

**MANHATTAN ASSOCIATES, INC.**  
**CHARTER OF THE COMPENSATION COMMITTEE**  
**OF THE BOARD OF DIRECTORS**

The Board of Directors of Manhattan Associates, Inc., a Georgia corporation (the "Company"), has constituted and established a Compensation Committee (the "Committee") with authority, responsibility and specific duties as described herein. This Charter and the composition of the Committee are intended to comply with the rules of the U.S. Securities & Exchange Commission (the "SEC") and the Nasdaq Stock Market (the "Nasdaq").

**I. Purpose**

The Committee is appointed by the Board of Directors (the "Board") to assist the Board in fulfilling its responsibilities relating to compensation of the Company's directors and executives.

**II. Committee Composition**

The Committee will consist of no fewer than three members of the Company's Board. The members of the Committee will be non-employee Directors who meet the independence requirements of the Nasdaq rules and any applicable SEC rules and regulations. The Board will assess and determine such qualifications of the Committee members.

The members of the Committee will be appointed by the Board. The Board will also select the Chair of the Committee. If a Chair is not designated or present, the members of the Committee may designate a Chair by majority vote of the Committee membership. Committee members are subject to removal by the Board in its discretion.

**III. Committee Authority and Responsibilities**

The Committee will meet as often as it determines is appropriate. Committee meetings may be held in person or telephonically and may be held at those times and places as the Committee determines. The CEO may not be present during deliberations or voting on his or her compensation. The Chair of the Committee should prepare or approve an agenda in advance of each meeting. The Committee may form and delegate authority to subcommittees when appropriate.

This Charter is intended to be flexible so that the Committee is able to meet changing conditions. The Committee is authorized to take those further actions as are consistent with its responsibilities and to perform those other actions as applicable law, the Nasdaq and the Company's Bylaws or the Board may require.

The Committee will perform the following duties:

**A. General**

1. Retain or obtain, in its sole discretion, the advice of a compensation consultant, legal counsel or other adviser ("Adviser"). The Committee will be directly responsible for the appointment, compensation and oversight of the work of any Adviser retained by the Committee. The Company must provide for appropriate funding, as determined by the Committee, for payment of compensation to an Adviser retained by the Committee. The Committee may select, or receive advice from, an Adviser to the Committee, other than in-house legal counsel, only after taking into consideration the following factors:
  - a) the provision of other services to the Company by the person or entity that employs the Adviser;
  - b) the amount of fees received from the Company by the person or entity that employs the Adviser, as a percentage of the total revenue of that person or entity;
  - c) the policies and procedures of the person or entity that employs the Adviser that are designed to prevent conflicts of interest;
  - d) any business or personal relationship of the Adviser with a member of the Committee;
  - e) any stock of the Company owned by the Adviser; and
  - f) any business or personal relationship of the Adviser or the person or entity employing the Adviser with an executive officer of the Company.
2. Make regular reports to the Board.
3. Annually review the adequacy of this Charter and recommend any proposed changes to the Board for approval.

B. Compensation and Succession Planning

1. Determine or recommend to the Board the compensation of the CEO, other executive officers and members of the Board, including equity grants and other incentive compensation.
2. Determine or recommend to the Board, for the CEO and the executives of the Company, employment agreements, severance arrangements and change in control agreements/provisions, in each case as, when and if appropriate, and any special or supplemental benefits.
3. Determine or recommend to the Board compensation, benefit and retirement plans in which directors, executive officers and other key employees may participate, including incentive-compensation plans and equity-based plans. The Committee may delegate to a management committee authority with respect to those plans, to the extent consistent with Nasdaq listing standards and applicable law.
4. Review and recommend to the Board any stock ownership and retention guidelines for non-employee directors and executive officers.
5. Oversee matters relating to shareholder approval of executive compensation, including the advisory vote on executive compensation ("say-on-pay" voting) and recommending to the Board the frequency of say-on-pay voting and the Company's response to the say-on-pay vote.
6. Assess the risks to the Company associated with the Company's compensation policies and practices.
7. Prepare a report for inclusion in the Company's annual proxy statement in accordance with SEC and other applicable rules and regulations.
8. Assist the Board in developing and evaluating candidates for executive positions, including the CEO, and oversee the development of executive succession plans.