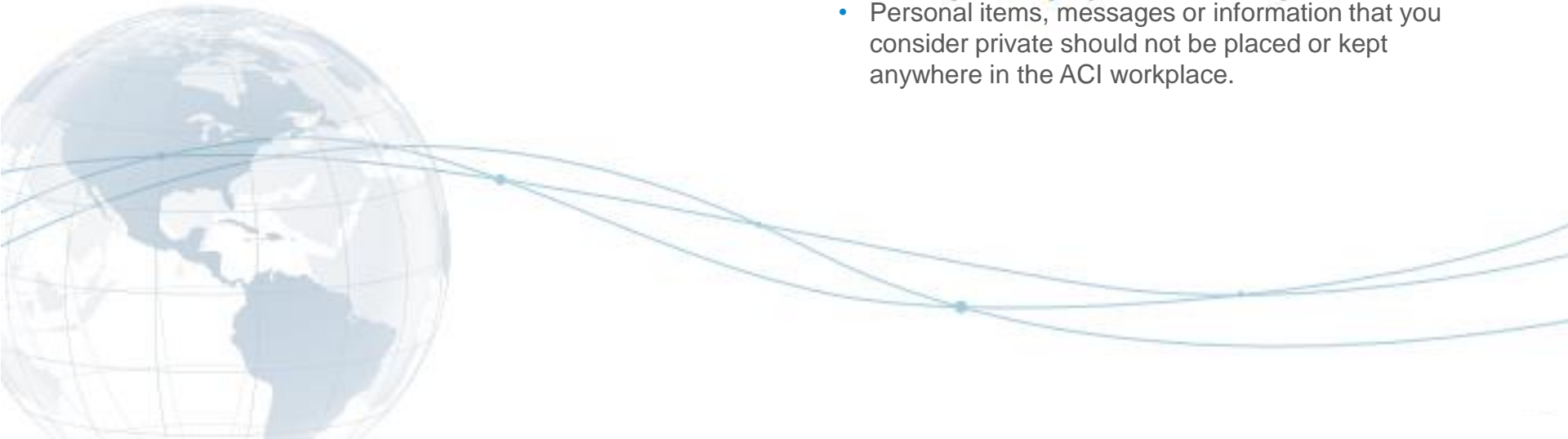
# Protection/Proper Use of Company Assets

- Theft, carelessness and waste of Company assets have a direct impact on our profitability and should be avoided.
- Any suspected incident of fraud or theft should be immediately reported to a supervisor or, if appropriate, a more senior manager for investigation.



# Employee Privacy

- Because ACI is a global organization with business processes, management structures and technical systems that cross country borders, you acknowledge that, to run its business, ACI and its authorized companies may transfer personal information about you as an ACI employee to any of the countries where we do business.
- While not all countries have data protection laws, ACI has world-wide policies that are intended to protect information wherever it is stored or processed. For example, access to your personal information is restricted to people who need to know.
- Personal information is normally released to outside parties only with employee approval, except that ACI and authorized companies and individuals may also release personal information to verify employment, to satisfy the legitimate requirements of a company or entity which is considering acquiring some of ACI's business operations, or for appropriate investigatory, business or legal reasons.
- Employees who have access to personal information must ensure that the information is not disclosed in violation of ACI's policies or practices.
- Personal items, messages or information that you consider private should not be placed or kept anywhere in the ACI workplace.





# Electronic Communications and Information Security

- The Company's technology assets are important tools in conducting day-to-day business.
- Employees must understand that all documents and communications stored or transmitted using the Company's technology resources are assumed to be business-related and employees do not have a recognized expectation of privacy as to such information, whether or not it is marked as "personal," "private" or "confidential."



