

PROS Holdings, Inc.

Charter of the Internal Corporate Compliance Committee

This Internal Corporate Compliance Committee Charter (the “**Charter**”) has been adopted by **PROS Holdings, Inc** (the “**Company**”) and ratified by the Nominating and Governance Committee of the Board of Directors. The Internal Corporate Compliance Committee (the “**Committee**”) shall review and assess the Company’s corporate governance and recommend any proposed changes to the Nominating and Governance Committee of the Board of Directors for approval.

Statement of Policy

This Charter specifies the scope of the responsibilities of the Internal Corporate Compliance Committee (the “**Committee**”) and the manner in which those responsibilities shall be performed, including its structure, processes and membership requirements.

Membership

The members of the Committee shall be appointed by, and serve at the discretion of, the Chief Executive Officer and/or the Chief Financial Officer.

The members of the Committee shall be: the CEO (Chairman), the CFO, the Compliance Officer, the Director of Investor Communications and any person the CEO appoints to the Committee.

The Committee may have the assistance of Company staff as necessary or appropriate to assist in performing its responsibilities. The Committee shall have access to any Company personnel to fulfill its responsibilities. The CEO or CFO may designate a Chair of the Committee, or in the absence of such designation, the Committee may designate a chairman.

Meetings

The Committee shall meet as often as it deems necessary to fulfill its responsibilities. The Committee shall meet upon the request of the Nominating and Governance Committee of the Board of Directors.

Responsibilities

The Internal Corporate Governance Committee is responsible for:

- Meet with Nominating and Governance Committee of the Board of Directors to review corporate governance and any comments or concerns the Committee may have,
- Consider and recommend to the Nominating and Governance Committee of the Board of Directors any matters of corporate governance principles.
- The Committee shall also have such other responsibilities as the Nominating and Governance Committee of the Board of Directors may assign to it from time to time.
- Annually, reassess this charter and recommend any proposed changes to the Nominating and Governance Committee of the Board of Directors for approval.
- To understand the policy and procedures of the Institutional Shareholders Service and rely this information to the Nominating and Governance Committee of the Board of Directors.
- Review and access the changes to the Company’s Corporate Governance Quotient