Lead Independent Director Charter
Tyler Technologies, Inc.
Effective May 11, 2021

For so long as the Chairperson of the Board is not an Independent Director, or when the Board otherwise determines that it is in the best interests of the Company, the Independent Directors of the Board shall also appoint a Lead Independent Director. Any such appointment shall occur by majority vote of the Independent Directors on an annual basis. Although elected annually, the Lead Independent Director is generally expected to serve for more than one year, but for no more than five (5) years. The Lead Independent Director may be removed or replaced at any time with or without cause by a majority of the Independent Directors of the Board.

For purposes of this charter, “independent” means meeting the then-current requirements for independent directors under the New York Stock exchange listing standards, or such other principal stock exchange on which the Company is listed, and Rule 10A-3 of the Securities Exchange Act of 1934, as amended.

The Lead Independent Director coordinates the activities of the other Independent Directors and performs such other duties and responsibilities as the Board may determine in the Company’s Corporate Governance Guidelines or otherwise.

The specific powers and responsibilities of the Lead Independent Director are:

- Preside at all meetings of the Board at which the Chairperson is not present, including executive sessions of the Independent Directors;
- Exercise the authority to call meetings of the Independent Directors;
- Serve as the principal liaison between the Chairperson and the Independent Directors;
- Exercise approval authority, if and as needed, over
  - the information sent to the Board, including the quality, quantity, appropriateness, and timeliness of such information;
  - Board meeting agendas;
  - the frequency of Board meetings.
- Recommend to the Nominating and Governance Committee (the “NGC”) and to the Chairperson the members and chairs of each Board committee;
- Interview, along with the NGC, all Director candidates, and make recommendations to the NGC regarding the same;
- Be available, when appropriate, for consultation and communication with Company shareholders;
- Exercise the authority to retain outside advisors and consultants (including but not limited to outside counsel) who report directly to the Board on Board-wide issues;
- Receive additional compensation for service as Lead Independent
Director as determined from time to time by the Board, upon the recommendation of the Compensation Committee; and

• To the extent requested by the Lead Independent Director, and where appropriate, the Company’s Chief Legal Officer shall provide advice and counsel to the Lead Independent Director regarding fulfillment of that position’s duties.

On an annual basis, the Lead Independent Director, in consultation with the Independent Directors, shall review this charter and recommend to the Board for approval any modifications or changes thereto.