

**ANTI-BRIBERY
POLICY AND PROCEDURES**
(effective 8 June 2011)

JDA Software Group, Inc. and our affiliates must comply with all anti-bribery laws, including the U.S. Foreign Corrupt Practices Act (“the FCPA”), the UK Bribery Act (“Bribery Act”), and Article 164 of the Criminal Law of the People’s Republic of China (“Chinese Criminal Law”), and conduct JDA’s business operations around the world in a lawful and ethical manner. It is a violation of this policy and the applicable laws for a JDA associate or affiliate to (a) directly or indirectly, give, offer, promise, receive, request, agree to receive or approve a bribe to or from any person in order to obtain or retain business for JDA, or for any improper business purpose and (b) fail to maintain JDA’s books and records accurately and follow the internal accounting controls of JDA. JDA, our affiliates, our associates, agents, third-party representatives, and joint venture partners are required to comply with this policy. Violators face severe disciplinary action (up to and including termination), and criminal penalties up to imprisonment, as well as other harsh fines and penalties.

You must also continue to follow JDA’s Code of Business Conduct and Ethics. This policy is intended to supplement the Code of Business Conduct and Ethics, which is incorporated by reference into this policy.

I. WHO IS COVERED BY THIS POLICY

- JDA Software Group, Inc. and its affiliated companies.
- JDA’s associates, Officers, and Directors, wherever located.
- JDA’s agents, brokers, joint venture partners and third party representatives.

II. WHAT YOU ARE NOT ALLOWED TO DO UNDER THIS POLICY

You are not allowed to violate this policy, or any anti-bribery laws. This policy contains (a) anti-bribery provisions and (b) books and records/internal controls provisions.

A. Anti-bribery Provisions: No Bribes or Anything of Value to or from any person

1. You must never directly or indirectly, give, offer, promise, receive, request, agree to receive or approve a payment or anything of value, directly or through third parties, to or from any person, in order to obtain business for JDA, or to gain an improper advantage or benefit for JDA.

Example: A JDA manager gives an extra 5% tip to a broker who then pays the money to a Chinese government official who recommended JDA’s software to a

prospective purchaser. This conduct violates this policy and may violate anti-bribery laws.

2. A “person” includes any individual or company in the private or public sector and any officials. “Official” includes any officer or employee of a government or any government’s department, agency, or branch, any political party, party official or candidate for political office, or an employee of a public international organization, and any person acting on behalf of one of these persons.

3. An improper payment under this policy and the anti-bribery laws includes a financial or other advantage that is either requested, received, offered or given in order to improperly influence a person to provide a business opportunity or to retain business, or otherwise to obtain an improper advantage.

Example: Requesting, receiving, offering or giving cash, expensive gifts, JDA stock, a job or consulting position, airplane tickets to the United States if not directly related to the business, a resort weekend, expensive restaurant meals, jewelry, home improvements, charitable donations for a person’s favorite charity, and payments to a person for products or services that are never received or performed for JDA. This conduct violates this policy and may violate anti-bribery laws.

4. An improper business purpose exists when the payment is requested, received, offered or made to influence a person to do or stop doing something in violation of his or her legal duty. Such a payment is improper even if the purpose is to influence the person to make a sound business decision. The improper payment still violates this policy and may violate the anti-bribery laws, even when it does not result in a successful business outcome for JDA.

Example: JDA is in a competitive bid to sell software to a company in Vietnam. We believe we are the best fit, but the prospect’s decision-makers refuse to travel to the United States to attend a demonstration unless their spouses and children can accompany them. The JDA account manager arranges a trip to its Scottsdale headquarters for the prospective customer’s decision makers, as well as the decision makers’ families (at JDA expense). JDA is not selected as the preferred vendor after the Scottsdale trip. Nonetheless, this conduct violates this policy and may violate anti-bribery laws, because the travel expense for family members was not directly related to the evaluation or demonstration of the software.

5. If you know that an improper payment is intended to be passed on to a person by a broker, agent or other third party, or if you have a “firm belief” that the payment will be passed onto a person, you have “knowledge” of misconduct. “Sticking one’s head in the sand”, or looking the other way will not protect an associate, officer or director from creating legal exposure for JDA or the

associate, as “conscious disregard” or “willful blindness” constitutes “knowledge” of wrongdoing and creates legal liability under the anti-bribery laws.

Example: Even though you know from public reports, reputation, and media that Mexico has a relatively high incidence of corruption, you nonetheless agree to a 40% higher than market fee for customs services related to the clearance and release of certain equipment needed for a managed services engagement in Mexico. You agreed to the increased fee only after an agent told you that making the payment is the only way to get the equipment cleared. This conduct violates this policy and may violate anti-bribery laws.

6. Fees significantly higher than normal and guarantees of success are red flags indicating potentially illegal payments under this policy and the anti-bribery laws. JDA will not pay unusually large or above-market fees, commissions, costs or other expenses for goods or services.

Example: An agent seeks to charge a commission or fee that is 10% above his usual rate for an opportunity in Thailand, on the basis that he usually charges premium rates in order to guarantee success. Fees significantly higher than normal and “guarantees of success” are red flags for illegal payments under this policy and anti-bribery laws.

