CORPORATE GOVERNANCE GUIDELINES
ADOPTED BY THE BOARD OF DIRECTORS
OF
TYLER TECHNOLOGIES, INC. AS

ADOPTED FEBRUARY 2, 2021

PURPOSE

The purpose of the Guidelines is to assist the Board of Directors (the "Board") of Tyler Technologies, Inc. ("Tyler") in maintaining effective corporate governance practices for the long-term benefit of the Company's shareholders. The practices set forth in these Guidelines memorialize the authority of the Board, and establish a framework of practices, to ensure the Board's necessary and appropriate review and evaluation of the Company's business operations, and to ensure the Board's independence from Company management.

The Board may refine or change these Guidelines as necessary or appropriate to address the evolving interests of shareholders and/or other Company stakeholders whose interests are of significance to shareholders, such as Company employees, clients, and other partners. The Board may also revise the Guidelines in light of continuing developments in corporate governance principles and/or applicable laws and regulations.

BOARD ROLE AND RESPONSIBILITIES

1. **Role and Responsibilities of the Board.** The primary role of the Board is to exercise its business judgment to promote the long-term interests of the Company's shareholders. The Board provides strategic direction to the Company and oversight of Company management in the performance of the Company's business activities. The Board's responsibilities include:

    - Review, approval and monitoring of the Company's significant financial and business strategies as developed by management;
    - Review and approval of material transactions and corporate activities not entered into in the ordinary course of business;
    - Assessment of material risks facing the Company and review of management's plans for mitigating such risks;
    - Assists with determining the Company's mission and long-term strategy;
    - Evaluation of performance and compensation of the Company's Chief Executive Officer (the "CEO") and oversight of CEO succession planning; and
    - Oversight of the Company's processes and practices for ensuring the Company's compliance with laws and the integrity of the Company's financial reporting, internal controls, external audit, and public disclosure.

2. **Responsibilities of Individual Directors.** Directors are expected to understand the Company's businesses and markets, to regularly attend and be prepared for Board and committee meetings, and to actively participate in Board discussions and decisions. Tyler directors are expected to proactively promote the best interests of the shareholders of the Company and to be generally available between formal Board meetings for advice and consultation on matters of importance to the Company.

3. **Ethics and Conflicts of Interest.** Tyler directors are expected to act ethically at all times and to adhere to the Company's Code of Business Conduct and Ethics when they are representing

or acting on behalf of the Company. If a director develops an actual or potential conflict of interest with the Company, the director must report the conflict immediately to the Chairperson of the Board's Audit Committee and the Company's Chief Legal Officer. If a significant conflict exists and cannot be resolved between such director and the Board, the director should resign. All directors must recuse themselves from any decision affecting their personal, business, or professional interests.

BOARD COMPOSITION

4. **Majority of Independent Directors.** The Board of Directors intends to have a majority of members who meet the independence requirements of applicable requirements and applicable law, except during periods of temporary vacancies. The Board's Nominating and Governance Committee will review the independence of each director under the applicable requirements annually and will present its findings and recommendations to the Board. In conducting its review, the Nominating and Governance Committee will consider that Board members' independence may be jeopardized if Board compensation exceeds appropriate levels, if the Company makes substantial charitable contributions to organizations with which a Board member is affiliated, or if the Company enters into material consulting arrangements with (or provides other indirect forms of compensation to) a director or an organization with which a director is affiliated, as well as other factors that may bear on a director's independence. Based on these findings and recommendations the Board will affirmatively determine whether each director is independent under the applicable requirements and the Company will publicly disclose such determinations in accordance with applicable requirements and applicable law.

5. **Board Size.** The Company's Certificate of Incorporation, as amended, provides that the Board shall consist of not fewer than three or more than fifteen members (with the exact number to be determined by the Board). The Board should be neither too small to maintain the needed expertise and independence, nor too large to function effectively. However, from time to time, the Board will evaluate its size and determine whether changing circumstances warrant a change in the size of the Board.

