

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549**

FORM 10-Q

(Mark One)

☒ **QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the quarterly period ended September 30, 2025

OR

☐ **TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the transition period from _____ to _____

Commission File Number: **000-5734**

AGILYSYS, INC.

(Exact Name of Registrant as Specified in its Charter)

Delaware

(State or other jurisdiction of
incorporation or organization)

3655 Brookside Parkway, Suite 300

Alpharetta, Georgia

(Address of principal executive offices)

34-0907152

(I.R.S. Employer
Identification No.)

30022

(Zip Code)

Registrant's telephone number, including area code: **(770) 810-7800**

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, without par value	AGYS	Nasdaq Global Select Market

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes ☒ No ☐

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files). Yes ☒ No ☐

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large Accelerated filer	☒	Accelerated filer	☐
Non-Accelerated filer	☐	Smaller reporting company	☐
Emerging growth company	☐		

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. ☐

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes ☐ No ☒

As of October 17, 2025, the registrant had 28,042,508 shares of common stock outstanding.

AGILYSYS, INC.

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AGILYSYS, INC.
CONDENSED CONSOLIDATED BALANCE SHEETS

(In thousands, except share data)	September 30, 2025 (Unaudited)	March 31, 2025
ASSETS		
Current assets:		
Cash and cash equivalents	\$ 59,336	\$ 73,041
Accounts receivable, net of allowance for expected credit losses of \$1,202 and \$627, respectively	36,796	31,529
Contract assets	4,048	4,523
Inventories	7,714	5,174
Prepaid expenses and other current assets	10,067	9,260
Total current assets	117,961	123,527
Property and equipment, net	15,268	16,718
Operating lease right-of-use assets	15,111	17,114
Goodwill	134,130	130,640
Intangible assets, net	69,500	70,802
Deferred income taxes, non-current	63,204	66,520
Other non-current assets	10,394	9,049
Total assets	\$ 425,568	\$ 434,370
LIABILITIES AND SHAREHOLDERS' EQUITY		
Current liabilities:		
Accounts payable	\$ 12,764	\$ 12,388
Contract liabilities	62,886	70,654
Accrued liabilities	15,649	22,324
Operating lease liabilities, current	5,449	5,658
Total current liabilities	96,748	111,024
Deferred income taxes, non-current	11,331	10,986
Operating lease liabilities, non-current	15,194	17,304
Debt, non-current	—	24,000
Other non-current liabilities	5,548	5,170
Commitments and contingencies		
Shareholders' equity:		
Common shares, without par value, at \$0.30 stated value; 80,000,000 shares authorized; 33,342,288 shares issued; and 28,042,618 and 28,015,775 shares outstanding at September 30, 2025 and March 31, 2025, respectively	10,003	10,003
Treasury shares, 5,299,670 and 5,326,513 at September 30, 2025 and March 31, 2025, respectively	(1,593)	(1,600)
Capital in excess of stated value	120,854	109,785
Retained earnings	177,580	160,980
Accumulated other comprehensive loss	(10,097)	(13,282)
Total shareholders' equity	296,747	265,886
Total liabilities and shareholders' equity	\$ 425,568	\$ 434,370

See accompanying notes to unaudited condensed consolidated financial statements.

AGILYSYS, INC.
CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS
(Unaudited)

(In thousands, except per share data)	Three Months Ended September 30,		Six Months Ended September 30,	
	2025	2024	2025	2024
Net revenue:				
Products	\$ 10,095	\$ 10,525	\$ 20,050	\$ 20,400
Subscription and maintenance	50,955	41,432	99,579	79,474
Professional services	18,249	16,322	36,347	31,917
Total net revenue	79,299	68,279	155,976	131,791
Cost of goods sold:				
Products	6,037	5,206	12,236	10,432
Subscription and maintenance	10,850	8,827	20,833	16,935
Professional services	13,445	11,032	26,645	21,342
Total cost of goods sold	30,332	25,065	59,714	48,709
Gross profit	48,967	43,214	96,262	83,082
Gross profit margin	61.7%	63.3%	61.7%	63.0%
Operating expenses:				
Product development	17,825	16,172	35,280	30,892
Sales and marketing	9,781	8,794	21,574	15,808
General and administrative	10,164	10,162	20,920	20,645
Depreciation of fixed assets	964	915	1,908	1,752
Amortization of internal-use software and intangibles	1,432	904	2,890	1,155
Other (gains) charges, net	(5,456)	2,037	(5,203)	2,587
Legal settlements	110	104	225	369
Total operating expense	34,820	39,088	77,594	73,208
Operating income	14,147	4,126	18,668	9,874
Other income (expense):				
Interest income	346	1,095	793	2,877
Interest expense	(56)	(458)	(273)	(458)
Other income, net	1,274	383	1,372	226
Income before taxes	15,711	5,146	20,560	12,519
Income tax provision (benefit)	4,001	3,782	3,960	(2,951)
Net income	\$ 11,710	\$ 1,364	\$ 16,600	\$ 15,470
Weighted average shares outstanding - basic	27,882	27,533	27,838	27,335
Net income per share - basic:	\$ 0.42	\$ 0.05	\$ 0.60	\$ 0.57
Weighted average shares outstanding - diluted	28,397	28,257	28,348	28,202
Net income per share - diluted:	\$ 0.41	\$ 0.05	\$ 0.59	\$ 0.55

See accompanying notes to unaudited condensed consolidated financial statements.

AGILYSYS, INC.
CONDENSED CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME
(Unaudited)

(In thousands)	Three Months Ended September 30,		Six Months Ended September 30,	
	2025	2024	2025	2024
Net income	\$ 11,710	\$ 1,364	\$ 16,600	\$ 15,470
Other comprehensive income (loss):				
Unrealized foreign currency translation adjustments	(4,042)	709	3,185	551
Total comprehensive income	\$ 7,668	\$ 2,073	\$ 19,785	\$ 16,021

See accompanying notes to unaudited condensed consolidated financial statements.

AGILYSYS, INC.
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS
(Unaudited)

(In thousands)	Six Months Ended September 30,	
	2025	2024
Operating activities		
Net income	\$ 16,600	\$ 15,470
Adjustments to reconcile net income to net cash provided by operating activities:		
Loss on asset disposals	2	21
Depreciation of fixed assets	1,908	1,752
Amortization of internal-use software and intangibles	2,890	1,155
Amortization of developed technology acquired	333	138
Deferred income taxes	3,188	(7,634)
Share-based compensation	10,029	8,438
Changes in operating assets and liabilities	(24,083)	(11,652)
Net cash provided by operating activities	10,867	7,688
Investing activities		
Cash paid for business combination, net of cash acquired	—	(144,945)
Capital expenditures	(850)	(1,520)
Net cash used in investing activities	(850)	(146,465)
Financing activities		
Debt proceeds, net of issuance costs	—	49,655
Debt repayments	(24,000)	—
Proceeds from Employee Stock Purchase Plan purchases	777	453
Repurchase of common shares to satisfy employee tax withholding	(742)	(1,428)
Net cash (used in) provided by financing activities	(23,965)	48,680
Effect of exchange rate changes on cash	243	94
Net decrease in cash and cash equivalents	(13,705)	(90,003)
Cash and cash equivalents at beginning of period	73,041	144,891
Cash and cash equivalents at end of period	\$ 59,336	\$ 54,888

See accompanying notes to unaudited condensed consolidated financial statements.

AGILYSYS, INC.
CONDENSED CONSOLIDATED STATEMENTS OF SHAREHOLDERS' EQUITY
(Unaudited)

Three Months Ended September 30, 2025

	Three Months Ended September 30, 2025							
	Common Shares				Capital in excess of Stated value	Retained earnings	Accumulated other comprehensive income (loss)	Total
(In thousands, except share data)	Issued Shares	Stated value	In Treasury Shares	Stated value				
Balance at June 30, 2025	33,342	\$ 10,003	(5,307)	\$ (1,595)	\$ 114,996	\$ 165,870	\$ (6,055)	\$ 283,219
Share-based compensation	—	—	—	—	4,848	—	—	4,848
Shares issued upon exercise of SSARs	—	—	1	—	—	—	—	—
Shares withheld for taxes upon exercise of SSARs or vesting of other grants	—	—	(1)	—	235	—	—	235
Other common stock issuances, net	—	—	7	2	775	—	—	777
Net income	—	—	—	—	—	11,710	—	11,710
Unrealized translation adjustments	—	—	—	—	—	—	(4,042)	(4,042)
Balance at September 30, 2025	33,342	\$ 10,003	(5,300)	\$ (1,593)	\$ 120,854	\$ 177,580	\$ (10,097)	\$ 296,747

Three Months Ended September 30, 2024

	Three Months Ended September 30, 2024							
	Common Shares							
	Issued		In Treasury		Capital in excess of		Accumulated other	
	Stated value		Stated value		Stated value	Retained earnings	comprehensive income (loss)	
(In thousands, except share data)	Shares		Shares					Total
Balance at June 30, 2024	33,342	\$ 10,003	(5,470)	\$ (1,642)	\$ 98,277	\$ 151,861	\$ (4,328)	\$ 254,171
Share-based compensation	—	—	—	—	3,877	—	—	3,877
Shares issued upon exercise of SSARs	—	—	47	14	(14)	—	—	—
Shares withheld for taxes upon exercise of SSARs or vesting of other grants	—	—	(2)	(1)	(311)	—	—	(312)
Other common stock issuances, net	—	—	23	7	446	—	—	453
Net income	—	—	—	—	—	1,364	—	1,364
Unrealized translation adjustments	—	—	—	—	—	—	709	709
Balance at September 30, 2024	33,342	10,003	(5,402)	(1,622)	102,275	153,225	(3,619)	260,262

