

**COMPUWARE CORPORATION**  
**EXECUTIVE COMMITTEE CHARTER**

Adopted August 23, 2005

**Purpose**

The primary purpose of the Executive Committee (the "Committee") is to function when the Board of Directors (the "Board") is not in session.

**Committee Membership**

The Committee shall consist of four (4) regular members of the Board including the Chairman of the Board of the Company and three (3) others from among its members, who shall be recommended by the Chairman and ratified by the Board. Upon recommendation from the Chairman, the Board may fill vacancies among the regular members of the Committee by appointment from among its members. The Board may remove members of the Committee at any time. Three (3) members of the Committee shall constitute a quorum thereof.

**Committee Structure and Operations**

The Chairman of the Board of the Company shall be the Chair of the Executive Committee. The Committee shall fix its own rules of procedure and shall meet where and as provided by such rules or by resolution of the Committee. In addition to the regular meeting schedule established by the Committee, the Chair of the Committee may call a special meeting at any time.

The Secretary of the Company shall be the Secretary of the Executive Committee unless the Committee designates otherwise.

In the absence of the Chair during any Committee meeting, the Committee may designate a Chair pro tempore.

The Committee shall act only on the affirmative vote of a majority of the members at a meeting or by unanimous written consent.

Whenever at any meeting of the Executive Committee any one member of the Committee expresses the judgment that any matter under consideration should be referred to the Board for consideration, it shall be so referred.

**Committee Activities**

The Committee shall undertake such tasks and deliver such reports as may be directed by the Board from time-to-time. In addition, to the extent permitted by law, the Articles of Incorporation and the Bylaws, the Committee shall have and may exercise only those powers of the Board in the management and affairs of the Company as specifically delegated to the Committee by the Board, except that the Executive Committee may not:

- Amend the Articles of Incorporation;
- Amend the By-Laws of the Company;
- Adopt an agreement of merger or consolidation;
- Recommend to the stockholders the sale, lease or exchange of all or substantially all of the Company's property and assets;
- Recommend to the stockholders a dissolution of the Company or a revocation of a dissolution;
- Fill a vacancy on the Board of Directors or committee of the Board of Directors;
- Remove from office the Chairman of the Board, or any other officer of the Company who shall be a member of the Board of Directors;
- Fix compensation of directors for serving on the Board of Directors or any committee thereof;
- Create or amend any stock option plan or other stock distribution plan or perform any matters relating to compensation of the executive officers of the Company;
- Declare dividends, other than dividends payable in accordance with an existing dividend policy established by the Board of Directors; or
- Authorize the issuance of stock.

### **Committee Evaluation**

The Committee will annually complete a self-evaluation of the Committee's own performance and effectiveness, and will consider whether any changes to the Committee's charter should be recommended to the Board.

### **Committee Reports**

The Chair of the Committee will report regularly to the full Board on the Committee's activities, findings, and recommendations, including the results of the Committee's self-evaluation and any recommended changes to the Committee's charter.

### **Resources and Authority of the Committee**

The Committee has the authority to retain such outside advisors, including legal counsel or other experts, as it deems appropriate, and to approve the fees and expenses of such advisors.