

## **Lawson Software, Inc.**

### **Charter of the Corporate Governance Committee of the Board of Directors**

**June 22, 2004**

#### **I. Corporate Governance Committee Purpose**

The Board of Directors has a fiduciary duty of care to oversee the corporate governance of Lawson Software, Inc. The role of the Corporate Governance Committee is to identify and recommend individuals qualified to become members of the Board of Directors, and to recommend a framework and provide oversight that will assist the entire Board and management in fulfilling their governance responsibilities.

The Committee will have the resources and authority appropriate to discharge its responsibilities, including the authority to engage and discharge (i) external search firms to identify director candidates, (ii) special legal counsel and (iii) consultants. The Company shall at all times make adequate provisions for the payment of all fees and other compensation, approved by the Committee, for such search firms, legal counsel and consultants.

The Committee may delegate its authority to subcommittees established by the Committee from time to time, which subcommittees will consist of one or more members of the Committee and will report to the Committee.

#### **II. Corporate Governance Committee Composition and Meetings**

The Committee will consist of two or more members of the Board appointed from time to time by the Board. The Committee will consist solely of non-employee directors who meet the independence requirements of Nasdaq. Members of the Committee are subject to removal at any time by a majority of the Board. Any resulting vacancy may be filled by the Board.

The Committee meets at least once each year normally in June, to review Board performance and organization, and to recommend to the full Board the proposed slate of directors for election at the next annual meeting of stockholders. A majority of the members of the Committee will constitute a quorum for the transaction of business.

#### **III. Corporate Governance Committee Responsibilities and Duties**

The principal functions of the Corporate Governance Committee are to:

- Establish criteria for selecting new directors (considering goals for Board composition and individual qualifications) and evaluate potential candidates in accordance with established criteria.
- Recommend to the Board a slate of director nominees to be presented by the Board to the stockholders at each annual meeting of stockholders (and one or

more nominees for vacancies on the Board that occur between annual meetings of stockholders).

- Review and recommend organization of the Board and its committees, including size and composition of the Board.
- Recommend to the Board qualified nominees for membership on committees of the Board.
- Review and recommend Company policies relating to the recruitment and retention of directors, including director and officer liability insurance coverage and indemnification bylaws.
- Review and recommend retirement/term limit policies for members of the Board.
- Oversee the annual evaluation of the Board.
- The Committee Chair (or other Committee member designated by the Committee Chair) will chair each executive session of the Board.
- Develop and recommend to the Board a set of corporate governance principles for the Company.
- Monitor compliance with the Company's corporate governance principles.
- Periodically reassess the Company's corporate governance principles and recommend to the Board revisions to such principles.
- Review overall effectiveness of the organization of the Board and its committees and other matters related to corporate governance and the effectiveness of the Board.
- Provide oversight on legislative and regulatory matters affecting corporate governance and Board compliance.
- Provide the Board regular reports of Committee activities.

#### **IV. Director Nominations**

**Nominations by the Board.** Nomination of directors for election or re-election to the Board shall be approved by a majority of the Company's independent directors. The Committee shall present recommended candidates for election to the Board. The Committee will consider candidates recommended by stockholders. Nominations will not be advanced where, upon election, the Board would cease to be comprised of a majority of independent directors.

**Nominations by Stockholders Pursuant to the Company's Bylaws.** Stockholders may nominate one or more persons for election to the Board pursuant to

the procedure described in the Company's Bylaws. Under that procedure, nominations and the information described in the Bylaws must be delivered to the Chief Executive Officer or Corporate Secretary of the Company no later than the notice date for the annual meeting of stockholders.

**Submission of Proposed Candidates by Stockholders for Consideration by the Corporate Governance Committee.** The Committee will consider qualified director candidates submitted by a Company stockholder, provided that the Corporate Secretary receives the submission at least 120 days before the next annual meeting of stockholders. A candidate submission by a stockholder must be sent to the Corporate Governance Committee (c/o Lawson's Corporate Secretary) at Lawson's corporate offices and include: (1) the name of the candidate and a brief biographical sketch and resume; (2) contact information for the candidate and a document evidencing the candidate's willingness to serve as a director if elected; and (3) a signed statement confirming the submitting stockholder's current status as a stockholder and the number of shares currently held. The Committee will evaluate the submission of a proposed candidate by a stockholder based on the qualification criteria described in the Company's Corporate Governance Policy. The Committee's acceptance of a submission of a proposed candidate from a stockholder does not imply that the Committee will recommend nomination of that candidate.