



## **DIRECTORS' CODE OF CONDUCT**

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## INTRODUCTION

The Directors' Code of Conduct (the "Code") defines the legal and ethical standards that govern all directors and their relationships with Compuware, with customers, with employees and other directors and with all other parties. The Code is designed to deter wrongdoing and promote:

- honest and ethical conduct, including the ethical handling of actual or apparent conflicts of interest between personal and professional relationships;
- full, fair, accurate, timely, and understandable disclosure in reports and documents that Compuware files with, or submits to, the Securities and Exchange Commission ("SEC") and in other public communications made by Compuware;
- compliance with applicable governmental laws, rules and regulations;
- the prompt internal reporting to the persons or bodies identified in this Code of any violations of this Code; and
- accountability for adherence to this Code.

This Code has the full support and commitment of Compuware's Board of Directors and executive management and is applicable to all Compuware directors worldwide, unless otherwise provided by local law.

Compuware is committed to conducting all business in full compliance with all laws, both domestic and foreign. Compuware views seriously its commitment to legal and ethical business conduct, and expects all of its directors to ensure that this commitment is met. This Code is based on Compuware's policy that all employees comply with all domestic and foreign laws. Therefore, all directors must be aware of the laws that affect their jobs and should carry out their responsibilities lawfully. Directors must adhere to the standards of conduct outlined in the Code and act in a professional, legal, and ethical manner at all times. They must avoid situations which impair the performance of their professional responsibilities or which may have the appearance of impropriety. At no time may any director undertake, approve or require any action that would violate or result in the violation of any domestic or foreign law.

Compuware's executive management is generally responsible for administering and enforcing this Code. The Compliance Officer manages application of the Code throughout the corporation. Circumstances not specifically covered by this Code should be resolved in accordance with the general principles outlined in the Code, as well as in other Compuware policies. Any questions about this Code or any ethical, legal or compliance requirements should be addressed to:

- Code of Conduct Compliance Officer -- Scott Johnson ([scott.johnson@compuware.com](mailto:scott.johnson@compuware.com));  
or
- General Counsel & Secretary -- Dan Follis ([dan.follis@compuware.com](mailto:dan.follis@compuware.com)).

The Code, and any changes or revisions to it, can be found at [www.compuware.com/governance](http://www.compuware.com/governance).

Each director is to sign an "Acknowledgement" (see attachment at the end of the Code) that the director has received and read the Code, and that the director understands and agrees to abide by its provisions. By joining or continuing to serve as a director with Compuware, each director agrees to follow the Code and all official policies that may be in force at any given time.

Disciplinary action, up to and including removal from the Board, may be taken against anyone who violates any provision of this Code or other corporate policies. The Company reserves the right, at its sole discretion, to change or deviate from the Code any time, for any or no reason, and with or without prior notice.

## **REPORTING SUSPECTED ILLEGAL OR UNETHICAL ACTIVITY**

Any director who, during the term of membership, learns of illegal or potentially illegal conduct by others, including but not limited to any violation of this Code, or believes that he or she has been asked or required to engage in an illegal or unethical act or an act which would violate this Code, must report that information promptly to the Compliance Officer or General Counsel directly. Reports of suspected illegal or unethical activity will be addressed pursuant to the “Compliance Procedures” described below. All reports will be treated confidentially.

## **COMPLIANCE PROCEDURES**

### **A. Investigation**

Upon receiving a report of suspected illegal or unethical conduct, Compuware management, the Compliance Officer or the General Counsel shall promptly:

- 1) Evaluate the report to determine whether investigation is necessary;
- 2) Investigate the allegations;
- 3) Refer supervision of the investigation to the Lead Independent Director, if warranted; and
- 4) Report to other members of management or the Board when appropriate.

No employee or director alleged to be involved in any misconduct may be involved in the evaluation, investigation or decision-making as set forth in these procedures.

### **B. Cooperation**

An effective and comprehensive investigation requires the support of all employees and directors. Anyone who fails to cooperate in an investigation may be subject to appropriate discipline, including removal from the Board. Directors who refuse to implement remedial and corrective measures or who obstruct the institution of remedial and corrective efforts also may be subject to appropriate discipline, including removal from the Board.

