

JDA SOFTWARE GROUP, INC.

Procedures and Guidelines Governing Securities Trades by Company Personnel

(Revised October 21, 2008)

I. Purpose

In order to comply with federal and state securities laws governing (a) trading in Company securities while in the possession of “material nonpublic information” concerning the Company, and (b) tipping or disclosing material nonpublic information to outsiders, and in order to prevent even the appearance of improper trading or tipping, the Company has adopted this policy for all of its directors, officers and employees and entities (such as trusts and corporations) over which such employees, officers or directors have or share voting or investment control and specially designated outsiders, if any, who have access to the Company’s material nonpublic information.

II. Scope

A. This policy covers all directors, officers and employees of the Company and entities (such as trusts and corporation) over which such employees, officers or directors have or share voting or investment control (collectively referred to as “Insiders”), and any outsiders whom the Compliance Officers, as defined below, may, from time to time, designate as Insiders because they have access to material nonpublic information concerning the Company. Employees, officers and directors are responsible for ensuring compliance by their families and members of their households and entities over which they exercise voting or investment control.

B. This policy, and the terms “trade” and “trading,” apply to ***any and all transactions, including gifts and pledges, in the Company’s securities***, including its common stock and options to purchase common stock, and any other types of securities that the Company may issue, such as preferred stock, convertible debentures, warrants and exchange-traded options or other derivative securities.

C. The policy will be delivered to all directors, officers, employees and designated outsiders upon its adoption by the Company, and to all new directors, officers, employees and designated outsiders at the start of their employment or relationship with the Company. Upon first receiving a copy of the policy or any revised versions, each Insider must sign an acknowledgment that he or she has received a copy and agrees to comply with the policy’s terms. This acknowledgment and agreement will constitute consent for the Company to impose sanctions for violation of this policy and to issue any necessary stop-transfer orders to the Company’s transfer agent to enforce compliance with this policy. As discussed in Section VII.B., sanctions for individuals may include demotion or other disciplinary actions, including termination for cause. Section 16 Individuals, as defined below, may be required to certify compliance with this policy on an annual basis.

D. The Company may change these procedures or adopt other procedures in the future as the Company considers appropriate in order to carry out the purposes of this policy.

III. Section 16 Individuals and Designated Employees

The Company has designated (a) those persons listed on Exhibit A attached hereto as the directors and executive officers who are subject to the reporting provisions and trading restrictions of Section 16 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), and the underlying rules and regulations promulgated by the Securities and Exchange Commission (“SEC”) and (b) those persons on Exhibit B attached hereto as designated employees (“Designated Employees”). Each person listed on Exhibit A is referred to herein as a “Section 16 Individual.” Section 16 Individuals and Designated Employees must obtain prior approval of all trades in Company securities from the CEO or CFO for Section 16 Individuals, Regional Vice Presidents and the Compliance Officers, and from the Compliance Officers for all other Designated Employees in accordance with the procedures set forth in Section VI.C. below. The Company will amend Exhibit A and Exhibit B from time to time as necessary to reflect the addition and the resignation or departure of Section 16 Individuals and Designated Employees.

IV. Insider Trading Compliance Officers

The Company has designated the Vice President of Accounting, and the General Counsel, as its Insider Trading Compliance Officers (each a “Compliance Officer”). The Compliance Officers will review and either approve or prohibit all proposed trades by Designated Employees in accordance with the procedures set forth in Section VI.C. below, except that with respect to the Compliance Officers, Section 16 Individuals, or Regional Vice Presidents, any proposed trades must be approved by the Company’s Chief Executive Officer or Chief Financial Officer. The Compliance Officers may consult with Company counsel.

In addition to the trading approval duties described in Sections VI.C. and VI.D. below, the duties of the Compliance Officers will include the following:

A. Administering this policy and monitoring and enforcing compliance with all policy provisions and procedures.

B. Responding to all inquiries relating to this policy and its procedures.

C. Designating and announcing special trading blackout periods during which no Insiders may trade in Company securities.

D. Providing copies of this policy and other appropriate materials to all current and new directors, officers and employees, and such other persons who the Compliance Officers determine have access to material nonpublic information concerning the Company.

