

ACI WORLDWIDE, INC. RISK COMMITTEE CHARTER

Purpose

The purpose of the Risk Committee (the "Committee") of ACI Worldwide, Inc. (the "Company") is to:

- Review, evaluate and approve the Company's risk management framework and review the extent to which management has established effective enterprise risk management across the organization;
- Review, evaluate and approve the Company's information security program and monitor the effectiveness of the program; and
- Review the Company's compliance and business continuity programs.

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 the NASDAQ Stock Market and other applicable laws, rules and regulations, as such requirements are interpreted by the Board in its business judgment.

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 shall meet periodically with management. 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:

Enterprise Risk Management Program Oversight Responsibilities

1. Review the Company's enterprise risk management policies and approve annually.
2. Review periodic updates of the enterprise risk management program.
3. Review and discuss with management the annual enterprise risk self-assessment of the Company's most significant risks and the steps management has taken to monitor and control those risks.
4. Review the company's risk event reporting and steps management is taking to eliminate similar events from recurring.
5. Review, discuss with management and approve the company's risk appetite.
6. Review the adequacy of insurance maintained by the Company to protect against data security and operational risks.

Information Security Program Oversight Responsibilities

7. Review the company's information security policies and approve annually.
8. Review the company's GLBA program and approve annually.
9. Review periodic updates of the information security program.
10. Review periodic updates of the cybersecurity program.
11. Review the annual third party assessment of the information security program.
12. Review the company's policies and processes in Product and Application Development to assess the level of security in ACI products.

Compliance, Privacy and Business Continuity Oversight Responsibilities

13. Review the Company's compliance, privacy and business continuity policies and approve annually.
14. Review updates of the compliance program (regulations, PCI certifications, state licenses, IRS security audit), privacy program, business continuity / disaster recovery program/testing and AOD availability data.
15. Review the annual third party assessment of the privacy program.

Other Responsibilities and Duties

The Committee shall:

16. Have authority to retain (including approval of the fees and terms of engagement), oversee and terminate independent legal, technical, consultants or other advisors to assist in the Committee's functions. The Company shall provide for appropriate funding for payment of compensation to any advisors or consultants engaged by the Committee;
17. Delegate authority to a subcommittee or an individual Committee member, as the Committee deems necessary, provided that the actions and decisions of such members shall be presented to the full Committee at its next scheduled meeting;
18. Review and assess the adequacy of this charter and the Committee's performance annually;
and
19. Perform such other duties and responsibilities as may be assigned to the Committee by the Board or Chairman of the Board.

Limitation of the Committee's Role

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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