



PROS Code of Business Conduct and Ethics

A Message from Andres Reiner, President and CEO:

To All Directors, Officers and Employees:

At PROS, we are united around our core values of: We are Owners; We are Innovators; and We Care. Central to putting our values into action is our individual and collective integrity. To that end, we have established a [Code of Business Conduct and Ethics](#). The Code applies to every director, officer and employee. We also expect that those with whom we do business will adhere to the Code. Our Code is designed to help you comply with the law and maintain the highest standards of ethical conduct. The Code does not cover every issue that may arise, but it sets out core principles and a methodology to help guide you in the attainment of this common goal.

We must all carry out our duties in accordance with this Code and applicable law. Any violation of applicable law or any deviation from the standards embodied in this Code may result in disciplinary action up to and including termination. Disciplinary action also may apply to an employee's supervisor who directs or approves the employee's improper actions or is aware of those actions but does not act appropriately to correct them. In addition to imposing internal discipline, we may also bring suspected violations of law to the attention of the appropriate law enforcement personnel. If you become aware of a situation which you believe may violate or lead to a violation of this Code, follow the procedures described at the beginning of the Code.

Thank you for everything you do to contribute to PROS, our culture and our customers every day.

A handwritten signature in blue ink, appearing to read "AR" followed by "Reiner".

**Andres Reiner
President and CEO**

August 5, 2021



Our Code of Conduct

PROS is committed to being a good corporate citizen. To this end, our policy is to conduct our business affairs honestly and in an ethical manner. This can only be achieved if you individually accept your responsibility to promote integrity and demonstrate the highest level of ethical conduct in all your activities. Any activity that could call into question PROS reputation or integrity should be avoided.

The key to compliance with our Code is exercising good judgment and seeking appropriate guidance. This means following the spirit of our Code and the law, doing the “right” thing, and acting ethically even when our Code and applicable law does not specifically cover the situation at hand.

When you are faced with a business situation where you must determine the right thing to do, you should ask the following questions:

- Have I checked the Code for guidance?
- Am I following the spirit, as well as the letter, of applicable law or PROS policy?
- Have I sought guidance from an appropriate source such as my manager, the Human Resources Department or the [Legal Department](#)?
- Would I want my actions reported in the news media or online?
- What would my family, friends or neighbors think of my actions?
- Will there be any direct or indirect negative consequences for PROS?

Managers Set an Example

While this Code applies to all PROS employees and outside directors, managers set an example for other employees and are often responsible for directing the actions of others. Every manager is expected to take necessary actions to ensure compliance with this Code, provide guidance and assist employees in resolving questions concerning the Code, and encourage employees to express any concerns regarding compliance with this Code. Managers who receive any report of a suspected violation must report the matter to the Legal Department without delay at legal@pros.com.

No one has the authority to instruct another employee to act in a manner that is contrary to this Code. (See [Areas of Guidance](#))

How to Raise Questions and Report Concerns and Violations

Why is it critical to raise a question or concern?

PROS cannot fix issues that we do not know about. If you are not sure how to handle something, or if you think there is a problem, please speak up, as no matter how small the issue is, we want to hear from you.

If I suspect a violation of the Code, should I report it?

Yes. You should report any violation or suspected violation of this Code using one of these resources:

- Your manager, or another manager you trust
- The Legal Department at legal@pros.com
- Dial the toll-free hotline that is accessible 24 hours a day, 7 days a week at: (844) 936-0726 (U.S., Guam, Puerto Rico and Canada). See the [EthicsPoint portal](#) for detail.
- Make a report online via the [EthicsPoint portal](#) at pros.ethicspoint.com.

Your report can be anonymous and confidential when you use the EthicsPoint reporting system, whether by telephone or online. Please provide as much information as possible so that your report can be fully investigated.

Do I have an obligation to report?

