

SSA GLOBAL TECHNOLOGIES, INC.

COMPENSATION COMMITTEE CHARTER

Purpose

The purpose of the Compensation Committee (the “*Committee*”) of SSA Global Technologies, Inc. (the “*Company*”) is (1) to discharge the responsibilities of the Board of Directors of the Company (the “*Board*”) relating to the design, approval and evaluation of the compensation plans, policies and programs of the Company, especially those regarding executive compensation, and (2) to produce an annual report on executive compensation for inclusion in the Company’s proxy materials when and if required in accordance with applicable rules and regulations. The Committee shall ensure that compensation programs are designed to encourage high performance, promote accountability and assure that employee interests are aligned with the interests of the Company’s stockholders.

The Committee shall have the authority to undertake the specific duties and responsibilities described hereinafter and the authority to undertake such other duties as are assigned by law, the Company’s charter or bylaws or by the Board.

Specified Duties

The Committee shall be responsible for:

- (1) approving the compensation philosophy of the Company;
- (2) determining and approving corporate goals and objectives relating to the compensation of the chief executive officer, to the extent necessary under the Internal Revenue Code of 1986, the Nasdaq Stock Market or the applicable securities laws, evaluating the performance of the chief executive officer in light of the goals and objectives and establishing the compensation of the chief executive officer based on such evaluation;
- (3) approving corporate goals and objectives relating to the compensation of other senior executive officers, to the extent necessary under the Internal Revenue Code of 1986, the Nasdaq Stock Market or the applicable securities laws, evaluating the performance of such other senior executive officers, if applicable, in light of the goals and objectives and establishing the compensation of such other senior executive officers, if applicable, based on such evaluation;
- (4) approving all equity based compensation plans of the Company;
- (5) approving stock option and other incentive awards (except as otherwise defined by the Board, the Committee will act on behalf of the Board as the "Committee" established to administer equity based and employee benefit plans, and as such will discharge any responsibilities imposed on the Committee under those plans, including authorizing grants, in accordance with the terms of those plans);

- (6) approving employee pension and benefit plans (401(k), employee stock purchase plan, etc.), provided that another individual or group of individuals may be designated as plan administrators or fiduciaries of plans subject to the Employee Retirement Income Security Act of 1974, as amended;
- (7) approving the grant of perquisite benefits for the Company's chief executive officer and other senior executive officers;
- (8) approving executive officer and director indemnification and insurance matters;
- (9) approving the Report of the Compensation Committee to be included as part of the Company's annual proxy statement when and if required under applicable law; and
- (10) approving executive officer management development and succession plans.

In regards to the aforementioned duties, approving shall include an annual review of the applicable compensation plans, the setting of performance targets when appropriate, and approval of any and all changes, including termination of compensation plans or employment when appropriate.

All annual plan reviews shall include reviewing the plans' administrative costs, reviewing plan features and proposed amendments thereto, assessing the performance of the plans' internal and external administrators if any duties have been delegated, and formally adopting any plan changes by resolution of the Committee.

Membership

The Committee shall consist of at least three members of the Board, such Board members, when and if applicable, to satisfy the "independence" requirements of the Nasdaq Stock Market and the Securities and Exchange Commission. The members shall be appointed by action of the Board and shall serve at the discretion of the Board and for such terms as the Board shall determine. The Board shall designate one of the members of the Committee to serve as the Chairperson of the Committee.

Meetings and Procedures

1. The Committee shall meet at least two times in each fiscal year and more frequently as the Committee in its discretion deems desirable.

2. The Chairperson of the Committee will, in consultation with the other members of the Committee, be responsible for calling meetings of the Committee, establishing agenda therefore and supervising the conduct thereof.

3. The Chairman of the Board, the president, the chief executive officer, the chief financial officer, the Company's head of Human Resources and the Company's legal counsel may, at the invitation of the Committee, attend any meeting of the Committee, except for portions

of the meetings where his, her or their presence would be inappropriate, as determined by the Chairperson.

4. Minutes of each meeting will be kept and distributed to each member of the Committee, members of the Board who are not members of the Committee and the secretary of the Company.

5. The 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.

6. The Committee will have the authority, and shall have appropriate funding from the Company, to retain such outside consultants, experts and other advisors as it determines appropriate to assist it in the performance of its functions.

Resolutions and Written Consents

All proposed resolutions shall be prepared by the legal department in consultation with the Company's Chief Financial Officer and shall be discussed and voted upon at the meetings or adopted by unanimous written consent of the Committee.

All adopted plans of compensation or changes to existing plans, whether for executives, directors or other personnel, shall be detailed and attached to the minutes of the appropriate meeting. This includes any grants of options.

Delegation of Duties

To the extent deemed necessary by the Committee, all proposed delegations shall be adopted by a resolution of the Committee. The resolution shall specify which duties are being delegated, to whom the duties are delegated, and which oversight powers the Committee retains.

The Committee shall not delegate any matters that involve executive compensation or equity. When applicable, the Committee shall not delegate responsibility for any matters where it has determined such compensation is intended to comply with Section 162(m) of the Code ("**Section 162(m)**").

The Committee shall, without delegation:

- (1) approve all performance targets for all executive officers within the first 90 days of the performance period to which such target relates;
- (2) determine that any and all performance targets have been met before payment of any executive bonus or compensation or exercise of any executive award granted under any such plans;
- (3) approve all amendments to all equity based compensation plans;

- (4) approve which persons are entitled to awards under all stock option plans;
- (5) approve chief executive officer and other executive officer compensation; and
- (6) approve the Company's management development plans and senior executive officer succession strategies.

In addition, the Committee shall ensure that the stockholders of the Company approve the Company's equity based compensation plans if required by applicable law, rules or regulations.

Other Responsibilities

1. The Committee shall review and reassess the Committee's charter at least annually and submit any recommended changes to the Board for its consideration.
2. The Committee shall periodically (no less than once per year) evaluate its performance and provide any written material with respect to such evaluation to the Board, including any recommendations for changes in procedures or policies governing the Committee.
3. The Committee shall report to the Board from time to time, or whenever it shall be called upon to do so.