E. Administering, monitoring, and enforcing compliance with all federal and state insider trading laws and regulations, including without limitation Sections 10(b), 16,

20A, and 21A of the Exchange Act and the rules and regulations promulgated thereunder, and Rule 144 under the Securities Act of 1933 (the "Securities Act"); and assisting in the preparation and filing of all required SEC reports relating to insider trading in Company securities, including without limitation Forms 3, 4, 5 and 144 and Schedules 13D and 13G.

F. Revising the policy as necessary to reflect changes in federal or state insider trading laws and regulations.

G. Maintaining as Company records originals or copies of all documents required by the provisions of this policy or the procedures set forth herein, and copies of all required SEC reports relating to insider trading, including without limitation Forms 3, 4, 5 and 144 and Schedules 13D and 13G.

H. Maintaining the accuracy of the list of Section 16 Individuals as attached on Exhibit A and Designated Employees as attached on Exhibit B, and updating such list periodically as necessary to reflect additions or deletions.

The Compliance Officers may designate one or more individuals who may perform a Compliance Officer's duties in the event that a Compliance Officer is unable or unavailable to perform such duties.

V. Definition of "Material Nonpublic Information"

A. "Material" Information

Information about the Company is "material" if it would be expected to affect the investment or voting decisions of a reasonable shareholder or investor, or if the disclosure of the information would be expected to significantly alter the total mix of the information in the marketplace about the Company. In simple terms, material information is any type of information that could reasonably be expected to affect the market price of the Company's securities. Both positive and negative information may be material. While it is not possible to identify all information that would be deemed "material," the following types of information ordinarily would be considered material:

- financial performance, including periodic earnings, quarterly and year-end earnings and significant changes in liquidity;
- major personnel changes;
- significant strategic and technology agreements;
- significant changes in operations, products or technologies;
- significant actual or threatened litigation;
- potential mergers and acquisitions or sale of Company assets or subsidiaries;
- changes in senior management;
- Company projections and strategic plans;
- substantial contracts not in the ordinary course of business.

B. “Non-Public” Information

Material information is “nonpublic” if it has not been widely disseminated to the public through major newswire services, national news services and financial news services. For the purposes of this policy, information will be considered public, i.e., no longer “nonpublic,” after the opening of trading on the third full trading day following the Company’s widespread public release of the information.

C. Consult the Compliance Officer for Guidance

Any Insiders who are unsure whether the information that they possess is material or nonpublic must consult a Compliance Officer for guidance before trading in any Company securities.

VI. Statement of Company Policy and Procedures

A. Prohibited Activities

1. No Insider may trade in Company securities while possessing material nonpublic information concerning the Company. For purposes of this policy, the term “trade” includes any transaction in the Company’s securities, including gifts and pledges.

2. No Section 16 Individual or Designated Employee may trade in Company securities outside of the applicable “trading windows” described in Section VI.B. below.

3. No Insider may trade in Company securities during any special trading blackout periods designated by the Compliance Officer applicable to such Insider.

4. No Section 16 Individual or Designated Employee may trade in Company securities unless the trade(s) have been approved by the CEO or CFO for Section 16 Individuals, Compliance Officers or Regional Vice Presidents, or by the Compliance Officers for all other Designated Employees in accordance with the

procedures set forth in Section VI.C. below. To the extent possible, Section 16 Individuals should retain all records and documents that support their reasons for making each trade.

5. The Compliance Officers may not trade in Company securities unless the trade(s) has been approved by the Company's Chief Executive Officer or Chief Financial Officer in accordance with the procedures set forth in Section VI.C. below.

6. No Insider may "tip" or disclose material nonpublic information concerning the Company to any outside person (including family members, analysts, individual investors, and members of the investment community and news media), unless required as part of that Insider's regular duties for the Company or authorized by a Compliance Officer. In any instance in which such information is disclosed to outsiders, the Company will endeavor to take such steps as are necessary to preserve the confidentiality of the information, including requiring the outsider to agree in writing to comply with the terms of this policy and/or to sign a confidentiality agreement. All inquiries from outsiders regarding material nonpublic information about the Company must be forwarded to the Company's general counsel, Michael Bridge.

7. No Insider may give trading advice of any kind about the Company to anyone while possessing material nonpublic information about the Company, except that Insiders should advise others not to trade if doing so might violate the law or this policy. The Company strongly discourages all Insiders from giving trading advice concerning the Company to third parties, even when the Insiders do not possess material nonpublic information about the Company.