Six Months Ended September 30, 2025

	Six Months Ended September 30, 2025							
	Common Shares							
	Issued		In Treasury		Capital in excess of		Accumulated other	
(In thousands, except share data)	Shares	Stated value	Shares	Stated value	Stated value	Retained earnings	comprehensive income (loss)	Total
Balance at March 31, 2025	33,342	\$ 10,003	(5,327)	\$ (1,600)	\$ 109,785	\$ 160,980	\$ (13,282)	\$ 265,886
Share-based compensation	—	—	—	—	10,224	—	—	10,224
Shares issued upon exercise of SSARs	—	—	19	5	(5)	—	—	—
Shares withheld for taxes upon exercise of SSARs or vesting of other grants	—	—	(2)	(1)	76	—	—	75
Other common stock issuances, net	—	—	10	3	774	—	—	777
Net income	—	—	—	—	—	16,600	—	16,600
Unrealized translation adjustments	—	—	—	—	—	—	3,185	3,185
Balance at September 30, 2025	33,342	\$ 10,003	(5,300)	\$ (1,593)	\$ 120,854	\$ 177,580	\$ (10,097)	\$ 296,747

Six Months Ended September 30, 2024

	Six Months Ended September 30, 2024							
	Common Shares							
	Issued		In Treasury		Capital in excess of		Accumulated other	
(In thousands, except share data)	Shares	Stated value	Shares	Stated value	Stated value	Retained earnings	comprehensive income (loss)	Total
Balance at March 31, 2024	33,342	\$ 10,003	(5,965)	\$ (1,791)	\$ 94,680	\$ 137,755	\$ (4,170)	\$ 236,477
Share-based compensation	—	—	—	—	8,727	—	—	8,727
Shares issued upon exercise of SSARs	—	—	545	164	(164)	—	—	—
Shares withheld for taxes upon exercise of SSARs or vesting of other grants	—	—	(16)	(5)	(1,411)	—	—	(1,416)
Other common stock issuances, net	—	—	34	10	443	—	—	453
Net income	—	—	—	—	—	15,470	—	15,470
Unrealized translation adjustments	—	—	—	—	—	—	551	551
Balance at September 30, 2024	33,342	10,003	(5,402)	(1,622)	102,275	153,225	(3,619)	260,262

See accompanying notes to unaudited condensed consolidated financial statements.

AGILYSYS, INC.
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(Unaudited)

1. Nature of Operations and Financial Statement Presentation

Nature of Operations

Agilysys has been a leader in hospitality software for more than 45 years, delivering innovative cloud-native SaaS and on-premise solutions for hotels, resorts, cruise lines, casinos, corporate foodservice management, restaurants, universities, stadiums, and healthcare facilities. The Company's software solutions include point-of-sale (POS), property management (PMS), inventory and procurement, payments, and related applications that manage and enhance the entire guest journey. Agilysys also is known for its world-class customer-centric service. Many of the top hospitality companies around the world use Agilysys solutions to improve guest loyalty, drive revenue growth, and increase operational efficiencies. Agilysys operates across North America, Europe, the Middle East, Asia-Pacific, and India, with headquarters in Alpharetta, GA.

The Company has one reportable segment serving the global hospitality industry.

Basis of Presentation

The accompanying unaudited Condensed Consolidated Financial Statements include our accounts consolidated with our wholly-owned subsidiaries. All significant intercompany accounts and transactions have been eliminated in consolidation. Our fiscal year ends on March 31st. References to a particular year refer to the fiscal year ending in March of that year. For example, fiscal 2026 refers to the fiscal year ending March 31, 2026.

Our unaudited interim financial statements are prepared in accordance with U.S. generally accepted accounting principles (GAAP) for interim financial information, the instructions to the Quarterly Report on Form 10-Q (Quarterly Report) under the Securities Exchange Act of 1934, as amended (the Exchange Act), and Rule 10-01 of Regulation S-X under the Exchange Act. Certain information and footnote disclosures normally included in the annual financial statements prepared in accordance with GAAP have been condensed or omitted pursuant to such rules and regulations relating to interim financial statements.

The Condensed Consolidated Balance Sheet as of September 30, 2025, as well as the Condensed Consolidated Statements of Operations, Condensed Consolidated Statements of Comprehensive Income, Condensed Consolidated Statements of Cash Flows, and Condensed Consolidated Statements of Shareholders' Equity for the three and six months ended September 30, 2025 and 2024, are unaudited. However, these financial statements have been prepared on the same basis as those in the audited annual financial statements. In the opinion of management, all adjustments of a recurring nature necessary to fairly state the results of operations, financial position, and cash flows have been made.

These unaudited interim financial statements should be read together with the consolidated financial statements and related notes included in our Annual Report on Form 10-K for the year ended March 31, 2025, filed with the Securities and Exchange Commission (SEC) on May 23, 2025.

Use of estimates

Preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions that may affect the reported amounts of assets and liabilities at the date of the financial statements and the reported amounts of revenue and expenses during the reported periods. Actual results could differ from those estimates.

2. Summary of Significant Accounting Policies

A detailed description of our significant accounting policies can be found in the audited financial statements for the fiscal year ended March 31, 2025, included in our Annual Report on Form 10-K. There have been no material changes to our significant accounting policies from those disclosed therein.

Recently Adopted and Issued Accounting Pronouncements

In September 2025, the Financial Accounting Standards Board (“FASB”) issued Accounting Standards Update (“ASU”) No. 2025-06, *Intangibles-Goodwill and Other-Internal Use Software (Subtopic 350-40): Targeted Improvements to the Accounting for Internal-Use Software*, which removes all references to software development stages and clarifies the threshold entities apply to begin capitalizing costs. ASU No. 2025-06 is effective for annual periods beginning after December 15, 2027, or our fiscal 2029, and interim reporting periods within those annual reporting periods. The ASU may be applied prospectively, retrospectively or through a modified transition approach with early adoption permitted. We are currently evaluating the potential impact the ASU may have on our Consolidated Financial Statements upon adoption.

In November 2024, the FASB issued ASU No. 2024-03 *Income Statement—Reporting Comprehensive Income—Expense Disaggregation Disclosures* (“ASU 2024-03”) to expand expense disclosures by requiring disaggregated disclosure of certain income statement expense line items, including those that contain purchases of inventory, employee compensation, depreciation and amortization. ASU 2024-03 is effective for fiscal years beginning after December 15, 2026, or our fiscal 2028, and subsequent interim periods, with early adoption permitted. The amendments should be applied prospectively, but retrospective application is permitted. We are currently assessing the impact on our disclosures.

In December 2023, the FASB issued ASU No. 2023-09 *Income Taxes (Topic 740): Improvements to Income Tax Disclosures* (“ASU 2023-09”) to update income tax disclosure requirements primarily by requiring specific categories and greater disaggregation within the rate reconciliation and disaggregation of income taxes paid by jurisdiction. The amendments in the ASU also remove disclosures related to certain unrecognized tax benefits and deferred taxes. ASU 2023-09 is effective for fiscal years beginning after December 15, 2024, or our fiscal 2026. The amendments may be applied prospectively or retrospectively with early adoption permitted. We are currently assessing the impact on our disclosures.

3. Revenue Recognition

Our customary business practice is to enter into legally enforceable written contracts with our customers. The majority of our contracts are governed by a master service agreement between us and the customer, which sets forth the general terms and conditions of any individual contract between the parties, which is then supplemented by a customer order to specify the different goods and services, the associated prices, and any additional terms for an individual contract. Performance obligations specific to each individual contract are defined within the terms of each order. Each performance obligation is identified based on the goods and services that will be transferred to our customer that are both capable of being distinct and are distinct within the context of the contract. The transaction price is determined based on the consideration that we will be entitled to and that we expect to receive in exchange for transferring goods or services to the customer. Typically, our contracts do not provide our customer with any right of return or refund; we do not constrain the contract price as it is probable that there will not be a significant revenue reversal due to a return or refund.

Typically, our customer contracts contain one or more of the following goods or services which constitute performance obligations.

Our proprietary software licenses typically provide for a perpetual right to use our software. Generally, our contracts do not provide significant services of integration and customization, and installation services are not required to be purchased directly from us. The software is delivered before related services are provided and is functional without professional services, updates and technical support. We have concluded that the software license is distinct as the customer can benefit from the software on its own. Software revenue is typically recognized when the software is delivered or made available for download to the customer.

We recognize revenue for hardware sales when the product is shipped to the customer and when obligations that affect the customer’s final acceptance of the arrangement have been fulfilled. Hardware is purchased from suppliers and provided to the end-user customers via drop-ship or from inventory. We are responsible for negotiating price both with the supplier and the customer, payment to the supplier, establishing payment terms and product returns with the customer, and we bear the credit risk if the customer does not pay for the goods. As the principal contact with the customer, we recognize revenue and cost of goods sold when we ship or are notified by the supplier that the product has been shipped. In certain limited instances, as shipping terms dictate, revenue is recognized upon receipt at the point of destination or upon installation at the customer site.

Our subscription service revenue is comprised of fees for contracts that provide customers a right to access our software for a subscribed period. We do not provide the customer the contractual right to license the software at any time outside of the subscription period under these contracts. Our subscription service revenue is primarily based on rates per location, including rates per points of sale and per room. We recognize certain subscription service revenue on a per-transaction basis. The customer can only benefit from the software and software maintenance when provided the right to access the

software. Accordingly, each of the rights to access the software, the maintenance services, any hosting services, and any transaction-based services is not considered a distinct performance obligation in the context of the contract and should be combined into a single performance obligation to be recognized over the contract period. The Company recognizes subscription revenue over monthly periods based on the typical monthly invoicing and renewal cycle in accordance with our customer agreement terms.

We derive maintenance service revenue from providing unspecified updates, upgrades, bug fixes, and technical support services for our proprietary software. These services represent a stand-ready obligation that is concurrently delivered and has the same pattern of transfer to the customer; we account for these maintenance services as a single performance obligation. Maintenance revenue includes the same services provided by third-parties for remarketed software. We recognize substantially all maintenance revenue over the contract period of the maintenance agreement. We also recognize certain maintenance service revenue based on the volume of payment transactions processed by third parties through access to our software.

Professional services revenues primarily consist of fees for consulting, implementation, installation, integration, development and training and are generally recognized over time as the customer simultaneously receives and consumes the benefits of the professional services as the services are being performed. Certain professional development services are recognized upon delivery of the developed solutions to the customer. At the end of each reporting period, we recognize the most likely amount of variable consideration on any contract holdbacks we expect to bill for development services delivered. Professional services can be provided by internal or external providers, do not significantly affect the customer's ability to access or use other provided goods or services, and provide a measure of benefit beyond that of other promised goods or services in the contract. As a result, professional services are considered distinct in the context of the contract and represent a separate performance obligation. Professional services that are billed on a time and materials basis are recognized over time as the services are performed. For contracts billed on a fixed price basis, revenue is recognized over time using an input method based on labor hours expended to date relative to the total labor hours expected to be required to satisfy the related performance obligation.

