

EMPLOYEE CODE OF CONDUCT

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INTRODUCTION

The Mission Statement, Business Objectives and Guiding Principles of Compuware Corporation ("Compuware") provide employees with general guidance for their conduct of business operations. The Employee Code of Conduct (the "Code") further defines the legal and ethical standards that govern all employees and their relationships with Compuware, with customers, with fellow employees and with all other parties. This 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 the Board of Directors and Management and is applicable to all Compuware employees 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 employees 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 employees must be aware of the laws that affect their jobs and should carry out their responsibilities lawfully. Employees 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 official responsibilities or which may have the appearance of impropriety. At no time may an employee undertake, approve or require any action that would violate or result in the violation of any domestic or foreign law.

Compuware 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 your supervisor, the Compliance Officer, Michael Chatz, at extension 77262, the General Counsel, Thomas Costello, Jr., at extension 77310, Jane Brumer-Cullen, Director-Human Resources at extension 71547. The Code, and any changes or revisions to it, can be found online at Compuweb.

Each employee must sign an "Acknowledgement" (see attachment at the end of the Code) that the employee has received and read the Code, and that the employee understands and agrees to abide by its provisions. By joining or continuing employment with Compuware, each employee

agrees to follow the Code and all official policies that may be in force at any given time. Disciplinary action, up to and including termination, 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 the Code or waive any provision thereof at any time, for any or no reason, and with or without prior notice.

YOUR EMPLOYMENT

The Code is not intended in any way to constitute a contract of employment. Your employment relationship with Compuware is "at-will." Thus, you and the Company each have the same right to end the employment relationship at any time, for any or no reason (with or without cause) and with or without prior notice. Compuware makes no guarantee of employment of any type, and no employee of Compuware is authorized to guarantee employment to you for any given length of time or promise you (or cause the Company to assume) any greater employment obligation than provided in this policy or in your Employment Agreement.

EQUAL EMPLOYMENT OPPORTUNITY

Compuware is an Equal Opportunity Employer. We do not discriminate against any employee or applicant on the basis of sex, race, color, religion, age, national origin, citizenship, sexual orientation, disability, veteran status, or for any other reason prohibited by federal, state, or local law. This policy applies to all of our employment practices, including recruitment, employment, placement, training, promotion, compensation, retention and termination of employees, as well as to other terms and conditions of employment. It is our goal to ensure that hiring, transfer, promotion, compensation, discipline, and termination decisions are based upon the job-related qualifications and abilities of employees and applicants.

NON-HARASSMENT/NON-DISCRIMINATION

It is Compuware's policy to provide a work place that is free of harassment or discrimination by supervisors, other employees or outside parties conducting business with Compuware. Compuware prohibits all forms of unlawful harassment or discrimination based upon sex, race, color, religion, age, national origin, citizenship, sexual orientation, disability, veteran status, or for any other reason prohibited by federal, state, or local law. Compuware will take all necessary steps to ensure that each employee's work environment is free from such unlawful harassment or discrimination. Anyone who has been found, after investigation by Compuware, to have violated this policy will be subject to appropriate discipline, which may include termination of employment, at the sole discretion of Compuware.

A. Unlawful Harassment or Discrimination Prohibited

We will not tolerate any of the following types of behavior: (1) making unwelcome sexual advances or requests for sexual favors or other verbal or physical conduct of a sexual nature a condition of another employee's continued employment; or (2) making submission to or rejection of such conduct the basis for employment decisions affecting another employee; or (3) stating or implying that a particular employee's advances in

employment have resulted from the granting of sexual favors or the establishment or continuance of a sexual relationship; or (4) stating or implying that a particular employee's performance problems are due in whole or in part to the sex of that person; or (5) commenting on particular characteristics associated with a particular sex; or (6) creating an intimidating, hostile, or offensive working environment by such conduct. The types of harassing or discriminatory behavior described in items 3 through 6 are also prohibited when based on an employee's race, color, religion, age, national origin, citizenship, sexual orientation, disability, veteran status, or other status protected by law.

