

# **AGILYSYS, INC.**

## **Nominating and Corporate Governance Committee Charter**

**(Amended and Restated as of February 17, 2015)**

### **Mission Statement**

**The purpose and mission of the Nominating and Corporate Governance Committee of the Board of Directors of Agilysys, Inc. (the “Company”) is to assist the Board of Directors in (1) the identification and nomination of qualified individuals for election to the Board of Directors; (2) assessment and evaluation of Board effectiveness and oversight of Board development programs; and (3) the establishment, implementation and oversight of the Company’s governance programs and policies.**

### **Composition**

The Nominating and Corporate Governance Committee (the “Committee”) shall be comprised of three or more directors, all of whom in the judgment of the Board of Directors are independent (in accordance with applicable rules and regulations of the Securities and Exchange Commission and applicable stock exchange listing requirements) and 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.

### **Principal Functions**

The Committee shall be responsible for the following:

1. Director Nomination and Resignation
  - Develop and recommend to the Board of Directors specific guidelines and criteria for identifying and selecting nominees to the Board of Directors, as well as guidelines for the composition of the entire Board.
  - Review the qualifications of, and recommend to the Board of Directors, individuals to be nominated for membership on the Board of Directors.
  - Review qualifications of incumbent Directors in determining whether to recommend them for re-election to the Board.
  - Recommend to the Board removal of a Director where appropriate.
  - Develop a pool of potential director candidates for consideration in the event of a vacancy on the Board of Directors.
  - Review and consider Directors’ offers of resignation due to change in circumstances, as provided for in the Company’s Corporate Governance Guidelines.
  - Review and provide guidance to the Board of Directors on shareholder-nominated Director candidates.

## 2. Board Development and Evaluation

- Develop and recommend to the Board of Directors for its approval a biennial evaluation process for the Board, including its committees and the Chairman.
- Oversee the evaluation process for the Board, its committees and the Chairman.
- Develop guidelines for continuing education of Directors.
- Develop and oversee implementation of new Director orientation programs.

## 3. Corporate Governance

- Review Directors' status as independent directors under applicable laws, regulations and stock exchange standards, and report to the Board regarding such status for the Board's use in establishing Director independence.
- Solicit Chief Executive Officer recommendations for directors to serve as members of each committee and make recommendations to the Board regarding committee membership.
- Review annually Board size, structure and procedures, including that of its committees, to ensure that the Board can effectively carry out its obligations and recommend any proposed changes to the Board of Directors.
- Develop and recommend to the Board, and oversee implementation of and compliance with, Corporate Governance Guidelines applicable to the Company and review such Guidelines annually for compliance with applicable laws, rules and regulations.
- Develop and recommend to the Board, and oversee implementation of and compliance with, Guidelines for Qualifications and Nomination of Director Candidates applicable to the Company and review such Guidelines annually for compliance with applicable laws, rules and regulations.
- Review annually the corporate governance regulatory compliance of the Company to ensure that the Company, Board and each Board committee is in compliance with all applicable rules and regulations of the Securities and Exchange Commission and applicable stock exchange listing requirements.
- Review annually and acknowledge the Company's Code of Business Conduct as applicable to Directors.
- Ensure that the process of succession planning for the Board is adequately and appropriately initiated and managed.
- Review and provide guidance to the Board on shareholder proposals.
- Review annually and assess the adequacy of the Stock Ownership Guidelines adopted by the Board and recommend any proposed changes to the Board.
- Review annually the Directors' and executive officers' stock ownership toward attainment of the Stock Ownership Guidelines and report to the Board such status.
- Develop the Company's policy regarding, and oversee, all communications received from shareholders directed to the Board, including with respect to shareholder proposals, shareholder proposed director nominees and all other shareholder actions related to the corporate governance of the Company.

- Review annually and assess the adequacy of this Charter and recommend any proposed changes to the Board of Directors.

The Committee shall have the authority to delegate any of its responsibilities to subcommittees as it may deem appropriate in its sole discretion. The committee shall also have the authority, in its sole discretion, to retain, terminate and obtain advice, reports or opinions from search firms or other internal or outside advisors and legal counsel in the performance of its responsibilities and shall have the sole authority to approve related fees and retention terms.

### **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 shall be called by the Chairman of the Committee. All meetings of the Committee will be held pursuant to the Code of Regulations of the Company. Reports of meetings of the Committee shall be made to the Board of Directors as necessary. 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.