



**PROS HOLDINGS, INC.**

**INSIDER TRADING POLICY**

(as amended through February 26, 2020)

***I. All Employees, Officers, Directors and their Family Members and Affiliates Are Subject to this Policy***

This Insider Trading Policy ("**Policy**") applies to all employees, outside directors, officers, and consultants of PROS Holdings, Inc. and its subsidiaries ("**PROS**" or the "**Company**"), their family members and entities over which such individuals have or share voting or investment control. This Policy also applies to any other person who receives material nonpublic information from any PROS insider or is otherwise designated by a PROS Compliance Officer. For purposes of this policy, "**family members**" include people who live with you, or are financially dependent on you, and also include those whose transactions in securities are directed by you or are subject to your influence or control.

This Policy continues to apply following termination of employment or other relationship with PROS until after the second trading day that any material non-public information in your possession has become public or is no longer material. Each employee, officer, consultant and director is personally responsible for the actions of their family members and other persons with whom they have a relationship who are subject to this policy, including any pre-clearances required.

***II. Trading in PROS Securities While in Possession of Material Nonpublic Information is Prohibited***

The purchase or sale of securities by any person who possesses material nonpublic information is a violation of U.S. federal and state securities laws. It is important to avoid the *appearance*, as well as the fact, of trading based on material nonpublic information.

No person subject to this Policy who is aware of material nonpublic information relating to PROS may, directly or indirectly (through family members, other persons, entities or otherwise) buy, sell, or otherwise trade in the securities of PROS, or advise anyone else to do so, other than pursuant to a trading plan that complies with Rule 10b5-1 promulgated by the Securities and Exchange Commission ("**SEC**") or as specifically exempted in Section IX.B. of this Policy, or otherwise engage in any action to take personal advantage of that information. For the avoidance of doubt, trading on the basis of material nonpublic information related to cybersecurity risks and incidents is specifically prohibited. For purposes of this Policy, the term "**trade**" includes any transaction in PROS securities, including gifts and pledges.

Each person subject to this Policy may, from time to time, have to forego a proposed transaction even if he or she planned to make the transaction before learning material nonpublic information and even though the employee may suffer economic loss or forego anticipated profit by waiting.

### **III. Trading in Other Public Companies' Securities While in Possession of Material Nonpublic Information is Prohibited**

No person subject to this Policy who possesses material nonpublic information relating to other publicly traded companies, including our vendors, customers and partners, as a result of employment with PROS or the performance of services on our behalf, may, directly or indirectly (through family members, other persons, entities or otherwise) buy or sell securities of such companies, or advise anyone else to do so, or otherwise engage in any action to take personal advantage of that information.

### **IV. Certain Types of Transactions Are Prohibited**

**A. Short Sales.** Short sales of PROS securities are prohibited, as short sales evidence the seller's expectation that PROS securities will decline in value, signal to the market that the seller has no confidence in the Company or its short-term prospects, and may reduce the seller's incentive to improve PROS performance. In addition, Section 16(c) of the Securities Exchange Act of 1934 (the "**Exchange Act**") prohibits executive officers and directors from engaging in short sales.

**B. Publicly Traded Options.** Transactions in puts, calls or other derivative securities involving PROS stock are prohibited, as such transaction is, in effect, a bet on the short-term movement of the Company's stock, creates the appearance of trading based on inside information, and may focus attention on short-term performance at the expense of PROS long-term objectives.

**C. Hedging Transactions.** Hedging or monetization transactions (including but not limited to zero-cost collars, prepaid variable forwards, equity swaps, puts, calls, collars, forwards and other derivative instruments) are prohibited, as such transactions allow you to continue to own PROS securities without the full risks and rewards of ownership and as a result, you may not have the same objectives as other stockholders.

**D. Margin Accounts and Pledges.** Directors, officers and other employees are prohibited from holding Company securities in a margin account or pledging Company securities as collateral for a loan, as such securities may be traded without your consent (for failing to meet a margin call or if you default on the loan) at a time when you possess material nonpublic information or otherwise are not permitted to trade.

**E. Short-Term Trading.** Executive officers and directors who purchase PROS securities in the open market may not sell any PROS securities of the same class during the six months following the purchase (or vice versa), as short-term trading of the Company's securities may be distracting and may unduly focus the person on short-term stock market performance, instead of PROS long-term business objectives, and may result in the disgorgement of any short swing profits.

### **V. Sharing Material Nonpublic Information is Prohibited**

No person subject to this Policy who possesses material nonpublic information relating to PROS or any other publicly traded companies may directly or indirectly (through family members, other persons, entities or otherwise) pass that information on to others outside the Company, including friends, family, or other acquaintances (referred to as "**tipping**") until such

information has been disseminated to the public. You must treat material nonpublic information about our business partners with the same care required with respect to such information related directly to PROS.

Tipping includes passing information under circumstances that could suggest that you were trying to help another profit or avoid a loss. Exercise care when speaking with others who do not “need to know”, even if they are subject to this Policy, as well as when communicating with family, friends and others not associated with PROS. To avoid the appearance of impropriety, refrain from discussing our business or prospects or making recommendations about buying or selling our securities or the securities of other companies with which we have a relationship. Inquiries about PROS should be directed to our Investor Relations team.

