TYLER TECHNOLOGIES, INC.

CHARTER FOR THE AUDIT COMMITTEE OF THE BOARD OF DIRECTORS

AS ADOPTED JULY 29, 2025

Role and Purpose

The Audit Committee (the "Committee") assists the Board of Directors (the "Board") with the oversight of:

- the quality and integrity of Tyler Technologies Inc.'s (the "Company") accounting, auditing and financial reporting practices and internal controls;
- the Company's compliance with legal and regulatory requirements;
- the Company's information security and data privacy risks, controls and procedures, including those related to artificial intelligence;
- the independent registered public accounting firm's (the "independent auditors") qualifications and independence;
- the performance of the Company's internal audit function and of the Company's independent auditors;
- the qualitative aspects of the Company's financial reporting to shareholders;
- the Company's financial risk assessment and management;
- the Company's Code of Conduct and Business Ethics; and
- such other duties as directed by the Board.

In addition to its oversight responsibilities, the Committee is also directly responsible for (i) the appointment (subject to shareholder ratification), compensation and retention of the independent auditors, as well as for resolving any disagreements between Company management and the independent auditors; and (ii) the appointment (as applicable), compensation and retention of those fulfilling the internal audit function (the "internal auditors").

Membership

The Committee shall be composed of not less than three members of the Board, all of whom, in the judgment of the Board, shall be independent in accordance with applicable laws, regulations and listing standards. Each member shall, in the judgment of the Board, have the ability to read and understand the Company's basic financial statements and otherwise meet the financial sophistication standard established by applicable requirements. At least one member of the

Committee will be financially sophisticated, as determined by the Board, and also qualify as the "audit committee financial expert" as defined in the Securities and Exchange Commission rules. No member of the Committee may have participated in the actual preparation of the financial statements of the Company at any time during the past three years.

The Board appoints the members of the Committee, as well as its chairperson. The Board may remove any member from the Committee at any time, with or without cause.

No member of the Committee may serve simultaneously on the audit committees of more than three public companies, including the Company, unless the Board determines that such simultaneous service would not impair the ability of such member to effectively serve on the Committee and such determination is disclosed in accordance with the rules of the New York Stock Exchange. For purposes of this provision, service on the audit committees of a parent company and its substantially owned subsidiaries counts as service on a single audit committee.

Independent Auditor Oversight

The independent auditors are accountable to the Committee and report directly to it. The Committee (or one or more of its members to whom authority has been delegated) will pre-approve all audit and permitted non-audit services to be performed by the independent auditors.

On an annual basis, the Committee will:

- Evaluate the independent auditors' qualifications, performance and independence, including that of the lead partner.
- Review a written report from the Company's independent auditors that:
    - Delineates all relationships between the auditors and the Company;
    - Describes the independent auditors' quality-control procedures; and
    - Describes any material issues raised by the most recent internal quality-control review, or peer review, of the auditor, or by inquiry or investigation by governmental or professional authorities, within the preceding five years, respecting one or more independent audits carried out by the auditor, and any steps taken to deal with any such issues.
- Discuss with the independent auditors any disclosed relationships and their impact on the auditors' independence and take appropriate action in response to the auditors' report to satisfy itself of the auditors' independence.
- Ensure receipt of a formal written statement from the independent auditors delineating all relationships between the auditors and the Company, and discuss items required to be communicated between the independent auditors and the Committee under auditing standards of the Public Company Accounting Oversight Board (said discussions to occur

more frequently if and as needed).

- Appoint or replace the independent auditors and approve the terms on which the independent auditors are engaged for the upcoming fiscal year.

Internal Auditor Oversight

The Committee is responsible for overseeing the work of the internal auditors, who will report to the Committee. The Committee may delegate to management the responsibility of executing service agreements with third-party service providers who perform internal audit services, in which case the Committee's internal auditor oversight responsibilities extend to such third-party service providers.

