

COMPUWARE CORPORATION

STRATEGIC PLANNING COMMITTEE CHARTER

Purpose

The Committee is responsible for reviewing and analyzing management's strategic plans and reporting to the Board of Directors on management's strategic plans.

Composition

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.

Meetings

The Committee will meet as necessary.

Responsibilities and Duties

- The Committee will review and analyze competitive information concerning the business of the Company, and management's view of the Company's competitive position.
- The Committee will review and make recommendations concerning management's strategic plans.
- The Committee will review information with respect to the business and valuation of the Company.
- The Committee will meet with outside advisors concerning the Company's strategic plan, competitive analysis and valuation analysis.
- Each year, near the time of the annual planning conference, the Committee will report to the Board of Directors on the Company's strategic plans, competitive analysis and valuation.