

JACK HENRY & ASSOCIATES, INC.

AMENDED AND RESTATED AUDIT COMMITTEE CHARTER

(Revised January 23, 2017)

Statement of Purpose and Authority

The Board of Directors of Jack Henry & Associates, Inc. (the “Company”) has established its Audit Committee. The Audit Committee shall provide assistance to the Board of Directors in fulfilling their responsibility for overseeing:

- the accounting and financial reporting processes of the Company;
- the audits of the financial statements of the Company;
- the compliance with legal and regulatory matters that may materially impact or raise material issues with the financial statements of the Company;
- the Company’s compliance with the SEC and NASDAQ stock market requirements;
- the internal audit function of the Company and the independence, qualifications, and performance of the independent auditors;

The Audit Committee has the authority to conduct or authorize investigations into any matters within the Committee’s scope of responsibilities. The Committee shall be empowered to retain independent counsel, accountants, or other advisers to assist it in the performance of its duties or the conduct of any investigation.

Organization and Membership

The Audit Committee shall be composed of at least three (3) members of the Board of Directors who are all independent of the Management of the Company and are free of any relationship that, in the opinion of the Board of Directors, would interfere with their exercise of independent judgment as members of the Audit Committee. All members of the Audit Committee must also qualify as independent under all relevant rules and regulations of the Securities and Exchange Commission (the “SEC”) and under all relevant NASDAQ listing standards. A member of the Audit Committee who enters into any transaction or relationship which causes such member to no longer qualify as independent must immediately notify the other members of the Committee and the Chairman of the Board and tender resignation from the Committee.

All members of the Audit Committee must be capable of reading and understanding the Company’s financial statements. In addition, at all times at least one member of the Committee shall be a “financial expert” under relevant SEC rules and regulations and NASDAQ listing standards.

Members of the Audit Committee shall be appointed by the Board of Directors and shall serve at the pleasure of the Board of Directors. Audit Committee members shall be compensated for attendance at meetings as determined from time to time by the Board of Directors. The Audit Committee Chair shall be designated by the full Board of Directors at each annual meeting of the Board of Directors, following the Annual Meeting of Shareholders.

Meetings and Communication

The Audit Committee shall meet in person or telephonically at least four times per year or more frequently as circumstances require.

The Audit Committee shall provide an open avenue of communication between internal auditors, internal compliance staff, the independent auditors, Management, and the Board of Directors.

The Audit Committee shall meet in separate executive sessions at least annually with the independent auditors, CEO, CFO and Director of Internal Audit to discuss any matters that the Committee or these groups believe should be discussed privately with the Audit Committee, including any disagreements with Management, any restrictions in the scope of activities or access to information, and any Management letter provided by the independent auditors and Management's response.

The Audit Committee shall report Committee actions to the Board of Directors with such recommendations as the Committee may deem appropriate.

Statement of Support

The Board of Directors shall cause the Company to provide appropriate funding and support, as determined by the Audit Committee, for the operation of the Audit Committee and for payment of compensation to the independent auditors and any other advisers, accountants or independent legal counsel retained by the Audit Committee.

The officers and employees of the Company shall, upon request, meet with the Audit Committee or any adviser to the Audit Committee.

Limitation of Role

While the Audit Committee has the responsibilities and powers set forth in this Charter, it is not the duty of the Audit 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 laws and regulations. These are the responsibilities of Management and the independent auditor.

Responsibilities:

To fulfill its responsibilities and duties the Audit Committee will:

With Respect to the Independent Auditor

1. Retain a registered public accounting firm (the "independent auditors") to examine the Company's accounts, controls and financial statements. The Audit Committee shall have the sole authority and responsibility to select, evaluate, compensate and oversee the work of any registered public accounting firm engaged for the purpose of preparing or issuing an audit report or performing other audit, review or attest services for the Company (including resolution of disagreements between Management and the auditor regarding financial reporting). The independent auditor and each such registered public accounting

firm will report directly to the Audit Committee. The Audit Committee shall have the sole authority to approve all audit engagement fees and terms, and the Audit Committee, (or a designated member of the Audit Committee who will report any approvals to the Audit Committee), must pre-approve any audit and non-audit service provided to the Company by the Company's independent auditors. The terms of retention of the independent auditors shall require that the accounting firm report directly to the Audit Committee.

2. Review the experience and qualifications of the senior members of the audit staff of the independent auditors. Confirm and oversee the independence of the independent auditors as required under applicable NASDAQ Stock Market, SEC and other applicable regulatory rules, including consideration of whether the provision of non-audit services is compatible with independence. The Audit Committee shall obtain and review a formal written statement of the independent auditors prior to its initial engagement, and thereafter, at least annually, prepared in accordance with applicable requirements of the PCAOB Rule 3526 (as may be modified or amended), describing all relationships between the independent auditors or its affiliates, on one hand, and the Company or persons in financial reporting oversight roles at the Company, on the other. Prior to such initial engagement, and thereafter, following receipt of each such report annually, the Committee will discuss with the independent auditors any disclosed relationships or services that may impact the objectivity and independence of the independent auditors, and if so determined by the Committee, will recommend that the Board take appropriate action to satisfy itself of the independence of the independent auditors. The Committee will also cause the independent auditors to affirm, in writing, to the Committee that it is independent and in compliance with the PCAOB.
3. Obtain and review a report from the independent auditors at least annually regarding: (a) the independent auditors 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 not previously reported to the Audit Committee, respecting one or more independent audits carried out by the audit firm and (c) any steps taken to deal with any such issues.
4. Consider, in consultation with Management, the Director of Internal Audit and the independent auditors, the audit scope and plan of the independent auditors.
5. Review with Management and the independent auditors the coordination of audit effort with internal audit to assure completeness of coverage, reduction of redundant efforts, and the effective use of audit resources.
6. Discuss with the independent auditors the matters required to be communicated to audit committees in accordance with Public Company Accounting Oversight Board ("PCAOB") Auditing Standards No 16.
7. Review with Management and the independent auditors the use of and rationale for employing audit firms other than the principal independent auditors.