Yes. If you believe a violation of the Code or applicable law has occurred, or if you have observed or become aware of conduct which appears to be contrary to the Code or applicable law, immediately report the situation.

Escalate reports of financial or accounting issues

If you have or receive notice of a complaint or concern regarding PROS financial disclosures, accounting practices, internal accounting controls or auditing, or regarding questionable accounting or auditing matters, you must immediately advise your manager, the Legal Department, or the Chair of the Audit Committee using the reporting resources listed above or, to contact the Chair of the Audit Committee directly by mailing a description of the complaint or concern to:

PROS Holdings, Inc.
ATTN: Audit Committee Chair
3200 Kirby Dr., Suite 600
Houston, TX 77098

Report promptly and in good faith

You are expected to become familiar with and understand the requirements of the Code. If you become aware of a suspected violation, don't try to investigate or resolve it on your own. Prompt disclosure to the appropriate parties is vital to ensuring a thorough and timely investigation and resolution. Appropriate personnel should review the circumstances as promptly as possible, as delay may adversely affect the investigation. Any violation of the Code is a serious matter and could have legal implications. Allegations of such behavior are not taken lightly and should not be made to embarrass or put anyone in a false light. Reports of suspected violations should always be made sincerely and honestly. It does not matter whether your report turns out to be true, but you must make it with the best intentions.

You should not fear retaliation

We strictly prohibit discrimination, retaliation or harassment of any kind against any person who acts in good faith in reporting information to PROS or law enforcement concerning a possible violation of applicable law or PROS policy, including this Code. Anyone who discriminates, retaliates or harasses may be subject to civil, criminal and administrative penalties, as well as disciplinary action up to and including termination of employment.

Cooperate with internal investigations

You are expected to cooperate in internal investigations of alleged misconduct or violations of the Code or applicable law.

Areas of Guidance

The Code provides guidance in the following areas and links to other PROS policies where you can find additional information:

General Compliance

[Compliance with Laws, Rules and Regulations and Company Policies](#)

Safeguarding Information and Assets

[Protection and Proper Use of PROS Assets](#)

[Confidentiality](#)

[Cybersecurity](#)

[Export Compliance](#)

Transparency in Conduct

[Conflicts of Interest and Corporate Opportunities](#)

[Gifts and Entertainment](#)

[Insider Trading](#)

[Fair Dealing](#)

[Signature Authority](#)

Respect

[Diversity and Non-Discrimination](#)

[Workplace Security and Safety](#)

Communications

[External and Communications and Signature Authority](#)

[Social Media](#)

Financial Reporting

[Full, Fair, Accurate, Timely and Accurate Disclosure](#)

[Special Ethics Obligations for Employees with Financial Reporting Responsibilities](#)

Compliance Procedures

Compliance with Laws, Rules and Regulations and Company Policies

You must comply with all applicable laws, as well as all PROS policies, in performing your duties for PROS.

Numerous national state/provincial and local laws (including governmental rules and regulations) define and establish obligations with which PROS, our directors, employees and agents must comply. Under certain circumstances, applicable law may establish requirements that differ from this Code. You are expected to comply with all applicable laws in conducting PROS business. If you violate applicable law in performing your duties for PROS, you not only risk individual indictment, prosecution and penalties, as well as civil actions and penalties, you

also subject PROS to the same risks and penalties. If you violate applicable law in performing your duties for PROS, you may be subject to immediate disciplinary action, including possible termination of your employment or affiliation with PROS.