B. Requirements for Accurate Books & Records/Adequate Internal Controls

JDA’s books and records must be accurate, and our accounts must fairly reflect the transactions and activities of JDA. JDA has a system of internal accounting controls that are designed and maintained to provide all financial and accounting assurances required for a U.S.-publicly traded company.

1. Our company internal controls should provide assurances that:

- Company transactions are properly authorized by management.
- Access to company assets is restricted and requires management’s appropriate authorization.
- Transactions are recorded as required for preparation of JDA’s financial statements, and in a way that JDA’s assets can be accounted for.

2. **Examples of problematic books and records/internal controls activities under this policy and anti-bribery laws include the following:**

- Payment to a person that is described in accounting entry as a “miscellaneous fee”.
- Associates or third parties submitting false or inaccurate expense account reports.
- Description of a payment as an “overhead expense” instead of a “commission”.
- Establishing or maintaining bank accounts that hold JDA funds in the names of individuals.
- Making false or artificial entries into JDA’s books and records or being part of an arrangement or activity that results in falsification of JDA’s books and records.
- Permitting or causing someone else to use JDA funds for an illegal or unauthorized purpose.
- Creating or using an off-the books “slush” fund.

III. OTHER PAYMENTS FOR LIMITED PURPOSES UNDER THIS POLICY

This policy permits payments to be made to persons in connection with JDA’s business under very limited circumstances and highly technical, legal conditions. These payments include payments to officials that are lawful under local law, and reasonable and bona fide expense reimbursement or costs covered for persons directly related to marketing and promotion of JDA’s products or directly related to the performance of a contract. **You must consult the Legal Department prior** to making the following payments in order to verify that the payments are permissible under JDA policy and applicable laws and that the payments are reasonable and proportionate under all the circumstances. Failure to do so could result in severe penalties for you and JDA.

A. Facilitating Payments or “Grease Payments” Prohibited

Although the FCPA permits so-called “facilitating payments” to local foreign officials when permitted by local law, the UK Bribery Act does not. Therefore, facilitating payments are **prohibited** under this policy, unless you have received prior approval of the Legal Department.

B. Payment Under Local Law Exception Must be Pre-Approved

Whenever JDA's Legal Department determines that the written laws and rules of the foreign country allow a payment to be made to an official in that country, it may be possible for you to seek permission to make a payment to that official without violating JDA policy. However, since no country's written laws allow bribery, you must contact the Legal Department before making any payment to an official based on local custom, law, or practice. The Legal Department must analyze the payment request in light of JDA's policy, the anti-bribery laws, and a written local legal opinion obtained from the foreign country as to whether local law permits the proposed payment to an official.

C. Business Entertainment, Travel and Gifts Restricted

This policy allows associates, brokers, agents and third party representatives to reimburse or cover the reasonable and bona fide expenses of a person that are (a) directly related to the marketing, promotion, demonstration or explanation of JDA's products and operations; or (b) directly related to the performance of a contract between JDA and the person. However, you must obtain prior approval from the Legal Department before making or approving any promotional, or marketing payments, or payments that you believe relate to contract performance by JDA. Business entertainment for any **private persons** must be reasonable and proportionate, and must be given in a legitimate effort to gain business.

1. ***The following expenses are NOT acceptable under JDA policy:***
 - Lavish or extravagant business entertainment (*e.g.*, travel to golf outing in an exotic location; side trip from business meeting city to New York, Vegas, Paris, Rio, Los Angeles).
 - "Gentlemen's Clubs," "Hostess Bars" or other entertainment that is sexually oriented, such as "adult entertainment."
 - Any entertainment that could be interpreted as a bribe, incentive or kick-back.
 - Entertainment, gifts or travel paid for with personal funds for a foreign official in order to avoid seeking required approval or required reporting and recordkeeping.
 - Meal, hotel, air and entertainment expenses for family members of foreign officials.
 - Gifts that are not permitted by JDA's gift policy or that exceed local law amounts for gifts to a person in the country, or are otherwise expensive, and designed to impress or influence a person in a manner disproportionate to the business relationship.

- Cash, extremely generous gift cards, or travelers checks.

2. ***Examples of Expenditures That Are Acceptable Under JDA Policy, Subject to Local Law:***

- Providing reasonable and proportionate meals and entertainment to representatives of **private** non-government companies. Note that the rules applicable to business entertainment for government officials are more restrictive.
- JDA hosts (no spouses or family members) to a reference to observe how the reference uses JDA's software, and intends to cover the reasonable cost of transportation, meals, and hotel for the officials.
- JDA hosts a meeting at a hotel for a discussion with another person. The meeting includes a working lunch in the hotel conference room.
- An associate requests permission to give a nominal New Year's gift or other holiday gift to a manager for company that is an existing customer. The proposed gift is a JDA T-shirt and baseball cap, or a JDA calendar.
- A JDA sales manager hosts a meeting at a Mumbai conference center for Indian foreign regulatory officials to discuss upcoming plans for JDA's operations in the country. JDA has a large software purchase contract with a company that is owned in part by the Indian authorities, and is required under the contract to brief regulators on issues and plans for the upcoming year.

