



Compuware Corporation

CPWR NASDAQ

Software

Market Capitalization USD:

\$1,674.45 mm

CONCERN LEVEL: HIGH

- 1 The CEO's total remuneration is within the typical market range for the relevant industry and market cap.
- 2 The ratio between the CEO's pay and the median pay of the other named executive officers is 3X or less.
- 3 The CEO's annual cash incentives rose or fell in line with annual performance.
- 4 The CEO received no more than one annual cash bonus this fiscal year.
- 5 The CEO's equity remuneration reflected the company's share price movement over the last five years.
- 6 The company only pays long-term incentives to the CEO for above median performance against a peer group.
- 7 The company's dilution from equity incentives is 10 percent or less.
- 8 Unvested equity lapses when the CEO's employment is terminated.
- 9 The CEO's potential cash severance payment is capped at two times annual cash remuneration.
- 10 The accrued benefits of the CEO's post-retirement income are within the typical market range for the relevant market cap bracket.

CEO: Robert C. Paul

Age: 50

CEO Since: 2011

	2009	2010	2011
Base Salary	\$1,200,000	\$1,200,000	\$691,667
Discretionary Bonus	\$0	\$360,000	\$0
Annual Cash Incentive	\$0	\$3,582,000	\$1,180,375
Benefits and Perquisites	\$193,474	\$227,834	\$13,740
TOTAL ANNUAL COMPENSATION	\$1,393,474	\$5,369,834	\$1,885,782
Increase in Post-Retirement Benefits	\$0	\$0	\$0
Stock Option Awards	\$2,142,000	\$0	\$9,562,491
Stock Awards	\$620,467	\$3,222,530	\$408,329
TOTAL COMPENSATION	\$2,810,064	\$8,592,364	\$11,856,602
Median of Other Named Executive Officers Total Compensation	\$2,549,272	\$2,549,272	\$6,122,485
Value Realized on Exercise of Stock Option	\$0	\$0	\$0
Value Realized on Vesting of Stock	\$0	\$0	\$590,304
TOTAL REALIZED EQUITY COMPENSATION	\$0	\$0	\$590,304

Proxy Date: 19 Jul 2012

Annual Meeting Date: 28 Aug 2012

Equity Reserves: 17.61%

Stock Option Run Rate: 3.97%

Compuware Corporation

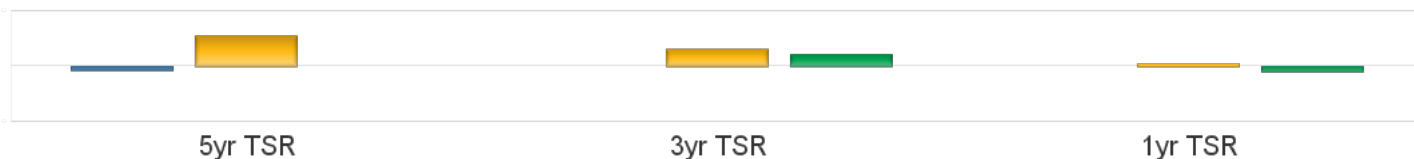
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Performance Comparison

■ S&P500 ■ Industry ■ CPWR



Peer Comparisons (TRBC) =Software

Total Summary CEO Compensation

Ticker	Company Name	2009	2010	2011	Market Cap
CPWR	Compuware Corporation	\$2,810,064	\$8,592,364	\$11,856,602	\$1,674,454,912
ANSS	ANSYS, Inc.	\$2,337,598	\$3,894,056	\$4,256,726	\$4,523,100,337
TIBX	TIBCO Software Inc.	\$4,104,926	\$8,683,670	\$8,529,142	\$3,693,804,221
MCRS	MICROS Systems, Inc.	\$2,825,535	\$7,844,689		\$3,528,915,745
SNPS	Synopsys, Inc.	\$4,536,831	\$4,366,158	\$5,209,712	\$3,509,145,208
NATI	National Instruments Corporation	\$190,462	\$192,729	\$1	\$2,746,255,650
CNQR	Concur Technologies, Inc.	\$2,222,002	\$4,235,646	\$5,491,537	\$2,010,213,931

To insure consistency, peer comparisons are based on a combination of TRBC Industry and Sector classifications and company market caps. Missing peer pay figures for 2011 are due to differences in company filing schedules.

Pay Peer Group

Black Box Corporation, Parametric Technology Corporation, BMC Software Inc., Quest Software, Inc., Cadence Design Systems Inc., Salesforce.com, Citrix Systems Inc., SRA International Inc., IHS Inc., Synopsys Inc., Lawson Software, Inc., Teradata Corporation, ModusLink Global Solutions, Inc., Tibco Software, Inc., Novell Inc., VeriSign Inc., Open Text Corporation, VMWare Inc.

Performance Peer Group

NA

COMPENSATION COMMITTEE MEMBERS

Director	Membership	Age	Gender	Tenure	Independence
William O. Grabe	Chairman	74	Male	20	Outside Related
Dennis W. Archer	Member	70	Male	10	Outside Related
Raloh J. Szaenda	Member	63	Male	3	Outside

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