

**MANHATTAN ASSOCIATES, INC.**  
**CHARTER OF THE NOMINATION AND GOVERNANCE COMMITTEE**  
**OF THE BOARD OF DIRECTORS**

The Board of Directors of Manhattan Associates, Inc., a Georgia corporation (the "Company"), has constituted and established a Nomination and Governance 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 ("Nasdaq").

**I. Purpose**

The Committee is appointed by the Board of Directors (the "Board") to: (1) monitor the composition, operation, and performance of the Board and its committees, including by conducting periodic formal assessments of the Board and its committees, and report to the Board its findings and recommendations, (2) identify and recruit outstanding individuals who qualify to serve as Board members, and to recommend for Board approval nominees for election by the Company's shareholders, (3) recommend directors for appointment to each Board committee, (4) oversee the Company's corporate governance principles and, as appropriate, help shape its governance practices, (5) identify areas of Company risk and recommend to the Board whether the full Board or a specified committee of the Board should have oversight responsibility for them, and (6) oversee, monitor, and appraise risk areas as assigned by the Board to the Committee.

**II. Committee Composition**

The Committee will consist of no fewer than two members of the Board. The members of the Committee will be non-employee directors who meet the independence requirements of Nasdaq listing standards and any applicable SEC rules and regulations. Members of the Committee also will meet those other qualifications as may be imposed from time to time by the Board, by law or by the listing requirements of Nasdaq. Committee members should be able to devote sufficient time to carrying out the responsibilities of a member of the Committee. With the assistance of the Committee, the Board will assess and determine the qualifications of the Committee members.

The members of the Committee will be appointed by the Board. The Board also will 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, but not less than two times per year. Committee meetings may be held in person or telephonically and may be held at those times and places as the Committee determines. 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 may be required by applicable law, the Nasdaq, the Company's Bylaws, or the Board.

Subject to the foregoing, the Committee will perform the following duties and responsibilities and will engage in the following activities to the extent it deems necessary or appropriate, or as required by listing standards or law.

1. As appropriate, actively recruit, interview, and evaluate individuals to recommend to the Board to serve as Board members, whether in connection with filling Board vacancies or elections by shareholders, and including any nominees for director submitted by the shareholders in accordance with the Company's Bylaws or the procedures set forth in the Company's annual proxy statements. The Committee will have the authority to retain and terminate any search firm to be used to identify director candidates and to approve the search firm's fees and other retention terms. In connection with its recruiting of candidates, the Committee will, consistent with its fiduciary duties, continue to (i) consider factors such as the individual's experience, integrity, competence, skills, and dedication in the context of the needs of the Board, (ii) seek to recruit from a diverse pool, taking into account diversity factors such as gender, race, ethnicity, age, and occupation, and (iii) take reasonable steps to include meaningful representation in the candidate pool of women and minorities.
2. Recommend directors for appointment to each Board committee and the chair of each committee.
3. Review annually or as otherwise necessary whether the Board and its committees meet applicable independence requirements, and whether the members of the audit committee meet any additional special qualifications required by the Nasdaq or the SEC, such as financial literacy or the requirement of an audit committee financial expert.

4. Make recommendations regarding the composition and leadership of the Board and its committees, and the Board's and its committees' operations.
5. Oversee, and periodically review and reassess the adequacy of, the Company's corporate governance principles and recommend any proposed changes to the Board.
6. Periodically conduct a formal review and assessment of the Board and its committees and report its assessment, including any recommendations for proposed changes, to the Board. The Committee should seek comments from each of the Board and committee members, as the case may be, with respect to each assessment.
7. Identify areas of Company risk requiring Board or committee oversight and recommend to the Board whether the full Board or which Board committee should have primary oversight responsibility for that area; oversee management's development and administration of policies and practices for identifying, assessing, monitoring, and managing Company risk exposures to the extent the Board assigns oversight of those risk exposure areas to the Committee.
8. Engage independent counsel and other advisers as it determines necessary to carry out its duties, including, where the Committee deems appropriate, its duties with respect to review and assessment of the Board and its committees. The Company will provide funding, as determined by the Committee, for payment of compensation to any advisers the Committee retains and ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties.
9. Review periodically the adequacy of this Charter and recommend any proposed changes to the Board for approval.