8. No Insider may trade in any publicly traded options, including puts, calls, straddles and other combinations, regarding Company securities or engage in short sales or sales "against the box" of Company securities. There is no "trading window" or hardship exception for this ban. The Company strongly discourages Insiders from establishing or using a margin account with a broker-dealer for the purpose of buying or selling Company securities.

9. Section 16 Individuals may not use automatic purchase or sale orders of greater than 72 hours in duration, or that extend into a blackout period. Section 16 Individuals also must cancel any automatic purchase or sale orders when any special blackout periods are activated.

10. No Insider may (a) trade in the securities of any other public company while possessing material nonpublic information concerning that company, (b) "tip" or disclose material nonpublic information concerning any other public company to anyone, or (c) give trading advice of any kind to anyone concerning any other public company while possessing material nonpublic information about that company.

11. No entity (such as trusts and corporations) over which an employee, officer or director has or shares voting or investment control may distribute securities of the Company to its limited partners, general partners or shareholders during a period when the employee, officer or director is not permitted to trade, unless the limited partners, general partners or shareholders have agreed in writing to hold the securities until the trading window described in Section VI.B. below is first open.

B. Trading Windows and Blackout Periods

1. Trading Window for Section 16 Individuals and Designated Employees. After obtaining trading approval from the Chief Executive Officer or the Chief Financial Officer for Section 16 Individuals, Regional Vice Presidents, or Compliance Officers, or from the Compliance Officers for all other Designated Employees, in accordance with the procedures set forth in sections VI.C. and VI.D below, respectively, Section 16 Individuals listed on Exhibit A attached hereto and Designated Employees listed on Exhibit B attached hereto may trade in Company securities only during the period beginning at the opening of trading on either (i) the third full trading day following the Company's widespread public release of quarterly or year end earnings, or (ii) the third full trading day after the public release of the Company's pre-announcement of its quarterly results that includes quarterly revenue, and, in either case, ending approximately two weeks before the end of the last month of the next fiscal quarter as determined by the CFO.

2. Trading Window for All Other Insiders. Insiders who are not Section 16 Individuals or Designated Employees are not subject to designated trading windows, but may not trade if they possess material nonpublic information concerning the Company.

3. No Trading During Trading Windows While in the Possession of Material Nonpublic Information. No Insiders possessing material nonpublic information concerning the Company may trade in Company securities even during applicable trading windows. Persons possessing such information may trade during a trading window only after the opening of trading on the third full day following the Company's widespread public release of the information.

4. No Trading during Blackout Periods. No Insiders may trade in Company securities during any special blackout periods that the Compliance Officer may designate. No Insiders may disclose to any outside third party that a special blackout period has been designated.

5. Opening of Trading Defined. For purposes of interpreting this policy, the "opening of trading" shall be considered to be the beginning of the regular trading hours of the primary exchange on which the Company's stock trades (e.g., 9:30 a.m. Eastern Time).

6. 10b5-1 Provision. Any person covered by this policy may adopt a plan for selling the Company's securities that complies with Securities and Exchange Commission Rule 10b5-1. Any person who intends to rely upon such a plan to engage in sales of the Company's securities that would otherwise be prohibited by this Policy should first submit the plan to JDA's Compliance Officers for review at least three (3) weeks prior to effecting any transaction under such plan. The Compliance Officers shall notify the Chief Executive Office and the Chief Financial Officer of any such proposed plan prior to approval. Transactions effected pursuant to a Rule 10b5-1 plan will remain subject to the Company's pre-clearance procedures until such plan is approved in writing by a Compliance Officer. Exhibit C sets forth the requirements for any such Rule 10b5-1 Plan.

C. Procedures For Approving Trades by Section 16 Individuals

1. *Section 16 Individual Trades.* No Section 16 Individual may trade in Company securities until:

- a. the person trading has notified the Chief Executive Officer and the Chief Financial Officer in writing of the amount and nature of the proposed trade(s) and
- b. the person trading has certified to the Chief Executive Officer and the Chief Financial Officer in writing no earlier than two business days prior to the proposed trade(s) that (1) he or she is not in possession of material nonpublic information concerning the Company and (2) the proposed trade(s) do not violate the trading restrictions of Section 16 of the Exchange Act or Rule 144 of the Securities Act.