# Anti-Corruption/Anti-Bribery

- In compliance with the United States Foreign Corrupt Practices Act and the UK Bribery Act, we do not give or accept anything of value, directly or indirectly, to individuals, officials of foreign governments or foreign political candidates in order to obtain or retain business. We do not promise, offer, accept, or deliver to any foreign or domestic government employee or official any gift, favor, or other gratuity that would be illegal. Our General Counsel can provide guidance in this area. These are laws that provide significant civil and criminal penalties if an employee or the Company is found to have violated them.
- The Company may also be liable for the conduct of its business partners including agents, consultants, distributors, contractors or anyone acting or working on our behalf. Employees who conduct business with any outside parties on behalf of ACI must be diligent not to violate this Code.
- It is our policy to comply with those laws or customs in all countries where we operate; however, if a local law or custom seems to contradict the principles described in this Code, contact a supervisor or our General Counsel for guidance.
- Our Company's policy requires employees to consult with the legal department before they do any of the following: Transact business with a foreign government official or hire an agent, representative, consultant or other third party, or enter into any joint venture, partnership or investment, to perform work for the Company that may involve making a payment to, or otherwise transacting business with, a foreign government official.



# Anti-Boycott

- U.S. law prohibits ACI and its subsidiaries and affiliates and their agents from complying with or supporting a foreign country's boycott of a country which is "friendly" to the United States. ACI is also required to report promptly to the U.S. Government any requests to support a boycott or furnish information concerning a boycott.
- If you hear of a boycott or receive a request to support a boycott or to provide information related to a boycott, you should contact your manager, or our General Counsel.



# Export, Import and Sanction Laws

- International transactions are subject to a variety of laws and regulations such as limits on some types of exports and imports, or restrictions on doing business with certain persons or entities. These rules prohibit certain transactions and/or impose licensing or reporting requirements.
- It is important to protect yourself and the Company by understanding these restrictions. Export laws cover more than just physical shipments. They also cover transfers of technical data, software or technology, or the provision of services over the internet, an extranet or an intranet; application development and delivery; e-business and e-services activities and technical assistance abroad. All involve activities that are subject to U.S. and other country export laws. ACI must comply with all export regulations and requirements.
- There may be import implications in activities such as development process activity requiring international sourcing. Many countries restrict the export or import of “dual-use” items, which are items that have both a military and commercial use. Examples include encryption technology, certain high end computers and some kinds of telecommunications equipment (e.g. satellite telephones).
- You must consult with the legal department before proceeding with any international transaction, shipment or import that may be covered by these laws.

# Financial Interest in Other Companies

- A conflict can arise if you have a financial interest in partners, competitors or vendors of the Company. A financial interest might include an investment in a partner/competitor company, or a family member's stock plan at a company that does business with the Company. You are responsible for making sure that your investments in – or relationship with – other companies do not cause a real or apparent conflict between your personal interests and the Company's interests.



# Services to Other Companies

- In your free time you may wish to perform services for another company, such as helping with a family member's new business, charity or serving on a board of directors. Any outside service should not conflict with your duties to the Company.

# Political Activities

- Employees are free to engage in personal volunteer political activity and contribute personal resources to candidates and parties as permitted by law. You may not, however, use Company resources (e.g., money, supplies) for personal political activities.
- Any use of Company resources for political activities, including contributions, requires advanced approval.

# Waivers

- Only our Board or a committee of our Board may waive a provision of this Code for our executive officers or directors. Any such waiver granted, along with the reasons for the waivers, will be publicly disclosed by appropriate means. Complying with this Code by obtaining permission where required will not be deemed to be a waiver of any provision of this Code for purposes of this paragraph.
- Waivers of this Code for any other employee may be made only by our General Counsel, and then only under special circumstances.



# Raising Concerns or Reporting Illegal or Unethical Behavior

- In order to encourage good faith reports of illegal or unethical behavior (including violations of this Code), we keep all reports confidential and do not allow retaliation for reports of misconduct by others. It is also our duty to cooperate in internal investigations of alleged misconduct.
- We must all work to ensure prompt and consistent action against unethical or illegal behavior. Oftentimes a violation of this Code will be easy to recognize and should be promptly reported as described in the answer to Question 6 on the following page.
- However, in some situations, it is difficult to know right from wrong. Since none of us can anticipate every situation that will arise, it is important that we have a way to approach a new or sensitive question or concern. The following two pages address six key questions related to the handling of illegal or unethical behavior.

## 1. What do I need to know?

In order to reach the right solutions, we must be as fully informed as possible.

## 2. What specifically am I being asked to do? Does it seem unethical or improper?

This will focus the inquiry on the specific action in question and the available alternatives. Use judgment and common sense; if something seems unethical or improper, it probably is.

## 3. What is my responsibility?

In most situations, there is shared responsibility. Should colleagues be informed? It may help to get others involved and discuss the issue.