8. Ensure the rotation of the independent auditor's partners in accordance with regulations.

With Respect to the Financial Statements

9. Regularly consider and review with the independent auditors and Management:

The adequacy and integrity of the Company's financial reporting process (both internal and external) and the internal control structure (including disclosure controls).

The independent auditor's judgment as to the quality of the Company's financial reporting principles, significant reporting issues and the reasonableness of Management judgments made in connection with the preparation of the financial statements.

Critical accounting policies and practices of the Company, and alternatives thereto.

The effect of any alternative GAAP methods utilized on the Company's financial statements.

Any related significant findings and recommendations of the independent auditors, including any response of Company's Management thereto.

10. Review selection of and changes to the Company's auditing and accounting principles and practices as suggested by the independent accountant, internal auditors or Management.
11. Review with Management and the independent auditors the annual and quarterly financial statements, including the "Management's Discussion and Analysis of Financial Condition and results of Operations", the Management Representation Letter, and the results of the independent accountant's review of such financial statements, before they are filed with the SEC or other regulators. (The Audit Committee Chair, Financial Expert, and any other available member of the Audit Committee shall do so.)
12. Review with Management and the independent auditors at the completion of the annual financial audit:

The Company's annual financial statements and related footnotes, the independent auditor's audit of the financial statements and the report thereon.
13. Discuss with the independent auditors issues on which they have consulted with their national office regarding accounting, auditing and reporting matters.
14. Obtain from the independent auditors assurance that they have not detected any illegal acts that would have a direct and material impact on the financial statements as described in Section 10A of the Securities Exchange Act of 1934.

15. Review and approve the Audit Committee report required by the rules of the Securities and Exchange Commission to be included in the Company's annual proxy statement.
16. Review legal and regulatory matters, related accounting initiatives, and any off-balance sheet structures that may have a material impact on the financial statements, as well as related Company compliance policies, and programs, correspondence or reports received from banking or other regulators which raise material issues regarding the Company's financial statements or accounting policies.

With Respect to Conduct and Ethics

17. Annually review the Company's Code of Conduct and discuss compliance with the Director of Internal Audit or GM for Enterprise Risk Management.
18. Annually review procedures for the receipt, retention and treatment of complaints received by the Committee or the Company regarding accounting, internal accounting controls or auditing matters, including fraud, and the confidential, anonymous submission by employees of concerns regarding questionable accounting or auditing matters.
19. Annually review compliance with the Code of Ethics and the Standards as published by the Institute of Internal Auditors (IIA) through discussion with the Director of Internal Audit.
20. Annually review with Management all material related party transactions.
21. Review with Management any proposed hiring by the Company of employees or former employees of the independent auditors.

With Respect to Internal Audit

22. Oversee the Company's internal audit function. The Audit Committee shall:

Annually review and approve the internal audit department's charter.

Annually review and approve the internal audit department's audit plans and regularly review progress and significant changes thereto.

Consider from time to time the organizational structure, responsibilities, general audit approach, budget, staffing, and qualifications of the internal audit department.

Receive internal audit reports directly from internal audit which reports shall include summaries of reports to Management and Management's responses thereto, as well as the status of remediation efforts of significant findings.

23. Annually the Director of Internal Audit will confirm that the Internal Audit Department operates with organizational independence within the Company. Any potential or perceived conflicts should be discussed and documented to ensure that there is no impairment in the

Department's ability to conduct independent audits.

24. Annually review with Management the performance of the senior Director of Internal Audit and review and concur on the appointment, replacement, reassignment or dismissal of the Director of Internal Audit.

With Respect to Risk and Compliance

25. Discuss the Company's policies with respect to risk assessment and risk management through regular meetings with internal audit and reports to the Board of Directors by the Risk and Compliance Committee.
26. Regularly review significant risks relating to the financial statements and financial reporting process and assess the steps Management has taken to minimize such risks to the Company.
27. Obtain and review executive summaries of reports on internal controls over significant systems and operations. The Director of Internal Audit will periodically provide a full listing of all completed internal audit reports and their ratings to the Audit Committee, including all reports prepared pursuant to Statement on Standards for Attestation Engagements ("SSAE") No. 16 (SOC) and all reports prepared by banking and credit union examination agencies relating to the Company (FFIEC exams).

Other

28. Perform such other functions as assigned by law, the Company's charter or bylaws, or the Board of Directors.
29. Review at least annually the adequacy of the Audit Committee's charter and recommend any proposed changes to the Board of Directors for approval.
30. Annually evaluate its own performance and report to the Board of Directors the results of its evaluation.