



PROS Corporate Governance Fact Sheet

Size of Board	8
Average Age of Directors	57
Number of Independent Directors	5
Separate Chairman & CEO	Yes
Independent Audit Committee	Yes
Compensation and Leadership Development Committee	Yes
Nominating and Governance Committee	Yes
Independent Corporate Governance Committee	Yes
Number of Board Meetings Held or Scheduled	5
Number of Financial Experts on Audit Committee	3
Corporate Governance Guidelines Approved by the Nominating and Governance Committee	Yes
Outside Directors Hold Meetings Without Management Present	Yes
Charters for Audit, Compensation and Corporate Governance Committees	Yes
Annual Equity Grant to Non-Employee Directors	Yes
Corporate Compliance Program	Yes
Disclosure Committee for Financial Reporting	Yes
Code of Ethics	Yes
Code of Business Conduct and Ethics	Yes