

AGILYSYS, INC.

Compensation Committee Charter

Purpose

The purpose of the Compensation Committee of the Board of Directors of the Company is to enhance shareholder value by ensuring that the compensation available to the Board and the 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 and otherwise to carry out the responsibilities delegated by the Board relating to the review and determination of executive compensation.

Composition

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, would interfere with the exercise of independent judgment as a Committee member. Each member of the Committee must also qualify as a "non-employee director" for the purposes of Rule 16b-3 under the Exchange Act.

The members of the Committee shall be appointed by the Board based on recommendations from the Nominating and Corporate Governance Committee. The members of the Committee shall serve for such term or terms as the Board may determine or until earlier resignation or death. The Board may remove any member from the Committee at any time with or without cause.

Principal Functions

The Committee shall be responsible for the following:

1. **Director Compensation.** Review and recommend to the Board 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 (“CEO”). Establish, on an annual basis, performance criteria and objectives for the CEO, and in conjunction with the Board, conduct an annual performance assessment of the CEO. 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. **Compensation of Other Executive Officers.** Review annually and determine the individual elements of total compensation for all other executive officers. Consult with the CEO 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 the relationship of the 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.
5. **Incentive Compensation Plans.** Review, approve and, when appropriate, recommend to the Board for approval, incentive compensation plans and equity-based plans, and where appropriate or required, recommend for approval by the shareholders of the Company, which includes the ability to adopt, amend and terminate such plans. Administer the Company's incentive compensation plans and equity-based plans, including designation of the employees to whom the awards are to be granted, the amount of the award or equity to be granted and the terms and conditions applicable to each award or grant, subject to the provisions of each plan. In reviewing and approving incentive compensation plans and equity-based plans, including whether to adopt, amend or terminate any such plans, the Committee shall consider the results of the most recent Say on Pay Vote.
6. **Stock Ownership Guidelines.** 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.
7. **Other Employee Benefit Plans.** To review, approve, and when appropriate, recommend to the Board for approval, any employee benefit plans for the Company, which includes the ability to adopt, amend and terminate such plans and the ability to delegate oversight of such plans.
8. **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.

9. **Peer Groups.** Review and approve selection of peer groups used to assist the Committee in evaluating CEO and executive officer compensation.
10. **Compensation Discussion and Analysis and Committee Report.** Review and approve the Company's Compensation Discussion and Analysis and compensation committee report required to be included in the Company's annual report on Form 10-K or proxy statement.

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.

Structure and Operations

The Board shall designate a member of the Committee as the chairperson. 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 chairperson of the Committee. The Committee is governed by the same rules regarding meetings (including meetings in person or by telephone or other similar communications equipment), action without meetings, notice, waiver of notice, and quorum and voting requirements as are applicable to the Board. The Committee shall maintain written minutes of its meetings, which minutes shall be filed with the minutes of the meetings of the Board.

The Committee may invite such members of management to its meetings as it deems appropriate. However, the Committee shall meet regularly without such members present, and in all cases the CEO shall not be present at meetings at which his or her compensation is determined.

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. Subject to applicable law, rules and regulations and the organizational documents of the Company, 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 officers, employees or a committee that includes one or more officers or employees, of the Company.

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