

GTY TECHNOLOGY HOLDINGS INC.

CORPORATE GOVERNANCE AND NOMINATING COMMITTEE CHARTER

Effective as of May 7, 2019

1. Purpose

This charter governs the operations of the Corporate Governance and Nominating Committee (the “*Committee*”) of the Board of Directors (the “*Board*”) of GTY Technology Holdings Inc. (the “*Company*”). The Committee has overall responsibility for, among other matters, considering and making recommendations to the Board on matters relating to the selection and qualification of directors of the Company and candidates nominated to serve as directors of the Company, as well as other matters relating to the duties of directors of the Company, the operation of the Board and corporate governance.

2. Membership

The number of members of the Committee shall be determined by the Board and shall consist of two or more directors of the Company, each of whom shall meet the independence standards established by the United States Securities and Exchange Commission (the “*SEC*”) and the securities exchange on which the Company’s securities are listed, or shall otherwise be eligible to serve on the Committee pursuant to the standards of the SEC and such securities exchange, in each case as such requirements are interpreted by the Board in its judgment. It shall be the responsibility of the Board to determine, in its judgment, whether a member is independent of management and free from any relationship or service to the Company that might interfere with his or her exercise of independent judgment in carrying out his or her responsibilities as a Committee member.

3. Organization and Procedures

The members of the Committee shall be appointed by the Board. Members shall be appointed annually for a term of one (1) year. If a Committee chairman is not designated by the Board, the members of the Committee shall designate a chairman by a majority vote. The chairman shall preside over meetings of the Committee and may call special meetings, in addition to those regularly scheduled, and will report to the Board the actions and recommendations of the Committee.

The Committee shall have the authority to establish its own rules and procedures consistent with the bylaws of the Company for notice and conduct of its meetings should the Committee, in its discretion, deem it desirable to do so. A majority of the whole Committee shall constitute a quorum for the transaction of business. The vote of a majority of the members of the Committee present at a meeting at which a quorum is present shall be the act of the Committee. Unless otherwise stated herein or established by the Committee, the Committee shall be governed by the same procedural rules, including rules regarding meetings, actions without meetings, notices and waivers of notice, as are applicable to the Board. The Committee shall maintain minutes of meetings.

The Committee shall have the authority, in its sole discretion, to select, retain and obtain the advice of a director search firm, as necessary, to assist with the execution of its duties and responsibilities as set forth in this charter. The Committee shall set the compensation and oversee the work of the director search firm. The Committee shall have the authority, in its sole discretion, to retain and obtain the advice and assistance of outside advisors (including independent legal counsel) as it deems necessary to fulfill its duties and responsibilities under this charter. The Committee shall set the compensation and oversee the work of its outside advisors. The Committee shall receive appropriate funding from the Company, as determined by the Committee in its capacity as a committee of the Board, for the payment of compensation to its director search firm and outside advisors. In discharging its responsibilities, the Committee shall have full access to any relevant records and personnel of the Company.

4. Responsibilities

The Committee shall have the authority and responsibilities set forth below. These responsibilities are a guide, with the understanding that the Committee will carry them out in a manner that is appropriate given the Company's needs and circumstances.

A. Nomination

- Determine the qualifications, qualities, skills and other expertise required to be a director of the Company and develop, and recommend to the Board for its approval, criteria to be considered in selecting nominees for director, which criteria shall include background, knowledge and experience that would assist the Board in furthering the interest of the Company and its stockholders and such other factors as the Committee may consider, such as industry knowledge and experience, public company experience, government entity or regulatory experience, financial expertise, diversity, current employment and other board memberships (the “*Director Criteria*”).
- Search for, identify, evaluate and select, or recommend for selection by the Board, candidates to fill new positions or vacancies on the Board consistent with the Director Criteria and review any candidates recommended by stockholders, provided that such stockholder recommendations are made in compliance with the Company's bylaws and its stockholder nomination and recommendation policies and procedures.
- Make recommendations to the Board regarding the selection and approval of the nominees for director to be submitted to a stockholder vote at the annual meeting of stockholders, subject to approval by the Board.
- Make recommendations to the Board regarding the appointment of directors to serve as members of each committee and as the chairman of each committee.

B. Oversight of the Board

- Review and make recommendations to the board of directors regarding the appropriate size, performance, composition, duties, responsibilities and classes of the Board.
- Develop, subject to approval by the Board, a process for an annual evaluation of the Board and its committees and oversee the conduct of this annual evaluation. Review and assess the adequacy of the evaluation process on an annual basis.
- Periodically review and recommend any adjustments to the structure and composition of the Board committees, and recommend that the Board establish special committees as may be desirable or necessary from time to time in order to address interested director, ethical, legal or other matters that may arise.
- Develop and oversee a Company orientation program for new directors and a continuing education program for current directors, periodically review these programs and update them as necessary.
- Periodically review the Board's leadership structure, including combining or separating the Chairman of the Board and Chief Executive Officer roles or appointment of a lead independent director of the Board (as applicable), either permanently or for specific purposes, and make such recommendations to the Board with respect thereto as the Committee deems appropriate.
- Review and recommend to the Board tenure and retirement policies for independent directors.
- Annually review with the Chief Executive Officer (other than with respect to his position) and the Chairman of the Board or lead independent director of the Board (as applicable) the succession plans for senior management positions, reporting its findings and recommendations to the Board. If requested by the Board, the Committee will evaluate potential successors to executive officer positions and review strategies to accelerate the readiness of candidates identified for these positions, including an overall assessment of executive talent. The Committee will also review other leadership and management processes upon request of the Board.
- Review potential conflicts of interest of prospective and current directors and evaluate the independence of directors and director nominees against the independence standards established by the SEC and the securities exchange on which the Company's securities are listed, and other applicable laws.

C. Corporate Governance Principles

- Oversee the Company's corporate governance practices and procedures, including identifying best practices and reviewing and recommending to the Board for approval any changes to the documents, policies and procedures in the Company's corporate governance framework.
- Review the Company's proxy statement disclosure regarding the Company's director nomination process and other corporate governance matters.
- Monitor compliance with the Company's code of business conduct and ethics (the "*Code*"), investigate any alleged breach or violation of the Code, enforce the provisions of the Code and review the Code periodically and recommend any changes to the Board.
- Monitor compliance with the Company's policy regarding insider trading (the "*ITP*"), investigate any alleged breach or violation of the ITP, enforce the provisions of the ITP and review the ITP periodically together with securities counsel and recommend any changes to the Board.

The Committee also shall undertake such additional activities within the scope of its primary function as the Board or the Committee may from time to time determine or as may otherwise be required by applicable law or regulation, the Board or the Company's bylaws or charter.

The Committee shall review this charter at least annually and recommend any proposed changes to the Board for approval. The Committee shall annually perform, or participate in, an evaluation of the performance of the Committee against the requirements of this charter, the results of which shall be presented to the Board.

* * * * *