We use the market approach to derive standalone selling price ("SSP") by maximizing observable data points (in the form of recently executed customer contracts) to determine the price customers are willing to pay for the goods and services transferred. If the contract contains a single performance obligation, the entire transaction price is allocated to that performance obligation. Contracts that contain multiple performance obligations require an allocation of the transaction price to each performance obligation based on a relative SSP basis.

Shipping and handling fees billed to customers are recognized as revenue and the related costs are recognized in cost of goods sold. Revenue is recorded net of any applicable taxes collected and remitted to governmental agencies.

Disaggregation of Revenue

We derive and report our revenue from the sale of products (proprietary software licenses, third party hardware and operating systems), subscription and maintenance, and professional services. Products revenue recognized at a point in time totaled \$10.1 million and \$10.5 million, and \$20.1 million and \$20.4 million for the three and six months ended September 30, 2025 and 2024, respectively. Subscription, maintenance, and substantially all professional services revenue recognized over time totaled \$69.2 million and \$57.8 million, and \$135.9 million and \$111.4 million for the three and six months ended September 30, 2025 and 2024, respectively.

Contract Balances

Contract assets are rights to consideration in exchange for goods or services that we have transferred to a customer when that right is conditional on something other than the passage of time. The majority of our contract assets represent unbilled amounts related to products and professional services. We expect billing and collection of our contract assets to occur within the next twelve months. We receive payments from customers based upon contractual billing schedules and accounts receivable are recorded when the right to consideration becomes unconditional. Contract liabilities represent consideration received or consideration which is unconditionally due from customers prior to transferring goods or services to the customer under the terms of the contract.

Revenue recognized from amounts included in contract liabilities at the beginning of the period was \$19.8 million and \$12.7 million, and \$52.9 million and \$42.2 million for the three and six months ended September 30, 2025 and 2024, respectively. Because the right to the consideration became unconditional, we transferred to accounts receivable from contract assets at the beginning of the period, \$0.5 million and \$0.3 million, and \$4.4 million and \$2.2 million for the three and six months ended September 30, 2025 and 2024, respectively.

Substantially all of our arrangements are for a period of one year or less. As a result, unsatisfied performance obligations as of September 30, 2025 are expected to be satisfied and the allocated transaction price recognized in revenue within a period of 12 months or less.

Assets Recognized from Costs to Obtain a Contract

Sales commission expenses that would not have occurred absent the customer contracts are considered incremental costs to obtain a contract. We expense the incremental costs to obtain a contract as incurred when the expected benefit and amortization period is one year or less. For subscription contracts that are renewed monthly based on an agreement term, we capitalize commission expenses and amortize as we satisfy the underlying performance obligations, generally based on the contract terms and anticipated renewals.

We had \$7.0 million and \$5.1 million of capitalized sales incentive costs as of September 30, 2025 and 2024, respectively. These balances are included in other non-current assets on our condensed consolidated balance sheets. During the three and six months ended September 30, 2025, we expensed \$1.3 million and \$2.5 million, respectively, of sales commissions, which included amortization of capitalized amounts of \$0.6 million and \$1.1 million, respectively. During the comparable periods ending September 30, 2024, we expensed \$0.9 million and \$1.8 million, respectively, of sales commissions, which included amortization of capitalized amounts of \$0.4 million and \$0.9 million, respectively. These expenses are included in operating expenses – sales and marketing in our condensed consolidated statement of operations. All other costs to obtain a contract are not considered incremental and therefore are expensed as incurred.

4. Additional Balance Sheet Information

Additional information related to the condensed consolidated balance sheets is as follows:

(In thousands)	September 30, 2025		March 31, 2025	
Prepaid expenses and other current assets:				
Prepaid expenses	\$	9,720	\$	8,059
Other		347		1,201
Total	\$	10,067	\$	9,260
Accrued liabilities:				
Salaries, wages, employee benefits, and payroll taxes	\$	13,977	\$	17,007
Income and indirect taxes payable		433		1,512
Other		1,239		3,805
Total	\$	15,649	\$	22,324

5. Supplemental Disclosures of Cash Flow Information

Additional information related to the condensed consolidated statements of cash flows is as follows:

(In thousands)	Six Months Ended September 30,			
	2025		2024	
Cash receipts for interest	\$	732	\$	2,852
Cash payments for interest		274		299
Cash payments for income tax, net		1,244		1,031
Cash payments for operating leases		3,406		2,278
Accrued capital expenditures		125		66

6. Income Taxes

The following table compares our income tax provision and effective tax rates for the three and six months ended September 30, 2025 and 2024:

(Dollars in thousands)	Three months ended September 30,		Six Months Ended September 30,	
	2025	2024	2025	2024
Income tax provision (benefit)	\$ 4,001	\$ 3,782	\$ 3,960	\$ (2,951)
Effective tax rate	25.5%	nm	19.3%	nm

nm - not meaningful

For the six months ended September 30, 2025 and 2024, income tax provision (benefit) and the effective tax rate were primarily driven by the impact of discrete excess tax benefits associated with Share-Based Compensation.

For the three months ended September 30, 2025 and 2024, income tax provision and the effective tax rate were primarily driven by activity in India and the U.S.

Our India subsidiary operates in a "Special Economic Zone (SEZ)". One of the benefits associated with the SEZ is that the India subsidiary is not subject to regular India income taxes during its first five years of operations, which included fiscal 2018 through fiscal 2022. The India subsidiary is subject to 50% of regular India income taxes during its second five years of operations, which includes fiscal 2023 through fiscal 2027.

The Coronavirus Aid, Relief, and Economic Security Act (CARES Act) is a stimulus bill which was in response to economic consequences of the COVID-19 pandemic. The CARES Act provided an employee retention credit, which is a refundable tax credit against certain employment taxes. We filed our employee retention credit claims under the CARES Act during January 2024. In the absence of clear U.S. GAAP on accounting and reporting for such credits, the Company follows guidance under International Accounting Standards ("IAS") 20 – *Accounting for Government Grants and Disclosure of Government Assistance*. Under IAS 20, we record any credits for which collection is reasonably assured, or probable, after considering all facts and circumstances including whether any statutes of limitations apply. We are reasonably assured of collection once we receive confirmation that the Internal Revenue Service has processed our claim for the credit, and we know the amount of the credit plus any associated interest. During the six months ended September 30, 2025, we recorded \$6.1 million of employee retention credits including associated interest received in cash as other (gains) charges, net, in the condensed consolidated statements of operations.

We have recorded and maintain valuation allowances offsetting the Company's deferred tax assets in certain U.S. States and foreign jurisdictions. The ultimate realization of deferred tax assets depends on various factors including the generation of future taxable income in the periods in which the underlying temporary differences are deductible. We maintain valuation allowances for deferred tax assets until we have sufficient evidence to support the reversal of all or some portion of the allowances.

On July 4, 2025, the One Big Beautiful Bill Act (OBBBA) was signed into law. The legislation includes several changes to federal tax law that generally allow for more favorable deductibility of certain business expenses beginning in the Company's fiscal 2026, including the restoration of immediate expensing of domestic research and development expenditures, reinstatement of accelerated fixed asset depreciation and modifications to the international tax framework. We applied the relevant changes to the Company's income tax provision for the period ended September 30, 2025, which did not materially impact the Company's consolidated tax position. We expect future cash tax savings resulting from the full expensing of U.S. research and development expenses under the OBBBA.

7. Commitments and Contingencies

We are involved in legal actions that arise in the ordinary course of business. It is the opinion of management that the resolution of any current pending litigation will not have a material adverse effect on our financial position or results of operations.

As of September 30, 2025, we have additional operating leases that have not yet commenced of approximately \$1.8 million. These leases are expected to commence in fiscal year 2026 and in fiscal year 2027 with initial lease terms of approximately 5 to 2 years, respectively.

8. Earnings per Share

The following data shows the amounts used in computing earnings per share and the effect on earnings and the weighted average number of shares of dilutive potential common shares.

(In thousands, except per share data)	Three Months Ended September 30,		Six Months Ended September 30,	
	2025	2024	2025	2024
Numerator:				
Net income	\$ 11,710	\$ 1,364	\$ 16,600	\$ 15,470
Denominator:				
Weighted average shares outstanding - basic	27,882	27,533	27,838	27,335
Dilutive SSARs	305	432	304	571
Dilutive unvested restricted stock units	87	30	61	28
Dilutive unvested restricted shares	123	262	145	268
Weighted average shares outstanding - diluted	28,397	28,257	28,348	28,202
Income per share - basic:	\$ 0.42	\$ 0.05	\$ 0.60	\$ 0.57
Income per share - diluted:	\$ 0.41	\$ 0.05	\$ 0.59	\$ 0.55

Anti-dilutive restricted shares, restricted stock units, and performance shares

— — 1 24

Basic income per share is computed as net income attributable to common shareholders divided by the weighted average basic shares outstanding. The outstanding shares used to calculate the weighted average basic shares excludes 156,781 and 345,625 of restricted shares at September 30, 2025 and 2024, respectively, as these shares were issued but were not vested and therefore, not considered outstanding for purposes of computing basic income per share at the balance sheet dates.

Diluted income per share includes the impact of all potentially dilutive securities on earnings per share. We have stock-settled appreciation rights (SSARs), restricted shares, and restricted stock units that are potentially dilutive securities.

9. Share-based Compensation

We may grant incentive stock options, non-qualified stock options, SSARs, restricted shares, restricted stock units, and performance shares under our shareholder-approved Amended and Restated 2024 Equity Incentive Plan (the 2024 Plan) for up to three million common shares, plus 237,080 common shares, the number of shares that were remaining for grant under the 2020 Equity Incentive Plan, as Amended and Restated (the 2020 Plan) as of the effective date of the 2024 Plan, plus the number of shares remaining for grant under the 2020 Plan that are forfeited, settled in cash, canceled or expired. The maximum aggregate number of common shares available for issuance under the 2024 Plan is 3.2 million. We may also grant shares under our shareholder-approved Employee Stock Purchase Plan (the ESPP) for up to 0.5 million common shares.