There are many significant areas of law applicable to PROS, several of which are summarized in the Code; however, this Code does not summarize all laws applicable to us. While you are not expected to know the details of all applicable laws, it is important to know enough to determine when to seek advice. Anytime you have a question or concern about an applicable law, you should consult the Legal Department by emailing legal@pros.com. ([Return to Areas of Guidance](#))

Protection and Proper Use of PROS Assets

You should endeavor to protect PROS assets and ensure their proper and efficient use. PROS "assets" are broadly defined as anything that belongs to PROS and has value. Tangible assets include computers, network equipment, funds, offices, furniture and paper files. Intangible assets include inventions, designs, software products of PROS under development or in commerce, data, methods and processes, system architecture, manufacturing or testing techniques, circuitry, research and development, sales promotions, records, business plans and strategies, pricing, personnel records, vendor lists, cost structures, contracts, methods of operation, flow charts, specialized training, customer data and records, as well as any information about any PROS customer or prospect.

Unauthorized alteration, destruction, use, disclosure or distribution of PROS assets violates PROS policy and this Code. Theft or waste of these assets may have a direct adverse impact on PROS operations and profitability and will not be tolerated. Use care when handling PROS assets and follow all security guidance diligently.

PROS provides computers, phone, e-mail and internet access to employees for the purpose of conducting PROS business. As a result, PROS has the right to access, reprint, publish or retain any information created, sent or contained in any PROS computer, voicemail, server or network with appropriate justification, except as prohibited by applicable law. You may not use PROS computers, phones, e-mail, internet servers or networks for any illegal purpose or in any manner that is contrary to PROS policies or this Code.

You should not copy, resell or transfer copyrighted publications, including software, manuals, articles, books or databases used for PROS business, that were created by another entity and licensed to PROS, unless you are authorized to do so under the applicable license agreement.

Consult the [PROS Acceptable Use of Technology Standard](#) for a comprehensive list of allowed and prohibited uses of PROS equipment, software and digital resources. If you have any questions about acceptable use of PROS assets and technology, consult your manager or the Governance Department (governance@pros.com). ([Return to Areas of Guidance](#))

Confidentiality

All confidential information must be protected. Confidential information includes all non-public information entrusted to you that might be of use to competitors or harmful to PROS or our vendors, partners or customers, if disclosed. You must maintain the confidentiality of such

information entrusted to you by PROS, except when disclosure is authorized by PROS or required by law.

Examples of confidential information include all the items listed as intangible assets in the [Protection and Proper Use of PROS Assets](#) section as well as information about financial performance or financial projections; new product or marketing plans; research and development ideas or information; processes; information about potential acquisitions, divestitures and investments; significant personnel changes and organization charts; and existing or potential major contracts, orders, suppliers or customers or the loss thereof.

Your obligation with respect to confidential information extends beyond the workplace. In that respect, it applies to communications with your friends and family members and continues to apply even after your relationship with PROS ends. ([Return to Areas of Guidance](#))

Records Management and Retention

Stored records can create risk for PROS. Compliance with the [Records Retention Policy](#) is required for all employees, and this compliance includes deleting records that are past their retention schedule and maintaining access control over records you store to protect confidentiality of the information.

Cybersecurity

Effective security requires all individuals to understand, support, and fulfill their security responsibility. Each of us has individual and shared responsibilities to protect the information assets controlled by PROS in accordance with applicable law, PROS policies and contractual obligations.

Specific requirements for and prohibitions of the use of technology equipment, systems, communication tools and information assets are described in the [Acceptable Use of Technology Standard](#). They include the following critical rules for cyber security:

Without prior IT approval by contacting TechnicalSupport@pros.com,

Do Not:

1. Uninstall software installed by IT or Security
2. Disable security measures on your laptop or attempt to circumvent them
3. Install an operating system on any PROS-owned device
4. Install any software on a PROS-owned device
5. Connect a non-PROS device to the PROS network. Use the PROS Guest network for non-PROS devices. ([Return to Areas of Guidance](#))

Export Compliance

The U.S. government actively regulates and restricts the export of certain items and information (including technologies) that it deems critical to the interests of national security, the economy and foreign policy. PROS products may also be subject to export or import laws and regulations in other countries. PROS is committed to complying with applicable laws and regulations pertaining to exports of software, services and technology.