B. Complaint Procedure

Any employee who believes he or she has been subjected to such discrimination or harassment, or believes he or she has observed another employee, vendor or customer being subjected to such discrimination or harassment, must report that fact immediately to Human Resources pursuant to the Employee Problem Solving Procedure set forth below.

EMPLOYEE PROBLEM SOLVING PROCEDURE

It is and always has been Compuware's policy to provide our employees with a professional work environment. Compuware sincerely believes in treating all of its employees with fairness, dignity and respect. The Employee Problem Solving Procedure provides a prompt and equitable means of addressing employee concerns. Compuware realizes that, on occasion, you may have a job-related problem. It is important that you have the opportunity to voice your opinion and to resolve such issues as they arise.

A. Harassment, Discrimination and Retaliation Complaints

If your complaint involves discrimination, harassment or retaliation, you should contact Compuware's Human Resources Department directly. A report or complaint of discrimination, harassment or retaliation will be investigated pursuant to the "Compliance Procedures" set forth below, and remedial action will be taken as appropriate. To the extent possible, the investigation will be conducted in a manner calculated to protect the privacy of the individuals involved, and the confidentiality of the complaint.

B. Reporting Suspected Illegal Or Unethical Activity

Any employee who, during the course of employment, 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 either: 1) his/her supervisor, who shall transmit the information to the Compliance Officer; or 2) the Compliance Officer or Director-Human Resources directly. Reports of suspected illegal or unethical activity will be addressed pursuant to the "Compliance Procedures" described below. All reports will be treated confidentially.

C. Other Work-Related Issues

For any other work-related issues or complaints, you are encouraged to go to your immediate supervisor who will assist you in its resolution. If you feel uncomfortable approaching your immediate supervisor, or you are not satisfied with his/her proposed resolution to your problem, you should contact the next appropriate level of management or Human Resources. If a satisfactory solution to the problem is not reached, you may then submit your concern in writing to the Director-Human Resources who will conduct whatever investigation is deemed necessary. You will receive a written reply as soon as possible. Decisions made by the Director-Human Resources will be final.

D. Non-Retaliation

Compuware strictly prohibits retaliation against an employee who, in good faith, has made a complaint under this procedure or cooperated in an investigation. If you believe that you have been retaliated against for exercising your rights under this policy, please let us know by using the Employee Problem Solving Procedure. Any employee who, after investigation, is found to have retaliated against another employee filing a complaint or for participating in an investigation may be subject to appropriate discipline up to and including immediate termination. However, filing a complaint that you know to be false is strictly prohibited and subjects you to appropriate discipline, including termination.

COMPLIANCE PROCEDURES

A. Investigation

Upon receiving a report of harassment, discrimination or retaliation, Human Resources, in consultation with the Compliance Officer when appropriate, shall promptly:

- 1) Conduct an investigation of the allegations;
- 2) Refer supervision of the investigation to the Office of the General Counsel, if warranted; and
- 3) Report to other members of management when appropriate.

Upon receiving a report of other suspected illegal or unethical conduct, Compuware management, the Compliance Officer or the Director-Human Resources shall promptly:

- 1) Determine whether the report merits investigation;
- 2) Conduct an investigation of the allegations;
- 3) Refer supervision of the investigation to the Office of the General Counsel, if warranted; and
- 4) Report to other members of management when appropriate.

No employee alleged to be involved in any misconduct may be involved in any level of the decision-making process.

B. Cooperation

An effective investigation requires the support of all employees. Anyone who fails to cooperate in an investigation may be subject to appropriate discipline, including termination. Employees who refuse to implement remedial and corrective measures or who obstruct remedial and corrective efforts also may be subject to appropriate discipline, which could include termination.

C. Discipline

If, after investigation, it is determined that a violation of the Code or illegal or potentially illegal conduct has occurred, the matter will be referred to appropriate management personnel for:

- 1) Discipline of the wrongdoers by the appropriate sanction, up to and including termination; 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 Director-Human Resources, through the Office of the General Counsel, shall also:

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

E. Waivers

The Code applies to all employees of Compuware. There shall be no waiver of any part of the Code, except (i) in the case of employees other than executive officers, with the prior written approval of the Compliance Officer, with the advice and consent of the Office of the General Counsel (as appropriate), and (ii) in the case of executive officers, with the prior approval of the Board of Directors. A waiver may be granted only in appropriate circumstances following disclosure to the appropriate body of the relevant facts and circumstances. Any waiver granted to an executive officer will be promptly disclosed to the Compuware shareholders, along with the reasons for the waiver, as required by applicable law, rule or regulation.

