

## **ACI WORLDWIDE, INC.**

### **CORPORATE GOVERNANCE GUIDELINES**

These Corporate Governance Guidelines (“Guidelines”) have been adopted by the Board of Directors (the “Board”) of ACI Worldwide, Inc. (the “Company”) to assist the Board in the exercise of its responsibilities. These Guidelines reflect the Board’s commitment to monitor the effectiveness of policy and decision making both at the Board and management level, with a view to enhancing stockholder value over the long term. These Guidelines should be interpreted in the context of applicable laws, NASDAQ Stock Market rules and the Company’s Certificate of Incorporation and Bylaws. These Guidelines, which are subject to modification from time to time by the Board, are intended to serve as a flexible framework within which the Board may conduct its business and not as a set of legally binding obligations.

#### **A. Composition of the Board**

##### **1. Size of the Board**

The size of the Board shall be recommended by the Nominating and Corporate Governance Committee consistent with the Company's Bylaws and Certificate of Incorporation and approved by the Board.

##### **2. Board Membership Criteria**

General criteria for Board membership are set forth in these Guidelines and the Nominating and Corporate Governance Committee’s charter. The Nominating and Corporate Governance Committee may establish specific criteria for Board membership to supplement such general criteria.

##### **3. Proportion of Independent Directors**

Independent Directors shall comprise at least two-thirds of the Board. However, the Board may conduct business even if, due to a temporary vacancy or vacancies, there are fewer than the intended proportion of Independent Directors. The Board will fill vacancies as soon as reasonably practicable.

##### **(a) *Independence Generally***

An "Independent Director" is one who is considered "independent" under the NASDAQ Stock Market rules and other applicable laws, rules and regulations.

**(b) *Additional Independence Criteria for Audit Committee Members***

In addition to being an Independent Director, each member of the Audit Committee shall also meet any enhanced standard for "independence" under the NASDAQ Stock Market rules and other applicable laws, rules and regulations.

**4. Election of Directors**

**(a) *Nomination of Director Candidates***

The full Board shall be responsible for nominating members for election to the Board and for filling vacancies on the Board that may occur between annual meetings of stockholders. The Board has delegated the selection and initial evaluation of potential directors to the Nominating and Corporate Governance Committee. When formulating its Board membership recommendations, the Nominating and Corporate Governance Committee shall also consider any advice and recommendations offered by the stockholders of the Company.

**(b) *Excess Withheld Votes in Uncontested Elections***

If, in an uncontested election, the votes withheld for a director's election exceed the votes cast in favor of his or her election, the director will tender a conditional resignation.

The Nominating and Corporate Governance Committee will make a recommendation as to whether the Board should accept or reject the resignation, and the Board will thereafter make its determination within ninety days.

A director who tenders his or her resignation will not be permitted to participate in the committee recommendation or Board decision with respect to his or her resignation.

**5. Directors Who Change Their Corporate Affiliations**

Any director who changes his or her employer or otherwise has a significant change in job responsibilities shall notify the Chairman of the Board or the Chairman of the Nominating and Corporate Governance Committee. The Nominating and Corporate Governance Committee will review the continued appropriateness of such director's membership on the Board under these circumstances and make a recommendation to the full Board as to whether or not the director should be asked to resign from the Board.

A director shall also notify the Chairman of the Board or the Chairman of the Nominating and Corporate Governance Committee before accepting an invitation to serve on another public company board.

**B. Board Leadership**

**1. Selection of Chairman and Chief Executive Officer**

The Board shall have flexibility to decide whether it is best for the Company at a given point in time for the roles of the Chief Executive Officer and Chairman of the Board to be

separate or combined and, if separate, whether the Chairman should be selected from the Independent Directors or be an employee.

## **2. Presiding Independent Director**

Whenever the Chairman of the Board is not an Independent Director, the Independent Directors shall: (a) select from among themselves a continuing “Presiding Independent Director” who will preside at one or more separate meetings of the "Non-Management Directors" (which will include the Independent Directors and any other directors who are not officers of the Company even though they may have another relationship to the Company or its management that prevents them from being Independent Directors) held pursuant to Section G.3 or (b) adopt a procedure for selecting from among themselves a specific Presiding Independent Director to preside at each such separate meeting.

