

JACK HENRY & ASSOCIATES, INC.

COMPENSATION COMMITTEE CHARTER

(Adopted January 24, 2003)

I. ORGANIZATION

The Compensation Committee of the Board of Directors of Jack Henry & Associates, Inc. ("JHA") shall consist of at least three independent directors designated by the Board. "Independent director" under this Charter will have the same meaning as is set forth in the NASDAQ Marketplace Rules from time to time or in its successor publication. Committee members may be appointed or removed at any time upon a vote of the Board. A chairperson may be designated by the Board.

II. RESPONSIBILITIES

The Committee's responsibilities shall be to:

A. Approve compensation (including the adjustment of base salary each year) and bonus and other incentive compensation programs for JHA's senior executive officers (Chief Executive Officer, President, Chief Financial Officer, Chief Operating Officer, Controller, the senior vice presidents and any other officers serving on the Board from time to time) and authorize all awards to such individuals under those programs.

B. Prepare and publish in JHA's annual proxy statements the reports on executive compensation required by Item 402 of Regulation S-K.

C. Administer JHA's 1996 Stock Option Plan (the "1996 Plan") and to grant any award to senior executive officers permitted thereunder, as well as administer and grant any awards permitted under any future, active equity plans of JHA under which awards may be made to senior executive officers.

D. Review, and in connection therewith, study or commission any necessary studies or surveys concerning, the levels of executive compensation payable in the industry in which JHA is engaged and in other related industries and obtain recommendations from outside consultants concerning competitive pay programs, as appropriate. The Compensation Committee shall have the sole authority to approve the fees and other retention terms of any outside compensation consultants.

E. Oversee JHA's employee benefit plans, including any Internal Revenue Code Section 401(k) savings plan (a "401(k) Plan"), any Internal Revenue Code Section 125 cafeteria benefit plan, and all pension and other deferred compensation plans. Regular administration shall be performed by JHA management.

F. Approve all perquisites, equity incentive awards, special cash payments (including relocation expenses) made or paid to JHA's senior executive officers.

G. Establish annual and long-term goals and objectives for senior executive officers and for the compensation programs for the senior executive officers.

H. Regularly evaluate the performance of the senior executive officers.

I. Make this Charter public in filings with the Securities and Exchange Commission.

III. MEETINGS

The Compensation Committee shall meet at least once each year. The Committee shall otherwise convene periodically as necessary to act upon any other matters within its jurisdiction under this Charter. The Committee may meet telephonically by conference call and may take action without a formal meeting by unanimous written consent.

IV. MINUTES

Minutes shall be kept of each meeting of the Committee and will be provided to each member of the Board upon request. Any action of the Committee, other than equity awards, shall be subject to revision, modification, or rescission by the Board.