CONFLICT OF INTEREST

All employees must avoid conflicts of interest. A conflict of interest exists when an employee's personal or family activities or financial affairs adversely influence the judgment or loyalty required for the performance of one's duties to Compuware. If an employee suspects even the appearance of a conflict of interest or is in doubt about a particular situation, the employee

should promptly notify his or her supervisor. The supervisor will then consult with the Compliance Officer, Human Resources or the Office of the General Counsel, as appropriate.

Compuware employees may not engage in activities with any outside business organization that may result in a personal benefit to the employee at Compuware's expense, or that may influence the employee'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 supplies (or seeks to supply) any goods or services to Compuware, or that transacts (or seeks to transact) any 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 you in identifying situations, which may give rise to a conflict of interest. Employees 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 in the case of executive officers from the Board of Directors:

- The use of nonpublic Compuware or customer information to advance an employee's personal or financial interests, or the interests of family or friends. "Family" includes an employee'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 employee's household. Ownership, either directly or through any intermediary, of any outside business organization by employees or their family.
- Acceptance by any employee 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 or travel or lodging expenses. An employee 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 your supervisor.
- Acceptance by any employee 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, or if the referring party knows or reasonably should know that another employee or an employee's family has an interest in the referred entity.
- Investment by any employee or family member in any outside business organization if such investment would result in the employee 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 companies publicly traded stock.

FINANCIAL STATEMENTS AND SEC REPORTING

It is Compuware's policy that each of the reports and documents it files with or submits to the SEC, and each of the other public communications it makes ("Public Disclosures") contain full, fair, accurate, timely and understandable disclosure. To the extent not already reported, employees with such knowledge must report any of the following deficiencies ("Disclosure Deficiencies") to the Compliance Officer, the General Counsel or Human Resources:

- Financial statements that are to be included in a Public Disclosure that (x) are not prepared in accordance with generally accepted accounting principles; (y) are not prepared in accordance with Compuware's most recent accounting practices; or (z) do not fairly or accurately present the financial condition, results of operations and cash flows of the applicable division or of Compuware as a whole.
- Any untrue statement of a material fact or an omission of a material fact necessary to make the statement not misleading that is to be included in a Public Disclosure.
- Any material inadequacies in Compuware's internal controls or disclosure controls.
- Any fraud, whether or not material, involving management or other employees who have a significant role in Compuware's internal controls.
- Any attempt to mislead, coerce, manipulate or exert improper or fraudulent influence over the auditor of Compuware's financial statements for the purpose of rendering those financial statements materially misleading.

Any Compuware employee that knowingly causes a Disclosure Deficiency will be deemed to be in violation of this Code. Compuware's employees are each responsible for implementing this policy by maintaining accurate records and reporting Disclosure Deficiencies, as required above.

To the extent not already reported, employees with knowledge of any lawsuits, governmental investigations, material demand letters, claims, complaints, investigations or other potential material legal, regulatory or loss contingencies pending or asserted against Compuware must report such information to the Compliance Officer, the General Counsel or Human Resources.

In order to ensure proper financial reporting, all Compuware sales contracts must be executed by an authorized official of the customer on or prior to the final day of the applicable quarter. All sales contracts or related documentation must contain the full and complete agreement between Compuware and the customer. Side-letters, verbal commitments or agreements, and kickbacks with customers or potential customers are prohibited.

ACCURACY OF RECORDS

Although not all Compuware employees are responsible for maintaining accounting records, many employees help keep or contribute to Compuware's business records. Records relating to Compuware business transactions and other activities must be prepared accurately and truthfully. Such records may not be removed or destroyed except in accordance with Compuware's Information Retention Policy. Employees must also maintain accurate records of expenditures of corporate funds for travel and other reimbursable expenses, and accurate records demonstrating their eligibility for benefits including sick leave, disability payments and education. Falsification of business or employee records is prohibited. Compuware may maintain no funds or assets for any illegal or improper purposes.

