

SSA GLOBAL TECHNOLOGIES, INC.

AUDIT COMMITTEE CHARTER

Purpose

The Audit Committee of SSA Global Technologies, Inc. (the "Company") is appointed by the Board of Directors to assist it in fulfilling its responsibility to oversee (i) the quality and integrity of the Company's financial statements and the process that produces them, (ii) the Company's compliance with legal and regulatory requirements, (iii) the quality and integrity of the Company's risk management processes, and (iv) the qualifications and independence of the independent auditors. The Audit Committee also oversees the performance of the Company's internal audit function and the independent auditors.

In the performance of its duties, the Audit Committee shall endeavor to maintain free and open means of communication between the members of the Committee, other members of the Board, the outside auditor and the financial management of the Company.

The Committee's responsibility is oversight. Management of the Company has the responsibility for the Company's financial statements as well as the Company's financial reporting process, principles and internal controls. The independent auditor is responsible for performing an audit of the Company's annual financial statements, expressing an opinion as to the conformity of such annual financial statements with generally accepted accounting principles, reviewing the Company's quarterly financial statements and other procedures. It is not the duty of the Committee to plan or conduct audits or to determine that the Company's financial statements fairly present the Company's financial position and results of operations and are in accordance with generally accepted accounting principles and applicable laws and regulations. Each member of the Committee shall be entitled to rely on (i) the integrity of those persons within the Company and of the professionals and experts (such as the independent auditor) from which it receives information, (ii) the accuracy of the financial and other information provided to the Committee by such persons, professionals or experts absent actual knowledge to the contrary and (iii) representations made by management or the outside auditor.

Membership

The Audit Committee will consist of at least three members of the Board. The Audit Committee membership will meet the independence and experience requirements of the stock exchange on which it is listed, the Securities and Exchange Commission (the "SEC"), and any other regulatory requirements applicable to the Company and any additional independence requirements set forth by the Board's Nominating and Governance Committee. All members of the Audit Committee must be financially literate, and at least one member of the Committee shall be a "financial expert" in accordance with the requirements of the Sarbanes-Oxley Act of 2002 and the applicable rules and regulations promulgated by the SEC. The members of the Audit

Committee shall be appointed by the Board and may be replaced by the Board at any time.

Authority and Responsibilities

1. The Audit Committee shall have sole responsibility for the retention and termination of the independent auditors. In this regard, the Audit Committee ensures that the Company's management and its independent auditors are aware that the independent auditors are ultimately accountable to the Audit Committee. The Audit Committee shall pre-approve the payment of all audit and non-audit services (including the fees and terms thereof) to the Company's independent auditors or, in lieu thereof, adopts a pre-approval policy for the payment of fees. The Audit Committee approves, in advance, the hiring of any employees of any independent auditors who were engaged on the Company's account within the previous three (3) years. The Audit Committee serves as the focal point for communications between the Board, the independent auditors, the internal auditors and financial management of the Company.

2. The Audit Committee shall review and approve the appointment, reassignment or dismissal of the Senior Director of Internal Audit.

3. The Audit Committee shall review and approve the annual audit scope of the independent auditors and the internal auditors. The independent auditors are required to conduct a formal review of the quarterly and annual financial statements prior to filing each Form 10Q and Form 10K and to review their findings and conclusions with the Audit Committee.

4. The Audit Committee shall review the independence of the independent auditors by reviewing, at least annually, and evaluating written statements from the independent auditors describing all relationships with the Company, consistent with Independence Standards Board guidelines, and comparable statements from management and by assuring that the independent audit partners are assigned in accordance with applicable independence tenure requirements. The Audit Committee reviews the experience and qualifications of the senior members of the independent auditors' team and the quality control procedures of the independent auditors.

5. The Audit Committee shall evaluate the qualifications, performance and independence of the outside auditor, including considering whether the auditor's quality controls are adequate (for example, by reviewing audit firm peer review reports and PCAOB evaluations) and the provision of permitted non-audit services is compatible with maintaining the auditor's independence, and taking into account the opinions of management and internal auditors.

6. The Audit Committee shall discuss with the independent auditors the results of its audit from the preceding year, including:

(a) A review of the audited financial statements and the memorandum containing recommendations for improving accounting procedures and internal controls and any disagreements with management.

- structure.
- (b) The adequacy of the organization's internal control
 - (c) Management's cooperation with the independent auditors.
 - (d) The adequacy and quality of the organization's accounting principles and policies when compared to its industry in general.
 - (e) A determination that the organization's financial statements will constitute full disclosure and a comprehensible and meaningful report to the Company's shareholders and creditors.
 - (f) A review of the effect of regulatory and accounting initiatives, as well as off balance sheet structures should there be any in the Company's financial records.

7. The Audit Committee shall discuss items 6.b. and 6.d. above, as well as all significant findings, with the Company's management and internal auditors.