#### ***VI. Recommendations Regarding Trading in Company Securities are Prohibited***

No person subject to this Policy may make recommendations or express opinions on trading in PROS securities while in possession of material nonpublic information, except to advise others not to trade in PROS securities if doing so might violate the law or this Policy.

#### ***VII. Only Designated Company Spokespersons Are Authorized to Disclose Material Nonpublic Information***

U.S. federal securities laws prohibit the Company from selectively disclosing material nonpublic information. PROS has established procedures for releasing material information in a manner that is designed to achieve broad dissemination of the information immediately upon its release. Employees may not, therefore, disclose material nonpublic information to anyone outside the Company, including family members and friends, other than in accordance with those established procedures. Any inquiries about the Company should be directed to our Investor Relations team.

#### ***VIII. Employees Must Follow Company Guidelines Pertaining to Electronic Communications***

Employees must follow PROS Disclosure, Social Media, and Appropriate Business Communication Policies before participating in any Internet electronic communication forums concerning the Company.

#### ***IX. Other Transactions in Company Securities***

**A. General Rule.** This Policy applies to all transactions in PROS securities, including any securities the Company may issue from time to time, such as preferred stock, warrants and convertible debentures, as well as to derivative securities relating to the Company’s stock, whether or not issued by PROS, such as exchange-traded options.

##### **B. Employee Benefit Plans.**

**1. Equity Incentive Plans.** The trading restrictions set forth in this Policy do not apply to the exercise of stock options or other equity awards for cash, but do apply to all sales of securities acquired through the exercise of stock options or other equity awards, including “same-day sale” or cashless exercise of Company stock options.

2. Employee Stock Purchase Plans. The trading restrictions set forth in this Policy do not apply to purchases of Company securities pursuant to the employee's advance instructions under employee stock purchase plans or employee benefit plans (e.g., a pension or 401(k) plan). However, no alteration to instructions regarding the level of withholding or the purchase of Company securities in such plans is permitted while in the possession of material nonpublic information. Any sale of securities acquired under such plans remains subject to the prohibitions and restrictions of this Policy.

## **X. Executive Officers, Directors and Certain Named Employees Are Subject to Additional Restrictions**

**A. Section 16 Insiders.** The Company has designated those persons listed on Exhibit A (each a "**Section 16 Insider**") as the directors and executive officers who are subject to the reporting provisions and trading restrictions of Section 16 of the Exchange Act and the underlying rules and regulations promulgated by the SEC. The Company will amend Exhibit A from time to time as necessary to reflect the addition and the resignation or departure of Section 16 Insiders.

**B. Insider Employees.** PROS has designated those persons listed on Exhibit B ("**Insider Employees**") as employees who have frequent access to material nonpublic information concerning the Company. The Company will amend Exhibit B from time to time as necessary to reflect the addition and departure of Insider Employees.

**C. Additional Restrictions.** Because Section 16 Insiders and Insider Employees regularly possess material nonpublic information about the Company, and in light of the reporting requirements to which Section 16 Insiders are subject under Section 16 of the Exchange Act, Section 16 Insiders and Insider Employees are subject to the additional restrictions set forth in Appendix I hereto. For purposes of this Policy, Section 16 Insiders and Insider Employees are each referred to as "**Insiders.**"

## **XI. Policy Violations Must Be Reported**

Any person who violates this Policy, the Company's Disclosure Policy or any federal or state laws governing insider trading, or knows of any such violation by any other person, must report the violation immediately to a Compliance Officer or the Audit Committee of PROS Board of Directors, as the SEC can seek civil penalties against the Company, our directors and supervisory personnel for failing to take appropriate steps to prevent illegal trading. Upon learning of any such violation, a Compliance Officer or Audit Committee, in consultation with the Company's legal counsel, will determine whether the Company should release any material nonpublic information or whether the Company should report the violation to the SEC or other appropriate governmental authority.

## **XII. Insider Trading Compliance Officers**

The Company has designated Insider Trading Compliance Officers on Exhibit C (the "**Compliance Officer**"). The Company will amend Exhibit C from time to time as necessary to reflect the addition and departure of one or more Compliance Officers. The duties of each Compliance Officer will include the following:

- o Administering, monitoring and enforcing compliance with the Policy.

- o Responding to all inquiries relating to this policy and its procedures.
- o Designating and announcing special trading blackout periods during which no Insiders may trade in Company securities.
- o Providing copies of this Policy and other appropriate materials to all current and new directors, officers and employees, and such other persons as a Compliance Officer determines have access to material nonpublic information concerning the Company.
- o Administering, monitoring and enforcing compliance with federal and state insider trading laws and regulations.
- o Assisting in the preparation and filing of all required SEC reports relating to trading in Company securities, including without limitation Forms 3, 4, 5 and 144 and Schedules 13D and 13G.
- o Maintaining as Company records originals or copies of all documents required by the provisions of this Policy or the procedures set forth herein, and copies of all required SEC reports relating to insider trading, including without limitation Forms 3, 4, 5 and 144 and Schedules 13D and 13G.
- o Revising the Policy as necessary to reflect changes in federal or state insider trading laws and regulations.
- o Maintaining the accuracy of the list of Section 16 Individuals as set forth on Exhibit A and the list of Insider Employees as set forth on Exhibit B, and updating such lists periodically as necessary to reflect additions or deletions.

