

**CHARTER OF THE
INNOVATION AND TECHNOLOGY COMMITTEE
OF THE BOARD OF DIRECTORS OF
COMPUTER PROGRAMS AND SYSTEMS, INC.**

Adopted on October 28, 2020

I. Purpose

The purpose of the Innovation and Technology Committee (the “Committee”) of the Board of Directors (the “Board”) of Computer Programs and Systems, Inc. (the “Company”) is to aid the Board in fulfilling its responsibility to (i) assess and oversee the management of risks in the areas of information technology, information and data security, cybersecurity, disaster recovery, data privacy and business continuity and (ii) oversee the Company’s development of its innovation and technology strategy.

II. Membership

The Committee shall be composed of not less than two (2) directors. Appointment to the Committee, including designation of the Committee Chair, shall be made on an annual basis by the full Board upon recommendation of the Nominating and Corporate Governance Committee of the Board. Each member of the Committee must satisfy the independence requirements of the listing rules of the Nasdaq Stock Market, as amended and in effect from time to time. The Board shall determine, in its business judgment, whether each member of the Committee satisfies the eligibility requirements of such listing rules. Committee members may be removed by a majority vote of the Board, and vacancies will be filled by a majority vote of the Board.

III. Duties and Responsibilities

The Committee shall:

1. Review and discuss with management its assessment and management of technology risks and tolerances in the areas of information technology, information and data security, cybersecurity, data privacy, disaster recovery and business continuity, as well as guidelines, policies and processes for monitoring and mitigating such risks.
2. Review and address, as appropriate, management’s corrective actions for technology risk process deficiencies that arise.
3. Establish appropriate frequency and content of reporting from management to the Board concerning all areas of technology risk.
4. Review and discuss with management the Company’s innovation and technology strategy, budget and key initiatives, including the Company’s technology position relative to its competitors, significant gaps and plans to address such gaps; make recommendations to the Board with respect to the scope, direction, quality, investment levels and execution of the Company’s innovation and technology strategy.

5. Monitor and discuss with management existing and future trends in information technology and relevant markets that may affect the Company's strategic plans, including monitoring overall industry trends.
6. Oversee the Company's internal Governance, Risk & Compliance Committee (the "GRC Committee") with respect to the GRC Committee's activities relating to information technology and cybersecurity matters.
7. Provide guidance to management on technology as it may pertain to, among other things, innovation; market entry and exit; investments, mergers, acquisitions and divestitures; new business divisions and spin-offs; research and development investments; and key competitor and partnership strategies.
8. Review the adequacy of insurance coverage for losses associated with cybersecurity breaches.
9. Report regularly to the Board with respect to such matters as are relevant to the Committee's discharge of its responsibilities and support the training of the Board on topics pertaining to innovation and technology trends and development, as needed.
10. Annually review and reassess the adequacy of its charter and recommend any changes to the full Board.

IV. Subcommittees

The Committee shall have the authority to create one or more subcommittees, consisting of one or more members of the Committee, but no subcommittee will have any final decision-making authority on behalf of the Committee or the Board. Any such subcommittee shall keep the Committee advised of its activities.

V. Meetings

It is anticipated that regular meetings of the Committee shall be held at least twice each year, but the Committee shall have the authority to alter or amend such schedule and may meet more or less frequently. The Committee shall meet at such times as deemed appropriate by the Chair of the Committee, any two (2) members of the Committee or the Chair of the Board. A quorum for the transaction of any business by the Committee shall be a majority of the members of the Committee. The act of a majority of the members of the Committee shall be the act of the Committee. In addition, the Chair and members of the Committee may meet informally or by telephone. Otherwise, unless the Committee or the Board adopts other procedures, the provisions of the Company's Bylaws applicable to meetings of the Board will govern meetings of the Committee. The Committee shall keep minutes of each meeting.

VI. Advisers; Reliance; Cooperation

A. *Retention of Consultants, Counsel and Other Advisers.* The Committee has the power, in its sole discretion, to retain or obtain the advice of a consultant, legal counsel or other adviser (an “Adviser”), as it deems necessary or appropriate to carry out its duties. The Committee shall be directly responsible for the appointment, compensation and oversight of the work of any Adviser retained by the Committee. The Company must provide for appropriate funding, as determined by the Committee, for payment of reasonable compensation to any Adviser retained by the Committee.

B. *Reliance Permitted.* In carrying out its duties, the Committee may act in reliance on management, the independent public accountants, the internal auditors, and any Advisers and experts, as it deems necessary or appropriate.

C. *Investigations.* The Committee has the power, in its discretion, to conduct any investigation it deems necessary or appropriate to enable it to carry out its duties.

D. *Required Participation of Employees.* The Committee will have unrestricted access to the independent public accountants, internal auditors, outside counsel and anyone else in the Company, and may require any officer or employee of the Company or the Company’s outside counsel or independent public accountants to attend any meeting of the Committee or to meet with any members of, or Advisers to, the Committee.

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