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Introduction

SSA Global Technologies, Inc. (“SSA Global”), including its subsidiaries, officers, directors, and employees (collectively, “employees”) are individually responsible to uphold SSA Global’s high ethical standards. All of us must follow SSA Global’s Code of Conduct, including the Statement of Business Ethics and the accountabilities described herein.

If you have any questions about the Code of Conduct, you should contact your manager, Human Resources, or the Legal Departments. More information on who to contact to ask questions about or report violations of the Code of Conduct or other SSA Global policies is set forth at the end of the Code of Conduct.

SSA Global employees conducting business worldwide must comply with all applicable laws and regulations and adhere to the Code of Conduct at all times. If local laws and customs require a different interpretation of the Code of Conduct, consult with your manager, Human Resources, or Legal Departments before taking any action.

The Code of Conduct cannot possibly address every ethical dilemma an employee may face, but it sets out basic principles to guide all employees. All employees must conduct themselves accordingly and seek to avoid even the appearance of improper behavior. In addition, SSA Global may issue additional policy statements from time to time, either to address topics not covered in the Code of Conduct or to provide greater detail on topics already covered in the Code of Conduct.

The Code of Conduct does not create a contractual agreement or obligation of SSA Global to any individual. SSA Global may terminate the employment relationship at any time, with or without cause, unless otherwise required by local laws or a written contract signed by a duly authorized officer.

All employees are required to read the Code of Conduct. This Code of Conduct is not intended to supersede or modify any existing SSA Global policies and procedures. Failure to read the Code of Conduct does not waive an employee from his/her responsibility to comply with the Code of Conduct, applicable laws, regulations and all policies and procedures.

Statement of Business Ethics

At SSA Global, we always act with high ethical standards. Specifically, we:

- Adhere to laws, rules, and regulations. You are expected to adhere to all applicable laws, regulations, and professional standards that govern our business. This includes not only laws that are applicable to the services we provide our customers, but also laws and regulations regarding the operation of our business, such as securities laws and rules regarding the reporting of financial information. These latter laws serve to protect the interests of our investors, including those of us who are investors in SSA Global.
- Maintain an environment of honesty, trust, and integrity;
- Safeguard our ethics and never compromise or alter them for any reason; and
- Recognize and value high ethical standards and report any unethical or illegal behavior.

Employees are expected to comply with both the letter and spirit of this Statement and the rest of the Code of Conduct in all our dealings with customers, service providers/suppliers, business partners, and fellow employees in every SSA Global location around the world.

As a result of these actions, we will continue to be recognized worldwide for our high ethical standards.

Serving and Dealing with our Customers, Service Providers/Suppliers, Competitors and Outside Organizations

In serving and dealing with our customers, service providers/suppliers, competitors and other outside organizations, we will, at all times, adhere to the following standards:

- We are fair, honest and trustworthy in all of our dealings.
- We respect the importance, integrity and confidentiality of the data of others.
- We represent our products and services accurately.
- We provide solutions that are in our customers' best interests and deliver what we promise.
- We do not compromise our ethics.
- We maximize the value of our services for our customers and for SSA Global.
- We will select service providers/suppliers by balancing cost, quality of service, diversity, and the needs of the business in order to provide the most value to our customers and the company.
- We do not accept gifts in violation of the Code of Conduct.
- We focus our comments on our abilities and refrain from broad criticism. We use facts and accurate information when comparing ourselves with our competitors.
- When a competitor is also a customer, we treat each relationship as distinct so as not to compromise either.
- We comply with the antitrust and unfair competition laws of the countries in which we do business.
- We will not conduct business with others who, to our knowledge, intentionally violate the law.
- We will not use a third party to perform any act prohibited by law or the Code of Conduct.
- We negotiate in good faith and fully disclose to senior executive management, in writing, agreed to terms and conditions as entered into with our customers and other third parties. We do not enter into side letters or other ancillary documents that are not fully disclosed or signed off on by senior executive management with the prior written approval by the company's legal department.

Working with Each Other

In working with each other:

- We treat each other with respect and honesty.
- We hold each other accountable for upholding SSA Global's ethics, values, and policies and we promptly report violations of the Code of Conduct.
- We value each other's differences and experience.
- Employment decisions will be based on business reasons and will comply with local and national employment laws.

Harassment and Discrimination. We are committed to an environment of mutual appreciation and respect. We do not tolerate any behavior that degrades, harasses, or discriminates against any other employee, customer, service provider/supplier, contractor, or employee of a third-party provider. All employees are expected to learn how harassment and discrimination are defined in their local market and understand the process and policies currently in place to protect and enhance a culture of mutual appreciation and respect. We are encouraged to report harassment when we believe it to occur.

