

SPECIAL MEETING VOTING INSTRUCTIONS IN CONNECTION WITH PROVISIONS OF THE OHIO CONTROL SHARE ACQUISITION STATUTE

AGILYSYS, INC.

Voting Procedures—Beneficial Owners

To All Banks, Brokers and Nominees:

Enclosed is the Proxy Statement of MAK Capital Fund LP, Paloma International L.P., Sunrise Partners Limited Partnership, MAK Capital One LLC, MAK GP LLC, Trust Asset Management LLP, Michael A. Kaufman, S. Donald Sussman, and R. Andrew Cueva (the “**MAK Group**”) dated January 22, 2010 (the “**MAK Capital Proxy Statement**”) for the special meeting of shareholders of Agilysys, Inc. (the “**Company**”) to be held on February 18, 2010 (the “**Special Meeting**”).

Company shareholders:

(i) who were holders of record as of January 15, 2010 (the “**Record Date**”) of the Company’s common stock, without par value, AND

(ii) who certify as to the eligibility of such voting shares under the criteria included with the proxy attached to the MAK Capital Proxy Statement, will be entitled to have their shares counted in determining whether the acquisition of common shares pursuant to the MAK Group acquiring person statement dated November 19, 2009 (the “**Share Acquisition**”), has been authorized by the Second Majority Approval (as defined in the MAK Capital Proxy Statement) as required by Section 1701.831 of the Ohio Revised Code (the “**Control Share Acquisition Statute**”). All holders of shares as of the Record Date will be entitled to have their shares counted in determining whether the MAK Group Share Acquisition has been authorized by the First Majority Approval (as defined in the MAK Capital Proxy Statement) as required by the Control Share Acquisition Statute.

To enable the Company to tabulate the voting by beneficial owners of shares held in your name, a special **BLUE** proxy card (which includes a related certification of eligibility) has been prepared for use in tabulating the number of shares that are eligible to be counted in determining whether the MAK Group Share Acquisition has received the Second Majority Approval. On this card, the beneficial owner must certify whether or not such person’s shares are Interested Shares. If some but not all of its shares owned are Interested Shares, the beneficial owner must certify the number of shares that are not Interested Shares. If the beneficial owner does not make a certification, or fails to specify the number of such owner’s shares that are not Interested Shares, all of such beneficial owner’s shares shall be deemed to be Interested Shares. Such beneficial owner must by the same signature give instructions as to the voting of the shares it beneficially owns.

In the case of shareholders who both (i) beneficially own shares that are Interested Shares because they were acquired during the period commencing on November 20, 2009, the date of the first public disclosure of the MAK Group acquiring person statement, and ending on the Record Date for the Special Meeting (the “**Restricted Period**”) for an aggregate consideration in excess of \$250,000 and (ii) own voting shares that are not “Interested Shares” because they were acquired prior to the Restricted Period and otherwise do not meet the definition of Interested Shares, such shares that are not Interested Shares will be counted and voted in determining whether the Second Majority Approval has been obtained only if an appropriate certification of eligibility with respect to such shares, as described above, is provided.

Banks, brokers or other nominees who holds shares for a beneficial owner, should look through to the person who has the power “to exercise or direct the exercise of the vote” with respect to shares at the Special Meeting in determining whether any such shares acquired during the Restricted Period are Interested Shares.

Under Ohio law, all shares, including the first \$250,000 worth of such shares, acquired during the Restricted Period for an aggregate purchase price of more than \$250,000 will be considered Interested Shares. Furthermore, shares that are considered Interested Shares because they were purchased during the Restricted Period as part of an aggregate purchase of \$250,000 or more of shares will remain Interested Shares if owned by such purchaser as of the Record Date even if the purchaser of such shares at some point during that period disposes of some of such shares. For instance, if a person who buys \$1,000,000 worth of shares during the Restricted Period, then sells \$800,000 worth of common shares during that period, all of such person’s shares acquired during that period and still owned as of the Record Date are Interested Shares.

The Control Share Acquisition Statute requires that shares acquired by persons acting in concert be aggregated for the purpose of calculating the \$250,000 threshold for determination of Interested Share status. In the event that shares are entitled to be voted by more than one person, or two or more persons share voting power, all of such shares will be considered to be owned by each such person for purposes of determining whether such shares are Interested Shares.

If you are a broker or bank, do not certify the eligibility of shares without receiving the Certification from your client or customer. Only the beneficial owner can certify the shares are Interested Shares as represented by the Proxy Card.