While it may be obvious that the sale of a product is an export, U.S. export laws go beyond simple purchase transactions in defining what is an “export”. For example, U.S. export laws and regulations state that the electronic transmission of software or technology for beta, quality assurance, demonstration or other purposes is also an export. The U.S. also defines “export” to include consulting, instructing or training with respect to export-controlled technology or providing materials to a foreign entity or non-U.S. national or non-U.S. permanent resident alien, even where the software or technology never leaves the U.S..

Consult [PROS Exporting Information](#) for additional information on the export control classification numbers of PROS products. If you have any questions or concerns about export compliance, contact the Legal Department (legal@pros.com). ([Return to Areas of Guidance](#))

Conflicts of Interest and Corporate Opportunities

You must avoid any situation in which your personal interests conflict or even appear to conflict with PROS interests. You owe a duty to PROS not to compromise the legitimate interests of PROS and to advance PROS interests when the opportunity to do so arises in the course of your employment. You must avoid situations in which your personal, family or financial interests conflicts or appears to conflict with those of PROS. You may not engage in activities that compete with PROS or compromise its interests. You may not take for your own benefit (or for the benefit of friends or family members) opportunities discovered using PROS assets, property or your position with PROS.

Here are some examples of actual or potential conflicts:

- you (or a member of your immediate family) receive an improper personal benefit, as a result of your position with PROS;
- you engage in any activity that interferes with your loyalty to PROS or your ability to perform your duties or responsibilities effectively;
- you work simultaneously (whether as an employee or a consultant) for a competitor, customer, partner or supplier;
- you (or a member of your immediate family) have a financial interest in a competitor, customer, partner or supplier which is significant enough to cause divided loyalty with PROS or the appearance of divided loyalty;
- you (or a member of your immediate family) acquire an interest in property (such as real estate, intellectual property rights, or securities) in which you have reason to know PROS has, or might have, a legitimate interest;
- you (or a member of your immediate family) receive a loan or a guarantee from a competitor, customer, partner or supplier (other than a loan from a financial institution made in the ordinary course of business and on an arm’s-length basis);
- you divulge or use PROS confidential information—such as financial data, customer information or computer programs—for any reason other than to perform your employment obligations at PROS, including for your own personal or business purposes;

- you (or a member of your immediate family) make a gift or payment, or provide a special favor, to a competitor, customer, partner or supplier (or their immediate family members) with a value significant enough to cause the competitor, customer, partner or supplier to take or forego any action, which is beneficial to PROS and which the competitor, customer, partner or supplier would not otherwise have taken; or
- you (or a member of your immediate family) are given the right to buy stock in other companies or receive cash or other payments in return for promoting the services of a third party to PROS.

Conflicts are not always clear-cut. If you become aware of a conflict described above or any other conflict, potential conflict, or have a question as to a potential conflict or are otherwise in doubt on whether a conflict exists, you should consult with your manager or the Legal Department and follow the procedures described at the beginning of the Code. If you become involved in a situation that gives rise to an actual conflict, you must inform your supervisor or the Legal Department of the conflict. If your supervisor is involved in the potential or actual conflict, you must instead discuss the matter directly with the Legal Department. Directors and executive officers must seek prior authorization of any potential conflict of interest exclusively from the Audit Committee following consultation with the General Counsel. ([Return to Areas of Guidance](#))

Gifts and Entertainment

Receiving Gifts

Neither you, nor members of your immediate family, are permitted to solicit or accept any valuable gift, payment, special favor or other consideration from any competitor, customer, partner or supplier. Any such gift may be accepted only on behalf of PROS with the approval of your manager and the Legal Department.