Such Presiding Independent Director also may be responsible for representing the Non-Management/Independent Directors with respect to certain matters as to which the views of the Non-Management/Independent Directors are sought pursuant to specific provisions of these Guidelines or otherwise in a manner consistent with these Guidelines and with such other responsibilities that the Independent Directors as a whole might designate from time to time.

In the absence of the selection of a Presiding Independent Director, the Chairman of the Nominating and Corporate Governance Committee shall be the Presiding Independent Director.

## **C. Board Compensation and Performance**

### **1. Board Compensation Review**

The Nominating and Corporate Governance Committee may direct management or the Board’s independent compensation consultant to report annually on the Board’s compensation in relation to other comparable U.S. companies. As part of a director's total compensation, and to create a direct linkage with corporate performance and stockholder interests, the Board believes that a meaningful portion of a director's compensation should be provided in, or otherwise based on, the value of appreciation in the Company's common stock.

Pursuant to its charter, the Nominating and Corporate Governance Committee shall make recommendations to the Board regarding any changes in director compensation.

### **2. Assessing the Performance of the Board and Committees**

The Nominating and Corporate Governance Committee shall oversee an annual evaluation by the Board. Additionally, each committee shall conduct an annual evaluation and report the results to the Board. The purpose of these assessments is to increase the effectiveness of the Board and each committee.

## **D. Director Responsibilities**

The basic responsibility of the directors is to exercise their business judgment to act in a manner they reasonably believe is in the best interest of the Company and its stockholders and in a manner consistent with their fiduciary duties. In discharging their responsibilities, directors are entitled to rely on the information provided to them by the Company’s senior executives and its outside advisors and auditors, to the fullest extent permitted by law.

Each director is expected to be familiar with the Company's business and public disclosures, to review in advance of Board meetings all related materials distributed to the Board and to attend and participate in meetings of the Board and any committee on which such director serves.

**E. Management's Responsibilities**

Management is responsible for operating the Company in an effective, ethical and legal manner designed to produce value for the Company's stockholders consistent with the Company's policies and standards, including these Guidelines. Management is responsible for enforcing and complying with mandatory provisions of the Company's policies and standards. Senior management is responsible for understanding the Company's revenue-producing activities and the material risks being incurred by the Company.

**F. Board Relationship to Senior Management**

**1. Regular Attendance of Non-Director/Executive Officers at Board Meetings**

Except when otherwise determined by the Chairman of the Board or the Chief Executive Officer, the Board welcomes the regular attendance at each Board meeting of the Company's executive officers who are not members of the Board.

**2. Board Access to Senior Management**

The Board and each director will have complete access to the Company's management. The Board encourages the executive officers to bring non-executive managers to Board meetings as appropriate based on the subject matter to be discussed at the meeting.

**G. Meeting Procedures**

**1. Selection of Agenda Items for Board Meetings**

The Chairman of the Board and the Chief Executive Officer (if the Chairman is not the Chief Executive Officer) will establish the agenda for each Board meeting and will include in each such agenda any item submitted by any separate Presiding Independent Director. Each Board member is free to suggest the inclusion of item(s) on the agenda.

**2. Board Materials Distributed in Advance**

Management shall be responsible for assuring that, as a general rule, information and data that are important to the Board's understanding of the Company's business and to all matters expected to be considered and acted upon by the Board be distributed in writing to the Board sufficiently in advance of each Board meeting and each action to be taken by written consent to provide the directors a reasonable time to review and evaluate such information and data.

In the event it is not feasible to provide information in advance, reasonable steps shall be taken (which may include extending the length of the Board meeting to allow more discussion, adjourning the meeting for a brief period to allow directors time to review such information,

deferring a vote until a follow-up telephonic meeting, or other measures as appropriate) to permit the directors to become reasonably informed as to the matter before voting on it.

