

## **AUDIT COMMITTEE CHARTER**

### **JDA SOFTWARE GROUP, INC.**

### **CHARTER OF THE AUDIT COMMITTEE OF THE**

### **BOARD OF DIRECTORS**

*(as amended through September 1, 2011)*

#### **I. STATEMENT OF POLICY**

The Audit Committee (the “Committee”) of the Board of Directors (the “Board”) of JDA Software Group, Inc. (the “Company”) has the responsibility and authority to oversee the accounting and financial reporting processes of the Company, the integrity of the financial reports and other financial information and the audits of the Company’s financial statements. The Committee shall also review the qualifications, independence and performance, and approve the terms of engagement, of the Company’s independent auditor, review the performance of the Company’s internal audit function, and prepare any reports required of the Committee under rules of the Securities and Exchange Commission (the “SEC”).

The Company shall provide appropriate funding, as determined by the Committee, to permit the Committee to perform its duties under this Charter, to compensate its advisors and to compensate any registered public accounting firm engaged for the purpose of rendering or issuing an audit report or related work or performing other audit, review or attest services for the Company. The Committee, at its discretion, has the authority to initiate investigations, and hire legal, accounting or other outside advisors or experts to assist the Committee, as it deems necessary to fulfill its duties under this Charter. The Committee may also perform such other activities consistent with this Charter, the Company’s Bylaws and governing law, as the Committee or the Board deems necessary or appropriate.

#### **II. ORGANIZATION AND MEMBERSHIP REQUIREMENTS**

The Committee shall be comprised of three or more directors selected by the Board, each of whom shall satisfy the independence and experience requirements of the Nasdaq Stock Market, provided that one director who does not meet the independence criteria of Nasdaq, but is not a current employee or officer, or an immediate family member of an employee or officer, may be appointed to the Committee, subject to the approval of the Board pursuant to, and subject to the limitations under, the “exceptional and limited circumstances” exceptions as provided under the rules of Nasdaq. In addition, the Committee shall not include any member who:

1. has participated in the preparation of the financial statements of the Company or any current subsidiary at any time during the past three (3) years; or
2. accepts any consulting, advisory, or other compensatory fee, directly or indirectly, from the Company, other than in his or her capacity as a member of the Committee, the Board, or any other committee of the Board, or
3. is an affiliate of the Company or any subsidiary of the Company, other than a director who

meets the independence requirements of the Nasdaq Stock Market.

Each member of the Committee must be able to read and understand fundamental financial statements, including a balance sheet, income statement, and cash flow statement. In addition, at least one member shall have past employment experience in finance or accounting, professional certification in accounting, or other comparable experience or background resulting in the individual being financially sophisticated, which may include being or having been a chief executive, chief financial, or other senior officer with financial oversight responsibilities.

Each member of the Committee shall be appointed by the Board on the recommendation of the Nominating and Corporate Governance Committee and shall serve until their successors are duly elected and qualified or their earlier resignation, **death** or removal. Any member of the Committee may be **removed or** replaced by the Board on the recommendation of the Nominating and Corporate Governance Committee. Unless a chairman is elected by the full Board, the members of the Committee may designate a chairman by majority vote of the full Committee membership.

### **III. MEETINGS**

The Committee shall meet as often as it determines, but not less frequently than quarterly. A majority of the members shall represent a quorum of the Committee. Formal action to be taken by the Committee shall be by **unanimous written consent** or by the affirmative vote of at least a majority of the members present (in person or by telephone conference call) at a meeting at which a quorum is present. The Committee may form and delegate authority to subcommittees or to one or more members of the Committee, when appropriate. The Committee shall meet with management and the independent auditor in separate executive sessions as appropriate, but at least quarterly. The Committee shall meet with the independent auditor and management on a quarterly basis to review the Company's financial statements and financial reports. The Committee shall maintain written minutes of its meetings, which minutes will be filed with the minutes of the meetings of the Board.

### **IV. COMMITTEE AUTHORITY AND RESPONSIBILITIES**

The Committee shall have the following authority and responsibilities, subject to such modification and additional authority as the Board may approve from time to time:

#### *A. Oversight of the Company's Independent Auditor*

The Committee shall:

1. Be directly and solely responsible for the appointment, compensation, retention and oversight of any independent auditor (including resolution of disagreements between management and the independent auditor regarding financial reporting) engaged by the Company for the purpose of preparing or issuing an audit report or related work, with each such auditor reporting directly to the Committee.
2. Periodically review and discuss with the independent auditor (i) the matters required to be discussed by Statement on Auditing Standards No. 61, as amended, and (ii) any **formal written statements received** from the independent auditor **consistent with and in satisfaction of Independence Standards Board Standard No. 1, as amended, including without limitation, descriptions of (x) all relationships between the independent auditor and the Company, (y) any disclosed relationships or services that may impact the independent auditor's objectivity**