Substance Abuse in the Workplace. We are committed to providing a safe, healthy, and professional work environment that is not impacted by the risks of employees working while under the influence of alcohol, illegal drugs, or the abuse of legally prescribed or legally available drugs. To fulfill this commitment, we have established a policy that prohibits the possession, use, manufacture, sale, or distribution of illegal drugs as well as the improper use of alcohol and/or other legally prescribed or legally available drugs.

Maintaining a Nonviolent Workplace. We are committed to providing a safe work environment without violence or weapons. We do not tolerate acts of violence or abusive or threatening behavior, including verbal, written, or other nonverbal threats, or physical attacks. This includes behavior at SSA Global-sponsored events, as well as at customer sites where employees perform work. We expect employees not to encourage, initiate, or engage in workplace violence.

Gifts

Employees may accept meals, entertainment, non-cash gifts, discounts or promotional items of modest value only when such acceptance is directly related to business discussions. Such items must be lawful, unsolicited, infrequently provided and in accordance with customary and acceptable business practices. Acceptance of items greater than nominal value are permissible only with the written approval of the appropriate senior executive management representative.

Employees and their spouses, parents, siblings, children and dependents and any individual or organization which represents or acts as agent or fiduciary for such individuals (collectively, "Immediate Family") may never accept any gift of cash, cash equivalents, credit cards, loans or securities from any person or company doing, or seeking to do, business with SSA Global.

Except for published or customary product discounts or other contractual incentives, employees are not to give, offer or promise, directly or indirectly, anything of value to any customer, potential customer, financial institution, government agency, their employees or other party in connection with any transaction or business, without the approval of the appropriate senior executive management. Meals and entertainment, such as golf outings, may be appropriate if they are infrequent, in accordance with customary and acceptable business practices and approved in writing by the appropriate senior executive management representative. Employees must ensure that all expenditures are properly documented and in accordance with SSA Global expense reporting procedures.

Employees may pay the expenses (i.e. travel, hotel and meals) of a customer or potential customer, as long as such expenses are reasonable and are directly related to the promotion, demonstration or explanation of SSA Global products or services or the provision of technical training. The appropriate SSA Global senior executive management representative must approve these payments in writing. Payments or gifts must not violate the local laws of the applicable host country or the United States (see below).

Door prizes and attendance gifts presented at trade shows or customer meetings should be within customary and acceptable business practices and approved in writing by the appropriate senior executive management representative.

Improper Payments

U.S. federal law prohibits giving or offering bribes, kickbacks, or similar payment or consideration of any kind to any government official, political party or candidate for political office outside of the U.S. (or to any intermediaries, such as agents, attorneys or consultants) in order to obtain or retain business for, or direct business to SSA Global. Offering or making any such payments to a non-U.S. government official, political party or candidate for political office may subject violators to severe civil and criminal penalties.

Federal law does permit certain *de minimis* “facilitating” or “expediting” payments or “tips” to non-U.S. officials to ensure they perform routine, nondiscretionary governmental duties that they might otherwise delay or fail to undertake. It is also permissible to pay or reimburse bona fide expenses of a non-U.S. official relating to the promotion, demonstration or explanation of a product or service or to the execution or performance of a contract with a non-U.S. government official. These payments should be consistent with local law, regulation and practice and should not be intended for improper purposes. You should consult the appropriate SSA Global management representative, SSA Global legal counsel or your manager before making any such payments.

Using SSA Global Resources and Company Assets

We use company resources, technology, and supplies for business purposes and, in the furtherance of such purposes, we protect SSA Global’s assets and trade secrets from unauthorized use and disclosure.

Appropriate Use of Technology. We are committed to researching new technologies and adopting them as appropriate to meet our business needs. At SSA Global, “technologies” include any electronic tools or products designed to support the company’s efforts to serve our customers; to improve communications between employees and customers, vendors, or other business-related contacts; and to help employees work more efficiently and effectively. Examples of technologies included in the scope of this statement are the Internet; email; PCs and laptops; personal digital assistants (PDAs); phone systems; shared technologies such as copiers, printers, and fax machines; and computer software.

Every employee is responsible for using existing and new technologies in an appropriate business manner. While we recognize that you may have an occasional need to use the company’s resources for personal reasons, we expect all employees to abide by the company’s goals and values and understand that SSA Global technology is intended primarily for business use. It is never acceptable to use the company’s resources to conduct illegal activities and use of technology must comply with local laws related to issues such as copyright, trademark, data protection, privacy, insider trading, harassment, and discrimination. Employees are expected to use our technologies in a manner consistent with such laws, since the records we maintain (e.g., employees’ e-mail logs and the emails themselves) could be used in any litigation.