Complete and accurate records or information must be made available to Internal Audit and to Compuware's independent auditors as requested.

All Compuware payments and other transactions must be properly authorized and be accurately and completely recorded. No false, incomplete or misleading entries or records shall be created. No undisclosed or unrecorded corporate funds or accounts shall be established for any purpose.

FRAUD, MISAPPROPRIATION, THEFT, EMBEZZLEMENT AND BRIBERY

Employees shall not commit, aid or assist in any fraud, misappropriation, theft, embezzlement, bribery or any similar activities. Employees who suspect or have information concerning any such wrongdoing involving Compuware, its employees, any Compuware agent or customer (including customer employees), or anyone doing business with Compuware, must promptly notify his/her supervisor, the Compliance Officer or Human Resources. 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 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, employees 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.

Employees 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, although occasional personal use is permitted with the approval of your supervisor. Equipment may not be removed from Compuware's premises without the prior approval of your supervisor.

INSIDER TRADING LAWS

United States law prohibits any Compuware employee from buying or selling, either directly or through an intermediary, Compuware stock (or options on such stock) if the employee 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 employees have an unfair informational advantage when buying or selling their corporation's stock, such conduct is considered securities fraud. The SEC, the primary federal securities regulator, enforces the insider trading laws aggressively, and has fined and imprisoned many corporate employees, 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 seek guidance from Compuware's Compliance Officer, who will consult with the Office of 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

Insider trading laws apply to all Compuware employees, including all officers. Compuware's officers, however, have even greater obligations and exposure under the insider trading laws because of their frequent access to material, non-public information regarding Compuware. These personnel are therefore subject to a previously supplied memorandum directed to officers in addition to this Code.

DISCLOSURE OF MATERIAL NON-PUBLIC INFORMATION

Compuware's policy is to endeavor to promptly and publicly disclose material information. Compuware endeavors to make such 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 employee 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. Do not handle these requests yourself.

B. Media Relations

Employees may not release information about Compuware or other Compuware employees to the news media. All such information must be released solely by Compuware's Communications and Investor Relations Department.

All requests from the news media for information should be referred to the Communications and Investor Relations Department. Do not handle these requests yourself.

Employees 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 corporate duties, such as necessary disclosures to fellow employees and to Compuware's attorneys, accountants and other confidential advisers. 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 yourself. Many persons have been fined and imprisoned for tipping corporate information to relatives or friends.

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. Review it carefully. If you have a concern regarding the legality of any activity—even seemingly unimportant activity—promptly contact the Compliance Officer before engaging in that activity. As needed, the Compliance Officer will consult with the Office of the General Counsel.

A. Relationship 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, employees 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, terminate the conversation immediately, and report it to the Compliance Officer, who will consult with the Office of the General Counsel, as needed.

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. As needed, the Compliance Officer will consult with the Office of the General Counsel.

PROPRIETARY INFORMATION

A. Compuware's Proprietary Information

Proprietary information means any nonpublic business, technological, financial or personnel information, plans or data that you have learned, generated, had access to or acquired while working at Compuware. Proprietary information may be oral or written.

Compuware's proprietary information is a valuable corporate asset. Employees may not access or use such information unless they have proper authorization and the information is relevant to the performance of their jobs. The content of all Compuware files, records, strategies and other information is strictly confidential. Employees may not disclose such information to any outside parties without management's prior authorization. If management permits disclosure, it shall first determine whether to require the outside party to sign a confidentiality agreement.

Proprietary information includes Compuware's trade secrets. A trade secret is any information or knowledge that has not been made public and which could give Compuware a competitive advantage. Examples include, but are not limited to, customer lists, confidential computer technology and programs, patents, trademarks and copyrights.

The general rule is: If you think it is possible that an item of information is proprietary, treat it as such. Should a breach of confidentiality occur for any reason, it is the obligation of the employee who becomes aware of the breach to notify his or her supervisor as soon as possible.

