

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

Last amended and restated on July 28, 2023

**I. Purpose**

The purpose of the Compensation Committee (the “Committee”) of the Board of Directors (the “Board”) of Computer Programs and Systems, Inc. (the “Corporation”) is to aid the Board in meeting its responsibilities with regard to oversight and determination of executive compensation. Among other things, the Committee shall (a) review, approve and recommend to the Board for approval the salaries and other compensation of the Corporation’s executive officers; (b) oversee and administer the Corporation’s equity-based and cash incentive plans (including approving or recommending to the Board for approval various awards to participants in such plans); and (c) take such other actions within the scope of this charter (this “Charter”) as the Committee deems necessary or appropriate.

**II. Membership**

The Committee shall be composed of not less than two (2) directors. Appointment to the Committee, including designation of the Committee Chairperson, 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 and other eligibility requirements of the listing rules of the Nasdaq Stock Market (as adopted pursuant to Rule 10C-1 under the Securities Exchange Act of 1934, as amended (the “Exchange Act”)), as amended and in effect from time to time. In addition, each member of the Committee must qualify as a “non-employee director” for the purposes of Rule 16b-3 under the Exchange Act. The Board shall determine, in its business judgment, whether each member of the Committee satisfies such eligibility requirements. 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 Board delegates to the Committee the express authority to do the following, to the fullest extent permitted by applicable law and the Corporation’s organizational documents:

1. Chief Executive Officer Compensation. Review and make a recommendation to the Board regarding the compensation of the Chief Executive Officer (the “CEO”) of the Corporation. In determining the amount, form and terms of such recommended compensation, the Committee shall consider the annual performance evaluation of the CEO conducted by the Board in light of corporate goals and objectives relevant to CEO compensation, competitive market data pertaining to CEO compensation at comparable companies and such other factors as it shall deem relevant, and shall be guided by, and seek to promote, the best

interests of the Corporation and its stockholders. In addition, in evaluating and determining CEO compensation, the Committee shall consider the results of the most recent stockholder advisory vote on executive compensation required by Section 14A of the Exchange Act (“Say-on-Pay Vote”). The CEO may not be present during any voting or deliberations by the Committee on the CEO’s compensation.

2. Executive Officer Compensation. Review and make a recommendation to the Board regarding the salaries, bonuses and other matters relating to compensation of the executive officers of the Corporation. In determining the amount, form and terms of such recommended compensation, the Committee shall consider each officer’s performance in light of corporate goals and objectives relevant to executive compensation, competitive market data pertaining to executive compensation at comparable companies, the results of the most recent Say-on-Pay Vote, and such other factors as it shall deem relevant, and shall be guided by, and seek to promote, the best interests of the Corporation and its stockholders. The CEO of the Corporation may be present at meetings during which such compensation (other than for the CEO) is under review and consideration but may not vote.
3. Stockholder Proposals. Review and make recommendations to the Board with respect to stockholder proposals related to compensation matters.
4. Director Compensation. Review and make recommendations to the Board regarding the Corporation’s policies and procedures pertaining to director compensation. Review and make recommendations from time to time on the adequacy and effectiveness of Board compensation in relation to other comparable companies.
5. Benefit Plans and Programs. Review and make recommendations to the Board regarding executive compensation and benefit plans and programs.
6. Employee Compensation and Benefits. As requested by the Corporation’s management, review, consult and make recommendations and/or determinations regarding employee compensation and benefit plans and programs generally, including employee bonus and retirement plans and programs (except to the extent specifically delegated to a Board-appointed committee with authority to administer a particular plan).
7. Equity-based and Cash Incentive Plans. Oversee and administer the Corporation’s equity-based and cash incentive plans, including the review and approval (or recommendation to the Board for approval) of various awards to eligible employees and non-employee directors under such plans. In reviewing and making recommendations regarding equity-based and cash incentive plans, including whether to adopt, amend or terminate such plans, the Committee shall consider the results of the most recent Say-on-Pay Vote.

