

Lawson Software, Inc.
Board of Directors

Corporate Governance Policy

October 3, 2006

This Corporate Governance Policy governs the practices of the Board of Directors (“Board”) of Lawson Software, Inc. (“Lawson” or “Company”) and the Audit Committee, Compensation Committee and Corporate Governance Committee, and is subject to applicable law, Lawson’s Certificate of Incorporation, Bylaws and other resolutions approved by the Board or any Committee.

1. Board Functions

Lawson’s Board provides the following principal functions:

- Promotes the best interests of Lawson and its stockholders,
- Provides general oversight of business strategy, mergers & acquisitions and other major decisions or initiatives,
- Provides oversight of financial, legal and ethical conduct,
- Appoints the Chair or Co-Chairs of the Board and the chairs and members of each Committee of the Board,
- Selects, compensates and evaluates the Chief Executive Officer (CEO),
- Oversees succession planning for the CEO and reviews with the CEO succession planning for executive officers,
- Reviews and approves the compensation philosophy and plans for executive officers,
- Administers Lawson’s equity-based compensation plans, and
- Nominates, compensates and evaluates the directors.

2. Board Structure

2.1 Size. The Certificate of Incorporation provides that the number of directors shall be fixed from time to time by the Board, not to exceed 12 directors. The target number of directors is nine and the actual number of directors may vary.

2.2 Independence. A majority of the directors must continue to qualify as “independent” directors under Nasdaq rules and no more than three directors may be employees or former employees of Lawson.

2.3 Absence of Conflicts of Interest. Each director must be free of conflicts of interest with Lawson. Lawson may not directly or indirectly conduct business with a director or member of a director’s immediate family unless approved in advance by the Audit Committee and the disinterested members of the Board of Directors. Indirect business includes doing business with an entity that is controlled by a director or immediate family member of a director. At each regular Board meeting, the directors will provide the Corporate Secretary updated information concerning Lawson’s Restricted Company/Persons Lists, which is used by Lawson to monitor potential related party

transactions with directors, executive officers, 5% or more stockholders, or members of their immediate families.

2.4 Availability and Attendance. No director who is employed full time may serve on more than four public company boards. No director who is retired may serve on more than six public company boards. No director who is the CEO of a publicly-held company may serve on more than three public company boards. All directors are expected to attend, in person or by telephone, at least 75% of all meetings of the Board and applicable committees. All directors are encouraged to attend the annual meeting of stockholders.

2.5 Term. Directors are nominated for election to the Board at each annual meeting of stockholders. The Board may also appoint directors to serve on the Board until the next annual meeting of stockholders. There are no fixed term limits. The Corporate Governance Committee conducts a Board assessment each year, and the Board's decision to re-nominate a director for election by the stockholders will be based, in part, on that assessment.

2.6 Qualifications. Directors should possess the highest personal and professional ethics, integrity and values, and be committed to representing the interests of the Company's stockholders. The selection and nomination process for prospective directors shall be conducted by the Corporate Governance Committee. The Corporate Governance Committee will seek to identify director candidates with appropriate independence, skills, character, diversity and availability, and with emphasis on the following:

- A current director of an equivalent or larger-size public company.
- A current or former CEO of an equivalent or larger-size public company,
- A current or former CFO of an equivalent or larger-size public company, or
- A senior executive with experience in:
 - Lawson's core business,
 - One or more of Lawson's vertical markets,
 - Americas, Europe, Asia/Pacific or global business,
 - Efficient, profitable and complex business strategy and operations, or
 - Community leadership and service.

The Corporate Governance Committee and the Board may, in the exercise of their business judgment, deviate from these general criteria from time to time as deemed appropriate or as required by applicable laws and regulations.

2.7 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 Corporate Governance Committee shall present recommended candidates for election to the Board. The Corporate Governance 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.

2.8 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 CEO or Corporate Secretary of the Company no later than the notice date for the annual meeting of stockholders.