2. *No Obligations to Approve Trades.* The existence of the foregoing approval procedures does not in any way obligate the Chief Executive Officer or the Chief Financial Officer to approve any trades requested by Section 16 Individuals. The Chief Executive Officer or the Chief Financial Officer may reject any trading requests in their sole reasonable discretion.

D. Procedures For Approving Trades by Designated Employees

1. *Designated Employee Trades.* No Designated Employee may trade in Company securities until:

- a. the person trading has notified a Compliance Officer in writing of the amount and nature of the proposed trade(s) (or in the case of the Regional Vice Presidents or Compliance Officers that they have notified the CEO or CFO); and
- b. the person trading has certified to a Compliance Officer in writing no earlier than two business days prior to the proposed trade(s) that he or she is not in possession of material nonpublic information concerning the (or in the case of the Regional Vice Presidents or Compliance Officers that they have certified to the CEO or CFO).

2. *No Obligations to Approve Trades.* The existence of the foregoing approval procedures does not in any way obligate the Compliance Officers (or the CEO or CFO) to approve any trades requested by Designated Employees. The Compliance Officers (or the CEO or CFO) may reject any trading requests in their sole reasonable discretion.

E. Employee Benefit Plans

1. *Employee Stock Purchase Plans.* The trading prohibitions and restrictions set forth in this policy do not apply to periodic contributions by the Company or employees to employee stock purchase plans or employee benefit plans (e.g., pension or 401K plan) which are used to purchase Company securities pursuant to the

employee's advance instructions. However, no officers or employees may alter their instructions regarding the level of withholding or the purchase of company securities in such plans while in the possession of material nonpublic information. Any sale of securities acquired under such plans is subject to the prohibitions and restrictions of this policy.

2. Stock Option Plans. The trading prohibitions and restrictions set forth in this policy apply to all sales of securities acquired through the exercise of stock options granted by the Company, but not to the acquisition of securities through exercises of stock options for cash.

F. Priority of Statutory or Regulatory Trading Restrictions

The trading prohibitions and restrictions set forth in this policy will be superseded by any greater prohibitions or restrictions prescribed by federal or state securities laws and regulations, e.g., short-swing trading by Section 16 Individuals or restrictions on the sale of securities subject to Rule 144 under the Securities Act of 1933. Any Insider who is uncertain whether other prohibitions or restrictions apply should ask a Compliance Officer.

G. Employee Participation in Chat Rooms

All employees are prohibited from participating in chat room discussion about the Company's securities or business or the securities or business of its competitors. Employees who violate this policy will be subject to disciplinary action as outlined in Section VII.

H. Disclosure of Material Information to the Financial Community

1. Designated Spokespersons. The Company shall designate certain individuals to be the spokespersons for the Company. The Company has designated the Chief Executive Officer and Chief Financial Officer as the sole "Spokespersons" for the Company. All public disclosures of nonpublic Material Information made by the Company and communications with the financial press and analysts should be made only by one of the Company's Spokespersons, and all inquiries relating to nonpublic Material Information should be directed only to one of the Company's Spokespersons.

2. Disclosure of Material Information. All public disclosures of Material Information about the Company to financial press or analysts should be made only by or at the direction of a Spokesperson. Prior to making any public disclosure of nonpublic Material Information, the Spokesperson shall provide the text of the proposed disclosure to the Company's general counsel. The Spokespersons and the general counsel shall be responsible for determining whether the information should be disclosed, confirming that the information is believed to be true, correct and complete in all material respects, and that the information is broadly disseminated to the public and not selectively disclosed to a limited audience.

The Company has an affirmative obligation to correct any inaccurate, incomplete or misleading Material Information previously disseminated by the Company.

Any person at the Company that becomes aware that any previously disclosed Material Information has become inaccurate, incomplete or misleading shall notify the general counsel immediately. The general counsel and the Spokespersons shall be responsible for reviewing the prior disclosure, determining whether it is inaccurate, incomplete or misleading, and whether the Company is under an obligation to correct such information.

If any person at the Company discovers that Material Information disseminated by the Company has been incorrectly restated by any third party, the discovering person shall notify the general Counsel and/or a Spokesperson immediately. The Spokespersons and the general counsel shall be responsible for determining whether to notify the third party of the inaccurate statement, and shall be responsible for determining whether the Company has an obligation to publicly correct the misstated information.

