



Agilysys, Inc.




AGYS NASDAQ

Computer Hardware

Market Capitalization USD:

\$164.01 mm

CONCERN LEVEL: AVERAGE

- 1 The CEO's total remuneration is within the typical market range for the relevant industry and market cap.
- 2 The ratio between the CEO's pay and the median pay of the other named executive officers is 3X or less.
- 3 The CEO's annual cash incentives rose or fell in line with annual performance. 
- 4 The CEO received no more than one annual cash bonus this fiscal year.
- 5 The CEO's equity remuneration reflected the company's share price movement over the last five years.
- 6 The company only pays long-term incentives to the CEO for above median performance against a peer group.
- 7 The company's dilution from equity incentives is 10 percent or less. 
- 8 Unvested equity lapses when the CEO's employment is terminated. 
- 9 The CEO's potential cash severance payment is capped at two times annual cash remuneration.
- 10 The accrued benefits of the CEO's post-retirement income are within the typical market range for the relevant market cap bracket.

CEO: James H. Denny

Age: 46

CEO Since: 2011

	2009	2010	2011
Base Salary	\$397,472	\$450,000	\$309,928
Discretionary Bonus	\$0	\$0	\$0
Annual Cash Incentive	\$0	\$150,750	\$369,045
Benefits and Perquisites	\$3,041,293	\$40,242	\$10,780
TOTAL ANNUAL COMPENSATION	\$3,438,765	\$640,992	\$689,753
Increase in Post-Retirement Benefits	\$2,483,165	\$12,683	\$0
Stock Option Awards	\$594,380	\$268,320	\$0
Stock Awards	\$0	\$530,008	\$311,640
TOTAL COMPENSATION	\$6,516,310	\$1,452,003	\$1,001,393
Median of Other Named Executive Officers Total Compensation	\$707,067	\$707,067	\$1,234,017
Value Realized on Exercise of Stock Option	\$0	\$0	\$0
Value Realized on Vesting of Stock	\$0	\$223,546	\$294,105
TOTAL REALIZED EQUITY COMPENSATION	\$0	\$223,546	\$294,105

Proxy Date: 27 Jun 2012

Annual Meeting Date: 26 Jul 2012

Equity Reserves: 22.39%

Stock Option Run Rate: 1.47%

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Performance Comparison

■ S&P500 ■ Industry ■ AGYS



Peer Comparisons (TRBC) =Computer Hardware

Total Summary CEO Compensation

Ticker	Company Name	2009	2010	2011	Market Cap
AGYS	Agilysys, Inc.	\$6,516,310	\$1,452,003	\$1,001,393	\$164,013,350
QTM	Quantum Corporation	\$1,994,465	\$1,394,780		\$419,739,000
SSYS	Stratasys, Inc.	\$283,804	\$421,633		\$392,328,091
IN	Intermec, Inc.	\$2,086,782	\$3,519,480	\$3,302,687	\$388,545,303
SGI	Silicon Graphics International Corp.		\$948,037		\$374,079,364
MRCY	Mercury Computer Systems, Inc.	\$1,812,883	\$2,204,302		\$351,416,793
AVID	Avid Technology, Inc.	\$1,205,120	\$4,290,273	\$4,854,927	\$298,272,749

To insure consistency, peer comparisons are based on a combination of TRBC Industry and Sector classifications and company market caps. Missing peer pay figures for 2011 are due to differences in company filing schedules.

Pay Peer Group

Specific companies not disclosed.

Performance Peer Group

NA

COMPENSATION COMMITTEE MEMBERS

Director	Membership	Age	Gender	Tenure	Independence
John Mutch	Chairman	55	Male	3	Outside Related
Keith M. Kolerus	Member	66	Male	14	Outside Related
Robert A. Lauer	Member	68	Male	11	Outside Related

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