6. **Board Leadership.** The independent directors of the Board shall appoint a Chairperson of the Board, whether the Chairperson is an independent director, an affiliated director or a member of Company management. If the individual appointed as Chairperson is not an independent director, or when the independent directors determine that it is in the best interests of the Company, the independent directors shall also appoint a Lead Independent Director. The Chairperson of the Board (or the Lead Independent Director, if the Chairperson is not an independent director) is authorized to call for and preside at all meetings of the Board and/or of shareholders; set meeting agendas in consultation with other directors, the CEO, and/or the Corporate Secretary; chair executive sessions of independent directors; lead the Board's annual CEO performance evaluation; represent the Board with internal and external audiences, including shareholders, if and as requested; and perform other duties specified in these Guidelines or assigned from time to time by the Board.

7. **Nomination and Election of Directors.** Directors are elected each year by the Company's shareholders at the Annual Meeting of Shareholders according to Section 4 of the Company's bylaws. The Board's Nominating and Governance Committee is responsible for identifying and recommending a qualified slate of nominees for election to the Board at the annual meeting or for nomination to fill a vacancy on the Board. The Nominating and Governance Committee reviews with the Board the applicable skills and characteristics required of Board nominees in the context of then-current Board composition and Company circumstances, as further provided for in the Nominating and Governance Committee Charter. The Nominating and Governance Committee may, in the exercise of its discretion, actively solicit nominee candidates if and as needed; however, nominee recommendations submitted by other directors

or shareholders will be considered consistent with the Company's bylaws, and the Nominating and Governance Committee has the authority to retain a search firm if necessary. The Board is responsible for nominating director candidates for election by the shareholders and the Board fills any vacancies that occur between shareholder elections. Vacancies in director positions held by Company management are filled by the Chairperson of the Board.

8. **Board Qualifications.** The Nominating and Corporate Governance Committee establishes the qualifications for directors and reviews such qualifications with the Board annually. The Nominating and Corporate Governance Committee seeks candidates who have the background, skills and expertise to make a significant contribution to the Board, the Company and its shareholders, with the objective of assembling a Board with diverse backgrounds, skills and experience. All candidates nominated for election or reelection to the Board should possess the following qualifications:

   - Sound personal and professional integrity and ethics;
   - An inquiring and independent mind;
   - Practical wisdom and mature judgment;
   - Broad training and experience at the policy-making level in business, finance and accounting, government, education or technology;
   - Expertise that is useful to the Company and complementary to the background and experience of other Board members, so that an optimal balance of Board members can be achieved and maintained;
   - Willingness to devote the required time to carrying out the duties and responsibilities of Board membership;
   - Commitment to serve on the Board for several years to develop knowledge about the Company's businesses;
   - Willingness to represent the best interests of all shareholders and objectively appraise management performance; and
   - Involvement only in activities or interests that do not conflict with the director's responsibilities to the Company and its shareholders.

   At an individual nominee level, the Board considers many factors in addition to the above, including the candidate's understanding of the Company's business and technology; educational and professional background; personal accomplishment; and geographic, gender, age, and racial/ethnic diversity.

   The Board is committed to recommending, every year, a slate of directors that can promote and ensure the success of the Company's business and while representing shareholder interests through the exercise of sound judgment and unwavering integrity, leveraging a diversity of backgrounds, perspectives and areas of expertise.

9. **Extending Invitation to Potential Director.** The invitation to a prospective Board member to join the Board will be extended by the Chairperson of the Board following the identification and recommendation of the nominee in accordance with the procedures described in paragraph 7 above.

10. **Retirement.** The Board does not have a mandatory retirement policy for directors. The Board believes that factors such as the age of a director will be appropriately considered by the Nominating and Governance Committee on an annual basis. The Board will continue to review this issue and could, in the future, determine that a mandatory retirement policy is appropriate.

11. **Resignations; Changes in a Director's Principal Business Activities.** Any director who is also an officer of the Company shall submit a letter of resignation to the Board upon any termination of employment as an officer of the Company. Any non-management director who

experiences a material change in the director's principal business or other activity in which the director was engaged at the time of the director's election shall consult with the Chairperson of the Board and the Chairperson of the Nominating and Governance Committee and shall offer to resign as a director. The Chairperson of the Board and the Chairperson of the Nominating and Corporate Governance Committee will review the circumstances of the director's change in activities, determine whether resignation from the Board is appropriate, and recommend a course of action to the Board.

