

TYLER TECHNOLOGIES, INC.

CHARTER FOR THE NOMINATING AND GOVERNANCE COMMITTEE OF THE BOARD OF DIRECTORS

AS ADOPTED February 2, 2021

1. PURPOSE

The role of the Nominating and Governance Committee (the “Committee”) is to (a) confirm the slate of director nominee for annual election to the Board of Directors (the “Board”) of Tyler Technologies, Inc. (the “Company”); (b) identify and recommend candidates to fill vacancies on the Board, if any, between annual shareholder meetings; and (c) generally monitor the Company’s corporate governance framework, recommending changes thereto if and as needed. The Committee shall, in performing its role, consult with the Chairperson of the Board and the Company’s Chief Executive Officer (the “CEO”) as appropriate.

2. COMPOSITION OF THE COMMITTEE

The Committee shall be comprised of not less than two independent directors, each of whom the Board has determined has no material relationship with the Company and each of whom is otherwise “independent” under the rules of the New York Stock Exchange, Inc., as they apply to nominating and governance members. Each member will also be a “non-employee director” within the meaning of Rule 16b-3 issued under the Securities and Exchange Act of 1934, as amended. The Board appoints the members of the Committee and the Committee’s chairperson. Each Committee member shall be subject to annual reconfirmation and may be removed by the Board at any time, with or without cause.

3. RESPONSIBILITIES AND DUTIES

In carrying out the purpose set forth in Section 1 above, the Committee shall:

- a) In consultation with the Chairperson of the Board and the CEO, and any third-party advisors the Committee may deem necessary or appropriate, identify and review candidates for the Board and recommend to the Board candidates for election to the Board, including confirmation of the slate of directors to be nominated for approval at the Company’s annual meeting of shareholders, and for candidates to fill any vacancy that may arise between annual shareholder meetings.
- b) Review from time to time the appropriate skills and characteristics required of Board members in the context of the current make-up of the Board, including such factors as (i) business experience and skills in technology, finance, marketing, financial reporting and other areas that are expected to contribute to an effective Board’ (ii) tenure on the Board; (iii) performance and contributions; and (iv) the diversity of experience, skills, viewpoints, and backgrounds represented on the Board, including but not limited to the diversity of race, ethnicity, gender, geography and/or areas of expertise.
- c) Develop and recommend to the Board standards to be applied in making determinations as to the absence of material relationships between the Company and a director.
- d) Identify Board members qualified to fill vacancies on any committee of the Board (including the Committee) and to recommend that the Board appoint the identified member

or members to the respective committee. In nominating a candidate for committee membership, the Committee shall take into consideration the criteria established by the Board, which are set forth in the Company's "Corporate Governance Guidelines," and the factors set forth in the charter of that committee, if any, as well as any other factors it deems appropriate, including, without limitation, the consistency of the candidate's experience with the experience of other committee members.

- e) Establish procedures for the Committee to exercise oversight of the evaluation of the Board and management, including a Board self-evaluation process.
- f) Have full access to the Company's executives as necessary to carry out these responsibilities.
- g) Monitor adherence to the Company's "Corporate Governance Guidelines," which are hereby incorporated by reference, and review those guidelines at least once per year.
- h) Assist the Board in overseeing the Company's corporate responsibility and sustainability program, providing support on environmental, social and governance ("ESG") matters.
- i) Review the Committee Charter from time to time for adequacy and recommend any changes to the Board.
- j) Report to the Board on the major items covered at each Committee meeting.
- k) Perform any other activities consistent with this Charter, the Company's Bylaws and governing law as the Committee or the Board deems necessary or appropriate.

4. COMMITTEE MEETINGS

The Committee will meet periodically during a calendar year as necessary to act upon any matter within its jurisdiction. A majority of the total number of members of the Committee shall constitute a quorum at all Committee meetings.

5. PERFORMANCE EVALUATION

The Committee will periodically conduct and review with the Board a performance evaluation of the Committee. The evaluation will compare the performance of the Committee with the requirements of this charter. The performance evaluation will also recommend to the Board any improvements to the Committee's charter deemed necessary or desirable by the Committee. The performance evaluation by the Committee will be conducted in such manner as the Committee deems appropriate. The report to the Board may take the form of an oral report by the Chairperson of the Committee or any other member of the Committee designated by the Committee to make the report.