We may distribute authorized but unissued shares or treasury shares to satisfy share option and SSAR exercises or grants of restricted shares, restricted stock units, performance shares, or ESPP shares.

For SSARs, the exercise price must be set at least equal to the closing market price of our common shares on the date of grant. The maximum term of SSARs is seven years from the date of grant. The Compensation Committee of the Board of Directors establishes the period over which SSARs are subject to a service condition vest and the vesting criteria for SSARs subject to a market condition.

Restricted shares and restricted stock units, whether time-vested or performance-based, may be issued at no cost or at a purchase price that may be below their fair market value, but are subject to forfeiture and restrictions on their sale or other transfer. Performance-based grants may be conditioned upon the attainment of specified performance objectives and other conditions, restrictions, and contingencies. Restricted shares have the right to receive dividends, if any, upon vesting, subject to the same forfeiture provisions that apply to the underlying grants.

We record compensation expense related to SSARs, restricted shares, restricted stock units, performance shares, and ESPP shares granted to certain employees and non-employee directors based on the fair value of the awards on the grant date. The fair value of restricted stock unit and restricted share grants subject only to a service condition is based on the closing price of our common shares on the grant date. For SSAR grants subject only to a service condition, we estimate the fair value on the grant date using the Black-Scholes-Merton option pricing model with inputs including the closing market price at grant date, exercise price and assumptions regarding the risk-free interest rate, expected volatility of our common shares based on historical volatility, and expected term as estimated using the simplified method. We use the simplified method for SSAR grants because we believe historical exercise data does not provide a reasonable basis upon which to estimate the expected term. For restricted stock unit, restricted share, and SSAR grants subject to a market condition, we estimate the fair value on the grant date through a lattice option pricing model that utilizes a Monte Carlo analysis with inputs including the closing market price at grant date, share price threshold, performance period term and assumptions regarding the risk-free interest rate and expected volatility of our common shares based on historical volatility. Inputs for SSAR grants subject to a market condition also include exercise price, remaining contractual term, and suboptimal exercise factor.

We record compensation expense for restricted stock units, restricted shares, and SSAR grants subject to a service condition using the graded vesting method. We record compensation expense for ESPP shares on a straight-line basis over the applicable offering period. We record compensation expense for SSAR grants subject only to a market condition over the derived service period, which is an output of the lattice option pricing model.

The following table summarizes the share-based compensation expense for grants included in the condensed consolidated statements of operations:

(In thousands)	Three Months Ended September 30,		Six Months Ended September 30,	
	2025	2024	2025	2024
Product development	\$ 2,933	\$ 2,271	\$ 6,007	\$ 4,907
Sales and marketing	478	243	977	574
General and administrative	1,589	1,495	3,045	2,957
Total share-based compensation expense	\$ 5,000	\$ 4,009	\$ 10,029	\$ 8,438

Stock-Settled Appreciation Rights

SSARs are rights granted to an employee to receive value equal to the difference between the price of our common shares on the date of exercise and the exercise price. The value is settled in common shares of Agilysys, Inc.

We use a Black-Scholes-Merton option pricing model to estimate the fair value of service condition SSARs and a lattice option pricing model to estimate the fair value of market condition SSARs. There were no SSARs granted during the six months ended September 30, 2025 and 2024.

The following table summarizes the activity during the six months ended September 30, 2025 for SSARs awarded under the 2020 and 2016 Plans:

(In thousands, except share and per share data)	Number of Rights	Weighted- Average Exercise Price (per right)	Remaining Contractual Term (in years)	Aggregate Intrinsic Value
Outstanding at April 1, 2025	394,959	\$ 20.04		
Granted	—	—		
Exercised	(23,604)	19.79		
Forfeited	—	—		
Expired	—	—		
Outstanding at September 30, 2025	371,355	\$ 20.06	1.7	\$ 31,637
Exercisable at September 30, 2025	371,355	\$ 20.06	1.7	\$ 31,637
Vested at September 30, 2025	371,355	\$ 20.06	1.7	\$ 31,637

As of September 30, 2025, there was no unrecognized share-based compensation expense related to SSARs.

Restricted Shares

We granted shares to certain of our Directors, executives and key employees, the vesting of which is service-based. The following table summarizes the activity during the six months ended September 30, 2025 for restricted shares granted under the 2020 Plan:

	Number of Shares	Weighted-Average Grant-Date Fair Value (per share)
Outstanding at April 1, 2025	229,710	\$ 76.01
Granted	4,970	100.19
Vested	(75,292)	51.38
Forfeited	(2,607)	92.05
Expected to vest at September 30, 2025	156,781	\$ 88.35

As of September 30, 2025, total unrecognized share-based compensation expense related to unvested restricted shares was \$3.4 million, which is expected to be recognized over a weighted-average vesting period of 1.4 years.

Restricted Stock Units

We granted restricted stock units to certain of our Directors, executives and key employees, the vesting of which is service-based. Certain restricted stock units are also subject to a market condition. The following table summarizes the activity during six months ended September 30, 2025 for restricted stock units awarded under the 2020 and 2024 Plans:

	Number of Shares	Weighted-Average Grant-Date Fair Value (per share)
Outstanding at April 1, 2025	181,195	\$ 118.90
Granted	8,400	103.18
Vested	—	—
Forfeited	(2,894)	137.48
Expected to vest at September 30, 2025	186,701	\$ 117.91

As of September 30, 2025, total unrecognized share-based compensation expense related to non-vested restricted stock units was \$9.4 million, which is expected to be recognized over the weighted-average vesting period of 2.0 years.

Performance Shares

Upon approval of the Compensation Committee of our Board of Directors, after achieving the performance conditions associated with our annual bonus plan, we granted 4,970 common shares to our Chief Executive Officer in May 2025 that vested immediately for a total value of \$0.5 million.

Employee Stock Purchase Plan Shares

The ESPP permits participants to purchase common stock through regular payroll deductions, up to a specified percentage of their eligible compensation. The ESPP is compensatory because, among other provisions, it currently allows participants to purchase stock at up to a 15% discount from the lower of the closing price of a share of our common stock on the first or last trading day of the ESPP offering period. We measure share-based compensation expense for the ESPP based on the fair value of the ESPP grant at the beginning of the offering period. The fair value includes the value of the discount and the value associated with the call and put options that take advantage of the variability in the common stock price during the offering period. We estimate the value of the call and put options using the Black-Scholes-Merton option pricing model with inputs including the closing market price of our common stock on the first date of the offering period and assumptions regarding the risk-free interest rate, expected term, and expected volatility of our common shares over the offering period based on historical volatility.

	Offering Period Ending December 31, 2025	Offering Period Ended June 30, 2025	Offering Period Ended December 31, 2024	Offering Period Ended June 30, 2024
Grant date fair value	\$ 115.19	\$ 131.71	\$ 103.43	\$ 81.60
Risk-free interest rate over contractual term	4.30%	4.31%	4.91%	5.36%
Expected term (in years)	0.50	0.49	0.50	0.41
Expected volatility	60.10%	42.40%	40.93%	47.41%

The risk-free interest rate is based on the yield of a zero coupon U.S. Treasury bond whose maturity period approximates the expected term of the ESPP shares. The expected term is the offering period, which is typically six months.

We record amounts withheld from participants during each offering period in accrued salaries, wages and related benefits in the consolidated balance sheets until such shares are purchased. Amounts withheld from participants for the offering period ending December 31, 2025 totaled \$0.3 million as of September 30, 2025.

As of September 30, 2025, there was \$0.1 million in unrecognized share-based compensation expense related to the offering period ending December 31, 2025.

10. Segment Information

Operating segments represent components of an entity for which discrete financial information is available to the entity's chief operating decision maker ("CODM"). Our Chief Executive Officer is our CODM.

We operate as a single reporting segment providing software solutions to the global hospitality industry as our CODM reviews the financial information presented on a consolidated basis to allocate resources, assess financial performance, and make operating decisions. During our budgeting and forecasting process, our CODM allocates resources including employees, equipment and financial resources. Our CODM regularly considers forecast-to-actual variances to assess financial performance and to make operating decisions around product development, pricing, employee compensation, and for investments in information security and technology infrastructure, and in market development. The Company's measure of segment profit or loss is net income as shown in our condensed consolidated statements of operations.

Our CODM reviews segment assets, reported as total assets on our condensed consolidated balance sheets, and capital expenditures, as reported on our condensed consolidated statements of cash flows.

The segment accounting policies are the same as those we describe in Note 2, *Summary of Significant Accounting Policies*, except that certain expense allocations we make for presentation of cost of goods sold as reported in our condensed consolidated statements of operations in accordance with U.S. GAAP, primarily for employee compensation, are not applied to cost of revenue as reported in the table below.