### **C. Discipline**

If, after investigation, Compuware finds that the Code has been violated or that other illegal or potentially illegal conduct has occurred, the matter will be referred to the Chairman of the Board or the Lead Independent Director for:

- 1) Discipline of the wrongdoers by the appropriate sanction, up to and including removal from the Board; and/or

- 2) Discipline of the responsible individuals, if any, who reasonably should have prevented or detected the wrongdoing.

#### **D. Disclosure to Authorities**

If it is determined that criminal activity has occurred, the Compliance Officer or the General Counsel, shall also:

- 1) Where warranted, report the activity to the appropriate law enforcement agencies and/or governmental authorities; and
- 2) Cooperate with these authorities to the extent required by law.

#### **CONFLICT OF INTEREST**

Directors must avoid conflicts of interest. A conflict of interest exists when a director's personal or family relationships, activities or financial affairs adversely influence the judgment or loyalty required to perform the employee's duties to Compuware. If a director suspects even the appearance of a conflict of interest or is in doubt about a particular situation, the director should promptly notify the Compliance Officer or the General Counsel, as appropriate.

Compuware directors may not engage in activities with any outside business organization that may result in a personal or financial benefit to the director at Compuware's expense, or that may influence the director's decisions on matters involving Compuware and the outside business organization. For purposes of this provision, "outside business organization" means any person, partnership, firm, corporation or other entity that transacts (or seeks to transact) any material business which will result in payment from or to Compuware.

Following is a list of actions, which constitute either the appearance of a conflict of interest or an actual conflict of interest. The list is not intended to be comprehensive, but merely a guide to assist in identifying situations, which may give rise to a conflict of interest. Directors may not take these or any other actions that may result in a conflict of interest, unless a waiver is first obtained from the Compliance Officer or General Counsel:

- The use of non-public Compuware or customer information to advance a director's personal or financial interests, or the interests of family or friends. "Family" includes a director's spouse, parents, children, siblings, mothers and fathers-in-law, sons and daughters-in-law, and brothers and sisters-in-law and any other person living in the director's household. Ownership, either directly or through any intermediary, of any outside business organization by a director or his or her family.
- Acceptance by a director or family member from any outside business organization of gifts of more than \$25.00 in value, of excessive entertainment or substantial favors, or of any compensation, commissions, fees, travel or lodging expenses. Similarly, an director should not provide gifts, entertainment or anything else of value to representatives of outside business organizations in violation of those organizations' policies. Any questions concerning this policy should be directed to the Compliance Officer or the General Counsel.

- Acceptance by a director of an offer to serve as an officer, director, partner, consultant, employee or agent of any outside business organization.
- Borrowing money from any outside business organization, except loans or advances from banks or other bona fide financial institutions that are offered at prevailing commercial rates and lending standards.
- Making referrals to any outside company, business entity or person who provides goods or services of any type that are available through or from Compuware.
- Making referrals to any outside company, business entity or person to provide goods or services of any type to Compuware, if the referring person or his or her family has an interest in the referred entity.

Investment by a director or family member in any outside business organization if such investment would result in the director or family member having the ability or opportunity to influence transactions between Compuware and the outside business organization, or an investment in any competitor of Compuware. Passive investments in publicly traded companies shall not be deemed a violation of this section if you or your family member owns less than 5% of such publicly traded stock.

#### **FRAUD, MISAPPROPRIATION, THEFT, EMBEZZLEMENT AND BRIBERY**

Directors shall not commit, aid or assist in any fraud, misappropriation, theft, embezzlement, bribery or any similar activities. Directors who suspect or have information concerning any such wrongdoing involving Compuware, its employees, directors, any Compuware agent or customer (including customer employees), or anyone doing business with Compuware, must promptly notify the Compliance Officer or the General Counsel. All employees and directors are responsible for preventing and detecting these activities. Prohibited acts include, but are not limited to:

- forgery or alteration of checks, securities or other negotiable instruments;
- misappropriation of funds, securities or any other assets;
- improper handling or reporting of money or financial transactions;
- improper handling of corporate property, assets or information, or their use for personal gain;
- unauthorized use or disclosure of corporate business plans, intellectual property, trade secrets or financial information;
- destruction or unauthorized removal of records, furniture, fixtures or equipment;
- fraud for the financial benefit of the corporation, including sales misrepresentation;
- offering, making, soliciting or receiving any bribe, kickback or other unlawful payment, directly or indirectly;
- providing untruthful information to customers regarding prices, capabilities and schedules;
- violating federal, state or foreign tax laws; and
- submitting false expense reimbursement reports.