It is never acceptable to view, share, or keep pornographic or violent material, or any other material that would be offensive, defamatory or threatening to others, using SSA Global technologies. SSA Global's professional image and reputation must be maintained with customers, prospective customers, vendors, employees, and others in the business community while using our technologies. We also require a practice of making safety and security a priority when using technology.

In addition, the information we share freely within SSA Global is often extremely sensitive and may contain confidential and trade secret information belonging to SSA Global, its customers, prospective customers, or vendors. Some information, if made public, could cause damage to the owner of such information.

You should be aware that SSA Global monitors, and from time to time accesses, all information contained in SSA Global's computers (including computer files, email messages, Internet and Intranet access logs, etc.). You should have no expectation of privacy when using SSA Global's computers. SSA Global reserves the right to revoke access to any technology, at any time, if an employee fails to use them appropriately and as described.

Conflicts of Interest

A conflict of interest occurs when your private interests interfere, or appear to interfere, with the interests of SSA Global. A conflict of interest can also arise when you or a member of your Immediate Family has interests that may make it difficult for you to perform your SSA Global duties effectively. Although it is not possible to list every conceivable conflict, following are examples of some common scenarios that should be avoided:

Improper personal benefits from SSA Global. Conflicts of interest can arise when you or a member of your Immediate Family receives improper personal benefits as a result of your position in SSA Global. You may not accept any personal benefits from SSA Global or others (e.g., service providers) that have not been approved pursuant to SSA Global policy and procedure, including any loans or guarantees of your personal obligations. SSA Global will not make personal loans.

Financial interests in other businesses. You should avoid having an ownership interest in any other enterprise if that interest compromises, or appears to compromise, your loyalty to SSA Global. For example, you or your Immediate Family may not own an interest in a company that competes with or does business with SSA Global. However, it is not a conflict of interest for you or your Immediate Family to invest in competitors or suppliers indirectly through a mutual fund, a registered investment company that owns publicly listed stock of such entities, or unless the interest is less than five percent of the publicly traded securities of that company.

Business arrangements with SSA Global. Without the prior written approval of the General Counsel, you may not participate in a joint venture, partnership, or other business arrangement with SSA Global.

Competition with SSA Global. Simultaneous employment with or serving as a director of a competitor of SSA Global is strictly prohibited as is any activity that is intended to or that an employee should reasonably expect to advance a competitor's interests at the expense of SSA Global's interests. No employee may market products or services in competition with SSA Global's current or potential business activities. If any member of the employee's Immediate Family is, or is employed by, a competitor or supplier of SSA Global, the employee must disclose the situation to the employee's manager so that SSA Global may assess the nature and extent of any concern and how it can be resolved.

Corporate Opportunities

If, as a result of your SSA Global employment, you learn of a business or investment opportunity that could reasonably be considered by SSA Global, you must inform your manager of the opportunity and you may not use such information for your personal gain.

Political Activities

You may not use any SSA Global property, equipment, funds or other assets to make a contribution to a political candidate or a political party, including direct contributions to a campaign or non-financial support to a political candidate, such as use of corporate facilities, equipment, or resources.

SSA Global's employees may participate in political activities, which include making personal contributions to political candidates or activities, on their own time outside of normal business hours as long as they do not imply that they are acting on behalf of SSA Global.

Communicating with the Media and Investor Community

We always direct any media or investor inquiries to the Marketing department or Investor Relations department, as appropriate.

Media Relations

Our relationships with the global business media is important. We work with media representatives to build awareness of SSA Global's business. Our policy is that all media communications must be managed and approved by the Marketing department and it is imperative that all employees adhere to this policy, without exception. If you should receive an inquiry from a reporter about SSA Global, you must contact a Marketing department representative immediately.

Investor Communications

SSA Global has certain obligations with respect to our communications with the investment community at large, the financial analyst community, and our shareholders. In addition, once SSA Global becomes a public entity, SSA Global must comply with applicable laws and regulations of the Securities and Exchange Commission ("SEC"), NASDAQ and any other regulatory bodies governing the nature and timing of our communications. Therefore, without exception, communications to the investment community that are made by and on behalf of the company are only to be made by SSA Global's Chief Executive Officer, Chief Financial Officer, Investor Relations Director, or persons designated by these officials (collectively, "Authorized Spokespersons"). No other person shall issue or participate in any such communication on behalf of SSA Global without the express prior consent of an Authorized Spokesperson. If you should receive an inquiry from an industry analyst about SSA Global, you must contact an Authorized Spokesperson immediately.