3. *Preparation of Public Disclosures.* The Spokespersons will be responsible for preparing and/or approving all publicly disseminated statements of Material Information about the Company, including preparing and/or approving scripts and other written materials for analysts' meetings and earnings release calls. The Spokespersons shall submit all written disclosure materials to the general counsel for review and approval prior to dissemination to the public or analysts.

4. *Procedure for Disclosure of Material Information.* Public statements of Material Information made by the Company should be quickly and broadly disseminated to the general public. Generally, the Spokespersons should distribute such information to financial news services and wire services in an effort to ensure such broad dissemination.

The written or oral form of the safe harbor under the Private Securities Litigation Reform Act of 1995 should be used in conjunction with all forward-looking statements.

5. *Guidelines for Communications with Analysts.* All communications by the Company with financial analysts should generally be through, or under the supervision of, the Spokespersons. Care should be taken to avoid selective disclosure and avoid tipping any analyst as to any nonpublic Material Information. Public conference calls with analysts should generally be recorded or transcribed.

The Company should not adopt or affirm any analysts estimate.

If a Spokesperson determines that one or more analysts may have come into possession of nonpublic Material Information, the Spokesperson should notify the general counsel and the other Spokespersons. The general counsel and the Spokespersons shall be responsible for determining whether there has been a selective disclosure of nonpublic Material Information and whether the Company has an affirmative obligation to publicly disclose such information.

The Company shall generally avoid commenting on the accuracy of analysts' projections or reports and shall not endorse or distribute such reports. If a Spokesperson becomes aware that an analyst's report or projections may be materially misleading or materially inaccurate, the Spokespersons should notify the general counsel and the other Spokespersons. The Spokespersons and general counsel shall

be responsible for determining whether the Company has an affirmative obligation to correct the error, or take steps to notify the analyst that the projection appears to be significantly inaccurate.

VII. Potential Civil, Criminal and Disciplinary Sanctions

A. Civil and Criminal Penalties

The consequences of prohibited insider trading or tipping can be severe. Persons violating insider trading or tipping rules may be required to disgorge the profit made or the loss avoided by the trading, pay the loss suffered by the person who purchased securities from or sold securities to the insider tippee, pay civil penalties up to three times the profit made or loss avoided, pay a criminal penalty of up to \$1 million, and serve a jail term of up to ten years. The Company and/or the supervisors of the person violating the rules may also be required to pay major civil or criminal penalties.

B. Company Discipline

Violation of this policy or federal or state insider trading or tipping laws by any director, officer or employee may subject the director to dismissal proceedings and the officer or employee to disciplinary action by the Company, including termination for cause.

C. Reporting of Violations

Any Insider who violates this policy or any federal or state laws governing insider trading or tipping, or knows of any such violation by any other Insiders, must report the violation immediately to a Compliance Officer. Upon learning of any such violation, the Compliance Officer, in consultation with the Company's legal counsel, will determine whether the Company should release any material nonpublic information or whether the Company should report the violation to the SEC or other appropriate governmental authority.

VIII. Inquiries

Please direct all inquiries regarding any of the provisions or procedures of this policy to either of the Compliance Officers, the Vice President of Accounting, or General Counsel of the Company.

Exhibit A

Section 16 Individuals

(as of October 2008)

DIRECTORS

James Armstrong
Orlando Bravo
Michael Gullard
Douglas Marlin
Jock Patton

OFFICERS

<u>Name</u>	<u>Title</u>
Philip Boland	Senior Vice President, Worldwide Consulting Services
Brian Boylan	Senior Vice President, Human Resources
Hamish Brewer	President and Chief Executive Officer
G. Michael Bridge	Senior Vice President, General Counsel
Arnaud Decarsin	Regional Vice President of Sales, EMEA
Tom Dziersk	Senior Vice President, Americas
Larry Ferrere	Senior Vice President, Product Management and Chief Marketing Officer
David Johnston	Senior Vice President, Manufacturing and Wholesale Distribution
David King	Senior Vice President, Product Development
Chris Koziol	Chief Operating Officer
Kristen Magnuson	Executive Vice President and Chief Financial Officer
Chris Moore	Senior Vice President, Customer Support Solutions
Stephen McNulty	Regional Vice President, Asia Pacific
Wayne Usie	Senior Vice President, Retail

Exhibit B

Listing of Designated Employees

The Company has designated those positions listed below as “Designated Employees” who, because of their position with the Company and their access to material nonpublic information, must only trade in accordance with the Company’s established procedures and guidelines governing insider trading and tipping.