2.9 Submission of Proposed Candidates by Stockholders for Consideration by the Corporate Governance Committee. The Corporate Governance Committee will consider qualified director candidates submitted by a Company stockholder. If a stockholder desires that the Corporate Governance Committee consider a candidate for possible election at the next annual meeting of stockholders, the submission must be received before the deadline described in the Company's proxy statement for the previous year's annual meeting. 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 Corporate Governance Committee will evaluate the submission of a proposed candidate by a stockholder based on the qualification criteria described in Section 2.6 above. 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.

2.10 Equity Ownership. All purchases or sales of Lawson stock by a director must comply with Lawson's insider trading policy and applicable securities laws and rules.

2.11 Selection of Co-Chairs of the Board and CEO. The Board shall be free to choose the Co-Chairs of the Board and the CEO in any way that it deems best for Lawson at any given point in time.

2.12 Directors Who Change Their Present Job Responsibilities. If a director retires or changes the position they held when they became a member of the Board, that director will promptly submit a letter of resignation to the Chair of the Corporate Governance Committee. Based on the recommendation of the Corporate Governance Committee, the Board will decide whether or not to accept that letter of resignation. If that director desires to continue as a member of the Board and that director's letter of resignation is not accepted, then that director will continue as a member of the Board for the remainder of his or her term or until subsequent resignation or removal.

3. Board Committees and Membership

The Board has established three formal committees, including the Audit Committee, the Compensation Committee and the Corporate Governance Committee.

Each fiscal year, the Board will appoint the chairs and members of the Audit Committee, Compensation Committee and the Corporate Governance Committee. The Audit Committee, Compensation Committee and the Corporate Governance Committee will be comprised of only independent directors and will operate pursuant to separate charters approved by the Board. No employees of the Company may serve on the Audit Committee, Compensation Committee or the Corporate Governance Committee. The Board will rotate Committee membership at least every three years, subject to the availability and experience of the independent directors. The Board and each of its committees shall have the resources and authority to engage such independent advisors as it or any committee may deem appropriate.

4. Board and Committee Meetings

4.1 Frequency. The Board will hold at least four regular meetings each fiscal year, and will hold special meetings in person or by telephone as needed. The Audit Committee will meet at least four times annually, before the release of financial results each quarter and fiscal year. The Compensation Committee and the Corporate Governance Committee will each meet as required to fulfill its respective charter.

4.2 Agenda for Regular Meetings. At the direction of the meeting chair, the Corporate Secretary will send the directors and Committee members an agenda in advance of each regular meeting of the Board or Committee. Any Board or Committee member may request that an item be added to the agenda.

4.3 Conduct of Board Meetings. The two Co-Chairs will mutually agree who chairs each Board meeting. Unless otherwise agreed by both Co-Chairs, the Co-Chair who did not chair the immediate previous meeting of the Board will chair the then current meeting of the Board. At each Board meeting, the Chair of that meeting will end the discussion of each agenda item on schedule unless a majority of the directors present agree to extend the discussion time for that agenda item.

4.4 Executive Session. At each regular Board meeting, the non-employee directors will meet in executive session without the presence of the CEO, management or any directors who are employees of Lawson. Any independent director of the Company may, at any time, request to meet in executive session with only the independent directors present. The Board will designate an independent director to chair each executive session, and the chair will follow up with the CEO concerning matters discussed during executive session. At each regular meeting of the Audit Committee, the Audit Committee will meet in executive session with only representatives of Lawson's independent auditing firm and internal auditor present.

4.5 Minutes. The Corporate Secretary or other person designated by the meeting chair will prepare minutes of each Board and Committee meeting, and provide those minutes to the directors for approval.

4.6 Orientation and Training. The Co-Chairs, CEO and Corporate Secretary will coordinate the orientation of each new director. The CFO will coordinate the orientation of each new member of the Audit Committee. At least annually, the

directors will hold a retreat or other meeting to focus on company strategy and director training. Director training will include accounting, legal, governance, SEC, Nasdaq or other current developments.

