



## Supplier Code of Conduct

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Compuware Corporation seeks at all times to conduct business in a lawful, ethical and moral manner in every aspect of our company. We value our customers, our employees, our business partners, and our reputation, and recognize that they are the keys to the tremendous success we have achieved.

We expect our Suppliers to share this perspective, and we therefore require them to subscribe to certain moral and ethical principles in their business operations. While Compuware recognizes that our Suppliers are independent entities, and that there are different legal and cultural environments throughout the communities in which we operate, this code sets forth the basic requirements all Suppliers, as well as their employees, agents and subcontractors, must meet in order to do business with Compuware.

### **1. Business Practices**

1. Suppliers will finish tasks efficiently, within the allotted time and within budget.
2. Suppliers will display a cooperative and positive attitude by working well with Compuware employee and Compuware's other Suppliers, and will be easy to do business with.
3. Suppliers will deliver work product that meets or exceeds Compuware's expectations – free of defects, professional in quality, and on time.
4. Suppliers will plan ahead to solve business problems proactively.
5. Suppliers will be loyal to Compuware and its customers, and do everything reasonably possible to maintain or improve on the good will Compuware has earned within its industry and its customer base.
6. Suppliers will protect Compuware's physical and intellectual assets when authorized by Compuware to use such assets.
7. Suppliers may speak to the press or others on behalf of Compuware only if expressly authorized to do so by Compuware.
8. Suppliers must at all times avoid the appearance of or actual improprieties and/or conflicts of interests.
9. Suppliers shall immediately disclose any actual or potential conflict of interest to Compuware's General Counsel, and shall not deal directly with any Compuware employee whose spouse, domestic partner, or other family member or relative has a significant financial interest in or other substantial relationships to, the Supplier.
10. Suppliers must at all times comply with all applicable federal, state and local laws, regulations and ordinances.
11. Suppliers shall immediately report any improper or unethical conduct by Compuware employees to Compuware's General Counsel.

## **2. Employment Practices**

1. Suppliers should maintain a workforce free of harassment and unlawful discrimination. Supplier companies should not engage in any form of discrimination based on race, national origin, religion, age, disability, gender, marital status, sexual orientation, or political affiliation.
2. Suppliers should abide by all applicable laws relating to wages and benefits, and must pay the legally prescribed minimum wage or the prevailing industry wage, whichever is higher.
3. Suppliers may not use child labor as defined by local laws and regulations, and in no case may Suppliers use workers younger than the age of 16 or the compulsory age to be in school, whichever is higher.
4. Compuware Suppliers are prohibited from using forced or involuntary labor, including prisoners, bonded or indentured workers. Compuware will not purchase products from Suppliers using forced or involuntary labor.
5. Suppliers must provide workers with a safe and healthy work environment that complies with all applicable laws and regulations. Employees must have access to potable water and sanitary facilities, and all workplaces must have adequate fire safety, lighting and ventilation facilities. Residential facilities, if provided to workers, must also meet these requirements.
6. Suppliers shall provide workers with all benefits required by laws and regulations, including, if required, meals, transportation, health care, child care and leave for medical, family or religious reasons. As required by law or regulation, Suppliers shall make contributions towards workers' social security and insurance programs.
7. Suppliers must keep employee records in accordance to local and/or national regulations.

## **3. Legal and Compliance Requirements**

1. Suppliers must comply fully with antitrust and fair competition laws and regulations in the jurisdictions in which the Suppliers conduct business.
2. Suppliers must comply with all applicable environmental laws and regulations relating to hazardous materials, air emissions, waste and wastewater discharges, including the manufacture, transportation, storage and release to the environment of such materials.
3. Suppliers must cooperate with investigations by government officials, and Suppliers must be truthful in all discussions with government investigators.
4. Suppliers may not participate in international boycotts that are not sanctioned by the U.S. government or applicable laws.
5. Suppliers must comply with the anti-corruption laws of the countries in which it does business, including the United States Foreign Corrupt Practices Act, and not make any direct or indirect payments or promises of payments to foreign government officials for the purpose of inducing the individual to misuse his/her position to obtain or retain business.
6. Suppliers must comply with all applicable United States laws and regulations, and all country of origin laws and regulations relating to imported products, not specifically referred to above.

#### **4. Compliance with Compuware's Supplier Code of Conduct**

Every Supplier must comply with the above Code of Conduct as a condition of doing business with Compuware. Suppliers are expected to self-monitor their compliance with this Code of Conduct. A Supplier's failure to comply with these policies may be sufficient cause for Compuware to exercise its right to terminate its business relationship with that Supplier. Alternatively, if Compuware discovers a Supplier's noncompliance with this Code, Compuware may require the Supplier to implement a Corrective Action Plan. Suppliers are responsible for ensuring that their employees and representatives understand and comply with this Code of Conduct. Suppliers have a duty under this Code of Conduct to inform Compuware management of any violations of these requirements.

Compuware is deeply committed to conducting business according to the highest standards of honesty, ethics and integrity. By requiring adherence to the letter and spirit of this Code of Conduct, Compuware hopes to instill those same values in its Suppliers, and foster strong, long-term, and mutually beneficial relationships