The significant expense categories and consolidated net income provided to the CODM for the three and six months ended September 30, 2025 and 2024 are as follows:

(In thousands)	Three Months Ended September 30,		Six Months Ended September 30,	
	2025	2024	2025	2024
Net revenue:				
Products	\$ 10,095	\$ 10,525	\$ 20,050	\$ 20,400
Subscription and maintenance	50,955	41,432	99,579	79,474
Professional services	18,249	16,322	36,347	31,917
Total net revenue	79,299	68,279	155,976	131,791
Cost of revenue ⁽¹⁾	12,893	10,665	25,396	20,965
Product development expenses ⁽¹⁾	16,636	15,745	32,940	29,780
Sales and marketing expenses ⁽¹⁾	9,555	8,551	21,012	15,234
Professional services expenses ⁽¹⁾	11,306	8,563	22,067	16,377
Customer support expenses ⁽¹⁾	3,941	3,757	7,775	7,155
General and administrative expenses ⁽¹⁾	8,706	8,796	18,158	17,958
Share-based compensation	5,000	4,009	10,029	8,438
Other segment items ⁽²⁾	(448)	6,829	1,999	414
Net income	\$ 11,710	\$ 1,364	\$ 16,600	\$ 15,470

(1) Exclusive of share-based compensation shown separately

(2) Other segment items include depreciation, amortization of internal-use software and intangibles, legal settlements, interest income and expense, other non-operating income and expense, income tax benefit, and other charges

The following table lists long-lived assets by geographical area, which includes property and equipment, net and operating lease right-of-use assets as of September 30, 2025 and March 31, 2025:

(In thousands)	September 30, 2025	March 31, 2025
United States	\$ 16,867	\$ 18,618
India	12,641	14,150
Rest of world ⁽¹⁾	871	1,064
Total long-lived assets	\$ 30,379	\$ 33,832

(1) No individual country other than the United States and India exceeded 10% of our total long-lived assets for any period presented

11. Debt

Revolving Credit Facility

On August 16, 2024 (the “Credit Agreement Closing Date”), we entered into a credit agreement (the “Credit Agreement”) with the lenders party thereto and Bank of America, N.A., as lender and administrative agent (in such capacity, the “Agent”). The Credit Agreement provides for a revolving credit facility in the initial maximum aggregate principal amount of \$75.0 million (the “Revolving Facility”). The Revolving Facility includes the ability for the Company to request an increase to the commitments under the Revolving Facility by an additional aggregate principal amount of up to \$25.0 million. On the Credit Agreement Closing Date, the Company drew \$50.0 million on the Revolving Facility (the “Initial Revolving Loan”), the proceeds of which we used to fund the Book4Time acquisition described in Note 12 below. We repaid the remaining principal balance of \$12.0 million, outstanding as of June 30, 2025, during July 2025.

The Revolving Facility matures on August 16, 2027, the three-year anniversary of the Credit Agreement Closing Date, at which time any and all outstanding principal balance will be due and payable. The Company may voluntarily repay outstanding loans and terminate commitments under the Revolving Facility at any time without premium or penalty. There are no repayments required before August 16, 2027. Debt issuance costs relating to the Revolving Facility of \$0.3 million, included in other non-current assets on our condensed consolidated balance sheet, amortize into interest expense over the three-year life of the Credit Agreement.

Our obligations under the Revolving Facility are guaranteed by certain of the Company’s subsidiaries (the “Subsidiary Guarantors”), subject to certain customary exceptions and limitations. Pursuant to a security and pledge agreement, dated as of the Credit Agreement Closing Date, among the Company, the Subsidiary Guarantors and the Agent, the Revolving Facility is secured by a first-priority lien on substantially all of the Company’s and the Subsidiary Guarantors’ present and future personal assets and intangible assets and the outstanding capital stock of the Company’s subsidiaries owned by the Company or any Subsidiary Guarantor, in each case, subject to certain customary exceptions and limitations.

The Initial Revolving Loan bore interest at the SOFR Daily Floating Rate (as defined in the Credit Agreement), plus an initial margin of 1.625%, which was subject to adjustment as of each fiscal quarter end within the ranges set forth in the Credit Agreement. We are to pay a commitment fee under the Revolving Facility in respect of any unutilized commitments thereunder, which is determined on a leverage-based sliding scale ranging from 0.225% to 0.325% per annum. The initial commitment fee was 0.275% subject to quarterly adjustment. We record the commitment fee as a component of interest expense. Interest and commitment fees are payable quarterly.

The Credit Agreement contains certain restrictive covenants, including financial covenants that require the Company to maintain a consolidated interest coverage ratio and a consolidated leverage ratio determined at the end of each fiscal quarter as defined in the Credit Agreement. We were in compliance with all financial covenants of the Credit Agreement as of September 30, 2025.

12. Business Combination

On August 20, 2024 (the "Acquisition Date"), we acquired all the issued and outstanding shares of Book4Time Parent, Inc. ("Book4Time"), a hospitality software company based in Canada. Book4Time is now a wholly-owned subsidiary of Agilysys, Inc. The consolidated financial statements include the results of Book4Time's operations since the Acquisition Date. The acquisition expands the opportunity to increase our solutions-per-customer globally.

The purchase price consisted of \$147.2 million of cash paid at closing, funded from cash on hand and the proceeds of the Initial Revolving Loan, and \$1.1 million of cash paid in March 2025 for settlement of certain post-closing adjustments partially offset by \$2.5 million of Book4Time's cash received in the acquisition, resulting in net cash consideration of \$145.8 million. We allocated the purchase price for Book4Time to the intangible and certain tangible assets acquired and certain liabilities assumed based on their estimated fair values on the Acquisition Date, with the remaining unallocated purchase price recorded as goodwill. We determined the fair values assigned to identifiable intangible assets acquired primarily by using the income approach, which discounts the expected future cash flows to present value using estimates and assumptions determined by management.

The following table sets forth the components and the allocation of the purchase price for our acquisition of Book4Time:

(In thousands)	Total
Components of Purchase Price:	
Cash	\$ 148,280
Total purchase price	\$ 148,280
Allocation of Purchase Price:	
Net tangible assets (liabilities):	
Accounts receivable, net	\$ 1,623
Other current assets, including cash acquired	3,705
Other assets	623
Current and other liabilities	(1,973)
Deferred tax liabilities	(11,351)
Contract liabilities	(9,324)
Net tangible assets (liabilities)	(16,697)
Identifiable intangible assets:	
Customer relationships	35,800
Non-competition agreements	5,500
Developed technology	2,600
Trade names	17,100
Total identifiable intangible assets	61,000
Goodwill	103,977
Total purchase price allocation	\$ 148,280

We assigned the acquired customer relationships, non-competition agreements, developed technology, and trade name estimated useful lives of 20 years, three years, five years, and 15 years, respectively, with a weighted average useful life of approximately 15.8 years. The identifiable intangible assets acquired amortize on a straight-line basis, which we believe approximates the pattern in which the assets are utilized, over their estimated useful lives.

The goodwill recognized in the Book4Time purchase price allocation is attributable to synergies in products and technologies to serve a broader customer base, and the addition of a skilled, assembled workforce, which is not separable from goodwill under FASB Accounting Standards Codification 805. As part of the acquisition, the Company acquired fully trained personnel thereby avoiding the expenditure that would have been required to hire and train equivalent personnel. We considered the replacement cost method as most appropriate for the assembled workforce valuation. We valued the assembled workforce included in goodwill at \$1.5 million. The total goodwill recognized in the acquisition amounted to \$104.0 million, which is not deductible for income tax purposes.

The Company recognized acquisition costs of \$0.2 million and \$0.3 million related to the acquisition of Book4Time, consisting primarily of professional fees, during the three and six months ended September 30, 2025. The consolidated statement of operations includes these costs in other (gains) charges, net.

Revenue attributable to Book4Time included in our condensed consolidated statement of operations, which we define as revenue on Book4Time customer contracts in place as of the Acquisition Date, was \$2.1 million and \$2.2 million, and \$6.9 million and \$2.2 million for the three and six months ended September 30, 2025 and 2024, respectively. Net income was not material.

Unaudited Pro-Forma Information

The financial information in the table below summarizes the combined results of operations of Agilysys and Book4Time, on a pro-forma basis, as though the companies had been combined as of the beginning of the periods presented. The pro-forma financial information is presented for informational purposes only and is not indicative of the results of operations that would have been achieved if the acquisition had taken place on April 1, 2024 or of results that may occur in the future.

The following unaudited pro-forma financial information for the three and six months ended September 30, 2025 and 2024, respectively, combines the historical results of Agilysys and of Book4Time, as converted to U.S. GAAP, for the respective periods:

(In thousands)	Three Months Ended September 30,		Six Months Ended September 30,	
	2025	2024	2025	2024
	Pro-Forma	Pro-Forma	Pro-Forma	Pro-Forma
Revenue	\$ 79,299	\$ 70,783	\$ 155,976	\$ 138,737
Net income	\$ 12,929	\$ 2,764	\$ 18,955	\$ 10,871

We based the foregoing pro-forma results on estimates and assumptions that we believe are reasonable. The pro-forma results include adjustments primarily related to purchase accounting. We included acquisition costs and other non-recurring charges incurred in the earliest period presented.

Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations

In “Management’s Discussion and Analysis of Financial Condition and Results of Operations” (“MD&A”), management explains the general financial condition and results of operations for Agilysys and subsidiaries including:

- what factors affect our business;
- what our earnings and costs were;
- why those earnings and costs were different from the year before;
- where the earnings came from;
- how our financial condition was affected; and
- where the cash will come from to fund future operations.

The MD&A analyzes changes in specific line items in the Condensed Consolidated Statements of Operations and Condensed Consolidated Statements of Cash Flows and provides information that management believes is important to assessing and understanding our consolidated financial condition and results of operations. This Quarterly Report on Form 10-Q updates information included in our Annual Report on Form 10-K for the fiscal year ended March 31, 2025, filed with the Securities and Exchange Commission (SEC). This discussion should be read in conjunction with the Condensed Consolidated Financial Statements and related Notes that appear in Item 1 of this Quarterly Report as well as our Annual Report for the year ended March 31, 2025. Information provided in the MD&A may include forward-looking statements that involve risks and uncertainties. Many factors could cause actual results to be materially different from those contained in the forward-looking statements. See “Forward-Looking Information” on page 30 of this Quarterly Report, Item 1A “Risk Factors” in Part II of this Quarterly Report, and Item 1A “Risk Factors” in Part I of our Annual Report for the fiscal year ended March 31, 2025 for additional information concerning these items. Management believes that this information, discussion, and disclosure is important in making decisions about investing in Agilysys.

Overview

Recent Developments

Macroeconomic Conditions

During the three and six months ended September 30, 2025, global macroeconomic and geopolitical conditions were, and continue to be, influenced by a number of factors, including, but not limited to, changes in global tariff and other trade policies, new and existing domestic and foreign laws and regulations, armed conflicts, foreign currency fluctuations, labor shortages and natural disasters. We believe such conditions are impacting customer spending and provider pricing decisions resulting in decreased demand, increased costs, and reduced margins particularly in areas outside of the United States.