4.7 Succession Planning and Management Development. The CEO shall review succession planning and executive management development with the Board on an annual basis.

5. Non-Executive Role of Board Members.

Responsibility for managing the day-to-day operations of the Company and for speaking on behalf of the Company lies with the Company's senior management, which is led by the CEO. Except for the CEO (and any other director who is an employee of the Company), both Co-Chairs and all other directors will each hold a non-executive role with the Company. Accordingly, the Co-Chairs and the other non-employee directors will not be active with day-to-day management of the Company. Each director will have unimpaired access to executive management, but will use judgment to ensure that his or her periodic contacts with the CEO, CFO and other members of executive management are productive and not distracting to the operation of the business. The Board encourages the CEO, from time to time, to bring other members of executive management to Board meetings or other presentations to the Board.

6. Compliance with the Company's Code of Conduct and Disclosure Policies.

Each director will comply with the Company's Global Business Code of Conduct. The Co-Chairs and the other non-employee directors will not act as a spokesperson for the Company or make any public statements about the Company, unless specifically authorized by the CEO. No director may make any unauthorized public or private disclosure about the Company.

7. Responsibilities of the Non-Executive Co-Chairs.

The non-executive Co-Chairs shall be responsible for the following:

- Set the agenda for Board meetings with the CEO,
- Preside at Board meetings and at stockholder meetings, and
- Work with the CEO to receive appropriate information from senior management.

8. Board Performance Assessment

The Corporate Governance Committee will annually conduct an assessment of the Board. The independent directors of the Board will review the results of that assessment during the executive session at the regular Board meeting following the completion of that assessment.

9. Board and Committee Compensation

9.1 No Loans. Lawson may not lend money to any directors or executive officers. Lawson will comply with applicable SEC laws and regulations concerning the meaning of a “loan” and other requirements and restrictions.

9.2 Compensation. The Compensation Committee will annually assess Board and Committee compensation and make recommendations to the Board based on Lawson’s and the Board’s and Committee’s performance, and industry practices and benchmarks. Unless otherwise agreed by the Board, at or before a regular Board meeting each fiscal year, the Board will review and approve the Board and Committee compensation for the new fiscal year.

10. No Related Party Transactions Unless Approved by the Audit Committee and Disinterested Directors

Lawson may not engage in any business transaction with a “Related Party” (as defined below), unless approved in advance by the Audit Committee and the disinterested members of the Board of Directors. “Related Party” means any of the following:

1. Each member of the Board of Directors of Lawson;
2. The Chairman, Co-Chairman, CEO, President, CFO, General Counsel or Executive Officer of Lawson;
3. Each 5% or more stockholder of Lawson;
4. Each “Immediate Family Member” of any of the people listed in items 1-3 above; or
5. Each “Affiliate” of any of the people listed in items 1-4 above.

“Immediate Family Member” means a person’s spouse, parents, children, siblings, mothers and fathers-in-law, sons and daughters-in-law, and brothers and sisters-in-law.

“Affiliate” means any for-profit or non-profit organization or company for which any of the people listed in items 1-4 above are: (i) an executive officer, (ii) a member of the board of directors or (iii) a beneficial owner of 10% or more of the equity interest.

11. Communications with Members of the Board.

Stockholders and other persons may communicate with the Board pursuant to the procedures described in the Company’s Global Business Code of Conduct, located at www.lawson.com. Stockholders may also communicate with the Board by United States mail, addressed to: Board of Directors, Lawson Software, Inc., c/o Corporate Secretary, 380 St. Peter Street, St. Paul, MN 55102. The Corporate Secretary will forward communications received to the Chair of the Corporate Governance Committee or to any individual director or directors to whom the communication is directed, unless the communication is unduly hostile, threatening, illegal, does not reasonably relate to Lawson or its business, or is similarly inappropriate. The Corporate Secretary has the authority to discard, disregard or take other proper actions with respect to any such inappropriate communications.