Follow these procedures for storing proprietary information:

- Label it "Proprietary and Confidential."
- Store it so that persons who are not supposed to have it do not have access to it.
- Give it to other Compuware employees only if they need it to carry out their business responsibilities.
- If someone other than a Compuware employee asks for such information, refer the request to the Compliance Officer or the Office of the General Counsel.

Each employee has a continuing obligation after separating from Compuware for any reason not to make use of disclose any Compuware proprietary or confidential information.

B. Proprietary Information of Other Companies

It is Compuware's policy to respect the proprietary information of other companies. An employee shall not solicit, receive or use another person's or entity's proprietary or confidential information without express consent.

If information comes into your possession which you think may have been misappropriated from another company or party, including trade secrets and material covered by a copyright, trademark or patent held by the other company or party, alert your supervisor immediately and do not disclose the information to anyone else.

Unauthorized use of other companies' proprietary information by Compuware employees can lead to civil and criminal liability for unfair competition, receipt of stolen property and related offenses by both Compuware and the offending employee.

TRANSACTIONS WITH GOVERNMENT

It is Compuware's policy to comply with all government laws, regulations and contract provisions.

Data submitted to a governmental agency must be truthful and accurate.

Deviation from any contract specifications, without prior written government authorization, is prohibited. Classified information may not be solicited or possessed without government authorization.

Employees must understand and abide by regulations prohibiting them from giving to or receiving from government personnel, directly or indirectly, any entertainment, gifts, gratuities or other business courtesies that might be acceptable in the private sector.

All employees whose jobs involve business with the government must know and follow the rules applicable to their jobs. If in doubt, the employee is to discuss the matter with his or her supervisor.

FOREIGN MARKETING PRACTICES

The Foreign Corrupt Practices Act ("FCPA") prohibits Compuware and its employees from making, or offering to make, payments of money, products or services to any foreign governmental official or governmental employee, to any foreign political party, or to 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 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.

USE OF COMMUNICATIONS AND ELECTRONIC EQUIPMENT, SOFTWARE, AND DATA

All of Compuware's electronic information systems are the property of the Company. "Information Systems" includes, but is not limited to, computer hardware, software, communications equipment and all communications and information transmitted thereby, including the Internet, electronic mail and voice mail. Compuware's Information Systems are to be used for business-related purposes. While employees may engage in some de minimis personal use which does not violate this Code, affect or interfere with the employee's performance of his or her job, compromise the Company's business interests, result in added costs to the Company, or otherwise impair operations of the Company's Information Systems in any way, employees are to use Information Systems to transmit or obtain business information.

A. Internet, Electronic Mail and Voice Mail Use Policy

Compuware provides Internet, electronic mail (e-mail) and voice mail (v-mail) systems to help employees do their jobs and communicate business issues with one another as effectively as possible. As helpful as these systems are, whenever possible, person-to-person dialog is always preferred over e-mail and v-mail. As with other forms of business communication at Compuware, e-mail and v-mail should always be professional in content and format. Accessing web sites that are obscene or offensive is strictly prohibited.

B. No Expectation of Privacy

Compuware treats all messages, transmissions, or information sent, received, or stored over the Internet or through the e-mail system as business information. Employees should understand that they have NO expectation of privacy in connection with the access and use of Compuware's Information Systems. To safeguard and protect Compuware's proprietary, confidential, and business-sensitive information, and to ensure that the use of the Company's Information Systems is consistent with the Company's legitimate business interests, these systems are monitored. Compuware reserves the right to retrieve and review any message or information composed, sent, or received. Should employees make incidental use of the e-mail system to transmit personal messages, such messages will be treated no differently from other messages in that the Company reserves the right to access, review, copy, delete or disclose them for any purpose.

C. Other Prohibited Uses

Use of Compuware's Information Systems to copy and/or transmit any documents, software, or other information protected by the copyright laws is prohibited. In addition, employees shall not use the Company's Information Systems to engage in any communications that are in violation of Company policy or applicable laws, including but not limited to obtaining, viewing, transmitting or posting defamatory, discriminatory, obscene, offensive or harassing information, material, or messages or disclosing personal information without authorization. Anyone who violates this policy may be disciplined, up to and including termination.