Comply with PROS Expense Policies

All gifts, including business entertainment, are subject to the applicable regional [PROS Travel & Expense Policies](#). In general, PROS does not view business entertainment as essential to our business approach. Therefore, entertain others only when it is necessary to facilitate business discussion. PROS advises our employees to select a setting normally used for the conduct of business and which would positively reflect on PROS. We advise our employees to take precautions to provide appropriate security if sensitive information will be discussed. Under no circumstances is adult entertainment appropriate; engaging in this type of activity in a business context (whether or not expensed to PROS) will result in disciplinary action, up to and including termination of employment. For more information, you should consult your regional [Travel & Expense policy](#).

Comply with all Anti-Bribery laws

PROS requires full compliance with domestic and international anti-bribery laws and regulations, including the Foreign Corrupt Practices Act ("FCPA") and the UK Bribery Act. The FCPA prohibits any corrupt offer, payment, promise to pay or authorization to pay any money, gift or anything of value to any foreign or domestic official, or any foreign or domestic political party, candidate or official, for the purpose of (i) influencing any act, or failure to act, in the official capacity of that official or party, or (ii) inducing the official or party to use influence to

affect a decision of a government or agency; in order to obtain or retain business for anyone, or direct business to anyone. The UK Bribery Act goes further and prohibits bribes paid to any person to induce them to act improperly. We are all responsible for compliance with the FCPA, the UK Bribery Act and other applicable anti-bribery laws regardless of our residency or office location.

Foreign Official Broadly Defined

“Foreign official” is defined broadly and includes all employees of non-U.S. national, state, provincial and local governments and all their departments and agencies, from high-level officials to low-level employees. But the term also covers employees of state-owned or state-controlled entities - that is, employees of companies and organizations that may not explicitly be a part of the government but that are owned or controlled by the government. Examples of employees who were deemed to be “foreign officials” in recent enforcement actions include pharmacists, doctors and administrators at public hospitals and employees of telecommunications companies, electric utilities, public educational institutions and **state-supported airlines**.

Anything of Value Broadly Defined

The term “anything of value” has been broadly construed to include not only cash or a cash equivalent, but also, among other things: discounts; gifts; training and education; entertainment; meals and drinks; transportation; lodging; and promises of future employment. Further, there is no threshold under which something is guaranteed to have no ‘value’; rather, the perception of the recipient and the subjective valuation of the thing conveyed is often a key factor in determining whether “anything of value” has been given to a foreign official.

Exercise Caution with Foreign Officials

The FCPA and UK Bribery Act do not prohibit a company from paying for the meals and other entertainment of foreign officials so long as the meals and entertainment are reasonable, directly related to a legitimate business purpose, and not provided for the purpose of improperly influencing the other individuals. The level of entertainment should be in accordance with PROS entertainment standards. Seek guidance from the Legal Department in advance of **any** proposed entertainment other than business meals complying with the applicable regional Travel & Expense policy. ([Return to Areas of Guidance](#))

Insider Trading

You should never trade securities on the basis of confidential information acquired through your employment or fiduciary relationship with PROS.

You are prohibited under both U.S. federal law and PROS policy from purchasing or selling PROS stock, directly or indirectly, because of material non-public information concerning PROS. Generally, material information is that which would be expected to affect the investment decisions of a reasonable investor or the market price of the stock.

You must also refrain from trading in the stock of other publicly held companies, such as existing or potential customers, partners or suppliers, on the basis of material confidential information obtained in the course of your employment or your service as a director. It is also illegal to recommend a stock to someone else (i.e., “tip”) based on such information.

If you have a question concerning the appropriateness or legality of a particular securities transaction, consult with the Legal Department. Officers, directors and certain other employees of PROS are subject to additional responsibilities under the [PROS Insider Trading Policy](#). ([Return to Areas of Guidance](#))

Fair Dealing

You should endeavor to deal honestly and fairly with PROS customers, partners, suppliers, competitors and employees. Under various applicable laws, we are prohibited from engaging in unfair methods of competition and unfair or deceptive acts and practices. You should not take unfair advantage of anyone through manipulation, concealment, abuse of privileged information, misrepresentation of material facts or any other unfair dealing. Examples of prohibited conduct include:

- bribery or payoffs to induce business or breaches of contracts by others;
- acquiring a competitor's trade secrets or confidential information through bribery or theft;
- making false, deceptive or disparaging claims or comparisons about competitors or their products or services; or
- mislabeling products or services. ([Return to Areas of Guidance](#))

Signature Authority

PROS has established procedures that must be followed for the review, approval and signature of any contract to which PROS is party. Failure to follow the PROS Signature Authority and Contracting Policy, including by signing a contract on behalf of PROS for which you do not have signature authority and proper approval, violates the Code, may expose PROS to liability and could potentially expose you to personal liability. For more information, please review the [PROS Signature Authority and Contracting Policy](#). ([Return to Areas of Guidance](#))

Diversity and Non-Discrimination

We believe that diversity and inclusion are key to driving true innovation. We are committed to continuing to hire and promote inclusively, increasing diverse representation and continuing to foster an inclusive culture that gives every employee the opportunity to realize their full potential.

PROS is committed to providing a work environment free of harassment and disrespectful or other unprofessional conduct. PROS policy prohibits conduct that is considered disrespectful or unprofessional, as well as harassment based on sex (including pregnancy, childbirth, breastfeeding or related medical conditions), race, religion (including religious dress and grooming practices), color, gender (including gender identity and gender expression), national origin or ancestry, physical or mental disability, medical condition, genetic information, marital status, registered domestic partner status, age, sexual orientation or any other basis protected by federal, state or local law or ordinance or regulation.

For more information, please review [PROS Anti-Harassment Policy and Complaint Procedure](#) and [PROS Equal Employment Opportunity Policy - United States](#). ([Return to Areas of Guidance](#))

Workplace Security and Safety

PROS is committed to providing a healthy, safe and secure work environment to our employees, contractors and visitors. Follow all security and safety rules and report unsafe situations.

Violence and threats of violence are not acceptable at PROS. Possession and use of weapons are also prohibited in the workplace. If you believe someone is in immediate danger, contact the local authorities right away. For more information, please review the [PROS Workplace Weapons Policy](#).

The security of PROS premises and property is the shared responsibility of all employees. All employees must be familiar with our security policies and procedures and should report any observed anomaly in physical security. Employees, contractors and visitors should always wear credentials (badges) in a conspicuous manner while in PROS offices. Never provide physical access to PROS offices to anyone not properly credentialed or escorted. For more information, please review the [Physical Security Standard](#). ([Return to Areas of Guidance](#))

External and Internal Communications

At PROS, we encourage open and transparent communication. However, we have many stakeholders and audiences, from internal to customers, partners and investors. We have experts designated to prepare content and messages for each audience and processes in place to ensure that all information disclosed about PROS is accurate, consistent and complete. Unless you are authorized to do so, you should not make any public statements on PROS behalf and should refer all communications from investors, analysts and the media regarding PROS business to PROS investor relations or PROS public relations. For more information, please review the [PROS Disclosure Policy](#).

At PROS, we are committed to creating a workplace where employees can do the best work of their lives. Please be responsible and respectful of fellow employees in your internal communications, whether on the phone, email, Zoom or any other content you create or produce. For more information, please review the [PROS Appropriate Business Communication Policy](#). ([Return to Areas of Guidance](#))

Social Media

In any online communications (including user forums, blogs, chat rooms, bulletin boards and other social media), you should understand and follow PROS policies regarding the use of social media and make it clear that your views are your own. For more information, please review the [PROS Social Media Guidelines](#). ([Return to Areas of Guidance](#))

Full, Fair, Accurate, Timely and Understandable Disclosure

It is of paramount importance that all disclosure in reports and documents that PROS files with, or submits to, the SEC, and in other public communications made by PROS, is full, fair, accurate, timely and understandable. You must take all steps available to assist PROS in fulfilling these responsibilities consistent with your role within PROS. In particular, you are required to provide

prompt and accurate answers to all inquiries made to you in connection with the preparation of PROS public reports and disclosures.

