

Code of Business Conduct and Ethics of Tyler Technologies, Inc.

Tyler Technologies, Inc. (“Tyler”) expects all officers, directors, and employees to exercise the highest degree of professional business ethics in all actions they undertake on behalf of Tyler. Accordingly, Tyler expects its officers, directors, and employees to act at all times in accordance with the policies outlined herein. These policies apply to all officers, directors, and employees, including, without limitation, Tyler’s principal executive officer, principal financial officer, principal accounting officer, and all persons performing similar functions.

Any employee who has any questions regarding these policies should contact Robert Sansone, Tyler Human Resources. An employee should immediately report any violations to Robert Sansone, Tyler Human Resources. The policies in this Code of Business Conduct and Ethics will be strictly enforced. Tyler will take appropriate disciplinary action with respect to those involved in any violations of the standards, including, where appropriate, dismissal. Tyler will not retaliate against an employee for reporting violations. This Code of Business Conduct and Ethics is not intended to affect the status of any employee or to enhance or diminish any employee’s contract rights.

Anonymous Reporting of Accounting or Auditing Concerns

If any employee has any concerns about any accounting, auditing, internal audit controls, or related matter, he/she is encouraged to bring the matter to the attention of Tyler’s Audit Committee Chairperson. The Audit Committee is comprised of three (3) or more members of Tyler’s Board of Directors and assists the Board in fulfilling its oversight responsibility to Tyler’s shareholders, potential shareholders, the investment community, and others relating to Tyler’s financial statements, financial reporting, and processes. The Audit Committee Chairperson can be contacted in four different ways:

1. By phone (toll-free) at (866) 376-4128;
2. By Internet at <http://www.openboard.info/tyl>;
3. By email at tyl@openboard.info; or
4. By mail at Tyler Technologies, Inc., Board of Directors, Audit Committee Chairperson, 5101 Tennyson Parkway, Plano, TX 75024.

Reports regarding accounting, auditing, or related matters will be kept strictly confidential and the employee or other person raising the issue is under no obligation to reveal his/her identity in connection with the anonymous reporting process.

Introduction and Purpose

This Code of Business Conduct and Ethics is designed to deter wrongdoing and promote the following:

- Honest and ethical conduct, including ethical handling of actual or apparent conflicts of interest between personal and professional relationships;
- Avoidance of conflicts of interest, including disclosure to the appropriate person identified herein of any material transaction or relationship that reasonably could be expected to give rise to such a conflict;
- Full, fair, accurate, timely, and understandable disclosure in reports and documents that Tyler files with, or submits to, the Securities and Exchange Commission and in other public communications by Tyler;
- Compliance with applicable governmental laws, rules, and regulations;
- Prompt internal reporting to the appropriate person identified herein of any violations of this Code of Business Conduct and Ethics; and
- Accountability for adherence to the policies contained in this Code of Business Conduct and Ethics.

General Principles for Business Conduct

- Tyler and its employee shall comply with all applicable legal requirements of any federal, state, local, or foreign jurisdiction where Tyler conducts business.
- The use of any Tyler assets for any unlawful or improper purpose is strictly prohibited.
- No undisclosed fund or asset shall be established or maintained for any purpose.
- No false or misleading entries shall be made for any reason in Tyler's books, records, or other financial documents, or in any materials prepared for or submitted to Tyler's accountants or independent auditors, and no employee shall engage in any arrangement that results in such prohibited act. In addition, all employees dealing with or providing information or documentation to Tyler's accountants or independent auditors must provide complete and accurate information, and must immediately report any request, suggestion, or threat that

they do otherwise to the Chairperson of the Tyler Audit Committee, on an anonymous and confidential basis, as outlined in the first section above.

- Just as Tyler expects all employees to speak honestly to clients, potential clients, and vendors, Tyler also expects all employees to display the same integrity in anything they write, whether for internal or external use. Therefore, all internal records, memoranda, and other documents must be accurate, complete, and truthful and must be maintained in that condition without any alteration, falsification, omission, or other change that would mislead someone reviewing the record about its original contents or meaning. Any employee who is asked or directed to engage in such prohibited conduct should immediately report it to Robert Sansone, Tyler Human Resources, or if it concerns questionable accounting or auditing matters, to the Chairperson of the Tyler Audit Committee, on an anonymous and confidential basis, as outlined in the first section above.
- Retaliation against any employee as a result of their bringing forward any questions, concerns, or complaints about accounting or auditing matters, recording of information, record retention, or in any other manner concerning the honesty and integrity of Tyler's operations or financial reporting is strictly prohibited. Similarly, retaliation is prohibited against any employee who provides accurate information to any law enforcement agency about the commission of any state or federal offense. Any employee who feels that he/she has been retaliated against or threatened with retaliation for these reasons should immediately report it to Robert Sansone, Tyler Human Resources, or if it concerns questionable accounting or auditing matters, to the Chairperson of the Tyler Audit Committee, on an anonymous and confidential basis, as outlined in the first section above.
- No payment on behalf of Tyler shall be approved without adequate supporting documentation, or made with the intention or understanding that any part of such payment is to be used for any purpose other than as described by the documentation supporting the payment.
- No Tyler confidential information shall be used or revealed within or outside of Tyler without proper authorization and purpose.
- The use of Tyler employees, materials, or equipment for personal purposes is strictly prohibited, unless specifically authorized.
- Compliance with established internal control procedures is required at all times.

Political Activities and Contributions

Tyler will not make any contribution to or for any political party, committee, or candidate for any public office. Any employee requested by another employee to contribute Tyler funds to a political party, committee, or candidate for public office should decline to do so and promptly notify Robert Sansone, Tyler Human Resources, of the details of any such request.