12. **Term and Term Limits.** The Board does not believe that any director should expect to serve for any guaranteed period of time. In determining whether to recommend a director for re-election an at annual meeting, the Nominating and Governance Committee will consider the applicable factors set forth in the Nominating and Governance Committee's charter. The Board does not have a specific term limit for length of service as a director. The absence of term limits allows the Company to retain directors who have been able to develop, over a period of time, increasing insight into the Company and its operations and, therefore, provide an increasing contribution to the Board as a whole. The Board also believes, however, that a diversity of tenure and the involvement of fresh perspectives is an important factor in achieving the purpose of the Board. As such, the Board seeks to maintain an average tenure of ten years or less for the Board's independent directors.

13. **Service on Other Boards and Other Commitments.** Service as a director of the Company is a significant commitment in terms of both time and responsibility. Accordingly, each director is encouraged to limit the number of other public or private company boards on which the director serves and to be mindful of the director's other existing and planned commitments, so that such other directorships and commitments do not materially interfere with the director's service as an effective and active member of the Company's Board. Directors should not serve as a director of more than four public companies in addition to the Company's Board. Directors who serve as a Chief Executive Officer or in equivalent positions should not serve on more than two public company boards. Members of the Audit Committee may not serve on over three total public company audit committees (including the Company's Audit Committee). In calculating service on a public company board or audit committee, service on a board or audit committee of a parent and its substantially owned subsidiary counts as service on a single board or audit committee. Any Audit Committee member's service on over three public company audit committees will be subject to the Board's determination that the member is able to effectively serve on the Company's Audit Committee and the disclosure of that determination in the Company's annual proxy statement. The Nominating and Governance and the Board will consider the nature of and time involved in a director's service on other boards and board committees in evaluating the suitability of individual directors and making its recommendations to Company shareholders. In all events, service on boards and/or committees of other organizations should follow the Company's conflict of interest policies. In addition, directors must advise the Chairperson of the Board and the Chairperson of the Nominating and Governance Committee in advance of accepting an invitation to serve on another public company board or significant private company board, and any committee thereof.

BOARD OPERATIONS

14. **Scheduling Board Meetings.** The Chairperson of the Board, in consultation with other directors, will determine the timing and length of Board meetings. The Board expects that a minimum of four regular meetings per year, one in each fiscal quarter, is desirable for the performance of the Board's responsibilities. Those meetings may be held in person or virtually, as appropriate. In addition to regularly scheduled meetings, special Board meetings may be called at any time in accordance with the procedures set forth in the Company's bylaws to address specific needs of the Company.

15. **Establishing Board Meeting Agendas.** The Chairperson of the Board, in consultation with executive management, will establish the agenda for each Board meeting. Each Board member is free to suggest the inclusion of items on the agenda, request the presence of or a report by any member of the Company's management, or raise at any Board meeting subjects that are not on the agenda for that meeting.

16. **Meeting Attendance and Preparation.** Directors are expected to attend all Board meetings and meetings of committees on which they serve, to spend the time needed to review materials in advance of such meetings, to participate in such meetings, and to meet as frequently as necessary to properly discharge their responsibilities. In advance of each Board meeting and Board committee meeting, directors will receive the meeting agenda and other materials important to the Board's understanding of the matters to be considered. In addition, directors will periodically receive and should review materials designed to keep them well-informed as to the most significant aspects of the Company's business, performance and prospects. Notwithstanding the foregoing, the Board recognizes that certain items to be discussed at Board meetings are of an extremely sensitive nature and that distributing materials on these matters prior to Board meetings may not be appropriate

17. **Access to Management.** Each director has complete and open access to the Company's executive management and senior leadership. Directors should inform the Chairperson of the Board of any material issues they believe should be addressed directly with executive management or senior leadership. In addition, the Board encourages, or may require, the attendance of executive management or senior leadership at Board and committee meetings in order to brief the Board and its committees on particular topics. The Board encourages the Company's executive management and senior leadership to offer presentations at such meetings by managers who can provide additional insight into items being considered or who have potential for greater responsibility and should be given exposure to the Board.