As a general rule, presentations on specific subjects also should be sent to the Board members in advance so that Board meeting time may be conserved and discussion time focused on questions that the Board has about the material. On those occasions in which the subject matter is too sensitive to distribute in written form, there will be an opportunity for full discussion of the presentation at the meeting.

### **3. Separate Executive Sessions of Independent Directors**

The Independent Directors may meet separately from the other directors in executive sessions, without the presence of management directors or executive officers of the Company, unless otherwise requested. Such regularly scheduled separate meetings shall be held at such times as may be determined by the Presiding Independent Director, or if there is no Presiding Independent Director, by the Chairman of the Board.

## **H. Committee Matters**

### **1. Committees**

The Board shall have an Audit Committee, a Compensation and Leadership Development Committee, a Nominating and Corporate Governance Committee and a Risk Committee, each of which shall operate under a charter approved and adopted by such committee and attached hereto as Exhibit A, B, C, and D respectively. Each Board committee shall consist solely of Independent Directors. The Board may appoint additional committees, including an executive committee.

### **2. Assignment and Rotation of Committee Members**

The Nominating and Corporate Governance Committee is responsible for submitting to the Board candidates for membership on each Board committee and for the chairman of each committee.

The Nominating and Corporate Governance Committee shall periodically review the committee assignments and shall consider the rotation of the chairmen and members with a view toward the benefits derived from continuity against the benefits derived from the diversity of experience and viewpoints of the various directors.

### **3. Frequency and Length of Committee Meetings**

Subject to any requirements in the applicable committee charter regarding the frequency of committee meetings, each committee chairman, in consultation with committee members, will determine the frequency and length of the meetings of the committee.

### **4. Committee Agenda, Materials and Reports**

The chairman of each committee, in consultation with the appropriate members of management, will develop the committee's agenda. Management will be responsible for assuring that, as a general rule, information and data that are important to the committee's understanding of the matters within the committee's authority and the matters to be considered and acted upon

by a committee are distributed to each member of such committee sufficiently in advance of each such meeting or action taken by written consent to provide a reasonable time for review and evaluation of such information and data. The other provisions applicable under Section G.2 of these Guidelines shall apply equally to distribution of committee materials in advance.

At each Board meeting, the chairman of each committee or his or her delegate shall report the matters considered and acted upon by such committee at each meeting or by written consent since the preceding Board meeting, except to the extent covered in a previous written report to the full Board, and shall be available to answer any questions the other directors may have regarding the matters considered and actions taken by such committee.

## **I. Miscellaneous**

### **1. Resources**

The Board and Board committees may utilize the Company's internal and independent accountants, internal and outside lawyers and other internal staff and also shall have the authority to hire independent accounting experts, lawyers and other consultants to assist and advise the Board in connection with its responsibilities. The Board shall keep the Company's Senior Financial Officer advised as to the general range of anticipated expenses for outside consultants engaged by the Board.

### **2. Director Orientation and Continuing Education**

Each new director shall cooperate in fulfilling any orientation guidelines that may be recommended generally or on an ad hoc basis by the Nominating and Corporate Governance Committee to help assure that such director has the necessary knowledge and skills to perform his or her responsibilities as a director.

Each director shall cooperate in fulfilling any applicable continuing education guidelines established by the Nominating and Corporate Governance Committee.

### **3. Disclosure of these Guidelines**

These Guidelines will be posted on the Company's website and will otherwise be made available to any stockholder upon request.

### **4. Code of Business Conduct and Ethics**

The Company will maintain, and the Audit Committee will oversee compliance with (i) a code of ethics for the Chief Executive Officer and Senior Financial Officers and (ii) a code of business conduct and ethics applicable to all employees and directors of the Company. These codes may be modified or replaced from time to time by the Board or the Audit Committee.

## **5. Review of these Guidelines**

The Board will review these Guidelines at least annually to consider whether any amendments are necessary or appropriate. These Guidelines may be modified by the Board, and the Board may deviate from these Guidelines as the Board deems necessary or appropriate.