



**PROS HOLDINGS, INC.**

**POLICY FOR REPORTING VIOLATIONS AND COMPLAINTS**

*(as amended through October 4, 2018)*

***I. Policy Statement***

One the most valuable assets of PROS Holdings, Inc. (the “*Company*”) is its integrity. Protecting this asset is the job of everyone in the Company. We have established a Code of Business Conduct and Ethics (the “*Code*”, found on the Company’s investor relations website) to help our employees comply with the law and to maintain the highest standards of ethical conduct. This Policy for Reporting Violations and Complaints (this “*Policy*”) is meant to supplement the Code by establishing procedures regarding the reporting, receipt, retention and treatment of any suspected violations or concerns as to compliance with the Code or other Company policies, or any complaints or concerns regarding the Company’s accounting, internal accounting controls, or auditing matters, or any concerns regarding any questionable accounting or auditing matters.

***II. Obligation to Report Suspected or Actual Violations; Anonymous Reporting***

***A. Reporting Generally***

It is every employee’s obligation to report any instance, occurrence or practice that they, in good faith, believe is inconsistent with, or in violation of, the Code or other Company policies, including any suspected violations of the laws and rules that govern the reporting of the Company’s financial performance or any complaints or concerns regarding the Company’s accounting, internal accounting controls, or auditing matters, or any concerns regarding any questionable accounting or auditing matters, pursuant to the procedures set forth in the Code. If an employee is not comfortable discussing an issue with his or her supervisor or believes that it would be inappropriate to do so, the employee should contact the Company’s Compliance Officer or Audit Committee Chairman. Or send an email to the Company’s Compliance Officer at [corporate.compliance@pros.com](mailto:corporate.compliance@pros.com) describing the violation or complaint.

***B. Anonymous Reporting***

Alternatively, if an employee wishes to report any such matters **anonymously**, he or she may choose one of the following methods:

- Call the Company toll-free hotline that is accessible 24 hours a day, 7 days a week at either 1-833-920-0004 (US & Canada) or 800-603-2869 (must dial country access code).
- Log on to [www.lighthouse-services.com/PROS](http://www.lighthouse-services.com/PROS)
- Mail a description of the suspected violation or other complaint or concern to:  

PROS Holdings, Inc.  
ATTN: Audit Committee Chairman  
3100 Main St., Suite 900  
Houston, TX 77002
- Fax a description of the suspected violation or other complaint to 215-689-3885 (must include “PROS Holdings” with the report)

### ***III. Treatment and Retention of Complaints and Reports***

Each supervisor and manager shall report any suspected violation, concern or complaint reported to such person by employees or other sources to the Compliance Officer to assure proper treatment and retention of complaints, concerns or notices of potential violations. In addition, employees should take note that persons outside the Company may report complaints or concerns about suspected violations, or concerns regarding internal accounting controls, accounting or auditing matters. These concerns and complaints should be reported immediately on receipt to the Compliance Officer.

Supervisors and managers as well as the Compliance Officer shall promptly consider the information, reports or notices received by them under this policy or otherwise. Each person shall take appropriate action, including investigation as appropriate, in accordance with the law, governmental rules and regulations, the Company's Code and otherwise consistent with good business practice.

Upon a report to the Compliance Officer, all notices or reports of suspected violations, complaints or concerns received pursuant to this policy shall be recorded in a log, indicating the description of the matter reported, the date of the report and the disposition thereof. This log shall be maintained by the Compliance Officer and a record of the report shall be retained in the log for five years.

### ***IV. Statement of Non-Retaliation***

It is a federal crime for anyone to retaliate intentionally against any person who provides truthful information to a law enforcement official concerning a possible violation of any federal law. Moreover, the Company ***will not permit*** any form of intimidation or retaliation by any officer, employee, contractor, subcontractor or agent of the Company against any employee because of any lawful act done by that employee to:

- provide information or assist in an investigation regarding any conduct which the employee reasonably believes constitutes a violation of the Company's Code or any Company policies; or
- file, testify, participate in, or otherwise assist in a proceeding relating to a violation of any law, rule or regulation.

**Any such action is a violation of Company policy and should be reported immediately under this Policy.**

### ***V. Statement of Confidentiality***

The Company will, to the extent reasonably possible, keep confidential both the information and concerns reported under this policy, and its discussions and actions in response to these reports and concerns. In the course of its investigation, however, the Company may find it necessary to share information with others on a "need to know" basis.