Regional Executives

All

Client Systems & Services

VP and above

Consulting Services Group

Director and above

Product Development Group

VP and above

Domestic Sales & Marketing

Sales – Quota carrying sales representatives and above
Marketing Communication – Associate Director and above
All other Marketing – Director and above

JDA University

VP and above

Domestic Finance, Legal, Human Resources, Information Technology & Administration

Finance – Senior Accountant/Analyst and above, and anyone with access to Salesforce.com or other JDA Forecast Tool

Legal – All

HR – VP and above

IT – Anyone with access to JDA financial systems

Administration – Executive Assistants

All International Regions

Finance – Controller and above

Sales – Quota carrying sales representatives and above

Other – VP and above, and Country Managers

EXHIBIT C

REQUIREMENTS FOR RULE 10b5-1 PLANS

The Board of Directors of the Company has adopted this Addendum to the Company's Policy Against Insider Trading (the "Policy") to permit persons subject to the Policy ("Subject Persons") to submit to the Company's Compliance Officers a documented plan (each a "Plan") intended to take advantage of Rule 10b5-1 (the "Rule") promulgated by the Securities and Exchange Commission under the Securities Exchange Act of 1934, as amended.

A Subject Person shall not have violated the Policy if he or she effects a transaction in the Company's securities while in possession of material non-public information if the transaction was entered into pursuant to a Plan entered into in good faith that meets all of the enumerated criteria below under "Plan Guidelines."

None of the Company, the Company's Compliance Officers or any of the Company's other officers, employees or other representatives shall be deemed, solely by their approval of a Subject Person's Plan, to have represented that any Plan complies with the Rule or to have assumed any liability or responsibility to the Subject Person or any other party if such Plan fails to comply with the Rule.

PLAN GUIDELINES

Recitals

The Plan must include recitals about the purpose of the Plan including, but not limited to:

- (a) The Subject Person is entering into the Plan in order to comply with Rule 10b5-1(c)(1)(i)(B) under the Securities Exchange Act of 1934, as amended, and this Plan shall be interpreted to comply with the requirements of Rule 10b5-1(c), and
- (b) The Subject Person is entering into the Plan in order to permit orderly disposition of all or a portion of the Subject Person's securities, facilitate the exercise and sale of soon-to-expire stock options, etc.

Terms of the Transaction

- (a) Non-Discretionary Plan: The Plan must specify:
 - Either (i) the amount of securities to be purchased or sold or (ii) include a written formula or algorithm, or computer program, for determining the amount of securities to be purchased or sold,
 - the price at which the securities are to be purchased or sold, and
 - the date(s) on which the securities are to be purchased or sold.
- (b) Discretionary Plan: Discretionary Plans are not allowed under the Company's Policy.

Further, all Plans must be in the form of a written, binding contract.

Restrictions on sales under the Plan

The Plan must either:

- (a) be established at a time when the Company's trading window for the Subject Person is open, or
- (b) require that no transactions be made until the first open trading window for the Subject Person following the establishment of the Plan.

Restrictions on parties effectuating transactions

The Plan must state that any person executing Plan transactions may not deviate from the Plan instructions.

In addition, the Plan must state that no transaction under the Plan may be made by a person who is aware of material non-public information at the time of the scheduled transaction.

Duration of the Plan

The Plan must:

- (a) have a fixed termination date that is at least **six (6)** months after the date the first transaction is effectuated under the Plan, or
- (b) continue for an indefinite period under specified guidelines until there are no more securities available (in the case of sales) or no more cash available (in the case of purchases).

Modifications of the Plan

The Plan must:

- (a) limit the number of modifications to **one (1)** modification during any twelve-month period; provided, however, that the first such modification may not take place prior to **six (6)** months after the date the first transaction is effectuated under the Plan, and
- (b) include a representation that the Subject Person will not modify the Plan while in possession of material non-public information.

Termination of the Plan

The Plan must include a representation that the Subject Person will not terminate the Plan while in possession of material non-public information.

