

# AGILYSYS, INC.

## Compensation Committee Charter

### Mission Statement

**The purpose and mission of the Compensation Committee of the Board of Directors of Agilysys, Inc. (the “Company”) is to enhance shareholder value by ensuring that the compensation available to the Board of Directors, Chief Executive Officer, and other Executive Officers of the Company enables the Company to attract and retain high-quality leadership and is consistent with the Company’s executive compensation policy.**

### Composition

The Compensation Committee (the “Committee”) shall be comprised of three or more directors. Each member of the Committee shall be independent in accordance with the provisions of Rule 10C-1(b)(1) under Securities Exchange Act of 1934, as amended (the "Exchange Act") and the rules of the NASDAQ Stock Market, shall meet the additional composition requirements of the NASDAQ Stock Market, and shall be free from any relationship that, in the opinion of the Board of Directors, would interfere with the exercise of independent judgment as a Committee member. Each member of the Committee must also qualify as "non-employee directors" for the purposes of Rule 16b-3 under the Exchange Act, and as "outside directors" for the purposes of Section 162(m) of the Internal Revenue Code, as amended.

### Principal Functions

The Committee shall be responsible for the following:

1. **Director Compensation.** Review and recommend to the Board of Directors for approval, all Director compensation, including retainers, meeting fees, equity compensation plans, deferred compensation plans, and any other components of Director compensation.
2. **Compensation Philosophy.** Review annually and determine the Company’s stated compensation philosophy to ensure that management is rewarded appropriately for its contributions to Company growth and profitability and that the executive compensation strategy (including executive salary ranges, annual incentive compensation, and long-term incentive plans) supports the Company’s goals and objectives and the interests of shareholders. Determine the extent to which the Company’s compensation policies and practices for all its employees create risk-taking incentives materially adverse to the Company.
3. **Chief Executive Compensation.** Review annually and determine the individual elements of total compensation for the Chief Executive Officer. Establish, on an annual basis, performance criteria and objectives for Chief Executive Officer, and, in conjunction with the Board of Directors, conduct annual performance assessment of

the Chief Executive Officer. In evaluating and determining CEO compensation, the Committee shall consider the results of the most recent stockholder advisory vote on executive compensation ("Say on Pay Vote") required by Section 14A of the Exchange Act. The CEO cannot be present during any voting or deliberations by the Committee on his or her compensation.

4. **Report to Shareholders.** Report annually to the shareholders on the factors and criteria on which the Chief Executive Officer's compensation for the prior year was based, including the relationship of the Company's performance to the Chief Executive Officer's compensation.
5. **Compensation of Other Executive Officers.** Review annually and determine the individual elements of total compensation for Officers (as used in Section 16 of the Securities Exchange Act and defined in Rule 16a-1 thereunder, "Executive Officers"). Consult with Chief Executive Officer to ensure that Executive Officer compensation is consistent with compensation strategy and policy and that performance criteria and objectives are consistent with Company goals. Review relationship of Company's performance to Executive Officer compensation. In evaluating and determining Executive Officer compensation, the Committee shall consider the results of the most recent Say on Pay Vote.
6. **Equity Compensation Plans.** Annually, review and approve the type, number, terms and conditions of equity compensation grants to the Chief Executive Officer and other Executive Officers, consistent with the terms of those plans and the compensation philosophy. For equity grants to all other employees, review the list of grants for consistency with compensation philosophy. Additionally, the Committee may provide for an equity pool, which may be granted at the Chief Executive Officer's discretion for new hires or other interim awards for employees other than Executive Officers.
7. **Retirement Plan.** Review annual profit-sharing contribution, and make appropriate recommendations to the Board of Directors. Receive and review reports from Company management on 401K participation rates, fund choices, performance of funds, and other aspects of plan.
8. **Other Compensation and Benefit Plans.** As required, review and approve equity and other Executive compensation and benefit plans and programs to ensure consistency with the Company's compensation philosophy.
9. **Compensation Agreements and Arrangements.** Review and approve employment agreements, severance arrangements, change-in-control agreements and similar compensation arrangements, including all amendments, renewals or waivers to such agreements or arrangements, for the Chief Executive Officer and other Executive Officers.

10. **Succession Planning.** Annually review the succession planning process with the Chief Executive Officer. Report annually to the Board of Directors on the Company's leadership succession planning for the Chief Executive Officer and other Executive Officers.
11. **Peer Groups.** Review and approve selection of peer groups used to assist the Committee in evaluating Chief Executive Officer and Executive Officer total compensation.
12. **Compensation Discussion and Analysis and Committee Report.** Review and approve the Company's Compensation Discussion and Analysis and the Committee Report for inclusion in the Company's annual report on Form 10-K and proxy statement.
13. **Reporting.** Annually report to the shareholders on the compensation of the Chief Executive Officer and other Executive Officers, to the extent required by federal securities law requirements. Report annually to the Board of Directors on the Committee's discharge of its responsibilities outlined herein.

The Committee shall have the authority to delegate any of its responsibilities to subcommittees as it may deem appropriate in its sole discretion.

### **Outside Advisors**

The Committee shall have the authority, in its sole discretion, to select, retain and obtain the advice of a compensation consultant as necessary to assist with the execution of its duties and responsibilities as set forth in this Charter. The Committee shall set the compensation, and oversee the work, of the compensation consultant. The Committee shall have the authority, in its sole discretion, to retain and obtain the advice and assistance of outside legal counsel and such other advisors as it deems necessary to fulfill its duties and responsibilities under this Charter. The Committee shall set the compensation, and oversee the work, of its outside legal counsel and other advisors. The Committee shall receive appropriate funding from the Company, as determined by the Committee in its capacity as a committee of the Board, for the payment of compensation to its compensation consultants, outside legal counsel and any other advisors. However, the Committee shall not be required to implement or act consistently with the advice or recommendations of its compensation consultant, legal counsel or other advisor to the compensation committee, and the authority granted in this Charter shall not affect the ability or obligation of the Committee to exercise its own judgment in fulfillment of its duties under this Charter.

The compensation consultant(s), outside counsel and any other advisors retained by, or providing advice to, the Committee (other than the Company's in-house counsel) shall be independent as determined in the discretion of the Committee after considering the factors specified in NASDAQ Listing Rule 5605(d)(3)(D). The Committee is not required to assess the independence of any compensation consultant or other advisor that acts in a role limited to consulting on any broad-based plan that does not discriminate in scope, terms or operation in favor of executive officers or directors and that is generally available to all salaried employees or

providing information that is not customized for a particular company or that is customized based on parameters that are not developed by the consultant or advisor, and about which the consultant or advisor does not provide advice.

The Committee shall evaluate whether any compensation consultant retained or to be retained by it has any conflict of interest in accordance with Item 407(e)(3)(iv) of Regulation S-K.

### **Meetings**

The Committee will meet as often as necessary to carry out its responsibilities, but in any event, no less than three times each year. Meetings will be called by the Chairman of the Committee. All meetings of the Committee shall be held pursuant to the Code of Regulations of the Company. The Committee shall maintain written minutes of its meetings, which minutes shall be filed with the minutes of the meetings of the Board of Directors.

### **Charter Review**

The Committee shall review this Charter at least annually and recommend any proposed changes to the Board for approval.

### **Delegation of Authority**

The Committee shall have the authority to delegate any of its responsibilities, along with the authority to take action in relation to such responsibilities, to one or more subcommittees as the Committee may deem appropriate in its sole discretion.

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