



American Software, Inc.


AMSW NASDAQ

Software

Market Capitalization USD:

\$190.10 mm

CONCERN LEVEL: LOW

- 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 C. Edenfield

Age: 77

CEO Since: 1989

	2009	2010	2011
Base Salary	\$512,500	\$512,500	\$512,500
Discretionary Bonus	\$0	\$165,939	\$306,826
Annual Cash Incentive	\$0	\$0	\$0
Benefits and Perquisites	\$28,597	\$36,493	\$31,213
TOTAL ANNUAL COMPENSATION	\$541,097	\$714,932	\$850,539
Increase in Post-Retirement Benefits	\$0	\$0	\$0
Stock Option Awards	\$131,690	\$196,020	\$189,078
Stock Awards	\$0	\$0	\$0
TOTAL COMPENSATION	\$667,993	\$910,952	\$1,039,617
Median of Other Named Executive Officers Total Compensation	\$264,787	\$469,230	\$694,745
Value Realized on Exercise of Stock Option	\$0	\$0	\$422,797
Value Realized on Vesting of Stock	\$0	\$0	\$0
TOTAL REALIZED EQUITY COMPENSATION	\$0	\$0	\$422,797

Proxy Date: 30 Jul 2012

Annual Meeting Date: 20 Aug 2012

Equity Reserves: 17.05%

Stock Option Run Rate: 2.57%

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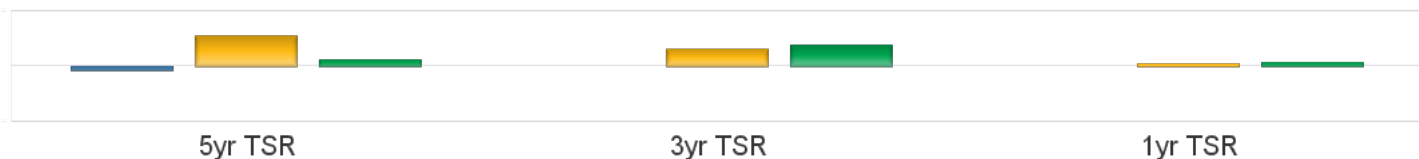
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Performance Comparison

■ S&P500 ■ Industry ■ AMSWA



Peer Comparisons (TRBC) =Software

Total Summary CEO Compensation

Ticker	Company Name	2009	2010	2011	Market Cap
AMSWA	American Software, Inc.	\$667,993	\$910,952	\$1,039,617	\$190,099,219
EBIX	Ebix, Inc.	\$2,467,996	\$2,934,675		\$550,194,892
MRGE	Merge Healthcare Incorporated	\$317,453	\$994,192	\$693,775	\$545,948,920
CTCT	Constant Contact, Inc.	\$2,148,725	\$2,999,951	\$3,365,451	\$513,067,298
ININ	Interactive Intelligence, Inc.	\$1,032,052	\$1,367,073		\$509,717,632
MG	Mistras Group, Inc.		\$10,205,138		\$485,991,069
MDSO	Medidata Solutions, Inc.	\$2,106,462	\$2,192,107	\$2,416,037	\$406,254,741

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

NA

Performance Peer Group

NA

COMPENSATION COMMITTEE MEMBERS

Director	Membership	Age	Gender	Tenure	Independence
John J. Jarvis	Chairman	69	Male	11	Outside Related
Thomas L. Newberrv	Member	79	Male	41	Outside Related

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