18. **Access to Independent Advisors.** The non-management directors of the Board, as a group, and each of the Board's committees have the authority to retain at any time, at the expense of the Company, independent legal, financial or other advisors if they determine such independent advice is necessary, appropriate and in the best interests of the Company and its shareholders. The Company will provide funding, as determined by the Board or any committee, to compensate those independent outside auditors or advisors, and to cover the ordinary administrative expenses incurred by the Board and its committees in carrying out their duties.

19. **Executive Sessions of Independent Directors.** Independent directors will meet without management present at least twice annually at regularly scheduled executive sessions and at such other times as they may deem necessary or appropriate. Additional executive sessions may be held as needed. Executive sessions are called and chaired by the Chair (or the Lead Independent Director if the Chair is not an independent director). These executive session discussions may include such topics as the independent directors determine, and the results will be reported to the Chairperson of the Board (to the extent the Chairperson is not present at the executive session).

20. **External Communication.** The Board believes that it is the responsibility of the Company's executive management to speak on behalf of the Company to shareholders, analysts, the media, customers, suppliers and/or employees. If comments from or on behalf of the Board are appropriate under the circumstances, they should, in most cases, be made by the Chairperson of the Board or its designee. In those instances in which it is necessary for an individual director to speak with such outside constituencies, it is expected that the director will do so only with the knowledge of the Chairperson of the Board and, absent unusual circumstances, only at the request of the Chairperson of the Board (or the Lead Independent Director, if the Chairperson is not independent). Shareholders are invited to contact the Board about its corporate

governance guidelines or the Board's activities by contacting:

Tyler Technologies, Inc.
c/o Corporate Secretary
5101 Tennyson Parkway
Plano, TX 75024

info@tylertech.com
ATTN: Corporate Secretary – Board Inquiry

Inquiries meeting these criteria will be received and processed by the Corporate Secretary before being forwarded to the Board, a committee of the Board, or a director as designated in the message.

Concerns about questionable accounting or auditing matters or possible violations of the Company's Code of Business Conduct and Ethics should be reported to the procedures outlined therein or in the Company's Whistleblower Policy, each of which are available on the Company's website

21. **Annual Performance Evaluation – Directors, Committees and Board.** The Nominating and Governance Committee will establish appropriate performance criteria and processes for, and implement and oversee, an annual performance evaluation of each director, each committee of the Board, and the Board as a whole. The Nominating and Governance Committee will report the results of these evaluations to the Board and identify opportunities to improve the effectiveness of the Board and its Committees.

22. **New Director Orientation; Continuing Education.** The Nominating and Governance Committee will develop and oversee an orientation program for new directors. The orientation process will include comprehensive information about the Company's businesses and financial performance, as well as the policies, procedures and responsibilities of the Board and its committees. New directors will also meet with the Company's senior management and will have the opportunity to visit Company facilities. In addition, the Company will facilitate the participation of directors in relevant continuing education programs when requested by a director or when the Board concludes that such education would be of significant benefit to a director.

BOARD COMMITTEES

23. **Board Committees and Responsibilities.** The Board has established an Audit Committee, a Compensation Committee, an Executive Committee and a Nominating and Governance Committee. The Board of Directors may, from time to time, establish or maintain additional committees as necessary or appropriate. The Board has adopted charters for each committee (other than the Executive Committee) setting forth the purpose and responsibilities of the committee. Each committee will report to the Board on its meetings and activities at the next regularly scheduled meeting of the Board or otherwise as appropriate.

24. **Independent Director Committee Members.** Each of the Audit Committee, the Compensation Committee and the Nominating and Governance Committee are comprised solely of directors who meet the applicable independence requirements of the New York Stock Exchange and any applicable law.