Our CEO and CFO are responsible for designing, establishing, maintaining, reviewing and evaluating on a quarterly basis the effectiveness of PROS disclosure controls and procedures (as such term is defined by applicable SEC rules). Our CEO, CFO, controller and such other officers designated from time to time by the Audit Committee of the Board of Directors are deemed to be "Senior Officers" of PROS. Senior Officers will take all steps necessary or advisable to ensure that all disclosure in reports and documents filed with or submitted to the SEC, and all disclosure in other public communication made by PROS, is full, fair, accurate, timely and understandable.

Senior Officers are also responsible for establishing and maintaining adequate internal control over financial reporting to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. Senior Officers will take all steps necessary or advisable to ensure compliance with established accounting procedures, PROS system of internal controls and generally accepted accounting principles.

All employees have an obligation to ensure that PROS makes and keeps books, records and accounts which, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of PROS. Any attempt to enter inaccurate or fraudulent information into PROS accounting system will not be tolerated and may result in disciplinary action, up to and including termination of employment. ([Return to Areas of Guidance](#))

Special Ethics Obligations for Employees with Financial Reporting Responsibilities

Each Senior Officer bears a special responsibility for promoting integrity throughout PROS. Furthermore, Senior Officers have a responsibility to foster a culture throughout PROS that ensures the fair and timely reporting of PROS results of operation and financial condition and other financial information.

Because of this special role, Senior Officers are bound by the following additional Senior Officer Tenants of Ethics, and by accepting this Code each Senior Officer agrees to:

- Perform all duties in an honest and ethical manner;
- Handle all actual or apparent conflicts of interest between personal and professional relationships in an ethical manner;
- Take all necessary actions to ensure full, fair, accurate, timely and understandable disclosure in reports and documents that PROS files with, or submits to, government agencies and in other public communications;
- Comply with all applicable laws, rules and regulations of federal, state and local governments; and
- Proactively promote and be an example of ethical behavior in the work environment.

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Loans Prohibited

Loans by PROS to, or guarantees by PROS of obligations of, employees or their immediate family members are of special concern and could constitute improper personal benefits to the recipients of such loans or guarantees, depending on the facts and circumstances. Loans by PROS to, or guarantees by PROS of, any director or officer or their immediate family members are expressly prohibited.

Compliance Procedures

You are expected to become familiar with and understand the requirements of the Code. Most importantly, you must comply with it. Nothing in this Code is intended to require any action contrary to law. If the Code conflicts with any applicable law, you must comply with the law. To the extent that other PROS policies and procedures conflict with this Code, you should follow this Code. ([Return to Areas of Guidance](#))

CEO Responsibility

Our CEO is responsible for ensuring that the Code is established and effectively communicated to all employees, officers and directors. Although day-to-day compliance issues will be the responsibility of PROS managers, our CEO has ultimate accountability with respect to the overall implementation of and successful compliance with the Code.

Corporate Compliance Management

Our CEO will select an employee to act as the Corporate Compliance Officer. The Compliance Officer is currently the General Counsel. The Compliance Officer's responsibility is to ensure communication, training, monitoring and overall compliance with the Code. The Compliance Officer will, with the assistance and cooperation of PROS directors, officers and managers, foster an atmosphere where employees are comfortable in communicating and reporting concerns and possible Code violations.

Screening of Employees

PROS will exercise due diligence when hiring and promoting employees and, in particular, when conducting an employment search for a position involving the exercise of substantial discretionary authority, such as a member of the executive team, a senior management position or an employee with financial management responsibilities. PROS will make reasonable inquiries into the background of each individual who is a candidate for such a position. All such inquiries will be made in accordance with applicable law and good business practice.

