

SSA GLOBAL TECHNOLOGIES, INC.

NOMINATING AND GOVERNANCE COMMITTEE CHARTER

Purpose

The purpose of the Nominating and Governance Committee (the “*Committee*”) of SSA Global Technologies, Inc. (the “*Company*”) is to recommend to the Board of Directors of the Company (the “*Board*”) director nominees for the annual meeting of stockholders, to identify and recommend candidates to fill vacancies occurring between annual stockholder meetings and to evaluate and recommend changes to the Company’s corporate governance policies.

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) making recommendations to the Board regarding the size and composition of the Board;
- (2) establishing procedures for the nomination process;
- (3) screening and recommending candidates for election to the Board;
- (4) developing and recommending to the Board criteria to identify and evaluate prospective candidates for the Board;
- (5) establishing and administering a periodic assessment procedure relating to the performance of both the Board of Directors as a whole and its individual members;
- (6) reviewing the composition of each committee and presenting recommendations for committee memberships to the Board as needed;
- (7) reviewing the compensation paid to non-employee directors for annual retainers (including Board and committee Chairpersons) and meeting fees, if any, and making recommendations to the Board for any adjustments; provided that no member of the Committee will act to fix his or her own compensation except for uniform compensation to directors for their services as such; and
- (8) evaluating and recommending changes to corporate governance policies.

Membership

The Committee shall consist of at least two members of the Board, such Board members, when and if applicable, to satisfy the “independence” requirements of the NASDAQ Stock

Market, 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.

Meetings and Procedures

1. The Committee shall meet at least one time 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 therefor and supervising the conduct thereof.
3. 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.
4. 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.
5. Subject to the approval of the Board, 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.

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 evaluate its performance on an annual basis 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.