

**Anti-Bribery Policy of
Tyler Technologies, Inc.
Effective July 23, 2021**

Tyler Technologies, Inc. (“Tyler,” “we,” or “us”) adheres to a Code of Business Conduct and Ethics (the “Code”). This Anti-Bribery Policy (this “Policy”) supplements and reiterates the Code by setting forth Tyler’s expectations of integrity and anti-bribery specific to Tyler’s foreign activities and international presence, consistent with the applicable provisions of the U.S. Foreign Corrupt Practices Act and other international anti-bribery laws that prohibit unlawful payments related to securing unfair business advantages.

This Policy applies to Tyler and all of its subsidiaries, and to all of their directors, officers, employees, agents, representatives, consultants and business partners (“you”).

1. Duty to Comply

Tyler expects you to conduct yourself with integrity in your activities with and on behalf of Tyler, and you must perform your job duties consistent with this Policy. Without limiting the expectations set forth in the Code, Tyler strictly prohibits all forms of bribery of, and/or engagement in corrupt practices with, any “Target,” as defined below. You cannot offer or provide anything of value, whether directly or indirectly, to a Target to improperly induce said Target to take or influence any act or decision that will assist Tyler or you to obtain or retain Tyler business.

2. Targets

This Policy applies to any foreign government official listed below. This Policy collectively refers to these foreign government officials as a “Target.”

- officers or employees of a foreign government or any department, agency or instrumentality of a foreign government;
- officers or employees of a company or business owned in whole or in part by a foreign government;
- officers or employees of a public international organization (such as the United Nations, World Bank, or the European Union);
- foreign political parties or officials of foreign political parties;
- candidates for foreign political office; and
- the spouse, children and other immediate family members of a foreign government official.

It is your responsibility to determine whether you are interacting with a Target. If you need assistance with that determination, and/or have any doubt regarding the status of a



Target or the appropriateness of any conduct, you should contact Tyler's Chief Legal Officer before engaging in any activity that may be subject to this Policy. **Moreover, and to repeat, the Code sets out Tyler's equally clear and strict expectations regarding your conduct and engagement with U.S. government officials and related parties.**

3. Prohibited Payments.

Bribery or similar corrupt practices may arise in a variety of settings and include a broad range of payments beyond the obvious cash bribe or kickback. **This Policy prohibits giving anything of value to a Target for an improper purpose, including, without limitation and by way of example only:**

- gifts, travel, meals, entertainment or other hospitality expenses;
- contributions to any political party, campaign, or party official; or
- charitable contributions and sponsorships.

The consequences for making a prohibited payment are severe. They are discussed in more detail below.

4. Permitted Payments.

This Policy applies to value extended to a Target for an improper purpose. It does not apply to payments made in the ordinary course of business for proper purposes. The following payments are not prohibited:

- *Travel and Hospitality Expenses.* Tyler may pay for the reasonable cost of meals, lodging or travel if, and only if, the expenses are bona fide and directly related to
 - the promotion, demonstration or explanation of Tyler products or services,
 - the execution and performance of a contract,
 - a visit to a Tyler office for a verified business purpose, or
 - training on a Tyler product or service.Any such expenses should be incurred consistent with Tyler's then-current Business Travel Policy. To further ensure that the travel and hospitality expenses are bona fide, you should:
 - Select the attending Target(s) based on objective criteria, or allow the Target to self-select their attendee(s),
 - Pay travel costs directly to the vendor or only upon presentation of a receipt,
 - Avoid advancing any funds or reimbursing in cash, and
 - Ensure that any expenses incurred are necessary and reasonable in light of the legitimate business purpose.
- *Promotional Gifts.* Promotional gifts of nominal value may be given as a courtesy in recognition of services rendered or to promote goodwill. These gifts must be nominal in value and should generally bear the



trademark of Tyler or one of its products.

- *Facilitating Payments.* You may make a payment to a Target to further “routine government action” that involves non-discretionary acts, such as processing a visa, providing police protection or mail service, and providing utilities such as phone or internet service, power, and water. **Routine government action does not include a decision to award new business or to continue to do business with Tyler, nor does it include any other act that requires a Target to exercise their discretion or that would constitute an abuse of their office.** As such, and by way of illustration only, you may pay a Target to have phone lines turned on at a foreign Tyler office, but you cannot pay a Target to ignore an alleged violation of Tyler’s lease at that office.