Payments to Government Officials and Personnel

Tyler's relationships with governmental agencies and their personnel in any federal, state, local, or foreign jurisdiction where Tyler conducts business shall be conducted so that full disclosure of the conduct will not impugn or jeopardize Tyler's integrity or reputation. Accordingly, payments to government personnel, including gifts of substantial value or lavish entertainment, is strictly prohibited, whether the payment is made from personal funds or assets or those of Tyler, and whether made directly or indirectly through consultants, advisors, suppliers, customers, or other third parties.

Use of Agents and Others to Assist in Obtaining and Performing Contracts

From time to time, Tyler may elect to use special consultants, distributors, representatives, and agents to assist in obtaining or performing contracts. These representatives must be *bona fide* professional individuals or organizations, they must render *bona fide* services, and their compensation must be limited to a reasonable fee for their services. A representative may not be employed by Tyler if he/she is connected directly or indirectly to the prospective customer or to an official or agent of a prospective customer.

Conflicts of Interest

Tyler expects the undivided loyalty of its employees in the conduct of business. It is important that employees be free from any financial interests or other relationships that might conflict with the best interests of Tyler. Accordingly, each employee shall avoid any investment or other interest in any business that would conflict with the proper performance of his/her duties or responsibilities for Tyler, or which might interfere with his/her independence of judgment with respect to the transactions between Tyler and such other business.

While it is impossible to enumerate all situations in which possible conflicts might arise, the following are some examples:

- To give or receive gifts of more than token value that are in any way connected with the business relationship;
- To lend or borrow money or other assets from individuals or concerns that do business with or compete against Tyler, except banks and other financial institutions;
- To serve as an officer, director, employee, or consultant of, or receive any income from any enterprise doing business with or competing against Tyler, or seeking to do so, or to own an interest in or engage in the management of an organization providing services or products to Tyler, or to which Tyler sells, or with which it competes, except when such interest (a) comprises publicly traded securities listed on a national securities exchange, NASDAQ, or the OTC margin list and (b) is not in excess of five percent (5%) of the securities of such company;
- To accept compensation from outsiders for services for which the employee is being paid by Tyler;
- To speculate or deal in materials, equipment, supplies, products, lands, leases, or property purchased or sold by Tyler, or for which negotiations to purchase, acquire, or sell are pending or may reasonably be anticipated, or to receive (other than from Tyler) any compensation, bonus, or commission in connection with any transaction relating to Tyler's business;
- To knowingly cause, directly or indirectly, Tyler to enter into a business transaction with a close relative of a Tyler employee or business enterprise of such relative;
- To knowingly buy or sell for the employee's own account or the account of a relative of a Tyler employee any security or other interest which Tyler may be considering buying or selling, or has decided to buy or sell, until Tyler's decision has been completely executed and publicly announced; or
- To transmit any knowledge of any consideration or decisions of any information that might be prejudicial to the interests of Tyler to any person, except as may be necessary for the proper discharge of the employee's responsibilities on behalf of Tyler.

If an employee finds that he/she has, or is considering the assumption of, a financial interest or outside relationship that might involve a conflict of interest, or if the employee has any doubt as to the proper application of this policy, he/she should promptly make

all facts known to Robert Sansone, Tyler Human Resources, and refrain from any exercise of responsibility in any manner that might reasonably be considered to be affected by such adverse interest.

Protection of Confidential or Proprietary Information

Tyler's confidential and proprietary information is vital to its current operations and future success. Each employee shall use reasonable care to protect or otherwise prevent the unauthorized disclosure of such information. In no event shall confidential information be disclosed or revealed within or outside Tyler without proper authorization or purpose. If an employee is uncertain whether certain information should be treated as confidential, the employee should presume that such information is confidential and not disclose it without proper authorization.

By way of example, confidential or proprietary information includes information relating to Tyler's business methods, business plans, research, development, inventions, databases, systems, systems designs, technology, intellectual property, know-how, management, business development, operations, products, services, pricing strategies, client sources, employee records, terms and conditions of arrangements of any business or clients, client lists, methods of competing, financial statements, financial projections, financing methods, and other proprietary information.

Insider Trading

Tyler's common stock is listed for trading on the New York Stock Exchange (NYSE:TYL). No employee may purchase, sell, or otherwise trade Tyler common stock (including options) while in possession of material information that has not been publicly disseminated. In addition, employees shall not communicate non-public information to a third party under circumstances where improper trading can be anticipated. Material information can either be positive or negative information and can include such things as financial results, projections of future earnings or losses, significant acquisitions, contract awards, teaming agreements, or other material business developments, significant litigation, acquisition or loss of significant customers, and other information material to Tyler's business. Questions about any trade should be directed to H. Lynn Moore, Jr., Tyler's Executive Vice President, General Counsel, and Secretary at lynn.moore@tylertech.com.

Property Rights

During and subsequent to employment by Tyler, an employee must disclose to Tyler all ideas, concepts, inventions, improvements, and discoveries, including those related to software, and any and all writings including those related to software, regardless of the media that are conceived, made, or reduced to practice by the employee provided that such ideas, concepts, inventions, improvements, and discoveries arise from or relate to work done for or on behalf of Tyler, relate to Tyler's business, or involve the employee's use of Tyler equipment, facilities, or time, or arise out of any information received regarding Tyler's business. It is each employee's responsibility to fully disclose to Tyler as promptly as available all information known or possessed by the employee concerning these property rights. Where appropriate, ideas or questions should be directed to H. Lynn Moore, Jr., Tyler's Executive Vice President, General Counsel, and Secretary at lynn.moore@tylertech.com for patent, copyright, trademark, or trade secret protection.