Suspension or termination of the Plan by the Company upon the occurrence of certain events

The Plan must provide for automatic termination or suspension of the Plan in the sole discretion of the Company:

- (a) to comply with trading restrictions imposed in connection with any merger transaction,
- (b) to comply with a lock-up agreement required in connection with a securities issuance transaction,
- (c) upon the announcement of a merger or acquisition of the Company,
- (d) upon the occurrence of an event that would violate the law, or
- (e) other similar events.

Compliance with other rules, regulations and reporting requirements

The Plan must provide:

- (a) appropriate mechanisms to ensure that the Subject Person complies with all rules and regulations, including Rule 144, Rule 701 and Section 16(b), applicable to securities transactions under the Plan by the Subject Person, and
- (b) for timely filings by the Subject Person of any filings required under Rule 144 of the Securities Act and Sections 13 and 16 of the Exchange Act.

Subject Person's Representations, warranties and covenants

The Plan must include the following representations, warranties and covenants:

- As of the date the Plan is enacted, the Subject Person is not aware of any material non-public information concerning the Company, or if the Subject Person is aware of any material non-public information at the time the Plan is enacted, the first transaction under the Plan will not be effectuated until the time that such material non-public information is made public (the first open trading window applicable to the Subject Person following the establishment of the Plan).
- The Subject Person is entering into the Plan in good faith and not as part of a plan or scheme to evade compliance with federal or state securities laws.
- While the Plan is in effect, the Subject Person agrees not to enter into or alter any corresponding or hedging transaction or position with respect to the securities covered by the Plan.
- The Subject Person agrees not to alter or deviate from the terms of the Plan.

- The Subject Person agrees that it shall not, directly or indirectly, communicate any information relating to the securities or the Company, to any broker, dealer, financial advisor, trustee or any other third party who is involved, directly or indirectly, in executing the Plan at any time while the Plan is in effect.
- The Subject Person agrees not to take, and agrees to cause any person or entity with which the Subject Person would be required to aggregate sales of securities pursuant to paragraph (a)(2) or (e) of Rule 144 not to take, any action that would cause the sales made under the Plan not to meet all applicable requirements of Rule 144.
- The Subject Person agrees to timely make all filings required under the Securities Act of 1933, as amended, and the Securities Exchange Act of 1934, as amended.
- The Subject Person acknowledges and agrees that the Subject Person does not have, and shall not attempt to exercise, any influence over how, when or whether to effect purchases or sales of securities pursuant to the Plan; provided, in addition, that any other person who, pursuant to the contract, instruction or plan, did exercise such influence must not have been aware of the material non-public information when doing so.
- The Subject Person agrees that any modifications to the Plan must be made in good faith and at such time that the Subject Person is not aware of any material non-public information.
- The Subject Person agrees that he will not terminate the Plan at such time that the Subject Person is aware of any material non-public information.
- The Subject Person agrees that the Company may, in its sole discretion, make public announcements regarding the Plan, including information as to the timing of the transactions and the amount and price of the securities to be sold.
- The Subject Person agrees to return any securities not sold pursuant to the Plan to the Company for relegending.

JDA Software Group, Inc.

Re: ***Procedures and Guidelines governing Securities Trades By Company Personnel***

Ladies and Gentlemen:

Enclosed is a copy of the "Procedures and Guidelines Governing Securities Trades by Company Personnel," as adopted by JDA Software Group, Inc. (the "Company") in September 2003. **PLEASE READ IT VERY CAREFULLY.** As it indicates, the consequences of insider trading can be drastic to both you and the Company.

To show that you have read the Procedures and Guidelines and agree to be bound by it, please sign and return the attached copy of this letter to the Company's General Counsel as soon as possible.

Very truly yours,

General Counsel

CERTIFICATION

The undersigned certifies that the undersigned has read, understands and agrees to comply with the "Procedures and Guidelines Governing Securities Trades by Company Personnel" of JDA Software Group, Inc. (the "Company"). The undersigned agrees that the undersigned will be subject to sanctions, including, as to employees of the Company, termination of employment, that may be imposed by the Company, in its discretion, for violation of the Company's policy, and that the Company may give stop-transfer and other instructions to the Company's transfer agent against the transfer of the Company securities by the undersigned in a transaction that the Company considers to be in contravention of its policy.

JDA SOFTWARE GROUP, INC.:

INDIVIDUAL:

By: _____

(Signature)

Printed name: _____

Printed name: _____

Title: _____

Date signed: _____

Date signed: _____