In addition, directors must not misuse or misappropriate Compuware property or abuse the services or benefits programs available to them. Compuware assets must be used only for proper

business purposes and may not be used for personal gain or to benefit persons or entities other than Compuware.

Directors are expected to use Compuware equipment and materials (e.g. telephones, facsimile machines, computers, software, E-mail, photocopiers and office supplies) solely for corporate business. Equipment may not be removed from Compuware's premises without the prior approval of Compuware.

## **INSIDER TRADING LAWS**

United States law prohibits Compuware directors from buying or selling, either directly or through an intermediary, Compuware stock (or options on such stock) if the director is aware of information relating to Compuware that is both *material* and *non-public* (these terms are defined below). The law also prohibits "tipping" any other person as to the existence of such material, non-public information. Violations can lead to substantial fines, penalties, damage awards and imprisonment, and to equally severe penalties for Compuware.

If directors have an unfair informational advantage when buying or selling their corporation's stock, such conduct is considered securities fraud. The Securities and Exchange Commission ("SEC"), the primary federal securities regulator, enforces the insider trading laws aggressively, and has fined and imprisoned many corporate employees and directors, as well as persons ("tippees") who receive information tips from those employees.

If you have any doubt as to your responsibilities under these laws, before you act please seek guidance from Compuware's Compliance Officer or the General Counsel as needed. Do not try to resolve uncertainties on your own.

### **A. Material Information Relating To Compuware**

This is information regarding Compuware that an investor would likely consider important in deciding whether to buy, sell or hold Compuware securities. The information may be positive or negative. Examples include but are not limited to:

- acquisition or merger proposals
- tender offers
- internal financial information which departs in any way from what the market would expect, including changes in earnings information
- earnings, estimates or dividends
- major contracts
- major litigation
- changes in senior management
- growth and development plans
- research discoveries

## **B. Non-Public Information**

This is information regarding Compuware that has not yet been available to the public for at least one full trading day. Information is typically made available to the public through a press release or the filing of a report with the SEC.

## **C. Material Non-Public Information Of Other Companies**

Insider trading laws also apply to the receipt of material, non-public information concerning other organizations. If you receive material, non-public information about a Compuware customer, supplier, acquisition candidate or any other party, you should neither disclose that information to anyone else nor trade in that organization's securities until that information is released to the public. You should not trade in another company's securities if you believe Compuware's plans or activities will affect its value.

## **D. Special Policies For Compuware Officers and Directors**

Insider trading laws apply to all Compuware employees and directors. Compuware's officers and directors, however, have even greater obligations and exposure under the insider trading laws because of their frequent access to material, non-public information regarding Compuware. Compuware's officers and directors are therefore subject to additional restrictions. Questions concerning such additional restrictions should be addressed to the General Counsel.

## **DISCLOSURE OF MATERIAL NON-PUBLIC INFORMATION**

Compuware's policy is to promptly and publicly disclose material information. Compuware strives to make such public disclosures in an orderly and fair manner, in compliance with all applicable securities laws and regulations, and in accordance with applicable rules of the NASDAQ Stock Market. Compuware has established controls and procedures to help ensure that disclosure of information to the public, whether verbally, by press release, through our website or otherwise, is accurate and timely. Public disclosures may be made only in accordance with these controls and procedures. Information regarding Compuware is the property of Compuware. Except as otherwise permitted by our controls and procedures, no director shall disclose material non-public information about Compuware to any person except as required for internal Company business on a confidential basis.

In furtherance of this policy, the following requirements apply:

### **A. Investor Relations**

Refer all requests for information regarding Compuware from shareholders, their representatives, or any member of the investment or financial communities, including your personal financial adviser, to Compuware's Communications and Investor Relations Department. Please do not handle these requests yourself.

## **B. Media Relations**

Directors may not release information about Compuware or other Compuware employees or directors to the media. All such information must be released solely by Compuware's Communications and Investor Relations Department. All requests from the media for information should be referred to the Communications and Investor Relations Department. Please do not handle these requests yourself.