On an annual basis, the Committee will:

- Review the responsibilities, resources, functions and performance of the Company's internal auditors.
- Where a third-party service provider is engaged for internal audit services, appoint or replace the third-party service provider and approve the terms on which they are engaged for the upcoming fiscal year.
- Review and approve the internal audit plans.
- Review with Company Finance Management, the independent auditors, and the internal auditors:
  - Any significant findings during the year and management's responses thereto.
  - Any difficulties encountered in the course of the audit work of internal audit, including any restrictions on the scope of their work or access to required information.
  - Any changes required in the planned scope of the audit plans of internal audit.

Meetings and Communications

The Committee will meet at least quarterly. Additional meetings may occur as the Committee or its chairperson deems advisable. In addition, the Committee will meet in executive session, without Company management present, from time to time as the Committee or its chairperson deems advisable. The agenda for each Committee meeting will allow for sufficient time for such executive sessions to occur, if and as needed.

The Committee will cause to be kept adequate minutes of its meetings and will report on its actions and activities at the next quarterly meeting of the Board. Committee meetings are governed by the same rules regarding meetings that apply to the Board. The Committee is authorized to adopt other rules of procedure for its operations, so long as those rules are consistent with this Charter, the Company's Bylaws, and Delaware law.

The Committee will maintain free and open communications with the independent auditors, the internal auditors and Company management. The Committee will facilitate periodic private executive sessions with each of those parties, if and as appropriate.

Authority

The Committee will have the resources and authority necessary to discharge its duties and responsibilities. The Committee has the authority to retain and terminate outside counsel and/or other experts, advisers and consultants to advise it if and as needed, including the authority to approve their fees and the other terms of their engagement. Any communications between the Committee and legal counsel while obtaining legal advice will be privileged communications of the Company, and the Committee will take all necessary steps to preserve the privileged nature of those communications. The Company will provide the Committee with the appropriate funding to cover those administrative fees, related expenses, and/or the compensation of the independent auditors and advisers.

In fulfilling its responsibilities, the Committee is empowered to investigate any matter brought to its attention. The Committee has access to the Company's books, records, facilities and personnel.

The Committee may form and delegate authority to subcommittees and may delegate authority to one or more designated members of the Committee.

Other Responsibilities of the Committee

Annually, the Committee will review the scope of responsibilities set forth in this Charter and will conduct a self-evaluation of the Committee's performance. The Committee will make recommendations, as appropriate, to the Nominating and Governance Committee concerning this Charter (including the scope of responsibilities set forth herein) and any suggested changes thereto.

Without limiting the Committee's responsibilities set forth above, the Committee's responsibilities include any activities required to carry out its purpose, role and specifically enumerated responsibilities, as well as these other responsibilities:

CONTINUED ON NEXT PAGE

	RESPONSIBILITY	WHEN PERFORMED
Committee Governance		
1.	Advise the Board about the Committee's determination whether the Committee consists of three or more members who are financially literate, including at least one member who has financial sophistication and is an "audit committee financial expert."	Annually
2.	Provide an audit committee report in the annual proxy statement that includes the Committee's review and discussion of matters with management and the independent auditors.	Annually
3.	Review policies and procedures with respect to transactions between the Company and officers and directors, or affiliates of officers or directors, and any such transactions that are not a normal part of the Company's business, and review and approve those related-party transactions that would be disclosed pursuant to SEC Regulation S-K, Item 404.	Annually and as needed
Independent Auditors Oversight		
4.	Set clear hiring policies for the Company's hiring of employees or former employees of the independent auditors who were engaged in the Company's account, and ensure the policies comply with any regulations applicable to the Company.	As needed
5.	Review with the Company's Finance management, the independent auditors, and the internal auditors, the financial statement audit scope and plan, and coordination of audit efforts to ensure completeness of coverage, reduction of redundant efforts, the effective use of audit resources, and the use of independent public accountants other than the appointed auditors of the Company.	Annually and as needed
6.	Review with Company Finance management, the independent auditors, and the internal auditors: Significant findings by the independent auditors during the year and management's responses. Any difficulties encountered in the course of the audit work of the independent auditors, including any restrictions on the scope of their work or access to required information. Any changes required in planned scope of the audit plans of the independent auditors.	Quarterly