Consult the Legal Department if you are unsure whether a person you are dealing with is a "government official" or whether the expense is appropriate.

All expenses in the acceptable examples must be documented, and receipts maintained. Failure to do so could create serious legal exposure for associates, joint venture partners, and third party representatives, as well as JDA.

D. Political Contributions Prohibited

It is against this policy and JDA's Code of Business Conduct and Ethics for any associate, Officer, Director, broker, agent or joint venture partner to make contributions to candidates for any foreign or domestic political office with the intent to gain an improper advantage or benefit for JDA. Associates, brokers, agents, joint venture partners, and third party intermediaries are prohibited from making a political contribution on behalf of JDA.

E. Donations to Charities on Behalf of JDA Restricted

No JDA associate, Officer, Director, broker, agent, joint venture partner, or third party representative is permitted to make a charitable donation to a charity on behalf of JDA without prior review and approval of the Legal Department. The Legal Department and requesting person must provide information indicating that the charity is legitimate, the donation will be for proper charitable purposes, and the donation will not directly or indirectly be used for personal benefit by a person who is associated with the charity.

IV. JDA PROCEDURES FOR FOREIGN THIRD PARTY RELATIONSHIPS AND HIRING

JDA requires associates to conduct appropriate anti-bribery and reputational due diligence for all alliance members (whether the relationship is formal or informal), agents, brokers, distributors, consultants, and joint venture partners or other third parties (“third party representatives”). Due diligence will help prevent policy and anti-bribery breaches involving a third party representative. Associates should also report to the Legal Department any anti-bribery “red flags”, described below, because actions of JDA’s alliance members and representatives can create criminal and civil liability under anti-bribery laws for associates, Officers, Directors, and the company.

The following are some of the key steps that should be taken before entering relationships with partners and representatives, depending on the circumstances. Some steps may not be necessary if the risks posed are low, or if other public information is readily available about the third party. **Completion of due diligence and continued compliance is the responsibility of the business unit that engages the third party.** Consult with the Legal Department for approval of any due diligence process exceptions.

A. Conduct Reasonable Due Diligence

Before entering into, or renewing any agreement with, or compensating a third party representative, associates must perform an analysis of that party’s reputation for, and history of, legal compliance, particularly with respect to anti-bribery laws and regulations. The third party representative’s qualifications for JDA role should also be determined and documented, as follows.

1. Questionnaire

Due diligence should begin by having the third party representative complete a questionnaire, an example of which is attached to this policy. The questionnaire provides relevant background, formation, and business information about the third party representative (or employment history, as applicable); the company’s relationship to, or projects involving government officials, including government appointments; a list of family

members or relatives in government positions; and any ownership interests in the third party representative. The questionnaire should be tailored to suit the situation.

2. The Due Diligence Report or File

After completing due diligence, a written summary of the findings should be recorded; or at the least, the due diligence documentation files should be maintained. The attached example checklist may be used for this purpose.

a) Background Information Needed on Third Party Rep or Business Partners

- Information on qualifications and competence
- Relevant financial statements
- Description of ownership percentages of third party shareholding, particularly any government ownership or funding
- Country in which the work will be performed
- Person who recommended the third party representative
- The licensing or permitting organization for the third party's operations, if any

b) References and Compliance Verification

The due diligence report should also include a Google search plus at least two of the following types of verification information:

- Check of verified business references
- A statement on whether the JDA policy have been reviewed with the third party representative or business partner
- International Chamber of Commerce or Trade Association reference in local country

c) Embassy Check

The U.S. Embassy provides information on local parties for inclusion in due diligence reports. After consulting the Legal

Department, you may need to contact the commercial attaché regarding the third party representative. For more information on the services available to U.S. companies, check website: <http://www.export.gov/salesandmarketing/IPS.asp>

d) Some Red Flags

Other regulatory agencies may adopt these or other indicia as “red flags” for potential non-compliance with applicable laws. If more than one of the below red flags exist, JDA is required to take enhanced measures to address the red flags before proceeding with the transaction or engaging with a third party representative or business partner. Contact the Legal Department to help you resolve a red flag.

- The third party or prospective business partner is related to a government official.
- In the past, the third party requested false invoices or any other type of false documentation.
- Refusal by the third party to cooperate with due diligence or to agree in writing to follow JDA’s anti-bribery policy, and anti-bribery laws.
- The foreign country has a reputation for corruption and bribery. (<http://media.transparency.org/imaps/cpi2009/>)
- The structure and operations of the third party representative indicate that corrupt practices are used.
- Convictions or charges exist for violations of local laws relating to award of government contracts.
- Requests made for over-invoicing, or that all or a portion of the commission be paid in a third party country, to a third party, in cash or otherwise untraceable funds.
- Heavy reliance by party on political and government contacts instead of knowledgeable staff or invested time and effort.
- Refusal or inability to develop or implement a market development program, as needed.
- A desire to keep the representation secret.

- Relationship problems with other companies.
- Does not appear to be qualified or trained to bring in the accounts promised.