Book4Time

On August 20, 2024, we acquired Book4Time Parent, Inc. (“Book4Time”), the global leader in spa management SaaS software, as further described in Note 12, *Business Combination*, to our condensed consolidated financial statements included under Part I, Item 1 of this quarterly report. The cash consideration for the acquisition totaled \$145.8 million of net cash, partially funded by a credit agreement (the “Credit Agreement”) we entered into on August 16, 2024 (the “Credit Agreement Closing Date”), with the lenders party thereto and Bank of America, N.A., as lender and administrative agent, as further described in Note 11, *Debt*, to our condensed consolidated financial statements included under Part I, Item 1 of this quarterly report.

Our Business

Agilysys has been a leader in hospitality software for more than 45 years, delivering innovative cloud-native SaaS and on-premise solutions for hotels, resorts, cruise lines, casinos, corporate foodservice management, restaurants, universities, stadiums, and healthcare facilities. The Company’s software solutions include point-of-sale (POS), property management (PMS), inventory and procurement, payments, and related applications that manage and enhance the entire guest journey. Agilysys also is known for its world-class customer-centric service. Many of the top hospitality companies around the world use Agilysys solutions to improve guest loyalty, drive revenue growth, and increase operational efficiencies.

The Company has one reportable segment serving the global hospitality industry. Agilysys operates across North America, Europe, the Middle East, Asia-Pacific and India with headquarters located in Alpharetta, Georgia.

Our top priority is increasing shareholder value by improving operating and financial performance and profitably growing the business through superior products and services. To that end, we expect to invest a certain portion of our cash on hand to fund enhancements to existing software products, to develop and market new software products, and to expand our customer breadth, both vertically and geographically.

Our strategic plan specifically focuses on:

- Putting the customer first
- Focusing on product innovation and development
- Improving our liquidity
- Increasing organizational efficiency and teamwork
- Developing our employees and leaders
- Growing revenue by improving the breadth and depth of our product set across both point-of-sale and property management applications
- Growing revenue through international expansion

The primary objective of our ongoing strategic planning process is to create shareholder value by capitalizing on growth opportunities, increasing profitability and strengthening our competitive position within the specific technology solutions and end markets we serve. Profitability and industry-leading growth will be achieved through tighter management of operating expenses and sharpening the focus of our investments to concentrate on growth opportunities that offer the highest returns.

Revenue - Defined

As required by the SEC, we separately present revenue earned as products revenue, subscription and maintenance revenue or professional services revenue in our condensed consolidated statements of operations. In addition to the SEC requirements, we may, at times, also refer to revenue as defined below. The terminology, definitions, and applications of terms we use to describe our revenue may be different from those used by other companies and caution should be used when comparing these financial measures to those of other companies. We use the following terms to describe revenue:

- Revenue – We present revenue net of sales returns and allowances.
- Products revenue – Revenue earned from the sales of software licenses, third party hardware and operating systems.
- Subscription and maintenance revenue – Revenue earned from the ongoing delivery of software updates, upgrades, bug fixes, technical support, and transaction-based fees over the period covered by subscription or maintenance agreements with our customers for both proprietary and remarketed solutions.
- Professional services revenue – Revenue earned from the delivery of implementation, integration, development and installation services for proprietary and remarketed products.

Results of Operations

Second Fiscal Quarter 2026 Compared to Second Fiscal Quarter 2025

Net Revenue and Operating Income

The following table presents our consolidated revenue and operating results for the three months ended September 30, 2025 and 2024:

(In thousands)	Three Months Ended September 30,		Increase (decrease)	
	2025	2024	\$	%
Net revenue:				
Products	\$ 10,095	\$ 10,525	\$ (430)	(4.1)%
Subscription and maintenance	50,955	41,432	9,523	23.0 %
Professional services	18,249	16,322	1,927	11.8 %
Total net revenue	79,299	68,279	11,020	16.1 %
Cost of goods sold:				
Products	6,037	5,206	831	16.0 %
Subscription and maintenance	10,850	8,827	2,023	22.9 %
Professional services	13,445	11,032	2,413	21.9 %
Total cost of goods sold	30,332	25,065	5,267	21.0 %
Gross profit	\$ 48,967	\$ 43,214	\$ 5,753	13.3 %
Gross profit margin	61.7 %	63.3 %		
Operating expenses:				
Product development	\$ 17,825	\$ 16,172	\$ 1,653	10.2 %
Sales and marketing	9,781	8,794	987	11.2 %
General and administrative	10,164	10,162	2	0.0 %
Depreciation of fixed assets	964	915	49	5.4 %
Amortization of internal-use software and intangibles	1,432	904	528	58.4 %
Other (gains) charges, net	(5,456)	2,037	(7,493)	(367.8)%
Legal settlements	110	104	6	5.8 %
Operating income	\$ 14,147	\$ 4,126	\$ 10,021	242.9 %
Operating income percentage	17.8 %	6.0 %		

nm - not meaningful

The following table presents the percentage relationship of our condensed consolidated statement of operations line items to our consolidated net revenues for the periods presented:

	Three Months Ended September 30,	
	2025	2024
Net revenue:		
Products	12.7 %	15.4 %
Subscription and maintenance	64.3	60.7
Professional services	23.0	23.9
Total net revenue	100.0 %	100.0 %
Cost of goods sold:		
Products	7.6 %	7.6 %
Subscription and maintenance	13.7	12.9
Professional services	17.0	16.2
Total cost of goods sold	38.3 %	36.7 %
Gross profit	61.7 %	63.3 %
Operating expenses:		
Product development	22.5 %	23.7 %
Sales and marketing	12.3	12.9
General and administrative	12.8	14.9
Depreciation of fixed assets	1.2	1.3
Amortization of internal-use software and intangibles	1.8	1.3
Other (gains) charges, net	(6.8)	3.0
Legal settlements	0.1	0.2
Operating income	17.8 %	6.0 %

Net revenue. Total net revenue increased \$11.0 million, or 16.1%, during the second quarter of fiscal 2026 compared to the second quarter of fiscal 2025. Products revenue decreased \$0.4 million, or 4.1%, due to increasing customer preference for subscription-based software licenses instead of perpetual software licenses and to their decreasing need for hardware due to improvements we have made to our technology enabling more support for consumer-grade devices our customers can source elsewhere. Subscription and maintenance revenue increased \$9.5 million, or 23.0%, compared to the second quarter of fiscal 2025 driven by continued growth in subscription-based service revenue including \$5.3 million of Book4Time subscription-based service revenue. Total subscription revenue, including Book4Time subscription revenue, increased 33.1% during the second quarter of fiscal 2026 compared to the second quarter of fiscal 2025. Professional services revenue increased \$1.9 million, or 11.8%, due to higher sales and service activity as our new and existing customers continue implementing technology to improve their operations.

Gross profit and gross profit margin. Our total gross profit increased \$5.8 million, or 13.3%, during the second quarter of fiscal 2026 and total gross profit margin decreased from 63.3% to 61.7% compared to the second quarter of fiscal 2025 driven by changes in the composition of revenue by category. Products gross profit decreased \$1.3 million, or 23.7%, and products gross profit margin decreased from 50.5% to 40.2% due to the composition of hardware and proprietary software products delivered. Subscription and maintenance gross profit increased \$7.5 million, or 23.0%, and gross profit margin stayed consistent at 78.7%. Professional services gross profit decreased \$0.5 million, or 9.2%, and gross profit margin decreased from 32.4% to 26.3% reflecting lower utilization rates due to continued hiring and training of new staff and timing of certain large projects.

Operating Expenses

Operating expenses, excluding other charges, net, and legal settlements, increased \$3.2 million, or 8.7%, during the second quarter of fiscal 2026 compared with the second quarter of fiscal 2025.

Product development. Product development increased \$1.7 million, or 10.2%, in the second quarter of fiscal 2026 compared with the second quarter of fiscal 2025 due to hiring and increased salary, incentive and employee benefits rates across our development teams.

Sales and marketing. Sales and marketing increased \$1.0 million, or 11.2%, in the second quarter of fiscal 2026 compared with the second quarter of fiscal 2025 due to hiring and increased compensation rates across our sales teams.

General and administrative. General and administrative remained consistent with the second quarter of fiscal 2025.

Depreciation of fixed assets. Depreciation of fixed assets remained consistent with the second quarter of fiscal 2025.

Amortization of internal-use software and intangibles. Amortization of internal-use software and intangibles increased \$0.5 million in the second quarter of fiscal 2026 compared with the second quarter of fiscal 2025 due to the addition of certain intangible assets resulting from the Book4Time acquisition.

Other (gains) charges, net. Other (gains) charges, net, consist of losses on asset disposals, severance costs, charitable contributions, employee retention credits, and acquisition costs related to business combinations.

Legal settlements. Legal settlements consist of certain customer and employment settlements and other business-related matters.

Other income (expense)

(In thousands)	Three Months Ended September 30,		Favorable (unfavorable)	
	2025	2024	\$	%
Other income (expense):				
Interest income	\$ 346	\$ 1,095	\$ (749)	(68.4)%
Interest expense	(56)	(458)	402	nm
Other income, net	1,274	383	891	nm
Total other income, net	\$ 1,564	\$ 1,020	\$ 544	53.3%

nm - not meaningful

Interest income. Interest income consists of interest earned on cash equivalents including short-term investments in commercial paper, treasury bills and money market funds.

Interest expense. Interest expense consists of interest charges under our Credit Agreement and amortization of related debt issuance costs.

Other income, net. Other income, net, mainly consists of movement of foreign currencies against the U.S. dollar.

Income Taxes

(In thousands)	Three Months Ended September 30,		Unfavorable	
	2025	2024	\$	%
Income tax provision	\$ 4,001	\$ 3,782	\$ 219	nm
Effective tax rate	25.5%	nm		

nm - not meaningful

For the three months ended September 30, 2025 and 2024, income tax provision and the effective tax rate were primarily driven by activity in India and the U.S.

We are consistently subject to tax audits. Due to the nature of examinations in multiple jurisdictions, changes could occur in the amount of gross unrecognized tax benefits during the next 12 months that we cannot anticipate.

We have recorded and maintain valuation allowances offsetting the Company's deferred tax assets in certain U.S. States and foreign jurisdictions. The ultimate realization of deferred tax assets depends on various factors including the generation of future taxable income in the periods in which the underlying temporary differences are deductible. We maintain valuation allowances for deferred tax assets until we have sufficient evidence to support the reversal of all or some portion of the allowances.