	RESPONSIBILITY	WHEN PERFORMED
Financial Reporting Oversight		
7.	Review with Company Finance management and the independent auditors at the completion of the annual audit: The Company's annual financial statements and related footnotes, and recommend that the audited financial statements be included in the Form 10-K. The independent auditors' audit of the financial statements and their report thereon, including any matters to be communicated by the independent auditors pursuant to Section 10A of the Securities Exchange Act of 1934. Any significant changes required in the independent auditors' audit plan. Any serious difficulties or disputes with management encountered during the course of the audit and management's response. Other matters related to the conduct of the audit which are to be communicated to the Committee under generally accepted auditing standards.	Annually
8.	Review with Company Finance management, the independent auditors, and the internal auditors: The Company's assessment of the effectiveness of its internal controls and the independent auditors' attestation, and any other matters affecting the integrity of published financial reports. The adequacy of the Company's internal controls including computerized information system controls and security, including those related to artificial intelligence. Any "material weakness" or "significant deficiency" in the design or operation of internal control over financial reporting, and any steps taken to remediate the issue. Any related significant findings and recommendations of the independent auditors and internal audit together with management's responses.	Quarterly
9.	Review with Company Finance management any significant changes to generally accepted accounting principles ("GAAP") policies or standards.	As needed
10.	Review with Company Finance management and the independent auditors the Company's critical accounting policies and significant changes in the Company's selection or application of accounting principles, the effect of regulatory and accounting initiatives on the financial statements of the Company, and critical audit matters addressed during the audit.	Annually and as needed
11.	Before each earnings release, work with Company Finance management, the internal auditors and the independent auditors to review the earnings release, financial information, use of any non-GAAP information, and earnings guidance, as well as any other financial information provided to analysts and ratings agencies.	Quarterly and as needed

	RESPONSIBILITY	WHEN PERFORMED
12.	Review with Company Finance management and the independent auditors the Company's quarterly financial statements and analyses prepared by management setting forth significant financial reporting issues and judgments made in connection with the preparation of those financial statements to be included in the Form 10Q, including analyses of the effects of alternative GAAP methods on the financial statements, if any.	Quarterly
13.	Review with Company Finance management, the internal auditors, and the independent auditors the periodic reports of the Company (including the disclosures under "Management's Discussion and Analysis of Financial Condition and Results of Operations") and other financial filings with the SEC prior to filing with the SEC.	Quarterly
14.	After review, recommend to the Board acceptance and inclusion of the annual audited financial statements in the Company's Annual Report on Form 10-K and the quarterly financial statements in the Company's Form 10-Q's.	Annually and quarterly, as applicable.
Enterprise Risk Management Oversight		
15.	Inquire of management, the internal auditors, and the independent auditors about significant risks or exposures, review the Company's policies for enterprise risk assessment and risk management, and assess the steps management has taken to mitigate such risks, except as to those risks for which oversight has been assigned to other committees of the Board or retained by the Board.	Annually and as needed
16.	Receive reports from management, and consult with the internal auditors and the independent auditors as needed, regarding the adequacy and effectiveness of the Company's risk monitoring, assessment, and management of its information technology systems, information asset security, data privacy and security, and artificial intelligence.	Quarterly and as needed
Whistleblower Reporting Oversight		
16.	Oversee procedures for (i) receipt, retention and treatment of complaints regarding the Company's accounting, internal accounting controls and auditing matters, and (ii) the confidential, anonymous submission by Company employees of concerns regarding accounting or auditing matters.	Annually
Tax Oversight		
17.	Review with management the Company's policies and processes for tax planning and compliance.	Annually

	RESPONSIBILITY	WHEN PERFORMED
Treasury Oversight		
18.	Review with management the Company's (i) investment philosophy and policies, (ii) allocation and performance of its investment portfolio, (iii) management of investment risk, and (iv) policies and procedures to comply with laws and regulations pertinent to its investment portfolio.	Annually

While the Committee has the responsibilities and authority set forth in this Charter, it is not the duty of the Committee to plan or conduct audits or to determine that the Company's financial statements are in accordance with generally accepted principles and applicable rules and regulations. These are the responsibilities of management and the independent auditors.