

NOTICE OF EXTRAORDINARY AND ORDINARY SHAREHOLDERS' MEETING

Holders of ordinary and preferred shares are hereby given notice of the extraordinary and ordinary Meeting of shareholders to be held at the Centro Congressi, Sala 500, Via Nizza no. 280 - Milan, at 10.00 am on March 13, 2013 (single call) to vote on the following

Agenda

Conversion of preferred shares into ordinary shares and consequent amendments to the By-laws and supplement to the authorization on the purchase and disposal of treasury shares.

NOTICE OF SPECIAL MEETINGS

Holders of preferred shares are hereby given notice of the special Meeting of shareholders to be held at the Centro Congressi, Sala 500, Via Nizza no. 280, Milan at 13.00 am of March 13, 2013 (single call);

Holders of preferred shares special Meeting agenda

Approval of the resolution concerning the conversion of preferred shares into ordinary shares and consequent amendments to the By-laws proposed to the Shareholders' extraordinary Meeting of INFOR S.p.A..

INFORMATION FOR THE EXTRAORDINARY AND ORDINARY SHAREHOLDERS' MEETING

Attendance at the Meeting

Holders of voting rights as of the end of the accounting day of March 7, 2013 are entitled to attend the Shareholders' Meeting. Anyone becoming holder of shares after that date will not be entitled to intervene in and vote at the Meeting. It is specified that (i) holders of ordinary shares have voting rights on all the items on the agenda and (ii) holders of preferred shares have voting rights on the proposal of conversion of preferred shares into ordinary shares and consequent amendments to the By-laws on the agenda.

The Company has designated, pursuant to article 135-undecies of Legislative Decree 58/1998, ABN Servizio Titoli S.p.A, as the "Designated Representative" to whom those entitled to vote can confer, within the end of the second trading day prior to the date scheduled for the shareholders' Meeting a proxy with voting instructions on the items of the agenda. The proxy to such representative must be conferred using the specific form available on the Company's website. Within the same term, proxy and voting instructions may be revoked in the same manner. The proxy does not have effect with regard to items on which voting instructions have not been given.

INFORMATION FOR SPECIAL MEETINGS

Attendance and representation at the special Meetings of Shareholders

Holders of voting rights as at the end of the accounting day of March 7, 2013 are entitled to attend the said Shareholders' Meetings. Anyone becoming holder of shares after that date will not be entitled to intervene in and vote at the Meeting.

The Company has designated, pursuant to article 135-undecies of Legislative Decree 58/1998, Servizio Titoli S.p.A, as the "Designated Representative" to whom those entitled to vote can confer, within the end of the second trading day prior to the date scheduled for the shareholders' Meeting a proxy with voting instructions on the items of the agenda. The proxy to such representative must be conferred using the specific form available on the Company's website. Within the same term, proxy and voting instructions may be revoked in the same manner. The proxy does not have effect with regard to items on which voting instructions have not been given.

COMMON INFORMATION

Other rights of Shareholders

Shareholders entitled to intervene at the Meeting may submit questions on matters on the agenda, also prior to the respective Meeting, in the manner indicated on the Company's website, not later than March 10, 2013 for the extraordinary and ordinary Meeting and not later than March 10, 2013 for the special Meeting. Shareholders who, severally or jointly, account for at least one-fortieth of the share capital may ask, within 10 days from publication of this notice, to supplement the list of items on the agenda, specifying the additional items they propose or presenting proposed resolutions on items already on the agenda.

Withdrawal right

With respect to the proposal of conversion of preferred shares into ordinary shares, in case the proposed conversion is approved at the extraordinary Shareholders' Meeting and at the special Meeting, the holders of preferred shares who did not participate in the approval of the proposed conversions may exercise the withdrawal right within 15 days following the registration pursuant to Article 2437- *bis* of the Italian Civil Code. In this regard, it is declared that the liquidation value for each preferred share of INFOR S.p.A., in relation to which the withdrawal right is exercised, has been determined in Euro xxx. The liquidation value of the shares has been determined pursuant to Article 2437-*ter* of the Italian Civil Code for each class of shares, making exclusive reference to the arithmetic average of the closing market trading prices in the six months period preceding the publication of the present notice.

On behalf of the Board of Directors
Chairman and Chief Executive Officer
Matthew Smith

INFOR S.p.A. – Extraordinary and Ordinary General Meeting, March 13, 2013

Proxy form

Complete the required information, sign and send the form to the Company

Mr./Ms..... born in
 on Tax Code resident in (city)
 at (street address)

holder of n. ORDINARY/PREFERRED shares (check not appropriate item)
 held in share account no. at Bank Code
 Branch Code pursuant to communication no.4 issued by

DELEGATES

.....
 to appear and represent him/her at the extraordinary and ordinary general Meeting of INFOR S.p.A. to be held at CENTRO CONGRESSI, Sala 500, Via Nizza 280, Milan, on March 13, 2013, 10.00 a.m. on single call.
 The undersigned,.....

DECLARES that he/she is entitled to the voting rights attached to the shares and executes this proxy in his/her capacity as (check appropriate box):

- legal representative or attorney
- other (specify)

DATE Identity Document (type) issued by no.
 SIGNATURE