3. Anti-bribery Certification

Any third party conducting business as a JDA alliance member or representative must complete JDA's anti-bribery certificate, a sample of which is attached to this policy. JDA's anti-bribery certification describes the anti-bribery requirements covering the third-party representative and prohibits him or her from violating JDA policy and anti-bribery laws, and states the consequences of violations, which include termination or forfeiture of compensation. In some cases, it may be appropriate for a JDA associate to certify the completion of due diligence in lieu of, or in addition to, the signed certificate. Once the JDA associate has received the completed JDA anti-bribery certificate he/she will send it to JDA.Contracts@jda.com.

B. Annual Reviews and Certifications for Third Party Representatives

All foreign third party representatives should undergo compliance reviews prior to any amendment or renewal of the relationship, to determine their compliance with JDA policy and contractual requirements, as well as to ensure their execution of new anti-bribery certifications, as required. More frequent reviews may be required in high risk relationships.

V. ANTICORRUPTION DUE DILIGENCE IN JDA MERGER AND ACQUISITIONS

In high risk countries for corruption, JDA is required to perform reasonable anti-bribery due diligence on joint venture partners and target companies for acquisition before finalizing the venture or acquisition. The due diligence should include the above steps in Part IV of this policy. It may also include interviews of key target company officers, and a sample of supervisory employees whose functions will interact with JDA. The anti-bribery due diligence should also include relevant document reviews, and it should also seek to determine if the target maintains accurate books and records, and whether it has any system of internal accounting controls. In exceptional cases, JDA may have to determine whether or not a violation by the target uncovered during due diligence must be disclosed to U.S. enforcement authorities before the transaction may proceed. The Legal Department should coordinate and supervise all anti-bribery merger and acquisition due diligence, as appropriate.

VI. MONITORING COMPLIANCE

Management and Internal Assurance will oversee and supervise periodic compliance audits that assess the level of employee and business unit compliance with JDA's anti-bribery

policy, and also whether additional procedures are necessary to meet JDA's dynamic operating needs and compliance risks.

VIII. TRAINING AND COMMUNICATION

The Legal Department will oversee and coordinate periodic training on this policy for affected associates, Officers, Directors and third party representatives/business partners. The JDA business managers are responsible for ensuring that agents and business partners receive copies of any relevant policy updates or communications.

IV. REPORTING VIOLATIONS OR SUSPECTED MISCONDUCT

Any associate, Director, Officer, agent or business partner who learns information about a suspected violation of this policy and/or anti-bribery laws must report it to a supervisor, or to the Legal Department (the supervisor must report it to the Legal Department) or by using the Ethicspoint Helpline. JDA prohibits retaliation against an employee who makes a report of a suspected violation of this policy and/or anti-bribery laws in good faith.

This policy does not address every aspect of anti-bribery compliance. It is designed to provide guidance for JDA associates, Officers, Directors, agents, and business partners. These guidelines are in addition to the guidelines set forth in the Code of Conduct and any other policy, code or guideline established by JDA with respect to the conduct of its employees.

X. PENALTIES

Violations of this policy and/or anti-bribery laws can result in termination of agreements or termination of employment from JDA for individuals, as well as severe fines and penalties, and imprisonment. In addition, JDA can face millions of dollars in fines and penalties for anti-bribery violations, and tens of millions in fines for violations of both the anti-bribery and books and records requirements due to provisions that allow fines of twice the profit on any unlawfully obtained business, as well as the gross amount of the pecuniary gain, among other provisions. JDA could also face reputational harm, imposition of a compliance monitor who reports to the DOJ and SEC, and also have to defend against shareholder derivative suits that may be triggered by an FCPA or other anti-bribery enforcement action.

XI. IMPLEMENTATION FORMS

Sample forms that help implement this policy are attached to the end of the policy. Questions and Answers that may be helpful are also attached to this policy.

**JDA SOFTWARE GROUP, INC.
FCPA, UK BRIBERY ACT AND
ANTICORRUPTION POLICY
QUESTIONS AND ANSWERS**

JDA SOFTWARE GROUP, INC.
FCPA, UK BRIBERY ACT AND ANTI-BRIBERY
PROPOSED QUESTIONS AND ANSWERS

1. Q: What is the “FCPA”?

A: FCPA stands for the “Foreign Corrupt Practices Act,” a U.S. anti-bribery law that makes it a crime to offer or pay a bribe to foreign officials. It also requires companies to keep accurate books and records (no forged, false or misleading documents), and have good accounting controls.

2. Q: So the FCPA deals only with bribing foreign officials?

A: No. For public companies, the FCPA also has rules about how transactions must be described in all JDA paperwork and records, as well as rules about accounting controls that must be in place. When making a record of how you have used JDA assets, or completing paperwork associated for a transaction, you must be entirely accurate, and give reasonable detail, to fairly describe that transaction. No JDA document or record may be falsified for *any* reason, and no undisclosed or unrecorded accounts of JDA’s funds or assets may be created for any purpose. This applies equally to email, internal memos, as well as formal reports.

3. Q: Who does the FCPA apply to?

A: If you’re reading this, and you are associated in any way with JDA, formally or informally, it applies to you. It also applies to our agents, representatives and business partners. The law also applies to every US citizen and every US company, and those working for or affiliated with US companies, no matter where they are working in the world. It applies to non-US citizens working on behalf of a US company anywhere in the world.