For further information, please see Compuware's Acceptable Use Policy for Information Systems ("Acceptable Use Policy") on Compuweb. All Compuware employees must abide by the Acceptable Use Policy, which is incorporated into this Code by reference.

ENVIRONMENT, HEALTH AND SAFETY

Compuware is proud of having always provided a safe, healthy and productive work environment for its employees, clients and vendors. The professionalism and cooperation of Compuware employees have greatly contributed to this achievement. Consequently, Compuware and its employees shall abide by all applicable environmental, health and safety laws. If you have any questions or concerns regarding compliance with these laws, please contact your supervisor or Human Resources.

EXPORT CONTROL LAWS

A number of countries maintain controls on the destinations to which products or software may be exported. Some of the strictest export controls are maintained by the United States against countries that the U.S. government considers unfriendly or as supporting international terrorism. The U.S. regulations are complex and apply both to exports from the United States and to exports of products from other countries, when those products contain U.S.-origin components or technology. Software created in the United States is subject to these regulations even if duplicated and packaged abroad. In some circumstances, an oral presentation containing technical data made to foreign nationals in the United States may constitute a controlled export. The General Counsel can provide you with guidance on which countries are prohibited destinations for Compuware products or whether a proposed technical presentation to foreign nationals may require a U.S. Government license.

PREVENTION OF VIOLENCE IN THE WORKPLACE

The best deterrent to employee violence is open communication between an employee and his/her management. Compuware recognizes this and will, as we always have, maintain an open door policy for constructive and interactive problem resolution. However, any act of violence or threat of violence, serious or not, direct or indirect, against a co-worker, client, visitor or other individual by a Compuware employee will not be tolerated and is expressly prohibited. Any employee found to be engaging in such act will be subject to disciplinary action, up to and

including termination. In addition, possession of weapons in the workplace, whether it be a Compuware facility or at a client site, is strictly prohibited regardless of any state or federal law allowing the carrying of concealed weapons.

In addition, it is every employee's obligation to immediately report to his/her manager and to Human Resources any such act or threat of violence made by a Compuware co-worker, client, visitor or other individual that may affect the safety or security of the workplace. Failure to do so may result in disciplinary action, up to and including termination. Compuware will make every reasonable effort to maintain confidentiality of any reported act or threat of violence. The prevention of potential serious harm to any individual, however, will take precedence over confidentiality.

INSPECTION/PRIVACY

Every employee may be required, upon the Company's request, to submit to a search of any pocket, package, purse, briefcase, lunch bag, container, or other personal property brought onto Company premises, and to submit to a search of a desk, cabinet or other stationary or documents provided by the Company, and the employee should not harbor any privacy expectation for these items. Likewise, employees should not have an expectation of privacy for these items on the premises of Compuware customers, clients and vendors. Any items that you do not want to have inspected should not be brought to the workplace.

LEAVES OF ABSENCE AND REASONABLE ACCOMMODATION

Compuware provides the following to eligible employees:

A. Leaves of Absence

- Short Term Disability (STD) is a salary continuation program designed to provide eligible employees with STD benefits should they become totally disabled.
- Long Term Disability (LTD) provides income in the event that an eligible employee is totally disabled and unable to return to work after the Short Term Disability benefit has been exhausted.
- Family Medical Leave Act (FMLA) grants eligible employees the right to take (up to) 12 weeks of unpaid leave in a 12-month period for: the birth of a child, for placement of a child with an employee for adoption or foster care, to care for an employee's spouse, child or parent with a serious health condition, or due to a serious health condition that makes the employee unable to perform the function of their job.

Note: Compuware also complies with state laws that either run concurrently with or are in addition to FMLA.

B. Reasonable Accommodation

The Americans with Disabilities Act (ADA) is a Federal law that prohibits discrimination against qualified individuals with disabilities. In compliance with this Federal law, Compuware attempts to reasonably accommodate qualified candidates or employees with disabilities as long as the accommodation does not impose an “undue hardship” on the Company. Requests for accommodation should be made in writing to the Human Resources Department.