8. The Audit Committee shall discuss quarterly with the Company's Controller and/or Director of Internal Audit the issues and observations of the Company's internal quality control procedures, the internal audit projects and audit plan, and periodically reviews the same to ensure they have been addressed and resolved. This shall include, but shall not be limited to, review of the scope of the internal audit and associated budgets, as well as significant internal audit findings.

9. The Audit Committee shall review with management the "Management's Discussion and Analysis" section of the Company's annual and quarterly report to shareholders. The Audit Committee shall have a meeting each quarter to discuss the quarterly earnings press releases, as well as related financial information and earnings guidance provided to the financial community prior to any public dissemination of the same.

10. The Audit Committee shall discuss with management and the independent and internal auditors, as appropriate, the Company's risk assessment and risk management policies, including the Company's major risk exposures and steps to be taken by management to monitor and mitigate such exposures.

11. The Audit Committee shall review quarterly with management, the internal auditors and the independent auditors all significant issues concerning litigation, contingencies, claims, or assessments and all material transactions and accounting issues and transactions that require disclosure in the Company's financial statements. The review includes a discussion of recent FASB or other regulatory agency pronouncements that may have a material impact on the Company.

12. The Audit Committee shall monitor instances where management seeks second opinions on significant accounting matters.

13. The Audit Committee shall review management's evaluation of the adequacy of the company's internal control structure and the extent to which major recommendations made by the independent and internal auditors have been implemented. This includes the review of all related material written communications between management and the independent auditors related to internal control matters.

14. The Audit Committee shall review the audit results of governmental and regulatory agencies and independent accountants engaged for specific purposes. The Audit Committee shall review with management and the internal auditors any correspondence with regulators or governmental agencies and any employee complaints or published reports which raise material issues regarding the Company's financial statements or accounting policies.

15. The Audit Committee shall establish procedures to receive, retain and address complaints, both direct and anonymous, regarding accounting, internal control, or auditing issues and to protect from retaliation those individuals providing such information in good faith.

16. The Audit Committee shall direct and supervise an investigation into any matter as deemed necessary to discharge its duties and responsibilities. In connection with any such investigation, the Audit Committee shall have access to all books, records, facilities and personnel of the Company and the authority to employ outside counsel, auditors or other experts at Company expense for such purpose.

17. The Audit Committee shall have the authority to retain independent counsel and other advisors to assist in discharging its duties including the authority to approve such advisors' fees and retention terms.

18. The Audit Committee shall be responsible for preparing a report for inclusion in the company's annual proxy statement.

19. The Audit Committee may, in its discretion, include in its meetings members of the Company's financial management, representatives of the outside auditor, the senior internal audit manager, any other financial personnel employed or retained by the Company, representatives of the Company's internal or outside legal counsel or any other persons whose presence the Committee believes to be necessary or appropriate. The Audit Committee shall meet with the outside auditor or the senior internal audit manager in separate executive sessions to discuss any matters that the Committee believes should be addressed privately, without management.

20. The Audit Committee shall review the adequacy of the Company's Code of Conduct on an annual basis.

21. In conjunction with the Board's Compensation Committee and its review and evaluation process, the Audit Committee shall, on an annual basis, review the Company's policies and procedures regarding management expense reimbursement and use of corporate assets.

22. The Audit Committee shall provide a report of its meetings and activities, including any recommendations that the Audit Committee may, in its own discretion, deem desirable in connection with the review functions described above, to the full Board on a regular basis.

Organization

1. The Audit Committee shall meet on a regularly scheduled basis, at least quarterly and more frequently as necessary, to fulfill its responsibilities. The Audit Committee shall meet during the external audit planning phase to review the scope and details of the audit and approve the audit fee. A meeting shall be held at the conclusion of the external audit to review the audit opinion, the recommendations of the independent auditors, and any situation involving irregularities or weaknesses in internal control structure. Management, internal audit, and other corporate compliance persons meet with the Audit Committee as needed, but at least annually.

2. A quorum of the Audit Committee shall consist of a majority of its members. All actions of the Audit Committee must be approved by a majority vote of the members present, unless there are only two members, in which case such actions require a unanimous vote.

3. Voting may be conducted verbally and the results, together with all other business conducted at each meeting, will be recorded in the minutes of the meeting.

4. Subject to Paragraph 2, above, the Audit Committee shall have the authority to establish its own rules and procedures consistent with the Company's bylaws for notice and conduct of its meetings, should the Committee, in its discretion, deem it desirable to do so; failing which the Committee shall be governed by the same rules regarding meetings (including meetings by means of conference telephone or similar communications equipment), action without meetings, notice, waiver of notice, and quorum and voting requirements as are applicable to the Board.

5. In conjunction with the Board's Governance Committee and its evaluation process, the Audit Committee shall annually review its own performance and the adequacy of this Charter, including periodic review of this Charter as a result of new laws or regulations.