The Coronavirus Aid, Relief, and Economic Security Act (CARES Act) is a stimulus bill which was in response to economic consequences of the COVID-19 pandemic. The CARES Act provided an employee retention credit, which is a refundable tax credit against certain employment taxes. During the three months ended September 30, 2025, we recorded \$5.9 million of employee retention credits including associated interest received in cash as other (gains) charges, net, in the condensed consolidated statements of operations.

On July 4, 2025, the One Big Beautiful Bill Act (OBBBA) was signed into law. The legislation includes several changes to federal tax law that generally allow for more favorable deductibility of certain business expenses beginning in the Company's fiscal 2026, including the restoration of immediate expensing of domestic research and development expenditures, reinstatement of accelerated fixed asset depreciation and modifications to the international tax framework. We applied the relevant changes to the Company's income tax provision for the period ended September 30, 2025, which did not materially impact the Company's consolidated tax position. We expect future cash tax savings resulting from the full expensing of U.S. research and development expenses under the OBBBA.

Results of Operations

First Half Fiscal 2026 Compared to First Half Fiscal 2025

Net Revenue and Operating Income

The following table presents our consolidated revenue and operating results for the six months ended September 30, 2025 and 2024:

(In thousands)	Six Months Ended September 30,		Increase (decrease)	
	2025	2024	\$	%
Net revenue:				
Products	\$ 20,050	\$ 20,400	\$ (350)	(1.7)%
Subscription and maintenance	99,579	79,474	20,105	25.3 %
Professional services	36,347	31,917	4,430	13.9 %
Total net revenue	155,976	131,791	24,185	18.4 %
Cost of goods sold:				
Products	12,236	10,432	1,804	17.3 %
Subscription and maintenance	20,833	16,935	3,898	23.0 %
Professional services	26,645	21,342	5,303	24.8 %
Total cost of goods sold	59,714	48,709	11,005	22.6 %
Gross profit	\$ 96,262	\$ 83,082	\$ 13,180	15.9 %
Gross profit margin	61.7 %	63.0 %		
Operating expenses:				
Product development	\$ 35,280	\$ 30,892	\$ 4,388	14.2 %
Sales and marketing	21,574	15,808	5,766	36.5 %
General and administrative	20,920	20,645	275	1.3 %
Depreciation of fixed assets	1,908	1,752	156	8.9 %
Amortization of internal-use software and intangibles	2,890	1,155	1,735	150.2 %
Other (gains) charges, net	(5,203)	2,587	(7,790)	nm
Legal settlements	225	369	(144)	(39.0)%
Operating income	\$ 18,668	\$ 9,874	\$ 8,794	89.1 %
Operating income percentage	12.0 %	7.5 %		

nm - not meaningful

The following table presents the percentage relationship of our condensed consolidated statement of operations line items to our consolidated net revenues for the periods presented:

	Six Months Ended September 30,	
	2025	2024
Net revenue:		
Products	12.9 %	15.5 %
Subscription and maintenance	63.8	60.3
Professional services	23.3	24.2
Total net revenue	100.0 %	100.0 %
Cost of goods sold:		
Products	7.8 %	7.9 %
Subscription and maintenance	13.4 %	12.8
Professional services	17.1 %	16.3
Total cost of goods sold	38.3 %	37.0 %
Gross profit	61.7 %	63.0 %
Operating expenses:		
Product development	22.6 %	23.4 %
Sales and marketing	13.8 %	12.0
General and administrative	13.4 %	15.7
Depreciation of fixed assets	1.2 %	1.3
Amortization of internal-use software and intangibles	1.9 %	0.9
Other (gains) charges, net	(3.3) %	2.0
Legal settlements	0.1 %	0.2
Operating income	12.0 %	7.5 %

Net revenue. Total net revenue increased \$24.2 million, or 18.4%, during the first half of fiscal 2026 compared to the first half of fiscal 2025. Products revenue decreased \$0.4 million, or 1.7%, due to increasing customer preference for subscription-based software licenses instead of perpetual software licenses and to their decreasing need for hardware due to improvements we have made to our technology enabling more support for consumer-grade devices our customers can source elsewhere. Subscription and maintenance revenue increased \$20.1 million, or 25.3%, compared to the first half of fiscal 2025 driven by continued growth in subscription-based service revenue including \$10.4 million of Book4Time subscription-based service revenue. Total subscription revenue, including Book4Time subscription revenue, increased 38.3% during the first half of fiscal 2026 compared to the first half of fiscal 2025. Professional services revenue increased \$4.4 million, or 13.9%, due to higher sales and service activity as our new and existing customers continue implementing technology to improve their operations.

Gross profit and gross profit margin. Our total gross profit increased \$13.2 million, or 15.9%, during the first half of fiscal 2026 and total gross profit margin decreased from 63.0% to 61.7% compared to the first half of fiscal 2025 driven by changes in the composition of revenue by category. Products gross profit decreased \$2.2 million, or 21.6%, and products gross profit margin decreased from 48.9% to 39.0% due to the composition of hardware and proprietary software products delivered. Subscription and maintenance gross profit increased \$16.2 million, or 25.9%, and gross profit margin increased from 78.7% to 79.1% as revenue increases outpaced variable costs as a result of cost optimization discipline. Professional services gross profit decreased \$0.9 million, or 8.3% and gross profit margin decreased from 33.1% to 26.7% reflecting lower utilization rates due to continued hiring and training of new staff and timing of certain large projects.

Operating Expenses

Operating expenses, excluding other charges, net and legal settlements, increased \$12.3 million, or 17.5%, during the first half of fiscal 2026 compared with the first half of fiscal 2025.

Product development. Product development increased \$4.4 million, or 14.2%, in the first half of fiscal 2026 compared with the first half of fiscal 2025 due to hiring and increased salary, incentive and employee benefits rates across our development teams.

Sales and marketing. Sales and marketing increased \$5.8 million, or 36.5%, in the first half of fiscal 2026 compared with the first half of fiscal 2025 due to hiring and increased compensation rates across our sales teams, sales team additions from the Book4Time acquisition, and timing of marketing event and trade show activity.

General and administrative. General and administrative increased \$0.3 million, or 1.3%, in the first half of fiscal 2026 compared with the first half of fiscal 2025 due to increased compensation rates across our administrative teams.

Depreciation of fixed assets. Depreciation of fixed assets increased \$0.2 million, or 8.9%, in the first half of fiscal 2026 compared with the first half of fiscal 2025 due to the addition of fixed assets.

Amortization of internal-use software and intangibles. Amortization of internal-use software and intangibles increased \$1.7 million, or 150.2%, in the first half of fiscal 2026 compared with the first half of fiscal 2025 due to the addition of certain intangible assets resulting from the Book4Time acquisition.

Other (gains) charges, net. Other (gains) charges, net consist of losses on asset disposals, severance costs, charitable contributions, employee retention credits, and acquisition costs related to business combinations.

Legal settlements. Legal settlements consist of settlements of employment and other business-related matters.

Other income (expense)

(In thousands)	Six Months Ended September 30,		Favorable (unfavorable)	
	2025	2024	\$	%
Other income (expense):				
Interest income	\$ 793	\$ 2,877	\$ (2,084)	(72.4)%
Interest expense	(273)	(458)	185	nm
Other income, net	1,372	226	1,146	nm
Total other income, net	\$ 1,892	\$ 2,645	\$ (753)	(28.5)%

nm - not meaningful

Interest income. Interest income consists of interest earned on cash equivalents including short-term investments in commercial paper, treasury bills and money market funds.

Interest expense. Interest expense consists of interest charges under our Credit Agreement and amortization of related debt issuance costs.

Other income, net. Other income, net, mainly consists of movement of foreign currencies against the U.S. dollar.

Income Taxes

(In thousands)	Six Months Ended September 30,		Unfavorable	
	2025	2024	\$	%
Income tax provision (benefit)	\$ 3,960	\$ (2,951)	\$ 6,911	nm
Effective tax rate	19.3%	nm		

nm - not meaningful

For the six months ended September 30, 2025 and 2024, income tax provision (benefit) and the effective tax rate were primarily driven by the impact of discrete excess tax benefits associated with Share-Based Compensation.

We are consistently subject to tax audits. Due to the nature of examinations in multiple jurisdictions, changes could occur in the amount of gross unrecognized tax benefits during the next 12 months that we cannot anticipate.

We have recorded and maintain valuation allowances offsetting the Company's deferred tax assets in certain U.S. States and foreign jurisdictions. The ultimate realization of deferred tax assets depends on various factors including the generation of future taxable income in the periods in which the underlying temporary differences are deductible. We maintain valuation allowances for deferred tax assets until we have sufficient evidence to support the reversal of all or some portion of the allowances.

The Coronavirus Aid, Relief, and Economic Security Act (CARES Act) is a stimulus bill which was in response to economic consequences of the COVID-19 pandemic. The CARES Act provided an employee retention credit, which is a refundable tax credit against certain employment taxes. During the six months ended September 30, 2025, we recorded \$6.1 million of employee retention credits including associated interest received in cash as other (gains) charges, net, in the condensed consolidated statements of operations.

On July 4, 2025, the One Big Beautiful Bill Act (OBBBA) was signed into law. The legislation includes several changes to federal tax law that generally allow for more favorable deductibility of certain business expenses beginning in the Company's fiscal 2026, including the restoration of immediate expensing of domestic research and development expenditures, reinstatement of accelerated fixed asset depreciation and modifications to the international tax framework. We applied the relevant changes to the Company's income tax provision for the period ended September 30, 2025, which did not materially impact the Company's consolidated tax position. We expect future cash tax savings resulting from the full expensing of U.S. research and development expenses under the OBBBA.

Liquidity and Capital Resources

Overview

Our primary recurring source of cash is the collection of proceeds from the sale of products and services to our customers, including cash periodically collected in advance of delivery or performance.

Our cash requirements consist primarily of working capital needs, capital expenditures, and payments of contractual obligations. Our contractual obligations consist primarily of operating leases for office space and our Credit Agreement.