## 4. Should I discuss the issue with a supervisor?

In many cases, a supervisor will be more knowledgeable about the question and will appreciate being brought into the decision-making process. Remember that it is the supervisor's responsibility to help solve problems.

## 5. Should I seek help from Company management?

In the case which it may not be appropriate to discuss an issue with a supervisor, or where you would not be comfortable approaching a supervisor with your question, consider discussing it with your office manager or a member of the Human Resources department. If for some reason you do not believe that your concerns have been appropriately addressed, you can seek advice from our Compliance Committee or our General Counsel.



# Raising Concerns or Reporting Illegal or Unethical Behavior

## 6. How should I report instances of questionable behavior by employees, officers or directors (including possible violations of this Code)?

For those who wish to remain anonymous, you can submit your concern:

A. In writing to either the Company's:

(i) Compliance Committee at [grp-aci-compliance-committee@aciworldwide.com](mailto:grp-aci-compliance-committee@aciworldwide.com)

(ii) General Counsel at 6060 Coventry Drive, Elkhorn, NE 68022-6482; or

(iii) Audit Committee Chairman, 6060 Coventry Drive, Elkhorn, NE 68022-6482.

B. By anonymously contacting the third-party service provider identified in the Company's Whistleblower Protection Policy. That service provider will notify the Company's senior officers of any report but will not disclose the identity of the reporting person if that person requests anonymity.

An anonymous report should provide enough information about the incident or situation to allow the Company to investigate properly. If concerns or complaints require confidentiality, including keeping an identity anonymous, we will endeavor to protect this confidentiality, subject to applicable law, regulation and legal proceedings.

For those who do not choose to remain anonymous, please:

- A. Initially address your concern with either your supervisor or a member of the Human Resources department.
- B. If at any time you are not satisfied that your concern is being adequately addressed, you should bring the matter to the attention of the Compliance Committee.
- C. If you are still unsatisfied with the resolution of, or attention to, the matter, you should contact the Chairman of the Audit Committee.

Your matter will be addressed confidentially and with anonymity to the extent you desire and to the extent practicable.





# Compliance and Enforcement

- All employees, directors and officers are expected to comply with all of the provisions of this Code, and the Company recognizes the need for this Code to be applied equally to everyone it covers. The Code will be strictly enforced throughout the Company and violations will be dealt with immediately. Violations of the Code that involve illegal behavior will be reported to the appropriate authorities.
- Our Compliance Committee has primary authority and responsibility for administering this Code, investigating alleged violations and determining corrective and disciplinary action, subject to the supervision of the Audit Committee of our Board. Depending on the circumstances, in some cases senior managers and other officers will be involved to consider and determine the appropriate corrective or disciplinary action. In some cases, the Audit Committee or the full Board will be responsible for conducting the investigation and determining actions to be taken.
- The Company will devote the necessary resources to enable our Compliance Committee to establish such procedures as may be reasonably necessary to create a culture of accountability and facilitate compliance with this Code. Our Compliance Committee will periodically report violations of this Code and the corrective actions taken to the Audit Committee.
- The Company strives to impose discipline for each violation of this Code that fits the nature and particular facts of the violation. The Company generally will issue warnings or reprimands for less significant, first-time offenses. Violations of a more serious nature may result in an action such as suspension without pay, demotion, or reduction of compensation.
- Violations of this Code are not the only basis for disciplinary action. The Company has additional guidelines and procedures governing conduct, and violations of those guidelines and procedures may also result in corrective or disciplinary action.
- Retaliation against any employee for good faith reporting of violations of this Code is strictly prohibited. Any such retaliation will be treated as a serious violation of this Code.
- Questions concerning this Code should be directed to our Compliance Committee.

# Conclusion

- The Company's good name and reputation depend, to a very large extent, upon your taking personal responsibility for maintaining and adhering to the policies and guidelines set forth in this Code. Your business conduct on behalf of the Company must be guided by the policies and guidelines set forth in this Code.
- Consistent with applicable laws and regulations, this Code will be included on the Company's website and will be made available upon request sent to the Company's Secretary.
- The Company's annual report to stockholders will state that this Code is available on the Company's website and will be made available upon request sent to the Company's Secretary.