Access to the Code

PROS will ensure that employees, officers and directors may access the Code on the PROS website. New employees will receive a copy of the Code as part of their new hire information. From time to time, PROS will sponsor employee training programs in which the Code and other PROS policies and procedures will be discussed.

Monitoring

Managers are the "go to" persons for employee questions and concerns relating to the Code, especially in the event of a potential violation. Managers should immediately report any violations or allegations of violations to the Legal Department or the Compliance Officer.

Managers should work with the Legal Department or the Compliance Officer in assessing areas of concern, potential violations, any needs for enhancement of the Code or remedial actions and overall compliance with the Code and other related policies.

Auditing

An internal audit team, if selected by the Audit Committee, will be responsible for auditing PROS compliance with the Code.

Internal Investigation

When an alleged violation of the Code is reported, PROS will take prompt and appropriate action in accordance with applicable law and otherwise consistent with good business practice.

If the suspected violation appears to involve either a possible violation of law or an issue of significant corporate interest, or if the report involves a complaint or concern of any person (whether director, employee, a shareholder or other interested person) regarding a PROS financial disclosure, internal accounting control, questionable auditing or accounting matter or practice or other issue relating to PROS accounting or auditing, then the manager or investigator should immediately notify the Compliance Officer, who, in turn, will notify the Legal Department and Chairman of the Audit Committee, as applicable.

If a suspected violation involves any director or officer, or if the suspected violation concerns any fraud (whether or not material) involving management or other employees who have a significant role in PROS internal controls, any person who received such report should immediately report the alleged violation to the Compliance Officer, the Chairman of the Audit Committee and, if appropriate, the CEO or CFO.

Upon receiving a report of any actual or suspected violation, the Compliance Officer or the Chairman of the Audit Committee or both of them together, as applicable, should assess the situation and determine the appropriate course of action. At a point in the process consistent with the need not to compromise the investigation, the investigator should apprise any person suspected of a violation of the alleged violation and that person will have an opportunity to provide a response to the investigator.

Disciplinary Actions

The Compliance Officer or their delegate, in consultation with legal advisors as needed, will be responsible for recommending appropriate disciplinary action in accordance with PROS policies and procedures for any employee who is found to have violated the Code; provided that if a violation is reported to the Audit Committee or another committee of the Board, that committee will instead be responsible for recommending appropriate disciplinary action.

Any violation of applicable law or any deviation from the standards embodied in this Code may result in disciplinary action, up to and including termination of employment. Any employee engaged in the exercise of substantial discretionary authority, including any Senior Officer, who is found to have engaged in a violation of law or unethical conduct in connection with the performance of their duties for PROS, may be removed from their position and prohibited from occupying any other position involving the exercise of substantial discretionary authority.

In addition to imposing discipline upon employees involved in non-compliant conduct, PROS may also impose discipline, as appropriate, upon any employee's supervisor who directs or approves such employee's improper actions or is aware of those actions but does not act appropriately to correct them, and upon other individuals who fail to report known non-compliant conduct. PROS may also bring any violations of applicable law to the attention of appropriate law enforcement personnel.

Retention of Reports and Complaints

All reports and complaints made to the Compliance Officer or the Chair of the Audit Committee will be logged into a record maintained for this purpose by the Compliance Officer and the record of such report will be retained for five (5) years. ([Return to Areas of Guidance](#))

Amendments and Waivers of the Code of Business Conduct and Ethics

Any substantive amendment to or waiver of this Code (i.e., a material departure from the requirements of any provision) particularly applicable to or directed at executive officers or directors may be made only after approval by the Board of Directors. Nothing in the Code is intended or will be considered (i) to amend the charter or bylaws of PROS, (ii) to change or expand the legal duties or liabilities imposed under applicable law, (iii) to create or imply an employment contract or term of employment or (iv) to affect any rights available under applicable law or PROS charter or bylaws. ([Return to Areas of Guidance](#))

Document Information

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