Also, if you become aware of a situation that has the potential to impact the company's reputation, please contact a member of the company's Legal Department as soon as possible.

Accurate Periodic Reports and Other Public Communications

We apply standards of full, fair, accurate, timely and understandable disclosure in reports and documents that are prepared and/or filed or submitted to the SEC and in our other public communications because it is required by law and is essential to our continued success. All employees are expected to exercise the highest standard of care in preparing such materials. We have established the following guidelines in order to ensure the quality of our periodic reports:

- All company accounting records, as well as reports produced from those records, must be kept and presented in accordance with the laws of each applicable jurisdiction
- All records must fairly and accurately reflect the transactions or occurrences to which they relate
- All records must fairly and accurately reflect in reasonable detail SSA Global's assets, liabilities, revenues and expenses;
- SSA Global's accounting records must not contain any intentionally false or misleading entries
- No transaction may be intentionally misclassified as to accounts, departments or accounting periods or in any other manner
- No required information may be concealed from internal auditors or independent auditors
- Compliance with applicable generally accepted accounting principles and SSA Global's system of internal accounting controls is required at all times.

Recording and Reporting SSA Global and Customer Financial Information

We protect and maintain the accuracy, integrity and confidentiality of customer data.

We report all financial and operating information (including revenues, expenses, billings, time, and attendance) fairly, accurately, ethically, and in a timely manner.

We record our revenue pursuant to established United States-based revenue recognition policies and procedures. For those employees (primarily sales focus) who are in a position to influence the underlying terms and conditions negotiated with SSA Global customers, you are expected to (i) familiarize yourself with the revenue recognition and contract policies in place from time to time, and (ii) discuss with and obtain approval from the appropriate specialist departments (e.g. Finance; Legal) of all non-standard terms and conditions before making any commitments (verbal or in writing) to a customer.

We also ensure that revenue is recorded correctly and accurately pursuant to established United States-based revenue recognition policies and procedures. In addition, when known circumstances exist or change that may affect the method and manner of recording revenue, you are under an obligation to alert the appropriate specialist departments (e.g. Finance; Legal) at both the regional level and SSA Global headquarters of any such knowledge and the perceived resulting impact on revenue recognition.

Failure to comply with these policies may result in disciplinary action, up to and including termination of employment.

Business Travel

Travel is a controllable expense at SSA Global, and each employee has the responsibility to keep travel expenses as low as possible for our customers and the company. We expect you to consider safety in your travel decisions and to follow SSA Global travel guidelines and policies applicable in your region. You should consult your manager or an HR representative if you have any questions regarding the travel guidelines and policies.

Expense Reimbursement

All employees are expected to complete expense reports in a timely and accurate manner since these reports impact our customer billing and financial reporting. Localized reimbursement guidelines and processes, including the submission of itemized invoices, must be used.

Time Recording

For some of our products and services and business units, we record our time and/or invoice our customers based upon the amount of time required by our employees to perform the work. We are committed to ensuring that all billings are fair and accurate. In accordance with local guidelines and policies, we expect all employees to accurately record their time, including the amount of time worked to the correct billing or customer number. It is unacceptable to falsify or misrepresent your time on timecards, invoices, or other time-recording systems.

Records Retention and Disposal

It is the policy of SSA Global to actively maintain and support a comprehensive worldwide records management program. You are required to properly maintain, protect, and dispose of records, both written and electronic, as

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appropriate, on a local basis in the normal course of business in compliance with SSA Global's policies and applicable regulatory and legal requirements.

Records that are relevant to pending or ongoing litigation, investigation, or audit shall not be destroyed. Also, SSA Global records are the property of SSA Global and shall not be used for non-business-related or personal purposes.

Ensuring the Security and Privacy of Information

We ensure that SSA Global's proprietary information is protected as private and confidential. We also protect the security of data provided by our customers, prospective customers and vendors.

Confidentiality Agreements

We recognize that some information, often referred to as "trade secrets" or "privacy protected," could be detrimental to SSA Global or other third parties if confidentiality is violated. We expect all employees to be aware of, and agree to, locally approved confidentiality guidelines. Our position is to protect our employees, customers, prospective customers and vendors from harm through the misuse of information that could have a negative impact on the owner of such information. When an employee leaves SSA Global, that employee's SSA Global work products remain the property of the company.