4. Q: But I’m not a US citizen and I work with JDA outside the United States. Does the United States really think it can enforce its US laws against me if I am not an American?

A: Yes. For example, sending an email, text message, or making a cell phone call that is routed through a US-based router or satellite is enough to trigger the FCPA’s coverage, whether you knew about that or not. The message sent or phone call made does not need to relate to the illegal part of a transaction. Thus, an email routed through JDA’s US-server simply confirming shipment, where the overall transaction contained some aspect of a bribery violation, is enough to cover the transaction. Citizens of Vietnam, Iraq, China, Japan, Italy, Korea, Germany, and the United Kingdom, among other countries, have been prosecuted even though personally never touched US soil.

5. Q: I’m not sure I follow the FCPA’s “books and records” and “internal controls” part. As long as I don’t bribe anyone, doesn’t that mean that I and JDA are safe under the FCPA?

A: No. The FCPA's "books and records" and "internal controls" provisions extend beyond just bribery activity, because JDA is publicly traded. Thus, misstating a transaction or operating a slush fund, even if it does not involve bribery, can still subject both you and JDA to potential liability.

6. Q: I don't really have contact with government officials. Does that mean that I don't really need to know much about the FCPA?

A: Most people think the FCPA only applies to our political lobbying staff, or senior executives who meet with high level governmental counterparts. Because foreign government officials are defined to include even the lowest level officials, and not just those elected to office or charged with high level decision-making, even the lowest level customs or import/export official you encounter, or health inspector, or auction supervisor, or immigration/visa processor, or local permit clerk, are all "government officials." Additionally, people employed by or working for any company that is owned or controlled by a non-US government, count as government officials, even if they otherwise appear to be a regular company, as is commonly the case in socialized or communist countries outside the US. In short, you must always be aware that if you are dealing in any way with entities owned or controlled by a foreign government, then you are likely working within the zone of the FCPA. Moreover JDA's policy and the UK act prohibit any bribery of anyone, whether they're an official or not.

7. Q: Frequently I get requests from non-US government officials to tour our US operations, and quite often they expect JDA to pay their expenses. Are we allowed to do this?

A: With permission from the Legal Department, you are allowed to do this, and JDA can pay for the officials' expenses, so long as certain requirements are met. Under no circumstances should you pay for any aspect of an official's travel expenses, and seek approval later. Even if you pay for the expense out of your own personal funds to avoid reporting the expense, or seeking approval, if that expenditure violates the FCPA both you and JDA could be held liable.

8. Q: We just went through the FCPA training. Why do we need to get trained again?

A: There is a new Bribery Act in the UK which will come into force on 1 July 2011. We have updated our policy to include the provision of the UK Bribery Act.

9. Q: Why did we have to update our policy? Doesn't the UK Bribery Act contain the same anti-bribery provisions as the FCPA?

A: No. There are 2 main differences between the UK Bribery Act and the FCPA. The first one is that the UK Bribery Act does not only cover the bribery of a foreign official, but also the bribery of private companies and individuals in which case it will also be prohibited to receive, agree to receive or request a bribe. The second is that the UK Bribery Act does not allow facilitation payments. Further, the UK Bribery Act appears to be more restrictive regarding business entertainment.

10. Q: Why do we need to get training on the UK Bribery Act? Does it not only apply to the UK Subsidiary and their employees?

A: No. The mere fact that JDA has a UK subsidiary could make it liable for any offences committed under the Act by persons performing services for JDA in business no matter where these offences were committed. JDA will be guilty of an offense even where there is no actual knowledge of the actions being taken by their employees, unless JDA can show that it has adequate procedures in place to prevent bribery. So any offenses committed by you under this Act can have severe consequences for JDA certainly given the fact that there are no limits on the fines.

11. Q: Can we be held personally liable under this new Act?

A: Yes. You can be held personally liable for any offenses committed in the UK. You can also be held personally liable in case you have a close connection with the UK (*e.g.*, British passport holder, national, ordinarily resident) no matter where the offence has been committed. The penalties for these offences can go up to 10 years imprisonment, a fine or both.

12. Q: What about directors, managers or any other officers of the company? Can they be held personally liable for offenses committed by employees no matter where these offenses are committed?

A: It appears that the directors and managers can only have personal liability if they had some involvement in making or approving the unlawful bribe. However, commercial organizations or companies are the focus of enforcement for the Act's offense of failing to prevent bribery, not the individual officers and directors. (The FCPA, on the other hand, has been enforced against officers and directors who failed to ensure that a company had an adequate system of internal controls and procedures.)

13. Q: This sounds pretty complicated. I'm not a lawyer, and don't want to be one. What do I need to do to make sure that neither I nor JDA make a mistake?

A: JDA expects you to be able to spot potential corruption issues, and then to report to the Legal Department, and follow-up on the issues you spot to make sure that "issues" do not become "violations."

14. Q: I decided to do some checking on the internet, and found that the FCPA and the UK Bribery Act only prohibit "corruptly" giving something of value to a person to "obtain or retain" business. Doesn't this mean that the law only applies if I bribe a person to enrich myself, or knowing that I'm committing a crime, in order to win a contract or sale for JDA?

