

Agilysys, Inc.
Cybersecurity Risk Subcommittee Charter
A Subcommittee of the Audit Committee

Purpose

The Cybersecurity Subcommittee (the “Subcommittee”) shall assist the Audit Committee (the “Committee”) of the Agilysys, Inc. (the “Company”) Board of Directors (“Board”) in fulfilling the Committee and the Board’s oversight responsibilities with respect to the Company’s internal systems, as well as to the Company’s products and services for customers, including but not limited to the Company’s compliance with data governance, privacy, and cybersecurity legal and regulatory requirements.

Membership

The Subcommittee shall consist of at least two (2) directors. The Board shall appoint Subcommittee members and fill vacancies occurring on the Subcommittee. A member of the Subcommittee need not also be a member of the Committee.

All members of the Subcommittee shall have a background or experience in information technology or cybersecurity and an understanding of cyber threats, risk mitigation and policy.

Responsibilities

The Subcommittee shall be responsible for the following:

1. Data Governance – To review policies, procedures, plans, and execution intended to provide security, confidentiality, availability, and integrity of the information.
2. Information Technology Systems – To review the quality and effectiveness of the Company’s policies and procedures with respect to its information technology systems, including ongoing review of the results of periodic security assessments conducted by the Company.
3. Incident Response – To review the policies and procedures of the Company in preparation for responding to any material incidents.
4. Compliance Risks and Audits – To review the Company’s management of risks related to its information technology systems and processes, including privacy, network security and data security, and any internal and external audits of such systems and processes.
5. IT/Information Security Resources – To review information technology and security staffing and priorities based, in part, on assessing risk associated with various perceived threats.
6. Risk Management – To review the company’s risk management processes and the cyber risks in relation to the threat landscape applicable to the company including third-party risks.

7. Advisory Role – To review the Company’s information technology strategy or programs relating to new security technologies, applications, and systems.
8. General Authority – To perform such other functions and to have such powers as may be necessary or appropriate in the efficient and lawful discharge of the foregoing.

Administration

The Subcommittee shall hold such regular or special meetings as its members shall deem necessary or appropriate. A majority shall constitute a quorum of the Committee for purposes of each meeting. All Committee actions shall be taken by a majority vote of the quorum of members present in person or by telephone at the meeting.

The Subcommittee members will have sole discretion in determining the meeting attendees which may include, but not necessarily be limited to, members of senior management, other members of the Board and such other persons as it deems appropriate to carry out its responsibilities. These parties may be invited to participate in meetings of the Subcommittee but may be excused from participation in discussions of any matter under consideration at the discretion of the Subcommittee.

The Subcommittee will keep minutes of its meetings and promptly and regularly report on all Subcommittee business and affairs to the Committee. All members of the Board will receive a copy of the Subcommittee minutes following each such meeting.

Outside Advisors

The Subcommittee may engage and determine funding for such independent professional advisers and counsel as the Subcommittee determines are appropriate to carry out its functions hereunder. The Company shall provide appropriate funding to the Subcommittee, as determined by the Subcommittee, for payment of compensation to any outside advisers retained by the Subcommittee and ordinary administrative expenses of the Subcommittee that are necessary or appropriate in carrying out its duties.

Adopted May 25, 2023