5. Record Keeping.

Consistent with the Code, Tyler’s Business Travel Policy, and related Tyler policies, for purposes of this Policy as well it is paramount that all transactions involving Tyler funds or assets must be recorded in reasonable detail. Those records must accurately and completely reflect the transactions and use of funds, regardless of the country in which the transaction takes place. The purpose and amount of the expenditure for any transaction involving a Target must be part of that record.

It is a violation of this Policy to mischaracterize a payment to or on behalf of a Target, regardless of whether or not the payment is permitted.

6. Due Diligence and Monitoring of Third-Parties.

Any third-party contractor, agent, partner or other representation that Tyler engages must adhere to this Policy, to the extent applicable to their engagement with Tyler. To verify their compliance, any such third-party must:

- be vetted through Tyler’s risk-based due diligence process and procedures (which, for example, may include appropriately tailored written questionnaires, third party due diligence investigations, reference checks, interviews and/or on-site inspections);
- contractually commit to complying with this Policy, and certify or represent their ongoing compliance if and as requested by Tyler;
- not allow any work that may be subject to this Policy to be subcontracted to another party without Tyler’s prior written approval; and
- be monitored by Tyler (which, for example, may include direct or third-party audits, screenings, and/or reviews of publicly available information) for compliance.

It is a violation of this Policy to use, directly or indirectly, a third party to conceal a bribe or other corrupt practice.



Due diligence regarding anti-bribery compliance is required of any acquisition target, consistent with Tyler's standard M&A due diligence practices.

7. Reporting Policy Violations.

Potential or suspected violations of this Policy should be immediately reported as follows:

- to a member of the Tyler's Audit Committee by phone at 866.376.4128 or by internet at <http://openboard.info/tyl>; or
- in writing to the Chief Legal Officer via mail (Tyler Technologies, Inc., Attention: Chief Legal Officer, 1 Tyler Drive, Yarmouth, ME 04096) or via email.

If you receive a report, it is your responsibility to share it with the Audit Committee or with Tyler's Chief Legal Officer as set forth above, or to ensure that the individual making the report to you redirects it to one of the above options.

Any reports will be kept strictly confidential. The person reporting the issue is under no obligation to reveal their identity in connection with the reporting process, and will not suffer any adverse consequences for making a report.

8. Tyler Response.

In the event of a reported violation, or when Tyler independently suspects a potential violation, Tyler will investigate, respond to, and take appropriate action to address and remediate the violation. That investigation will be led by Tyler's Chief Legal Officer or their designee, in consultation with the Chairperson of the Audit Committee, the Board of Directors, and/or such other Tyler executive officer as the Chief Legal Officer may reasonably identify. The action taken may include, when required or appropriate, reporting the misconduct to governmental authorities, and/or assessing and modifying internal controls, policies and procedures.

9. Duty to Cooperate.

Tyler may at times undertake a more detailed review of certain transactions. As part of these reviews, Tyler requires you to cooperate with Tyler, outside legal counsel, outside auditors or other parties Tyler may identify. Tyler views failure to cooperate in an internal review as a breach of your obligations to Tyler and we will address such failure in accordance with Tyler policies and/or with any applicable laws or regulations.

10. Consequences of Policy Violations.

The penalties for violating this Policy are severe. In addition to being subject to Tyler's disciplinary policies (up to and including termination), individuals who violate anti-bribery laws may also be subject to fines and imprisonment.



11. Legal Department Responsibilities.

Tyler's Chief Legal Officer is charged with overseeing this Policy, in consultation with the Chairperson of the Audit Committee and the Board of Directors as appropriate. At the direction of the Chief Legal Officer or their designee, Tyler's Legal Department will:

- cause Tyler's directors, officers, and employees to receive periodic training on the matters covered by this Policy;
- review this Policy annually and update it as needed for effectiveness, relevant developments in the field, and evolving international and industry standards; and
- cause this Policy (and any material updates to this Policy) to be circulated to and acknowledged by appropriate personnel upon hiring/engagement.

12. Questions About the Policy.

If you have any questions relating to this Policy, please contact Tyler's Chief Legal Officer.