A: No. It is true that the law includes "corrupt intent" (but be careful as the UK Bribery Act does not require intent for the bribe of foreign officials). For all practical purposes, any improper payment made on behalf of a business will be considered to have "corrupt intent,"

because a company always has a “profit” motive, from which corrupt intent can usually be inferred under prevailing US or UK law. Also, a payment made to a government official to receive favorable tax consideration, customs clearance, or simply to allow JDA to continue conducting business, is sufficient under US and UK law to meet the improper business purpose requirement. Almost any act undertaken by JDA or its personnel will have a sufficient connection to business-motive to meet the improper business purpose requirement.

15. Q: I work in finance/accounting, or a “back office” part of my group, and don’t have any contact with anyone outside JDA. Do I need to worry about the anti-bribery laws?

A: Absolutely. Although you may not directly interact with anyone outside JDA, you frequently see the paperwork associated with people that do. You are JDA’s best chance of detecting improper activity if others in JDA engage in improper activity, either out of ignorance, or by design. You need to learn to be on the lookout for more than fraud, which you are used to looking for on things like improperly documented reimbursement expense requests. You need to look for transactions that, although properly documented and accounted for, nevertheless involve a transmission of a thing of value to a person that could violate any anti-bribery laws.

16. Q: The rules on meals, gifts and entertainment are confusing. Sometimes it’s allowed, sometimes not. What practical guidance can you give me?

A: The most important thing is to determine whether the expenditure is for a legitimate business purpose. In other words, ask, “What products or services does JDA wish to promote, demonstrate, or explain?” The next step is to make sure that expenses are directly related to the defined business purpose, rather than being only indirectly related to the business purpose. Ask, “Is the expense necessary to promote, demonstrate, or explain the product or service at the core of the defined business purpose?” Promoting “good will” or “building a relationship” will not satisfy this requirement. Finally, ask, “Is the amount being spent reasonable?” If your instinct tells you it is too lavish, then it is. Call the Legal Department for guidance before incurring the expense.

17. Q: I’m not the kind of person who would ever engage in a crime or bribe anyone to get something, including a government official. As long as I stay that way, and mind my own business, isn’t that enough to keep me and JDA out of trouble?

A: Unfortunately not. The anti-bribery laws and JDA policy apply not only to JDA’s personnel, but to those working on our behalf, such as agents and partners or other third parties. Thus, it is your job not only to ensure your own lawful behavior, but to monitor the behavior of others, and report any concerns you have about their actions immediately to your supervisor so that action can be taken. The failure to report those concerns can subject both you and JDA to liability, even if it is not you committing the improper act.

18. Q: With all due respect to the United States and the United Kingdom, the FCPA, the Bribery Act and our anticorruption policy aren’t very realistic about how business is done in other parts of the world, particularly the parts where I work, where payments to get things done

have been part of doing business forever. I think that companies who follow these rules are going to be at a tremendous disadvantage, and that I should start looking for a job with another company that doesn't have to follow these laws right now.

A: Following the FCPA and the UK Bribery Act is an economic benefit, not to mention huge relief, for us as a company – and you as an associate – because it means all we have to focus on is beating our competition based on our superior products and service. Also, most of our primary competitors are subject to these laws.

19. Q: I accept that the FCPA and the UK Bribery Act are the law. But even though speed limits are the law, I occasionally decide it makes sense to drive over the speed limit, and understand that if I'm caught, I'll have to accept responsibility for my decision and pay the fine. Can't I just follow that same practice here – follow the law most of the time, but understand that when it makes more sense not to, I'll just have to pay the fine and move on?

A: No. You will face penalties yourself that could include imprisonment, and you will create criminal legal exposure for JDA, costing us millions of dollars and reputational damage.

20: Q: Where can I go if I have additional questions or concerns about the FCPA, the UK Bribery Act or JDA policy not addressed here?

A: Start with the Legal Department or your immediate supervisor. When in doubt, raise a question or report your concern in order to protect yourself and JDA from legal exposure.

ANTI-CORRUPTION CHECKLIST FOR ALLIANCES AND OTHER REPRESENTATIVES

New and Renewing Alliances:	Responsible	When
Completed Due Diligence Questionnaire	Business sponsor	Prior to signature of contracts
Due Diligence Report	Business sponsor	Prior to signature of contracts
Signed Antibribery Certification	Business sponsor	Prior to signature of contracts ¹
Additional Requirements in High-Risk Countries ²		
Training Complete	Business sponsor	Prior to signature of contracts
Signed Antibribery Acknowledgement	Business sponsor	After completion of training and annually thereafter
Supplemental Due Diligence	Business sponsor	Annually
Annual or more frequent Anti-Bribery Certification	Business sponsor	Annually or more frequently if red flags arise
Supplemental Due Diligence	Business sponsor	Annually

¹ If a proposed alliance member or other representative has a legitimate policy or business reason why it is unable to sign a certification, the responsible JDA associate, following completion of due diligence, may be permitted to certify. Consult the Legal Department for guidance.

