

JACK HENRY & ASSOCIATES, INC.
COMPENSATION COMMITTEE CHARTER

(Adopted May 6, 2016)

I. ORGANIZATION

The Compensation Committee of the Board of Directors of Jack Henry & Associates, Inc. ("JHA" or "Company") shall consist of at least three directors designated by the Board, none of whom shall be an employee of JHA and each of whom shall (i) satisfy the independence requirements of the rules of the Nasdaq Stock Market, (ii) be a "non-employee director" within the meaning of Rule 16b-3 of the Securities Exchange Act of 1934, as amended, and (iii) be an "outside director" under the regulations promulgated under Section 162(m) of the Internal Revenue Code of 1986, as amended. Committee members may be appointed or removed at any time upon a vote of the Board. A chairperson may be designated by the Board.

II. RESPONSIBILITIES

The Committee's responsibilities shall be to:

- A. Approve compensation (including the adjustment of base salary each year) and bonus and other incentive compensation programs for JHA's senior executive officers (Executive Chairman, Chief Executive Officer, President, Chief Financial Officer, Chief Operating Officer, Controller, the senior vice presidents, any other officers serving on the Board from time to time, and any other person who is an officer as defined in SEC Rule 16a-1) and authorize all awards to such individuals under those programs.
- B. Prepare and publish in JHA's annual proxy statements the reports on executive compensation required by Item 407 of Regulation S-K, and review and discuss with management the Compensation Discussion and Analysis required by Item 402 of Regulation S-K.
- C. Administer JHA's stock option, restricted stock and other equity compensation plans and to grant any award to senior executive officers permitted thereunder, as well as administer and grant any awards permitted under any future, active equity plans of JHA under which awards may be made to senior executive officers.
- D. Review, and in connection therewith, study or commission any necessary studies or surveys concerning, the levels of executive compensation payable in the industry in which JHA is engaged and in other related industries and obtain recommendations from outside consultants concerning competitive pay programs, as appropriate.
- E. Oversee JHA's employee benefit plans, including any Internal Revenue Code Section 401(k) savings plan (a "401(k) Plan"), any Internal Revenue Code Section 125 cafeteria benefit plan, and all pension and other deferred compensation plans. Regular administration shall be performed by JHA management.
- F. Approve all perquisites, equity incentive awards, special cash payments (including relocation expenses) made or paid to JHA's senior executive officers.
- G. Establish annual and long-term goals and objectives for senior executive officers and for the compensation programs for the senior executive officers.
- H. Regularly evaluate the performance of the senior executive officers.
- I. Review risks related to JHA's compensation policies and practices and to review and discuss, at least annually, the relationship between the JHA's risk management policies and practices, corporate strategy and compensation policies and practices.

J. Review and recommend to the Board for approval the frequency with which the Company will conduct Say on Pay Votes, taking into account the results of the most recent stockholder advisory vote on frequency of Say on Pay Votes required by Section 14A of the Exchange Act, and review and approve the proposals regarding the Say on Pay Vote and the frequency of the Say on Pay Vote to be included in the Company's proxy statement.

K. Make this Charter publicly available as required under the rules and regulations promulgated by the SEC or the NASDAQ.

III. MEETINGS

The Compensation Committee shall meet at least three times each year, and shall otherwise convene periodically as necessary to act upon any other matters within its jurisdiction under this Charter. The Committee may meet telephonically by conference call and may take action without a formal meeting by unanimous written consent. The Committee may invite such members of management to its meetings as it deems appropriate. However, the Committee shall meet regularly without such members present, and in all cases the CEO and any other such officers shall not be present during voting or deliberations on their compensation.

IV. MINUTES

Minutes shall be kept of each meeting of the Committee and will be provided to each member of the Board upon request.

V. OTHER

The Committee shall have the authority to delegate any of its responsibilities to subcommittees as the Committee may deem appropriate in its sole discretion, except that it will not delegate its responsibilities set forth in paragraphs A, B, F, G, H, I and J or relating to any matter that relates to senior executive officer compensation or in any case where it has determined that compensation is intended to comply with Section 162(m) of the Internal Revenue Code by virtue of being approved by a committee of "outside directors" or is intended to be exempt from Section 16(b) under the Exchange Act pursuant to Rule 16b-3 by virtue of being approved by a committee of "non-employee directors."

The Committee shall have authority to retain or obtain the advice of such compensation consultants, outside counsel and other advisors as the Committee may deem appropriate in its sole discretion. The Committee shall be directly responsible for the appointment, compensation and oversight of the work of any compensation consultant, outside counsel and other advisor retained by the Committee. The Committee shall have sole authority to approve related fees and retention terms.

In retaining or seeking advice from compensation consultants, outside counsel and other advisors (other than the Company's in-house counsel), the Committee must take into consideration the factors specified in Exchange Act Rule 10C-1(b)(1)(ii). The Committee may retain, or receive advice from, any compensation consultant or other advisor they prefer, including ones that are not independent, after considering the specified factors. The Committee is not required to assess the independence of any compensation consultant or other advisor that acts in a role limited to consulting on any broad-based plan that does not discriminate in scope, terms or operation in favor of executive officers or directors and that is generally available to all salaried employees or providing information that is not customized for a particular company or that is customized based on parameters that are not developed by the consultant or advisor, and about which the consultant or advisor does not provide advice. The Committee shall evaluate whether any compensation consultant retained or to be retained by it has any conflict of interest in accordance with Item 407(e)(3)(iv) of Regulation S-K.

The Committee and JHA have adopted a policy that any compensation consultant retained by the Committee to advise on executive compensation will not at the same time advise JHA on any other matter, unless the Committee approves such additional services.

Any action of the Committee, other than granted and issued equity awards, shall be subject to revision, modification, or rescission by the Board.