

Manhattan Associates, Inc.  
Majority Voting Director Resignation Policy

Adopted: December 5, 2014

1. Introduction

This document describes the Policy of the Board of Directors (the “**Board**”) of Manhattan Associates, Inc. (the “**Company**”) with respect to certain situations in which a director nominee standing for election by the Company’s shareholders does not receive a majority affirmative vote of the shares voting on their election.

This Policy does not change the legal standard for election of directors set forth in the Company’s Bylaws, which is a plurality of the votes cast.

This Policy applies to both the election of first-time directors and the re-election of incumbent directors.

For the avoidance of doubt, this Policy does not apply to any election of directors by the Company’s shareholders that is not an Uncontested Election (as defined below).

2. Definitions

2.1. “**Majority Affirmative Vote**” means that, in an election in which a quorum is present, the number of votes cast “for” the election of a director nominee is greater than the number of votes cast “against” the election of the director nominee or “withheld” with respect to the director nominee. Abstentions and “broker non-votes” are not considered “votes cast” for this determination.

2.2. “**Governance Committee**” means the Nomination and Governance Committee of the Board.

2.3. “**Uncontested Election**” means an election of directors by the Company’s shareholders for which, as of a date that is 10 business days in advance of the date the Company files its definitive proxy statement with the Securities and Exchange Commission with respect to that election (regardless of whether that proxy statement subsequently is revised or supplemented), the number of nominees is less than or equal to the number of directors to be elected.

2.4. “**Conditional Resignation**” means an irrevocable resignation tendered by a director that is conditioned on Board acceptance.

3. Resignation on Receipt of Less Than a Majority Affirmative Vote

- 3.1. A director who does not receive a Majority Affirmative Vote in an Uncontested Election promptly will tender, to the Board or its Chair, their resignation from the Board and from those Board committees on which the director serves, which resignation may be a Conditional Resignation. If the resignation is not a Conditional Resignation, the resignation will specify that it is effective immediately on delivery.
- 3.2. Any director who tenders their Conditional Resignation pursuant to this policy will not participate in the Governance Committee's or the Board's consideration of:
  - 3.2.1. Their Conditional Resignation; or
  - 3.2.2. Except as provided in Section 7 below (Conditional Resignation by Majority), in the consideration of the Conditional Resignation of any other director tendered pursuant to this policy in connection with the same election of directors in which the director did not receive a Majority Affirmative Vote.
- 3.3. A director may provide the Governance Committee or the Board with any information that director deems relevant to the consideration of their Conditional Resignation.

4. Recommendation by Governance Committee on Conditional Resignations

- 4.1. The Governance Committee will consider the Conditional Resignation and, no later than 60 days following the shareholders' meeting at which the director did not receive a Majority Affirmative Vote, recommend to the Board the actions to be taken with respect to the Conditional Resignation.
- 4.2. The Governance Committee may recommend, among other things, that the Board:
  - 4.2.1. Accept the Conditional Resignation;
  - 4.2.2. Delay acceptance of the Conditional Resignation for a reasonable period of time sufficient to recruit and elect a new director;
  - 4.2.3. Reject the Conditional Resignation but address the underlying reasons for the failure of the director to receive a Majority Affirmative Vote; or
  - 4.2.4. Reject the Conditional Resignation without further action.
- 4.3. If the Governance Committee recommends the Board accept the Conditional Resignation, the Governance Committee also will recommend to the Board

whether to fill the vacancy resulting from the resignation or reduce the size of the Board.

- 4.4. In considering a Conditional Resignation, the Governance Committee may consider those factors it deems relevant to its recommendation, including but not limited to the following:
  - 4.4.1. The underlying reasons for the failure of the director to receive a Majority Affirmative Vote;
  - 4.4.2. The tenure and qualifications of the director;
  - 4.4.3. The director's past and expected future contributions to the Board;
  - 4.4.4. The other policies of the Board; and
  - 4.4.5. The overall composition of the Board, including whether accepting the Conditional Resignation would cause the Company to fail to meet the requirements of any law, regulation, or rule, including but not limited to those of the Securities and Exchange Commission or the listing standards of any exchange on which the Company's securities are listed or traded.

5. Action by Board

- 5.1. The Board will act on the recommendation of the Governance Committee no later than 90 days following the shareholders' meeting at which the director did not receive a Majority Affirmative Vote.
- 5.2. In considering the Governance Committee's recommendation, the Board may consider those factors considered by the Governance Committee, as well as any other factors the Board deems relevant.

6. Summary; Public Announcement

- 6.1. This Policy will be summarized or included in each proxy statement relating to the election of directors of the Company.
- 6.2. Following the Board's decision, the Company promptly will publicly announce the Board's decision regarding any Conditional Resignation.

7. Conditional Resignation by Majority

If, in any Uncontested Election, a majority of the members of the Governance Committee are required to tender their resignation pursuant to this policy, then:

- 7.1. If the number of independent directors who are not required to tender their resignation in connection with the Uncontested Election is three or more, the Board will appoint a committee comprising at least three independent directors who are not required to tender their resignation for the purpose of considering the Conditional Resignations in accordance with this Policy.
- 7.2. If the number of independent directors who are not required to tender their resignation in connection with the Uncontested Election is less than three, the Board will appoint a committee comprising all of the independent directors, regardless of whether they are required to tender their resignation, for the purpose of considering the Conditional Resignations in accordance with this Policy, provided that each independent director required to tender their resignation will recuse themselves from consideration of their own Conditional Resignation. The committee will make the recommendation contemplated to be made by the Governance Committee to the Board under this Policy.