



**MEDIWARE INFORMATION SYSTEMS, INC.**

**COMPENSATION COMMITTEE  
of the  
BOARD OF DIRECTORS**

**AMENDED AND RESTATED CHARTER**

I. Charter

This document shall be the official governing Charter (“Charter”) of the Compensation Committee (the “Committee”) of the Board of Directors (the “Board”) of Mediware Information Systems, Inc., a New York Corporation (the “Company”), adopted by the Committee and the Board of Directors.

II. Purpose and Scope

The Committee shall have overall responsibility for designing, evaluating and approving the executive compensation philosophy, plans, policies and programs of the Company, including without limitation annual and long-term incentive plans, as set forth in this Charter. The Committee will act independently, but it is expected that the Committee will rely upon the recommendations, input and guidance of the Company’s management and the full Board of Directors. The Committee shall also report to the Board on executive compensation for inclusion in the Company’s annual proxy.

III. Composition: Organization

The Committee shall consist of two (2) or more independent directors as defined by the Nasdaq stock market and/or the SEC rules, as amended from time to time, which number shall be determined by the Board from time to time in its discretion.

The Board annually shall elect the members of the Committee to serve for a term of one (1) year or other length of term, in the discretion of the Board, and shall otherwise serve until their successors are duly elected and qualified. Each member of the Committee shall serve at the pleasure and discretion of the Board and may be replaced or removed by the Board at any time and from time to time in its discretion. At the time of each annual election of the Committee members, or at other times in the discretion of the Committee, the Committee shall designate one member of the Committee to be its Chairman.

IV. Meetings; Voting; Procedures

The Committee shall meet as frequently as the discharge of its responsibilities shall require. The Chairman or a majority of the members of the Committee may call meetings of the Committee upon reasonable notice to all members of the Committee. The Committee shall meet at such times and places as shall be determined by the Chairman. At each meeting of the Committee, a majority of the members shall constitute a quorum, and a majority of the members present at any meeting at which a quorum is present may act on behalf of the Committee. When present, the Chairman will preside at all meetings of the Committee. The Committee may meet in person or by telephone or video conference, and may take actions by unanimous written consent of all the members of the Committee. The Committee shall keep regular minutes of its proceedings and shall report to the Board, as appropriate.

IV. Responsibilities and Duties

To fulfill its responsibilities and duties, the Committee shall:

1. *Compensation Philosophy and Program.* In consultation with senior management, the Committee shall establish the Company's general compensation philosophy, and oversee the development and implementation of executive compensation programs. The Committee shall review on a periodic basis the Company's executive compensation programs and make any modifications that the Committee may deem necessary or advisable.
2. *Chief Executive Officer Compensation.* The Committee shall review the Company's goals and objectives and consider appropriate methods of compensating the CEO in light of those goals and objectives. Based on such evaluation, the Committee shall set the compensation (including base salary, incentive compensation and equity-based awards) of the CEO or recommend to the Board of Directors the CEO's compensation. In determining incentive compensation, the Committee shall consider, among other factors it deems appropriate from time to time, the Company's performance and relative shareholder return and the awards given to management in prior years.
3. *Officer Compensation.* The Committee shall also review and approve the annual compensation (including base salary, incentive compensation and equity-based awards) for all other corporate officers, including the Chief Executive Officer, Chief Financial Officer, the Chief Legal Officer and Chief Operating Officer and annually review the compensation policies of the Company.
4. *Benefit Plans.* The Committee shall review and approve the terms of the Company's incentive compensation plans, bonus plans, equity-based plans, retirement plans, deferred compensation plans and welfare benefit plans. The Committee shall administer such plans, in accordance with their terms.