**and independence and (z) whether any of the Company's senior finance personnel were recently employed by the independent auditor.**

3. Obtain and review annually a report from the independent auditor describing (i) the independent auditor's internal quality-control procedures, (ii) any material issues raised by the most recent internal quality-control review or peer reviews or by any inquiry or investigation by governmental or professional authorities within the preceding five years respecting one or more independent audits carried out by the firm, and any steps taken to deal with such issues, and (iii) all relationships between the independent auditor and the Company.
4. Evaluate annually the qualifications, performance and independence of the independent auditor, including a review of whether the independent auditor's quality control procedures are adequate and a review and evaluation of the lead partner of the independent auditor, taking into account the opinions of management, and report to the Board on its conclusions, together with any recommendations for additional action.
5. Consult with the independent auditor to assure the rotation of the lead audit partner having primary responsibility for the audit and the audit partner responsible for reviewing the audits every five years, consider issues related to the timing of such rotation and the transition to new lead and reviewing partners, and consider whether, in order to assure continuing auditor independence, there should be regular rotation of the audit firm, and report to the Board on its conclusions.
6. Approve in advance the engagement of the independent auditor for all audit services and non-audit services, based on independence, qualifications and, if applicable, performance, and approve the fees and other terms of any such engagement; provided, however, that (i) the Committee may establish pre-approval policies and procedures for any engagement to render such services, provided that such policies and procedures (x) are detailed as to particular services, (y) do not involve delegation to management of the Committee's responsibilities hereunder and (z) provide that, at its next scheduled meeting, the Committee is informed as to each such service for which the independent auditor is engaged pursuant to such policies and procedures, and (ii) the Committee may delegate to one or more members of the Committee the authority to grant pre-approvals for such services, provided that (x) the decisions of such member(s) to grant any such pre-approval shall be presented to the Committee at its next scheduled meeting and (y) the Committee has established policies and procedures for such pre-approval of services consistent with the requirements of clauses (i)(x) and (y) above. **The Committee shall not engage the independent auditors to perform non-audit services to the extent proscribed by law or regulation.**
7. Meet with the independent auditor prior to the audit to discuss the planning and staffing of the audit.
8. Approve as necessary the termination of the engagement of the independent auditor and select a replacement independent auditor.
9. Regularly review with the independent auditor any significant difficulties encountered during the course of the audit, any restrictions on the scope of work or access to required information and any significant disagreement among management and the independent auditor in connection with the preparation of the financial

statements. Review with the independent auditor any accounting adjustments that were noted or proposed by the independent auditor but that were “passed” (as immaterial or otherwise), any communications between the audit team and the independent auditor’s national office respecting auditing or accounting issues presented by the engagement, any “management” or “internal control” letter or schedule of unadjusted differences issued, or proposed to be issued, by the independent auditor to the Company, or any other material written communication provided by the independent auditor to the Company’s management.

10. Review with the independent auditor on a quarterly basis the critical accounting policies and practices used by the Company, all alternative treatments of financial information within generally accepted accounting principles that the independent auditor has discussed with management, the ramifications of the use of such alternative disclosures and treatments and the treatment preferred by the independent auditor.

*B. Review of Financial Reporting, Policies and Processes*

1. Review and discuss with management and the independent auditor the Company’s annual audited financial statements, any certification, report, opinion or review rendered by the independent auditor, and recommend to the Board whether the audited financial statements should be included in the Company’s annual report on Form 10-K.
2. Review and discuss with management and the independent auditor the Company’s annual report on Form 10-K, including the Company’s disclosure under “Management’s Discussion and Analysis of Financial Condition and Results of Operations” prior to the filing of the Company’s annual report on Form 10-K.
3. Review and discuss with management and the independent auditor the Company’s quarterly financial statements and the Company’s disclosure under “Management’s Discussion and Analysis of Results of Operation” prior to the filing of each of the Company’s quarterly report on Form 10-Q.
4. Review and discuss earnings press releases and other information provided to securities analysts and rating agencies, including “pro forma” or adjusted financial information.
5. At least quarterly, meet separately with management and with the independent auditor.
6. Review and discuss with management and the independent auditor any significant judgments made in management’s preparation of the financial statements and the view of each as to appropriateness of such judgments.
7. Review and discuss annually with management its assessment of the effectiveness of the Company’s internal controls and procedures for financial reporting (“Internal Controls”), and review annually with the independent auditor the attestation to and report on, the assessment made by management, and consider with management and the independent auditor whether any changes to the Internal Controls are appropriate

in light of management's assessment or the independent auditor's report.