A full description of the information in sections A and B immediately above can be found in the “Benefits” section of your Employee Orientation Handbook, online at Compuweb or by contacting the C.A.R.E. Resource Center at 1-866-CARE-879.

JOB ABANDONMENT

In the event that an employee fails to report to work for three (3) consecutive scheduled working days and has not notified his/her manager, the employee will be considered to have voluntarily abandoned his/her job and will be terminated. Notifying a coworker is not sufficient.

In the case of an approved Short Term Disability leave or leave under the Family Medical Leave Act, an employee will be considered to have abandoned his/her job if, once the leave has exhausted, the employee fails to return to work.

If there are extenuating circumstances concerning an employee’s absence, which can be verified, Compuware will review the information, however, this does not guarantee or imply that a reversal of enforcement of this policy will occur and/or that employment will be reinstated.

ALCOHOL AND DRUG FREE ENVIRONMENT

In keeping with Compuware's commitment to provide a healthy, safe and productive work environment, Compuware maintains an alcohol and drug free work environment. Employees are prohibited from engaging in the unlawful manufacture, distribution, possession, use, or being under the influence of a controlled substance, illegal drugs and/or alcohol during working hours (including breaks and overtime) and/or on company, customer or vendor premises, whether working or not (including parking lots and adjacent company property).

Prior to being extended an offer of employment, all job applicants will be required to successfully pass a drug screen for the presence of illegal drugs and controlled substances beyond any physician-prescribed amounts. Applicants who refuse to submit to, or who do not pass, the drug screen will not be considered for employment at that time, but may reapply after one year.

Current employees will continue to be required to submit to drug screening when our clients lawfully request such screening. In addition, employees may be required to submit to screening based upon reasonable suspicion of intoxication, impairment and/or drug use. The basis of

reasonable suspicion usually includes, but is not limited to, incoherent behavior and/or a sudden change in work performance or conduct. All cases of reasonable suspicion must first be reviewed with the Director-Human Resources before any action is taken.

Compuware reserves the right to refer an employee to an Employee Assistance Program (EAP) for assessment and/or evaluative testing. If a referral to an EAP is made, the employee will be expected to comply as a condition of employment. Refusal to comply with a mandated referral will result in termination of employment. Upon completion of an assessment, if the employee is diagnosed by a physician as being alcohol/drug dependent, the employee, if eligible, may receive absence pay. (Please refer to the Benefits section of Compuweb under Short Term Disability).

Any violation of this policy may result in disciplinary action, up to and including immediate termination.

DISCLAIMER

This Code is not intended to and does not create any rights in any employee, customer, supplier, competitor, shareholder or any other person or entity.

ACKNOWLEDGEMENT OF RECEIPT

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

This will also acknowledge my understanding of the policies described and that the language does not create an employment or benefits contract between Compuware and me. I understand that I am an at-will employee. At the option of either the employee or Compuware, the employment relationship can be terminated at any time, with or without cause, and with or without notice. It is also understood that no supervisor or representative of Compuware, other than the Chief Operating Officer of the Company (and then only if in writing), has any authority to enter into any agreement for employment or to make any agreement with the employee contrary to the provisions set forth in this Code.

In consideration of my employment, I agree to conform to Compuware's rules and regulations, including those set forth in this Code. In addition, 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, whether posted on Compuware's intranet (Compuweb), sent to my web mail account, or otherwise communicated to me, shall apply to me.

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

I have received and read the Compuware Employee Code of Conduct. I understand that compliance with the Code is a condition of my employment with Compuware.

Signature of Employee

Please print Employee name

Dated: _____

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|—

Signature

Date

**NO POSTAGE
NECESSARY
IF MAILED
IN THE
UNITED STATES**

BUSINESS REPLY MAIL

FIRST-CLASS MAIL PERMIT NO. 1213 FARMINGTON, MI

POSTAGE WILL BE PAID BY ADDRESSEE
COMPUWARE CORPORATION
ATTN: HUMAN RESOURCES
ONE CAMPUS MARTIUS
DETROIT MI 48226

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ID\DMB