

**MINUTES OF THE ANNUAL MEETING  
OF  
STOCKHOLDERS**  
Lawson Software, Inc.

October 26, 2006

**Call to Order**

The Annual Meeting of Stockholders (“Annual Meeting”) of Lawson Software, Inc. (“the Company”) was held at 10:00 a.m., Central Daylight Time, on October 26, 2006 at the Company’s corporate offices in St. Paul, Minnesota. The Annual Meeting was also webcast, as described in the meeting notice and Proxy Statement/Prospectus.

Barbara Doyle, Vice President of Investor Relations, welcomed the stockholders present in person and by telephone and webcast. Ms. Doyle introduced Harry Debes, President and Chief Executive Officer, who was present in person at the meeting and H. Richard Lawson and Romesh Wadhvani, Co-Chairs of the Board, who participated in the meeting by telephone. Ms. Doyle reminded stockholders about forward-looking statements and then welcomed Mr. Debes to the podium. Mr. Debes called the Annual Meeting to order. Mr. Debes reported that notice of the meeting and a proxy statement were mailed beginning September 26, 2006 to all stockholders of record on September 5, 2006. The stockholder list showed that, as of the close of business on September 5, 2006, there were 186,412,309 shares of common stock issued and outstanding.

Mr. Debes reported that the Inspector of Election for the Annual Meeting was Jane Marten from Mellon Investor Services, the Company’s transfer agent. Mr. Debes introduced Ms. Marten who was present in person at the meeting, and instructed that if any stockholders had proxies that supersede those on file or wish to vote in person, the stockholder should raise his or her hand and Ms. Marten or the Company’s Corporate Secretary, Bruce McPheeters, would bring the stockholder a written ballot. One stockholder voted in person by ballot at the meeting. Mr. Debes stated that the Annual Meeting would be conducted in accordance with Rules of Conduct adopted under the Company’s bylaws, a copy of which is available from Mr. McPheeters at the back of the room.

Mr. Debes next reported that, according to the Inspector of Election, a majority of the outstanding shares of common stock of the Company as of the record date were represented at the Annual Meeting in person or by proxy. Therefore, a quorum was present, and Mr. Debes officially convened the Annual Meeting. The votes of stockholders who have submitted proxies have been voted by Harry Debes, Lawson’s President and Chief Executive Officer and by Barbara Doyle, Lawson’s Vice President – Investor Relations.

**Approval of Three Proposals Described in the Proxy Statement/Prospectus**

Mr. Debes summarized each of the following three proposals that were included in the meeting notice and the Proxy Statement/Prospectus:

1. The first proposal is to elect nine directors to serve during the fiscal year ending May 31, 2007 and until their successors are elected or appointed, including Steven Chang, Harry Debes, Peter Gyenes, David Hubers, Richard Lawson (Co-Chair), Michael Rocca, Robert Schriesheim (Lawson's newly appointed Executive Vice President and Chief Financial Officer), Romesh Wadhvani (Co-Chair) and Paul Wahl. Mr. Debes introduced Mr. Schriesheim who was present in person at the meeting.
2. The second proposal is to approve an amendment and restatement of Lawson's 2001 Employee Stock Purchase Plan to extend the plan until December 31, 2011 and amend the definition of "Regular Full-Time Employees" who are eligible to participate in the plan.
3. The third proposal is to ratify the appointment of PricewaterhouseCoopers LLP as independent registered public accounting firm for the company for the fiscal year ending May 31, 2007. Mr. Debes introduced Jay Hare, the engagement partner with PricewaterhouseCoopers LLP, who was present in person at the meeting.

After pausing for the collection of any ballots voted at the meeting, Mr. Debes reported that all of the above proposals were approved by the requisite number of votes of the stockholders.

### **Adjournment**

There being no further business, Mr. Debes adjourned the business portion of the Annual Meeting. Following adjournment of the business portion of the Annual Meeting, Mr. Debes provided a brief Company overview followed by the opportunity for the stockholders present in person and by telephone to ask questions.

By \_\_\_\_\_  
Bruce B. McPheeters,  
Secretary