

COMPUWARE CORPORATION

DIVERSITY/COMMUNITY RELATIONS COMMITTEE CHARTER

Purpose

It is the function of the Diversity and Community Relations Committee to assist the Board of Directors of Compuware Corporation in achieving the mission and goals that management and the Board have established regarding diversity and community relations. Compuware promotes an inclusive environment wherein diversity is promoted, respected and appreciated. It is in our collective best interest to maximize the performance of every employee. As a Company we will enhance our inclusiveness by recruiting, attracting, developing and retaining all of our employees. We will further enhance our efforts to further attract and utilize diverse vendors and to better reflect the communities in which we do business.

Composition

The Diversity and Community Relations Committee, comprised of four directors, should keep an open line of communication between the members of the Committee, fellow Board members, executive management and Compuware's Office of Diversity and Office of Community Relations, to monitor and ensure that our employee and vendor diversity initiatives and our community relations efforts comport with our mission and goals. The Committee is empowered to evaluate, inquire, and monitor any matter within the Committee's scope of responsibilities. 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 will meet quarterly.

Responsibilities and Duties

Diversity Mission

Compuware's Office of Diversity will assure and maintain an inclusive environment where individual differences are respected and appreciated. We will effectively utilize the advantages our diversity creates by leveraging the unique skills and abilities of all Compuware employees.

We will aggressively focus on all aspects of diversity. We will embrace our differences to: maximize the performance of every employee; attract, develop and retain employees; enhance our ability to reach new markets; attract a diverse group of vendors and serve the communities in which we conduct business.

Diversity Goals

Compuware will value diversity in all its dimensions. We will become more inclusive in our recruiting efforts, work harder to retain more employees, attract diverse vendors and better reflect the communities in which we do business.

- The major objectives of the diversity initiative are to:

- Create an inclusive environment that recognizes, understands, utilizes and values the contributions of all employees.
- Advance efforts that will attract, develop and retain a diverse slate of employees and candidates.
- Enhance affirmative opportunities to attract diverse vendors.
- Build relationships with organizations that are diverse that will allow us to penetrate all levels of business arenas.
- Develop strategies that will:
 - Remove any barriers, should any exist, to equal and inclusive career advancements by assessing how Compuware recruits, trains, evaluates, awards and promotes employees.
 - Increase the use of diverse vendors.
 - Develop accountability measures to assure that the diversity initiative is successful.

The Office of Diversity and Office of Community Relations will provide quarterly reports to the Committee members outlining the diversity and community relations efforts from the previous quarter and their plans going forward.

Annually, the Committee will review with Compuware's counsel any legal matters that could have a significant impact on the diversity and community relations efforts.

Community Relations

Compuware's community relations program seeks to improve the quality of life in the local community and region where our employees live, work and recreate and where Compuware has substantial business relationships. Our employees give back to their region through their volunteer program: Compuware--Community Action Network (CAN). Our corporate contributions are focused on programs that support children and education, civic and cultural institutions, diversity initiatives, health care and social services. We may also partner with our customers in charitable programs that they support, while developing relationships with business, political and civic organizations that can benefit the community.

- Community Relations Objectives
 - The major objectives of the community relations initiative are to:
 - Improve the quality of life in the local and required community where our employees live, work and recreate.

- Assure Compuware's contributions will have a meaningful impact on the social welfare of the community.
- Leverage our community relations efforts to increase business opportunities for Compuware.