You must protect the security of such proprietary information and treat it as private and confidential. All employees are required to sign confidentiality agreements upon joining the company. These agreements help ensure that our intellectual property and other corporate assets are protected from unauthorized use. In addition, we frequently sign agreements with our customers and others with respect to the use of their data. Additionally, we adhere to all applicable data privacy laws. Should you have any questions regarding use of company or third party information, contact your local legal representative.

Insider Trading

SSA Global expressly forbids any employee from trading SSA Global's common stock on material nonpublic information as outlined in SSA Global's Insider Trading Policy. Material information is information that a reasonable investor would consider important in making his or her investment decisions. Information is nonpublic until it has been effectively communicated to the public through a news release. Each employee should be familiar with and abide by SSA Global's Insider Trading Policy. Should you have any questions regarding this policy and your obligations, contact your local legal representative.

How to Contact us about Code of Conduct Issues

If you have an ethical issue or concern, you should discuss the issue with your manager (or your manager's manager). If you are not comfortable approaching your manager (or your manager's manager), you can contact your Human Resources representative. He/she can assist you in finding the right resolution. You can find the name of your local Human Resources representative by viewing the HR intranet site.

If you are not comfortable with the options outlined above, or if you feel the issue has not been addressed appropriately, you should report the issue or concern through one of the following resources:

Call the Ethics Hotline

SSA Global has established a confidential way for you to raise ethical issues and concerns, including reporting business activities that may be illegal, unethical, or in violation of our Code of Conduct, policies, or guidelines. Instructions for use of this Ethics Hotline are provided at the end of this document.

Submit your Concern to the Ethics Mailbox

SSA Global has established an email box for you to submit ethical issues and concerns, including reporting business activities that may be illegal, unethical, or in violation of our Code of Conduct, policies, or guidelines. This avenue also provides the opportunity for you to submit concerns, ask questions, or seek advice. Instructions for use of the Ethics Mailbox are provided at the end of this document.

Reporting Violations

You should promptly report to the individual as set forth at the end of the Code of Conduct any activity that appears to be fraudulent or illegal or otherwise in violation of the Code of Conduct. Anonymous reports will be

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investigated if sufficient information is provided. However, SSA Global encourages you to identify yourself if you call, in case additional information is necessary during the course of the investigation.

SSA Global will endeavor to keep confidential the identity of any employee who reports a violation. It is SSA Global's policy to prohibit retaliation against employees who in good faith report possible Code of Conduct violations by others. However, if you knowingly or recklessly provide false information, it may result in disciplinary action, including immediate termination of employment.

Waivers of provisions of the Code of Conduct that are granted to any director or executive officer ("Senior Leader") of SSA Global may only be made by SSA Global's Board of Directors or by a committee designated by the Board of Directors. Any such waiver that is granted to a Senior Leader will be publicly disclosed as required by the NASDAQ Stock Market, Inc. ("NASDAQ") and applicable laws, rules, and regulations.

Penalty for Violations

Violations of the Code of Conduct, violations of applicable laws or failure to cooperate with an internal or regulatory investigation may all constitute grounds for disciplinary action up to and including immediate termination of employment.

Using the Ethics Hotline or Ethics Mailbox.

Step One: Call the designated Ethics Hotline telephone number, on an anonymous basis, if desired. This service is operated by an outside agency on our behalf to receive and pass on reports to SSA Global for investigation and follow up. Alternatively, you may submit your concern, on an anonymous basis if desired, to the Ethics Mailbox via a dedicated website, also operated by an outside agency on our behalf to receive and pass on reports to SSA Global for investigation and follow up.

The Ethics Hotline can be reached by dialing 800-921-5741.

The Ethics Mailbox can be reached at <https://www.ethics-hotline.com/welcomePageSSAGlobal.jsp>.

Both are also posted by the Human Resources Department on the SSA Global intranet.

Step Two: Inquiries submitted will be brought to the attention of SSA Global's Board of Directors' Audit Committee. Issues that require further investigation will be given to an internal investigation team. This team may consist of members of Human Resources, Legal and other departments, as appropriate. If your concern was not provided on an anonymous basis, one or more members of this team may need to contact you to obtain more information to investigate the issue reported.

Step Three: Once an investigation is completed the reporting individual will be informed, unless the concern was provided on an anonymous basis and the reporting individual chose not to provide their name. If deemed appropriate, the reporting individual will be provided with the results of the investigation. Actual disclosure of specific actions will vary to ensure compliance with applicable law. All reports will be kept on file as required under applicable law.

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