25. **Assignment of Committee Members.** The Nominating and Governance Committee will make annual recommendations to the Board for committee appointments. In selecting committee members, the Nominating and Governance Committee and the Board will

consider several factors, including each director's interests, tenure and subject-matter expertise; the need for both continuity and fresh ideas and a diversity of backgrounds and perspectives; and applicable requirements of the Securities and Exchange Commission, Internal Revenue Service, New York Stock Exchange and other legal requirements.

26. **Limit on Audit Committee Memberships.** Given the significant time demands and responsibilities of serving on a public company audit committee, the Board has established a policy, reinforced in paragraph 13 above, that no member of the Audit Committee may serve on more than two other public company audit committees (including the Company's Audit Committee, a total of three).

27. **Committee Meeting Frequency, Length and Agendas.** The Chairperson of each Board committee, in consultation with the committee members and appropriate members or management, will determine the frequency and length of committee meetings and develop the agenda for each committee meeting. The Board expects, however, that the Audit Committee will meet at least four times per year to review financial results prior to earnings release and in conjunction with the quarterly Board meetings to review matters as deemed appropriate. The Chairperson of the Board may participate in any committee meeting except when such participation would present a conflict of interest or the meeting is a non-management executive session of the committee.

BOARD COMPENSATION AND STOCK OWNERSHIP

28. **Compensation of Directors.** The Board believes that director compensation should be based on time spent carrying out Board and committee responsibilities, and should be competitive with comparably public companies. The Board also believes that director compensation should align director interests with shareholder interests. The Board, upon the recommendation of the Compensation Committee, will establish the form and amount of compensation to be paid to non-management directors. Directors who are also employees of the Company receive no additional compensation for serving on the Board. The Compensation Committee will conduct an annual review of Board compensation, which may include information obtained from one or more third-party reports or surveys to compare the Company's Board compensation practices with those of other public companies in the Company's peer group or of comparable size.

29. **Stock Ownership Guidelines.** The Board believes that significant direct ownership of Tyler stock (excluding unexercised stock options) by directors aligns their interests with the interests of the Company's shareholders. Accordingly, the Board has issued Stock Ownership Guidelines applicable to all non-management directors (and executive management of the Company.

30. **Anti-Hedging and Pledging Policy**. Directors and executive officers are prohibited from hedging their ownership of Tyler stock, and they are discouraged from pledging Tyler securities or from holding Tyler stock in a margin account. These guidelines are more fully set forth in Tyler's Stock Anti-Hedging and Pledging Policy.

MANAGEMENT REVIEW AND SUCCESSION PLANNING

31. **Annual CEO Review; Annual Compensation Review of Executive Management.** The Compensation Committee, in consultation with the Chairperson of the Board, will annually approve the goals and objectives for compensating the CEO. The Compensation Committee and the Chairperson of the Board will evaluate the CEO's performance in attaining these goals before setting the CEO's salary, bonus and other incentive and equity compensation. The Compensation Committee, in consultation with the Chairperson of the Board, will also

annually approve the compensation structure for the Company's other executive management and will evaluate the performance of these officers in attaining these goals before setting the salary, bonus and other incentive and equity compensation for executive management.

32. **Succession Planning and Management Development.** The Nominating and Governance Committee, in consultation with the Chairperson of the Board, will periodically report to the Board on succession planning. The Board will work with the Nominating and Governance Committee and the Chairperson of the Board to evaluate potential successors to the position of CEO and other members of executive management and to establish policies regarding succession in the event of an emergency or retirement of the CEO.

OTHER PRACTICES

33. **Personal Loans Prohibition.** The Company will not extend or maintain credit, arrange for the extension of credit, or renew an extension of credit, in the form of a personal loan to or for any director or member of the Company's executive management.

34. **No Repricing of Stock Options.** The Company will not reprice stock options for any reason (including, without limitation, by canceling an outstanding option and replacing such option with a new option with a lower exercise price).

35. **Guidelines Disclosed in Proxy; Web Site Posting.** These Corporate Governance Guidelines will be disclosed annually in the Company's proxy report. In addition, the Corporate Governance Guidelines, the charters for the Audit, Compensation, and Nominating and Governance Committees, the Company's Code of Business Conduct, and other relevant corporate governance information will be posted for public access on the Company's web site.