

**COMPUWARE CORPORATION  
NOMINATING/GOVERNANCE COMMITTEE CHARTER**

**Purpose**

The Committee is responsible for:

- Identifying and recommending to the full Board nominees to serve on the Board of Directors who are qualified, fairly represent all shareholders, are sensitive to the interests of other constituencies impacted by the Company, and through their expertise and experience can contribute to the Company's ongoing success;
- Making recommendations regarding director nominees submitted by shareholders; and
- Determining that adequate information is available to the Board of Directors so that the directors can determine that the Company's business is managed and conducted with propriety and in the best interests of shareholders, and to implement a Board structure adequate to process and respond to this information.

**Composition**

- The Committee shall be comprised of a minimum of three "independent" directors, within the meaning of Rule 4200(a)(15) of the NASDAQ Stock Market Marketplace Rules.
- The Chairman may nominate the Committee members and a Chairperson, who shall be submitted to the Board for approval. The Board may remove a Committee member from the Committee at any time with or without cause.
- The Committee has the authority to retain consultants, including search firms to identify director candidates, as it deems necessary.

**Responsibilities and Duties**

**Board Membership**

- Establish the criteria for initial and ongoing Board membership, including the identification of any specific qualities or skill sets that may be lacking on the current Board.
- Develop policies regarding tenure and retirement.
- Identify and recruit candidates, or oversee searches for candidates, to fill new or vacated Board positions.
- Conduct the appropriate and necessary inquiries into the backgrounds, qualifications and independence of possible candidates.
- Recommend the director nominees for approval by the Board and shareholders.
- On an ongoing basis monitor all directors to identify conflicts of interest and to ensure that independence requirements are met.
- Develop policies that encourage continuing education for directors.

**Corporate Governance Infrastructure**

- Advise the Board generally on corporate governance structure.
- Define the frequency and format of and the participation of management in Board meetings.
- Design the committee structure of the Board and review each committee charter periodically.
- Nominate the Chairman of the Board.
- Develop policies regarding CEO succession and retirement.

- Periodically review and reassess the adequacy of the Corporate Governance Principles and recommend any proposed changes to the Board.

**Corporate Governance Oversight**

- Define with management and the assistance of the Audit Committee the corporate operating and financial information to be presented at each regularly scheduled Board meeting.
- At the Committee's discretion, periodically identify, define and initiate investigative, research and information gathering activities as a means of testing corporate operations and the integrity of management processes.
- On an ongoing basis review the conduct of the Board's activities for compliance with applicable laws, rules and regulations.
- Periodically evaluate the performance of the CEO.
- Periodically evaluate the performance of the Board of Directors as a group.