

**CHARTER FOR THE COMPENSATION COMMITTEE OF THE
BOARD OF DIRECTORS
TYLER TECHNOLOGIES, INC.
AS APPROVED JULY 17, 2025**

1. PURPOSE

The Compensation Committee's (the "Committee") basic responsibility is to review the performance and development of Company management in achieving corporate goals and objectives and to assure that the senior executives of the Company are compensated effectively in a manner consistent with the strategy of the Company, competitive practice, and the requirements of the appropriate regulatory bodies. Toward that end, the Committee will oversee, review, and administer all compensation, equity and employee benefit plans and programs, and will ensure that the Board understands how the Company's human capital management strategies support the Company's mission, vision, and values.

2. COMPOSITION OF THE COMMITTEE

The Committee will consist of not less than two independent directors, each of whom the Board of Directors (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. ("NYSE"), as they apply to compensation committee members. Each member will also be a "non-employee director" within the meaning of Rule 16b-3 issued by the Securities and Exchange Commission ("SEC") and an "outside director" within the meaning of Section 162(m) of the Internal Revenue Code, as amended. Each appointed Committee member will be subject to annual reconfirmation and may be removed by the Board at any time.

3. RESPONSIBILITIES AND DUTIES

In carrying out its purpose, the Committee will have the following responsibilities and duties:

- Review annually and approve the Company's compensation strategy to ensure that officers of the Company are rewarded appropriately for their contributions to company growth and profitability.
- Review annually and approve corporate goals and objectives relevant to executive compensation and evaluate performance in light of those goals.
- Review and approve corporate goals and objectives relevant to compensation for the Chief Executive Officer, re-evaluate the Chief Executive Officer's performance in light of those goals and objectives. Review annually and determine and approve the individual elements of total compensation for the Chief Executive Officer.



- Review annually, determine and approve the individual elements of total compensation for all other executive officers.
- Approve any special perquisites, special cash payments and other special compensation and benefit arrangements for the Company's executive officers.
- Prepare and communicate to shareholders in the annual Board Compensation Committee Report, in accordance with SEC rules, the factors and criteria on which the Chief Executive Officer and all other corporate named executive officers' compensation for the last year was based.
- Review and approve compensation for non-employee members of the Board of Directors, including but not limited to the following elements: retainer; meeting fees; committee fees; committee chair fees; equity or stock compensation; benefits and perquisites.
- With sole and exclusive authority, make and approve stock options grants and other discretionary awards under the Company's stock option or other equity incentive plans to all persons who are Board members or executive officers within the meaning of Rule 16b-3 issued by the SEC.
- Grant stock options and other discretionary awards under the Company's stock option or other equity incentive plans to all other eligible individuals in the Company's service. The Committee may delegate to one or more officers designated by the Committee the authority to make grants to eligible individuals (other than any such officer) who are not executive officers, provided that the Committee shall have fixed the price (or a formula for determining the price) and the vesting schedule for such grants, approved the form of documentation evidencing such grants, and determined the appropriate number of shares or the basis for determining such number of shares by position, compensation level or category of personnel. Any officer(s) to whom such authority is delegated shall regularly report to the Committee the grants so made. Any such delegation may be revoked at any time by the Committee.
- Amend the provisions of the Company's stock option or other equity incentive plans, to the extent authorized by the Board, and make recommendations to the Board with respect to incentive compensation and equity-based plans.
- Approve for submission to the shareholders stock option or other equity incentive plans or amendments thereto.
- Ensure that the annual incentive compensation plan is administered in a manner consistent with the Company's compensation strategy and the terms of such plan, including but not limited to the following: participation, target annual incentive awards, corporate financial goals, actual awards paid to executive officers, total funds reserved for payment under the plan, and potential qualification under IRS Code Section 162(m).



- Review matters related to management performance, compensation and succession planning and executive development for executive officers.
- Review, at least annually, the Company's human capital management strategies, including approaches to employee hiring, retention, development, engagement, inclusion, and workplace culture.
- Review, at least annually, the Company's general compensation and benefits practices, policies, and guidelines to ensure they are generally appropriate in light of Company goals, performance, legal and regulatory requirements, and industry best practices.
- Approve separation packages and severance benefits for executive officers to the extent that the packages are outside the ordinary plan limits.
- Exercise, as necessary and appropriate, all of the authority of the Board of Directors with respect to the election of officers of the Company during the periods between the regular meetings of the Board.
- Have full access to the Company's executives and personnel as necessary to carry out its responsibilities.
- Obtain such data or other resources as it deems necessary to perform its duties, including but not limited to obtaining external consultant reports or published salary surveys, and engaging independent compensation consultants and other professionals to assist in the design, formulation, analysis and implementation of compensation programs for the Company's executive officers and other key employees.
- Have responsibility for the review and approval of all reports and summaries of compensation policies and decisions as may be appropriate for operations purposes or as may be required under applicable law.
- In its sole discretion, retain or obtain the advice of a compensation consultant, independent legal counsel or other adviser, but only after taking into consideration all factors relevant to that person's independence from management of the Company, including factors under applicable NYSE rules. The Committee shall be directly responsible for the appointment, compensation and oversight of the work of any such compensation consultant, independent legal counsel or other adviser, and the Company shall provide appropriate funding therefor, as determined by the Compensation Committee.
- 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.



- Review the Committee Charter from time to time and recommend any changes to the Board.
- Report to the Board of Directors on the major items covered at each Committee meeting.

Notwithstanding the foregoing, any action of the Committee, other than the grant of stock options or other discretionary awards under the Company's stock option or other equity incentive plans, may be subject to Board review and may be revised, modified or rescinded by the Board.

4. COMMITTEE MEETINGS

The Committee will meet as often as necessary to carry out its responsibilities. Meetings may be called by the Chairman of the Committee and/or by the management of the Company. Reports of meetings of the Committee will be made to the Board of Directors at its next regularly scheduled meeting following the Committee meeting accompanied by any recommendations to the Board of Directors approved by the Committee.

The Committee will also meet as and when necessary to act upon any other matters within its jurisdiction under this Charter. A majority of the total number of members of the Compensation Committee will constitute a quorum at all Committee meetings.

5. PERFORMANCE EVALUATION

The Committee will prepare and review with the Board an annual 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 Chairman of the Committee or any other member of the Committee designated by the Committee to make the report.