The Credit Agreement provides for a revolving credit facility in the initial maximum aggregate principal amount of \$75 million (the "Revolving Facility"). The Revolving Facility includes the ability for the Company to request an increase to the commitments under the Revolving Facility by an additional aggregate principal amount of up to \$25 million. On the Credit Agreement Closing Date, we drew \$50 million on the Revolving Facility, the proceeds of which we used to fund the Business Combination described below. We have repaid the entire principal balance as of July 2025.

We have expanded our business in part by investing in strategic growth through business acquisitions. We have used cash as consideration in our business acquisitions, including \$145.8 million of net cash, partially funded by our Revolving Facility, during the six months ended September 30, 2024, to complete the acquisition of Book4Time. We completed no business combinations during the six months ended September 30, 2025.

At September 30, 2025, 100% of our cash and cash equivalents, of which 88% were located in the United States, were deposited in bank accounts or invested in highly liquid investments including commercial paper and treasury bills with original maturity from the date of acquisition of three months or less and money market funds. We determine the fair value of commercial paper using significant other observable inputs based on pricing from independent sources that use quoted prices in active markets for identical assets or other observable inputs including benchmark yields and interest rates. We believe credit risk is limited with respect to our cash and cash equivalents.

We believe that cash flow from operating activities, cash on hand of \$59.3 million as of September 30, 2025, and access to capital markets will provide adequate funds to meet our short- and long-term liquidity requirements.

Cash Flow

(In thousands)	Six Months Ended September 30,	
	2025	2024
Net cash provided by (used in):		
Operating activities	\$ 10,867	\$ 7,688
Investing activities	(850)	(146,465)
Financing activities	(23,965)	48,680
Effect of exchange rate changes on cash	243	94
Decrease in cash	\$ (13,705)	\$ (90,003)

Cash flow provided by operating activities. Due to cash-based earnings of \$35.0 million and a decrease of \$24.1 million due to changes in net operating assets and liabilities. Cash-based earnings is net income of \$16.6 million and \$18.4 million of non-cash adjustments.

Cash flow used in investing activities. Consists of property and equipment purchases.

Cash flow (used in) provided by financing activities. Consists of \$24.0 million in debt repayments during the six months ended September 30, 2025, proceeds from Employee Stock Purchase Plan purchases, and the repurchase of shares to satisfy employee tax withholding on share-based compensation.

Contractual Obligations

As of September 30, 2025, there were no significant changes to our contractual obligations as presented in our Annual Report for the year ended March 31, 2025.

Off-Balance Sheet Arrangements

We have not entered into any off-balance sheet arrangements that have had or are reasonably likely to have a current or future effect on our financial condition, changes in financial condition, revenues or expenses, results of operations, liquidity, capital expenditures, or capital resources.

Critical Accounting Policies

A detailed description of our significant accounting policies is included in our Annual Report for the year ended March 31, 2025. There have been no material changes in our significant accounting policies and estimates since March 31, 2025.

Forward-Looking Information

This Quarterly Report and other publicly available documents, including the documents incorporated herein and therein by reference, contain, and our officers and representatives may from time to time make, "forward-looking statements" within the meaning of the safe harbor provisions of the U.S. Private Securities Litigation Reform Act of 1995. Forward-looking statements can be identified by words such as: "anticipate," "intend," "plan," "goal," "seek," "believe," "project," "outlook," "forecast," "preliminary," "estimate," "expect," "strategy," "future," "likely," "may," "would," "could," "should," "will" and similar references to future periods. These statements are not guarantees of future performance and involve risks, uncertainties, and assumptions that are difficult to predict. These statements are based on management's current expectations, intentions, or beliefs and are subject to a number of factors, assumptions, and uncertainties that could cause actual results to differ materially from those described in the forward-looking statements. Factors that could cause or contribute to such differences or that might otherwise impact the business include the risk factors set forth in Item 1A in Part II of this Quarterly Report and Item 1A of our Annual Report for the fiscal year ended March 31, 2025. We undertake no obligation to update any such factor or to publicly announce the results of any revisions to any forward-looking statements contained herein whether as a result of new information, future events, or otherwise.

Item 3. Quantitative and Qualitative Disclosures About Market Risk

For quantitative and qualitative disclosures about market risk affecting us, see Item 7A, "Quantitative and Qualitative Disclosures About Market Risk," contained in our Annual Report for the fiscal year ended March 31, 2025. There have been no material changes in our market risk exposures since March 31, 2025.

Item 4. Controls and Procedures

Evaluation of Disclosure Controls and Procedures

Under the supervision of and with the participation of our Chief Executive Officer ("CEO"), Chief Financial Officer ("CFO") and Corporate Controller and Treasurer, as Principal Accounting Officer ("PAO"), management evaluated the effectiveness of the design and operation of our disclosure controls and procedures, as defined in Rules 13a-15(e) and 15d-15(e) promulgated under the Securities Exchange Act of 1934, as amended, as of the end of the period covered by this Quarterly Report. Based on that evaluation, the CEO, CFO and PAO concluded that, as of the end of the period covered by this Quarterly Report, our disclosure controls and procedures were effective.

Changes in Internal Control over Financial Reporting

No changes in our internal control over financial reporting occurred during the six months ended September 30, 2025 that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

Inherent Limitations on Effectiveness of Controls

Our management, including our CEO, CFO and PAO, does not expect that our disclosure controls or our internal control over financial reporting will prevent or detect all errors and all fraud. A control system, no matter how well conceived and operated, can provide only reasonable, not absolute, assurance that the objectives of the control system will be achieved. Further, the design of a control system must reflect the impact of resource constraints, and the benefits of controls must be considered relative to their costs. Because of the inherent limitations in all control systems, no evaluation of controls can provide absolute assurance that all control issues and instances of fraud, if any, have been detected. These inherent limitations include the possibility that judgments in decision-making can be faulty, and that breakdowns can occur because of simple errors. Additionally, controls can be circumvented by individual acts, by collusion of two or more people, or by management override of the controls. The design of any system of controls also is based in part upon certain assumptions about the likelihood of future events, and there can be no assurance that any design will succeed in achieving its stated goals under all possible future conditions. Projections of any evaluation of controls effectiveness to future periods are subject to risks. Over time, controls may become inadequate because of changes in conditions or deterioration in the degree of compliance with policies or procedures. Because of the inherent limitations in a cost-effective control system, misstatements due to error or fraud may occur and not be detected.

PART II. OTHER INFORMATION

Item 1. Legal Proceedings

None.

Item 1A. Risk Factors

There have been no material changes in the risk factors included in our Annual Report for the fiscal year ended March 31, 2025 that may materially affect our business, results of operations, or financial condition.

Item 2. Unregistered Sales of Equity Securities and Use of Proceeds

None.

Item 3. Defaults Upon Senior Securities

None.

Item 4. Mine Safety Disclosures

Not applicable.

Item 5. Other Information

Rule 10b5-1 Trading Plans

On July 23, 2025, William David Wood III, Chief Financial Officer of the Company, adopted a Rule 10b5-1 trading plan (the “Wood Plan”) for the sale of up to 6,000 shares of common stock. After the applicable cooling-off period under Rule 10b5-1, transactions under the Wood Plan may begin in October 2025, subject to certain conditions. The Wood Plan will terminate on July 25, 2026, unless terminated earlier in accordance with its terms.

On August 28, 2025, Ramesh Srinivasan, President and Chief Executive Officer of the Company, adopted a Rule 10b5-1 trading plan (the “Srinivasan Plan”) for the sale of up to 133,447 shares of common stock. After the applicable cooling-off period under Rule 10b5-1, transactions under the Srinivasan Plan may begin in November 2025, subject to certain conditions. The Srinivasan Plan will terminate on August 27, 2026, unless terminated earlier in accordance with its terms.

Item 6. Exhibits

- 31.1 [Rule 13a-14\(a\)/15d-14\(a\) Certification of Chief Executive Officer.](#)
- 31.2 [Rule 13a-14\(a\)/15d-14\(a\) Certification of Chief Financial Officer.](#)
- 31.3 [Rule 13a-14\(a\)/15d-14\(a\) Certification of Corporate Controller and Treasurer.](#)
- 32 [Certification of Chief Executive Officer, Chief Financial Officer and Corporate Controller and Treasurer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of Sarbanes-Oxley Act of 2002.](#)
- 101.INS Inline XBRL Instance Document – the instance document does not appear in the Interactive Data File because XBRL tags are embedded within the Inline XBRL document.
- 101.SCH Inline XBRL Taxonomy Extension Schema With Embedded Linkbase Documents
- 104 Cover Page Interactive Data File (embedded within the Inline XBRL document)
- * Denotes a management contract or compensatory plan or arrangement.

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this Quarterly Report to be signed on its behalf by the undersigned thereunto duly authorized.

AGILYSYS, INC.

Date: October 27, 2025

/s/ William David Wood III
William David Wood III
Chief Financial Officer
(Principal Financial Officer and Duly Authorized Officer)

By: /s/ Ramesh Srinivasan
Ramesh Srinivasan
President and Chief Executive Officer
(Principal Executive Officer)

CERTIFICATION OF THE CHIEF FINANCIAL OFFICER

I, William David Wood III, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of Agilysys, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officers and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officers and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: October 27, 2025

By: /s/ William David Wood III
William David Wood III
Chief Financial Officer
(Principal Financial Officer)

By: /s/ Chris J. Robertson
Chris J. Robertson
Corporate Controller and Treasurer
(Principal Accounting Officer)

CERTIFICATION

Certification Pursuant to 18 U.S.C. Section 1350 as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002

Pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, Ramesh Srinivasan, the Chief Executive Officer, William David Wood III, the Chief Financial Officer, and Chris J. Robertson, the Corporate Controller and Treasurer, of Agilysys, Inc. (the “Company”), hereby certify, that, to their knowledge:

1. The Quarterly Report on Form 10-Q of the Company for the period ended September 30, 2025 (the “ **Report** ”) fully complies with the requirements of Section 13(a) of the Securities Exchange Act of 1934; and
2. The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: October 27, 2025

By: /s/ Ramesh Srinivasan
Ramesh Srinivasan
President and Chief Executive Officer
(Principal Executive Officer)

/s/ William David Wood III
 William David Wood III
 Chief Financial Officer
 (Principal Financial Officer)

/s/ Chris J. Robertson
Chris J. Robertson
Corporate Controller and Treasurer
(Principal Accounting Officer)