

Lawson Software, Inc.

Charter of the Compensation Committee of the Board of Directors

June 26, 2007

I. Compensation Committee Purpose

The Compensation Committee (the "Committee") is appointed by the Board of Directors (the "Board") to assist the Board in the discharge of its oversight responsibilities relating to (1) compensation of the Company's Chief Executive Officer and each executive officer of the Company, as determined by the Board of Directors of the Company based on Rule 3b-7 of the U.S. Securities Exchange Act¹ (the "Executive Officers") and (2) administration of the Company's stock-based plans. The Committee's primary duties and responsibilities are to:

- Review and approve the Company's compensation philosophy for the Executive Officers.
- Review and approve the Company's compensation programs, plans and awards for the Executive Officers.
- Administer the Company's stock-based plans, including delegation of authority to the Chief Executive Officer in compliance with Section 16 under the U.S. Securities Exchange Act.
- Issue an annual report on executive officer compensation in accordance with the rules and regulations of the Securities and Exchange Commission for inclusion in the Company's proxy statement.
- Recommend levels of Director compensation to the Board.
- Provide oversight on market and industry trends and regulatory matters affecting executive compensation.
- Oversee succession planning for the Chief Executive Officer, and review with the Chief Executive Officer succession planning for other Executive Officers,
- Provide the Board regular reports of Committee activities.

¹ Rule 3b-7 states as follows: The term "executive officer", when used with reference to a registrant, means its president, any vice president of the registrant in charge of a principal business unit, division or function (such as sales, administration or finance), any other officer who performs a policy making function or any other person who performs similar policy making functions for the registrant. Executive officers of subsidiaries may be deemed executive officers of the registrant if they perform such policy making functions for the registrant.

The Committee shall have authority to retain consultants of its selection to advise it with respect to the Company's salary and incentive compensation, equity and benefits programs.

II. Compensation Committee Composition and Meetings

The Committee shall be comprised of two or more directors as determined by the Board, each of whom shall be independent directors, free from any relationship that would interfere with the exercise of his or her independent judgment. Committee members shall meet the independence requirements under Rule 16b-3 of the U.S. Securities Exchange Act, and Section 162(m) of the U.S. Internal Revenue Code, as amended.

Committee members shall be appointed by the Board. If a Committee Chair is not designated by the Board or present, the members of the Committee may designate a Chair by majority vote of the Committee membership.

The Committee shall meet at least annually, or more frequently as circumstances dictate. The Committee Chair shall prepare and/or approve an agenda in advance of each meeting.

III. Compensation Committee Responsibilities and Duties

Compensation for Executive Officers

1. Annually review with the Chief Executive Officer the Company's philosophy for compensation of Executive Officers, including:
 - Establish the relationship between executive compensation and corporate performance and returns to shareholders.
 - Determine the qualitative or quantitative measures of corporate performance to be used in the determination of executive compensation.
 - Review market data of appropriate peer group companies to assess the Company's competitive position for three principal components of executive compensation -- base salary, annual incentives and long-term incentives.
2. Administer and make recommendations to the Board regarding the adoption, amendment or termination of the Company's stock-based plans (including specific provisions) in which the Chief Executive Officer, the Company's other Executive Officers or employees may participate, including:
 - Approve equity award guidelines and general size of overall awards.
 - Make equity awards.
 - Delegate to the Chief Executive Officer authority to approve equity awards within the maximum limits established by the Committee and in compliance with Section 16 of the U.S. Securities Exchange Act.
 - Interpret the plans.

- Modify or cancel existing equity awards.
 - Designate equity plan eligibility for persons who are subject to Section 16 of the U.S. Securities Exchange Act.
 - Impose limitations, restrictions and conditions upon any equity award as the Committee deems appropriate.
3. Review and approve the perquisites and supplemental benefits granted to the Company's Executive Officers.
 4. Review and approve recommendations made by the Chief Executive Officer for the compensation of the Company's other Executive Officers.
 5. Periodically review and approve stock ownership guidelines for the Chief Executive Officer and the Company's other officers who are subject to Section 16 of the U.S. Securities Exchange Act.
 6. Review and approve employment agreements, severance arrangements and change in control agreements or plans, and other similar arrangements, if any, for the Chief Executive Officer and the Company's other Executive Officers.
 7. Annually issue a report on executive compensation in accordance with applicable rules and regulations of the Securities and Exchange Commission for inclusion in the Company's annual proxy statement.

Chief Executive Officer Annual Performance Evaluation and Compensation

Annually review and evaluate the performance of the Chief Executive Officer, and review and approve the Chief Executive Officer's short-term and long-term compensation in light of the performance of the Chief Executive Officer and the objectives and performance of the Company.

Short-Term Compensation

8. Annually, review and approve appropriate goals and objectives for the next year. Discuss such goals and objectives with the entire Board. Evaluate the performance of the Chief Executive Officer in meeting those goals and objectives with input from the full Board. Review and approve the compensation level, including salary, bonus, incentives, perquisites and supplemental benefits, of the Chief Executive Officer based upon this evaluation.

Long Term Compensation

9. Review and approve long-term incentive and stock and stock-based awards for the Chief Executive Officer. Consider the performance of the Company and relative total stockholder return. Consider the value of such awards granted to other chief executive officers in an appropriate peer group of companies and industry in general (see item 2 above).

Directors

10. Establish levels of Director compensation, including retainers, meetings fees, chairperson fees, stock-based plans and other similar components of director compensation, based on reviews of director compensation of appropriate peer group companies.