8. Review and discuss annually with management its evaluation of the Company's procedures and controls designed to assure that information required to be disclosed in the Company's periodic public reports is recorded, processed, summarized and reported in such reports within the time periods specified by the SEC for the filing of such reports ("Disclosure Controls"), and consider whether any changes are appropriate in light of management's evaluation of the effectiveness of such Disclosure Controls.
9. Review and discuss with management and the independent auditor any off-balance sheet transactions or structures and their effect on the Company's financial results and operations, as well as the disclosure regarding such transactions and structures in the Company's public filings.
10. Review with management and the independent auditor the effect of regulatory and accounting initiatives on the financial statements. Review any major issues regarding accounting principles and financial statement presentations, including any significant changes in selection of an application of accounting principles. Consider and approve, if appropriate, changes to the Company's auditing and accounting principles and practices as suggested by the independent auditor or management.
11. At least annually, discuss with management internal controls and disclosure controls relating to executive compensation.
12. Certify that performance goals have been attained for purposes of Section 162(m) of the Internal Revenue Code as related to compensation plans linked to such performance measures.
13. Review any special audit steps adopted in light of material control deficiencies.

*C. Oversight of the Company's Internal Audit Function*

1. The Committee shall be directly and solely responsible for the appointment, performance, retention and oversight of a chief internal auditor for the purpose of preparing or issuing audit reports or related work, with each such auditor reporting directly to the Committee.
2. Periodically review and discuss with the chief internal auditor (i) any independence matters that may arise concerning the chief internal auditor, his or her staff and (ii) any conditions that affect the chief auditor or his or her staff from performing the duties of the audit function.
3. Periodically review and discuss with the chief internal auditor (i) the internal audit function's scope, processes and procedures and, (ii) any material financial statement and accounting issues arising in the course of audit work.
4. Evaluate annually the qualifications, performance and independence of the chief internal auditor.
5. Review an assessment prepared annually by the chief auditor of the risk environment

of the Company.

6. Meet with the chief internal auditor once each year to discuss the planning and staffing of the audit.
7. Approve as necessary the termination of the chief internal auditor and select a replacement.
8. Regularly review with the chief internal auditor any significant difficulties encountered during the course of the audit, any restrictions on the scope of work or access to required information and any significant disagreement among management and the chief internal auditor in connection with the performance of the duties of the internal audit function.

*D. Risk Management, Related Party Transactions, Legal Compliance and Ethics*

1. Review with the chief executive officer and chief financial officer of the Company any report on significant deficiencies in the design or operation of the Internal Controls which could adversely affect the Company's ability to record, process, summarize or report financial data, any material weaknesses in Internal Controls identified to the auditors, and any fraud, whether or not material, that involves management or other employees who have a significant role in the Company's Internal Controls.
2. Review and approve all related-party transactions after reviewing each such transaction for potential conflicts of interests and other improprieties.
3. Establish and maintain procedures for the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls or auditing matters, and the confidential, anonymous submission by employees of the Company of concerns regarding questionable accounting or auditing matters. Adopt, as necessary, appropriate remedial measures or actions with respect to such complaints or concerns.
4. Provide for and review prompt disclosure to the public of any change in, or waiver of, the Company's Code of Business Conduct and Ethics (the "Code of Business Conduct") applicable to all directors, **officers** and employees and which meets the requirements of Item 406 of the SEC's Regulation S-K. Review such Code of Business Conduct periodically and recommend such changes to such Code of Business Conduct as the Committee shall deem appropriate, and adopt procedures for monitoring and enforcing compliance with such Code of Business Conduct.
5. As requested by the Board, review and investigate conduct alleged by the Board to be in violation of the Company's Code of Business Conduct, and adopt as necessary or appropriate, remedial, disciplinary, or other measures with respect to such conduct.
6. Discuss with management and the independent auditor any correspondence with regulators or governmental agencies that raise material issues regarding the Company's financial statements or accounting policies.
7. Discuss guidelines and policies to govern the process by which risk assessment and management is undertaken and handled. Discuss with management the Company's

major financial risk exposures and the steps management has taken to monitor and control such exposures.

8. Review **with the Company's general counsel and report to the Board on litigation, material government investigations, compliance with applicable legal requirements and the Company's Code of Business Conduct, and** management's monitoring of compliance with the Foreign Corrupt Practices Act.
9. Prepare the Committee's report required by the rules of the SEC to be included in the Company's annual proxy statement.
10. Develop, in coordination with the Nominating and Corporate Governance Committee, and implement an annual performance evaluation of the Committee.
11. Regularly report to the Board on the Committee's activities, recommendations and conclusions.
12. Review and reassess the Charter's adequacy at least annually.