² High risk countries are those receiving a rating of 5 or lower according to transparency international <http://media.transparency.org/imaps/cpi2010/>

**FORMS FOR USE WITH
JDA'S
ANTI-BRIBERY POLICY**

[Maintained by Legal Department]

Note: These sample forms may be adapted for particular parties and some requirements may be changed with the prior approval of the Legal Department.

SAMPLE Anti-bribery Letter For Alliance Members

[Insert Name and Address of Consultants/Third Party Representative]

Re: Anti-bribery Acknowledgment

Dear _____:

It is the policy of JDA to include in agreements with its international representatives, provisions which obligate all our representatives to comply with the requirements of the anti-bribery laws. We include this language because JDA is subject to the FCPA and the UK Bribery Act and because numerous other countries have adopted similar anti-corruption laws. Briefly, the FCPA makes it a criminal offense for JDA and its subsidiaries (collectively "JDA"), our officers, directors and employees or for anyone representing us (including you or your employees) to receive, request, offer, pay or give any payment or thing of value to any private or public individual or company ("person"), government official, political party, official of a political party or candidate (or to an intermediary for payment to any of the foregoing), for the purpose of improperly influencing any act or decision designed to obtain, retain or direct business to JDA.

In addition, the anti-bribery laws obligate us to make inquiries regarding the nature of your company and business. In particular, we must know from you whether any person, government official of any country in which you are acting on our behalf has an ownership interest in your company. By "government official" we mean any officer or employee of such government or any department, agency, or instrumentality thereof, or any person acting in an official capacity on behalf of such government or its instrumentality, and we include any immediate family relative of such an official and, of course, any nominee of any government official. Our concern with the ownership interest includes both direct and indirect ownership interests.

Because the anti-bribery laws are criminal statutes and the penalties which may be imposed upon JDA and our personnel are severe, we take our obligation under the anti-bribery laws seriously and request that you also consider this matter very carefully and deliberately. If there is an ownership interest in your company by any person you might be doing business with now or in the future or by a government official, we must be advised.

In addition, we are asking all our Third Party Representatives to understand and agree that:

- (a) No payments are to be made in violation of the FCPA and the UK Bribery Act or that would cause JDA to be in violation of the FCPA or the UK Bribery Act;
- (b) If such payments are discovered, or if we have reasonable cause to believe that such payments are being made, our relationship will be terminated; and

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- (c) If, based on its own good faith review, JDA chooses to terminate this relationship based upon any aspect of the provisions of its anti-bribery policy, you agree to forfeit any and all compensation presently or potentially due and owing under your agreement with JDA.

We also intend to require our representatives and alliance members to periodically produce a certification in writing, as a condition to our continued business relationship, that you or your organization have not (and with respect to any agent, representative, consultant or other person retained by or paid by you in connection with our business, you have no reason to believe that any of them has) taken any action which would place JDA in violation of the FCPA and/or the UK Bribery Act. JDA reserves its right to audit your books and records should JDA determine that an audit is warranted prior to final payment.

Accordingly, please complete the attached questionnaire and return it to us. We are also enclosing a duplicate copy of this letter which we would appreciate your returning to us with a signed acknowledgment of receipt, understanding and agreement in the space provided at the end.

Thanking you for your consideration of this matter and awaiting your prompt reply, I am

Sincerely,

JDA SOFTWARE GROUP, INC.

Enclosures: Independent Representative Questionnaire [if enclosed]
Copy of this letter

Acknowledgment

Received, understood and agreed:

Date:

[Sample Due Diligence Questionnaire for Alliance Members – May be Adapted to Party]

**JDA SOFTWARE GROUP, INC. QUESTIONNAIRE
FOR PROPOSED INTERNATIONAL AGENTS, JOINT VENTURE PARTNERS
CONSULTANTS AND REPRESENTATIVES**

1. Company name: _____
2. Country/ies in which you will represent us: _____
3. Management Information:
Chairman/President: _____
Managing Director: _____
Other Directors: _____
4. Owners/Principals (include name, country of residence, and % ownership):
5. Parent Company (if any): _____
Subsidiary Companies: _____
Jointly Owned Companies: _____
Type of Ownership in Jointly Owned Companies: _____
6. Business References (if not previously provided):
(a) _____
(b) _____
(c) _____
7. Banking Credit References (if not previously provided):
(a) _____
(b) _____
(c) _____

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8. Other Businesses in which Managing Director is Engaged: _____

9. Other Businesses in which other Directors are Engaged:

10. Historical Background: Briefly describe primary areas of business activity, changes in ownership, growth plans, etc.

11. Briefly describe the experience and qualifications of the management personnel.

12. Please attach financial statement (audited, if available) for the past 3 years, including balance sheets and profit and loss statements.

13. Briefly list all contributions, whether in cash or in kind, made during the last three years to any political party, candidate, non-governmental organization, governmental entity or department, or charitable entity (including community development or involvement activities), as practicable.

14. Has your organization or have any of the directors, officers, or owners ever been investigated for, convicted of, or entered into a settlement or plea arrangement involving bribery or corrupt practices? If yes, please describe:

15. Please use this space to provide any additional information which you feel may be relevant to the relationship between company and JDA involving your interactions or relationships with government officials.