Employees and directors may not make public appearances, speeches or statements, in person or through broadcast, electronic or printed media, or the Internet relating to Compuware or its business, without first disclosing the content and obtaining prior written approval from the Communications and Investor Relations Department.

## **C. Prohibition On Tipping**

In addition to prohibiting your own trading in Compuware securities while in possession of material, non-public information, the law also bars you from giving such information to others, except in the performance of regular director duties. If you breach this duty, you as well as your "tippee" are subject to the full range of legal penalties if your tippee trades in Compuware securities while possessing the information—even if you do not trade.

## **ANTITRUST LAWS**

Compuware complies with federal and state antitrust laws and the antitrust laws of the countries in which it does business. Antitrust laws seek to promote unrestrained competition. Violations can result in severe criminal penalties for Compuware, and fines and imprisonment for offending employees. Liability in civil suits can result in payment of treble damage awards and exclusion from entire areas of business activity.

The following material only summarizes common problem areas under antitrust laws. Review it carefully. If you have a concern regarding the legality of any activity—even seemingly unimportant activity—promptly contact the Compliance Officer or the General Counsel before engaging in that activity.

### **A. Relationships with Competitors**

It is illegal to reach any agreement or understanding—express or implied, written or oral—with a competitor regarding price, terms of sales (e.g. discounts), production levels, division of markets, territories or customers, refusal to deal with third parties, or level of product quality. The law makes these activities automatically illegal. There is no need to prove an anti-competitive effect—this is presumed.

Remember, no formal agreement need be proved. A general, informal discussion with a competitor followed by common action often is enough to show an implied agreement,

which can be a violation. Accordingly, directors should never discuss any of the following topics with competitors:

- price or any aspect whatsoever of pricing policy
- billing and credit practices
- profits and profit margins
- suppliers' terms and conditions
- distribution or marketing plans or practices
- bidding plans or practices
- dividing up customers, products, sales territories or business markets
- making false comments about a competitor's products and making false or misleading advertising claims
- new products
- refusals to deal with customers or suppliers

If a competitor begins to discuss any of these subjects, end the conversation immediately, and report it to the Compliance Officer or the General Counsel.

## **B. Customer Relations**

Certain types of contractual relationships with customers can also raise antitrust concerns by unreasonably hampering competition. Typically, these arrangements are not automatically illegal, but require a showing of harm to competition. If you have reason to believe that a business arrangement that you are thinking of entering on Compuware's behalf would be viewed as an unreasonable restraint on competition, do not act without the prior review and approval of the Compliance Officer or the General Counsel.

## **FOREIGN MARKETING PRACTICES**

The Foreign Corrupt Practices Act ("FCPA") prohibits Compuware and its employees and directors from making, or offering to make, payments of money, products or services to any foreign governmental official or governmental employee, any foreign political party, or any official or candidate of a foreign political party if the purpose of the payment is to help Compuware obtain or retain business, or to help Compuware direct business to any person. The FCPA also bars the making or offering of such payments through third-party intermediaries.

If you have any concern that a payment that you are thinking of making, offering or authorizing will violate the FCPA, do not act without the prior review and approval of the Compliance Officer. If you violate the FCPA, you subject Compuware and yourself to severe civil and criminal penalties.

In countries outside the United States, Compuware employees and directors must obey American and foreign laws relating to gifts and entertainment for public employees, and may not engage in any illegal activity to obtain or retain business.

Compuware will observe the laws of foreign countries in which it operates.

## ACKNOWLEDGEMENT OF RECEIPT

This page will acknowledge my receipt of a copy of the Compuware Directors' Code of Conduct.

This will also acknowledge my understanding of the policies described. It is also understood that no representative of Compuware, other than the Chief Executive Officer or President of the Company (and then only if in writing), has any authority to enter into any agreement with a director contrary to the provisions set forth in this Code.

I understand that all policies as presented are subject to change or revocation at the sole option of Compuware at any time. I understand and agree that any revisions or updates to the Code shall apply to me.

All decisions by Compuware as to interest, interpretation, or application of these policies shall be binding upon me. Compuware will apply all its policies in accordance with appropriate federal and state laws.

I have received and read the Compuware Directors' Code of Conduct. I understand that compliance with the Code is a condition of my serving on the Board of Directors of Compuware.

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Signature of Director

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Print Name

Dated: \_\_\_\_\_