

Annual Incentive Plan – Fiscal Year (FY20)

The Agilysys compensation program is designed to motivate and reward employees to achieve organizational performance through shared goals. Each one of us can make an impact for a successful year.

The Annual Incentive Plan applies to employees of Agilysys Technologies India Development Center.

This document defines the Annual Incentive Plan (AIP) plan structure for FY20 (April 1, 2019 to March 31, 2020).

FY20 Company Performance Targets

FY20 Company Revenue	Less Than \$160M	\$160M (Min)	\$165M (Target)	\$170M (Max)
	0.00%	50%	100%	150%

Conditions:

- In addition to achieving the Revenue targets, the Company must achieve Consolidated EBITDA above \$13M and have a consolidated cash balance of at least \$45M in order for the AIP pool to be funded.
- Straight-line achievement will be calculated separately between the Minimum level and the Target level and between the Target level and the Maximum level.
- AIP is not considered earned to the extent Company achievement is below the defined minimum thresholds.
- The maximum AIP award you can receive is 150% of your target incentive.

Eligibility:

- Employees who are not eligible for any other incentive plan (i.e. Commission, Annual/Quarterly/Monthly MBO Plan, etc.) are eligible to participate.
- New entrants to the plan joining after April 1st, 2019 will participate on a pro rata basis. Participants who join the Company after January 1st, 2020 will not participate in the current fiscal year.
- Current participants who are transferred or promoted into another position which carries a different bonus plan eligibility will have bonus payments calculated on a pro rata basis as of the date of change. Those transferring mid-year from one country to another will have the entire calculation pro-rated by each currency and pay rate.

Process:

- Bonus payments will be calculated following the close of the fiscal year and will be communicated after the Company's financial audit is complete and financial performance has been announced to the public.
- Employee must be actively employed and not serving notice period on the payment date to be eligible for annual AIP payment.
- All payments are subject to applicable tax withholdings and other deductions.
- If an overpayment occurs, employee is required to repay the overpayment. Repayments will be processed through payroll deductions unless otherwise agreed. Payroll deductions may be processed in one lump sum. If employee terminates from employment, employee must repay the overpayment in full by last day of employment. Agilysys reserves the right to deduct any overpayment balance from monies due.
- The Company currently intends to continue offering bonus compensation. However, bonus payments and bonus plans are not guaranteed and are provided at the sole discretion of management. Based on changing business and economic conditions, the company may elect to modify, amend or eliminate the plan, as it deems appropriate. Participation in the plan in any given year does not ensure that an employee will participate in any future bonus plans.