8. Compensation Committee Report. Provide and approve the Compensation Committee Report to be included in the Corporation's annual proxy statement.
9. Compensation Discussion and Analysis. Review and discuss with management the Compensation Discussion and Analysis ("CD&A") required by the rules of the Securities and Exchange Commission and, based on such review and discussion, recommend to the Board that the CD&A be included in the Corporation's annual report on Form 10-K or the Corporation's annual proxy statement. In connection with the CD&A, review and approve the compensation peer group used for benchmarking purposes.
10. Frequency of Say-on-Pay Votes. Review and recommend to the Board for approval the frequency with which the Corporation will conduct Say-on-Pay Votes, taking into account the results of the most recent stockholder advisory vote on frequency of future Say-on-Pay Votes required by Section 14A of the Exchange Act, and review and approve the proposals regarding the Say-on-Pay Vote and the frequency of Say-on-Pay Votes to be included in the Corporation's proxy statement.
11. Clawback Policy. Develop and recommend to the Board for approval one or more policies for the recovery or clawback of erroneously paid incentive-based compensation, including any revisions to such policies, and monitor compliance with and administer such policies.
12. Evaluation of Incentive Compensation Arrangements. Annually review the Corporation's incentive compensation arrangements to determine whether they encourage excessive risk-taking and policies and practices that could mitigate such risk.
13. Management Succession Planning. Annually review, in consultation with the CEO and the Board, management's short- and long-term leadership development and succession plans and processes, including temporary delegations of authority for the CEO and other executive officers in emergency circumstances.
14. Annual Review; Charter. Conduct an annual performance evaluation of the Committee and the Committee's duties and responsibilities, including a review and assessment of the adequacy of this Charter, and recommend any proposed changes to the Board for approval. Publish this Charter as required by the rules and regulations of applicable law and as otherwise deemed advisable by the Committee.
15. Other Actions. Perform any other activities consistent with this Charter, the Corporation's organizational documents and governing law as the Committee or the Board deems necessary or appropriate.

#### **IV. Subcommittees; Delegation**

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. The Committee also is authorized to designate one or more of its members to perform certain of its duties on its behalf, subject to such reporting to or ratification by the Committee as the Committee shall direct.

#### **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 Chairperson of the Committee, any two (2) members of the Committee or the Chairperson 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 Chairperson 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 Corporation's Bylaws applicable to meetings of the Board will govern meetings of the Committee. The Committee shall keep minutes of each meeting. The Committee shall report regularly to the full Board regarding its actions and make recommendations to the Board as appropriate.

#### **VI. Advisors; Reliance; Cooperation**

**A. *Retention of Consultants, Counsel and Other Advisors.*** The Committee has the power, in its sole discretion, to retain or obtain the advice of a compensation consultant, legal counsel or other advisor (an "Advisor"), 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 Advisor retained by the Committee. The Corporation must provide for appropriate funding, as determined by the Committee, for payment of reasonable compensation to any Advisor retained by the Committee. The Committee may select, or receive advice from, an Advisor (other than in-house legal counsel, if any) only after assessing the independence of such Advisor by taking into consideration the following factors:

1. The provision of other services to the Corporation by the person who employs the Advisor (the "Employer");
2. The amount of fees received from the Corporation by the Employer, as a percentage of the total revenue of the Employer;
3. The policies and procedures of the Employer that are designed to prevent conflicts of interest;

4. Any business or personal relationship of the Advisor with a member of the Committee;
5. Any stock of the Corporation owned by the Advisor; and
6. Any business or personal relationship of the Advisor or the Employer with an executive officer of the Corporation.

The Committee must conduct this independence assessment with respect to any Advisor (other than in-house legal counsel, if any) that provides advice to the Committee, regardless of who retained the Advisor, and such assessment shall occur on at least an annual basis. Notwithstanding the foregoing, the Committee may select, or receive advice from, any Advisor it prefers, including ones that are not independent, after considering the six independence factors outlined above. Additionally, no assessment is required with respect to an Advisor that solely consults on a broad-based plan that does not discriminate in favor of executive officers or directors and that is available generally to all salaried employees, and/or that provides information that either is not customized for the Corporation or is customized based on parameters not developed by the advisor, and about which the advisor does not provide advice.

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

**C. *Investigations.*** The Committee has the power, in its sole 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 Corporation's independent public accountants, internal auditors and outside counsel and anyone else in the Corporation, and may require any officer or employee of the Corporation to attend any meeting of the Committee or to meet with any members of, or Advisors to, the Committee.