

# COMPENSATION COMMITTEE CHARTER

## JDA SOFTWARE GROUP, INC.

### CHARTER OF THE COMPENSATION COMMITTEE OF THE BOARD OF DIRECTORS

*(as amended through September 1, 2011)*

#### I. STATEMENT OF POLICY

The Compensation Committee (the “Committee”) of the Board of Directors (the “Board”) of JDA Software, Inc. (the “Company”) has the responsibility and authority to supervise and review the affairs of the Company as they relate to the compensation and benefits of executive officers and directors of the Company. In carrying out these responsibilities, the Committee shall review all components of executive and director compensation for consistency with the Company’s compensation philosophy and with the interests of the Company’s stockholders.

#### II. ORGANIZATION AND MEMBERSHIP REQUIREMENTS

The Committee shall be comprised of at least two Board members, each of whom must be determined by the Board to be “independent” under the rules of the Nasdaq Stock Market, the Company’s Corporate Governance Guidelines and applicable law. In addition, no director may serve on the Committee unless he or she is both (i) a “non-employee director” for purposes of Rule 16b-3 under the Securities Exchange Act of 1934, as amended, and (ii) an “outside director” for purposes of Section 162(m) of the Internal Revenue Code. A Board member shall not serve on this Committee if any executive officer of the Company serves on the board of directors of an entity that employs such Board member as an executive officer.

Each member of the Committee shall serve until his or her successor is duly elected and qualified or until such member’s earlier resignation, death or removal. Any member of the Committee may be removed or replaced by the Board. 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. The Chair shall preside at all regular meetings of the Committee and set the agenda for each Committee meeting.

In fulfilling its responsibilities, the Committee shall, to the extent permitted by law, be entitled to delegate any or all of its responsibilities to one or more subcommittees of the Committee comprised of one or more members of the Committee.

The Committee shall have the authority to obtain advice or assistance from consultants, legal counsel, accounting or other advisors as appropriate to perform its duties hereunder, and to determine the terms, costs and fees for such engagements. Without limitation, the Committee shall have sole authority to retain and terminate any compensation consultant to be used to assist in the performance of the Committee’s duties, and shall have sole authority to approve the terms, costs and fees for such engagements. The fees and costs of any consultant or advisor engaged by the Committee to assist the Committee in performing its duties hereunder shall be borne by the Company.

### **III. MEETINGS**

The Committee shall meet as often as it deems necessary to fulfill its responsibilities hereunder, but not less frequently than once each year, and may meet with management or individual directors at such time as it deems appropriate to discuss any matters before the Committee. The Committee may request that any employee of the Company attend any of its meetings or meet with any Committee member or consultant. The Committee shall meet periodically in executive session without the presence of management.

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. A quorum shall consist of at least a majority of the members of the Committee. Any actions taken by the Committee during any period in which one or more of the members fail for any reason to meet the membership requirements set forth above shall still constitute duly authorized actions of the Committee for all corporate purposes.

The Committee shall maintain written minutes of its meetings, which minutes shall 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:

1. Periodically review and advise the Board concerning the Company's overall compensation philosophy, policies and plans, including a review of both regional and industry compensation practices and trends.
2. Advise management on the composition of any peer group used for comparison purposes. Identify appropriate companies to comprise any peer group used for comparison purposes.
3. Review and approve corporate and personal performance goals and objectives relevant to the compensation of the chief executive officer, evaluate the performance of the chief executive officer in light of those goals and objectives, and determine and approve the chief executive officer's compensation (including but not limited to salary, bonus, incentive compensation, equity awards, benefits and perquisites) based on this evaluation. In determining the long-term incentive component of the chief executive officer's compensation, the Committee should consider the Company's performance and relative shareholder return, the value of similar incentive awards to chief executive officers at comparable companies, and the awards given to the chief executive officer in past years.
4. Review and approve corporate and personal performance goals and objectives relevant to the compensation of all non-CEO executive officers, and set all non-CEO executive compensation (including but not limited to salary, bonus, incentive compensation, equity awards, benefits and perquisites).
5. Make recommendations to the Board regarding the establishment and terms of the Company's incentive compensation plans and equity compensation plans, and administer such plans.

6. Make and approve grants of equity awards to all executive officers and directors under the Company's compensation plans.
7. Make and approve grants of equity awards to all other eligible individuals.
8. Review and approve compensation-related matters outside the ordinary course, including but not limited to employment contracts, change-in-control provisions, severance arrangements, and material amendments thereto.
9. Review and discuss with management the disclosures in the Company's "Compensation Discussion and Analysis" and any other disclosures regarding executive compensation to be included in the Company's public filings or shareholder reports.
10. Review and discuss with management the risks associated with the Company's compensation policies.
11. Based upon its review and discussion with management, recommend to the Board whether the Compensation Discussion and Analysis should be included in the Company's proxy statement, Form 10-K, or information statement, as applicable, and prepare the related report required by the rules of the Securities and Exchange Commission.
12. 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.
13. Report to the Board on the Committee's activities on a regular basis.
14. Review and reassess the adequacy of this Charter as appropriate and recommend any proposed changes to the Board for approval.
15. Develop, in coordination with the Nominating and Corporate Governance Committee, and implement an annual performance evaluation of the Committee.

## **V. ANNUAL REVIEW**

The Committee shall review on at least an annual basis the scope of responsibilities of the Committee and the Committee's performance of its duties. Any proposed changes to this Charter or the scope of the Committee's responsibilities, where indicated, shall be referred to the Board for appropriate action.