16. (a) Does any current or former government official, political party official, candidate for political office, or relative of such a person, have an ownership interest, direct or indirect in your company? Yes ____ No ____

(Note: Indirect ownership could include an ownership by a member of the official's family or through a nominee.)

(b) Is any current or former government official, political party official, candidate for political office, or relative of such a person an employee, officer or director of your company? Yes _____ No _____

(c) If the answer to either (a) or (b) above is yes, please:

- (1) State the name and official position of such person in the government or political party:
- (2) Describe his/her official duties and responsibilities with the government, governmental office or political party and, if the foreign official is a relative of an owner, director, officer or employee of your company, the relationship of that official to your personnel:
- (3) Indicate the type and extent of his/her ownership interest in your company (*e.g.*, percentage of ownership, positions with your company, shareholder, officer, director, etc.):

WITNESS

TYPED NAME

SIGNATURE

TYPED NAME AND TITLE

JDA

DATE

SAMPLE [NOTE: May be adapted]

ANTI-BRIBERY CERTIFICATION FOR INTERNATIONAL ALLIANCE MEMBERS

I, _____ a duly authorized representative of _____ [agent, consultant or representative name], confirm that I, my company, and anyone retained by me or my company are aware of and understand JDA's Anti-bribery Policy based on the U.S. Foreign Corrupt Practices Act of 1977 as amended, ("FCPA") and the UK Bribery Act of 2010 ("Bribery Act"), and that since the date of my last certification, I, my company, and everyone retained by me or my company have not violated, nor caused JDA to violate the FCPA and/or the Bribery Act in connection with my representation of JDA in any country.

I confirm that neither I nor my company is a governmental entity or political party in the country in which I represent JDA, and that no officer, director, stockholder, employee or agent of my company is a government, governmental entity, or "official", as that term is defined below. "Official" is defined as:

- (i) any officer or employee of any government, including any federal, regional or local department, agency, state-owned or state-controlled enterprise or corporation or other instrumentality thereof;
- (ii) any person acting in an official capacity for or on behalf of any such entities identified in clause (i);
- (iii) any official of a political party, or candidate or nominee of any political party or for any position with any entity identified in clause (i) above; and
- (iv) any official or employee of a public international organization.

In connection with my representation of JDA, neither I, nor my company, nor any of its officers, directors, stockholders, employees or agents have received, requested, offered, paid, promised to pay, or authorized the payment of any money, or offered, the payment of any money or anything of value to (a) any "official" as that term is defined above, or (b) any other "person" being any individual or company within the private or public sector for any of the prohibited purposes listed below. These prohibited purposes are:

- 1. to influence any act or decision of such or official or person,
- 2. to induce such official or person to do or omit to do any act in violation of the duty of such official or person,
- 3. to secure any improper advantage; or

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4. to induce such official or person to use his or its influence to affect or influence any act or decision of a government or instrumentality or any other person,

I agree that should I learn of or have reason to know of any activities in connection with the representation of JDA which may constitute a violation of any anti-bribery laws, I will immediately advise JDA's Legal Department at:

JDA SOFTWARE GROUP, INC.

Attn: _____

General Counsel

INSERT ADDRESS

phone _____

Date

Authorized Representative's Signature

Representative's Title

Organization

**STATEMENT OF COMPLIANCE
FOREIGN CORRUPT PRACTICES ACT
FOR JDA OFFICERS AND EMPLOYEES**

[Note: Use for JDA Leadership members and for all customer/alliance facing Associates or those involved in preparing or reviewing applicable books and records]

I, _____, confirm that I am aware of and understand the anti-bribery and accurate recordkeeping requirements of the U.S. Foreign Corrupt Practices Act of 1977 as amended, ("FCPA") and the UK Bribery Act 2010 ("Bribery Act"), and that since the date of my last certification, I have not violated, nor caused JDA to violate the FCPA and/or the Bribery Act in connection with my representation of JDA in any country.

Specifically, I confirm that I am not an "official" as that term is defined below. "Official" is defined as:

- (i) any officer or employee of a country's government, including any federal, regional or local department, agency, state-owned or state-controlled enterprise or corporation or other instrumentality thereof;
- (ii) any person acting in an official capacity for or on behalf of any such entities identified in clause (i);
- (iii) any official of a political party, or candidate or nominee of any political party or for any position with any entity identified in clause (i) above; and
- (iv) any official or employee of a public international organization.

In connection with my employment by JDA, I have not received, requested, offered, paid, promised to pay, or authorized the payment of any money, or offered, the payment of any money or anything of value to (a) any "official" as that term is defined above, or (b) any other "person", being any individual or company within the private or public sector. These prohibited purposes are:

1. to influence any act or decision of such official or person,
2. to induce such official or person to do or omit to do any act in violation of the lawful duty of such foreign official, political party, party official, or candidate,
3. to secure any improper advantage; or
4. to induce such official or person to use his or its influence to affect or influence any act or decision of a government or instrumentality or any other person,

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I agree that should I learn of or have reason to know of any activities in connection with JDA which may constitute a violation of the FCPA and/or the Bribery Act, I will immediately advise JDA General Counsel:

JDA SOFTWARE GROUP, INC.

Attn: _____

General Counsel

INSERT ADDRESS

phone _____

Date

Signature