Compliance Officers may designate one or more individuals who may perform the Compliance Officer's duties in the event that a Compliance Officer is unable or unavailable to perform such duties. In fulfilling duties under this Policy, Compliance Officers shall be authorized to consult with PROS outside counsel.

### ***XIII. Definition of "Material Nonpublic Information"***

**A. "Material".** Information about the Company is "material" if it would be expected to affect the investment or voting decisions of a reasonable stockholder or investor, or if the disclosure of the information would be expected to significantly alter the total mix of the information in the marketplace about PROS. In simple terms, material information is any type of information which could reasonably be expected to affect the market price of PROS securities or an investor's decision to buy or sell PROS securities. Both positive and negative information may be material. While it is not possible to identify all information that would be deemed material, the following information ordinarily would be considered material:

- o Financial performance, including operating results and changes in performance or liquidity.
- o Projections of future earnings or losses, or other earnings guidance, and any changes to previously announced earnings guidance.
- o Company projections and strategic plans.
- o New major contracts, orders, customers, suppliers, or finance sources or the loss thereof.
- o Development or release of a significant new product, process or service.

- o Significant pricing or cost changes.
- o Potential mergers or acquisitions, the sale of Company assets or subsidiaries or major partnering agreements.
- o Changes in senior management or the Board of Directors.
- o Stock splits, public or private securities/debt offerings, or changes in Company dividend policies or amounts.
- o Actual or threatened major litigation, or the resolution of such litigation.
- o Significant cybersecurity incidents, or any other significant disruption in the Company's operations.

**B. "Nonpublic".** Material information is "nonpublic" if it has not been widely disseminated to the general public through a report filed with the SEC or through major newswire services, national news services or financial news services. For purposes of this Policy, information will be considered public after the close of trading on the second full trading day following the Company's widespread public release of the information.

**C. Consult Compliance Officer When in Doubt.** Any employees who are unsure whether the information that they possess is material or nonpublic must consult a Compliance Officer for guidance before trading in any Company securities.

**XIV. *PROS May Suspend All Trading Activities by Employees***

In order to avoid any questions and to protect both employees and the Company from any potential liability, from time to time PROS may impose a "blackout" period during which some or all employees may not buy or sell PROS securities. A Compliance Officer will impose such a blackout period if, in his or her judgment, there exists nonpublic information that would make trades by PROS employees (or certain employees) inappropriate in light of the risk that such trades could be viewed as violating applicable securities laws. If you are made aware of such a blackout period, do not disclose its existence to anyone.

**XV. *Violations of Insider Trading Laws or This Policy Can Result in Severe Consequences***

**A. Civil and Criminal Penalties.** The consequences of prohibited insider trading or tipping can be severe, and include:

- o imprisonment for up to 20 years,
- o criminal fines of up to \$5 million, and
- o civil penalties up to three times the profit made or loss avoided.

**B. Controlling Person Liability.** The Company and the supervisors of the person violating the rules may also be required to pay major civil or criminal penalties.

**C. Company Discipline.** Violation of this Policy or federal or state insider trading laws by any director, officer or employee may subject the director to removal proceedings and the officer or employee to disciplinary action by the Company, up to and including termination for cause.

**XVI. *This Policy Is Subject to Revision***

PROS may change the terms of this Policy from time to time to respond to developments in law and practice, and will take steps to inform all affected persons of any material changes.

***XVII. All Persons Must Acknowledge Their Agreement to Comply with This Policy***

The Policy will be available on the Company's internal website, delivered to all persons subject to this Policy upon adoption, and to all new other persons at the start of their employment or relationship with the Company. Upon first receiving a copy of the Policy or any revised versions, each such person must sign an acknowledgment that he or she has received a copy and agrees to comply with the Policy's terms. This acknowledgment and agreement will constitute consent for PROS to impose sanctions for violation of this Policy and to issue any necessary stop-transfer orders to the Company's transfer agent to enforce compliance with this Policy.

## APPENDIX I

### **SPECIAL RESTRICTIONS ON TRANSACTIONS IN COMPANY SECURITIES BY INSIDERS**

To minimize the risk of apparent or actual violations of the rules governing insider trading, we have adopted these special restrictions relating to transactions in our securities by Insiders. Insiders are responsible for ensuring compliance with this Appendix I, including restrictions on all trading during certain periods, by family members and members of their households and by entities over which they exercise voting or investment control. Insiders should provide each of these persons or entities with a copy of this Policy.

#### ***XVIII. Trading Window***

Any trade by an Insider that is subject to this Policy will be permitted only during an open "trading window." Even when the window is open, all Company personnel are prohibited from trading in PROS securities while in possession of material nonpublic information. The trading window generally opens **following the close of trading on the second full trading day** following the public issuance of the Company's earnings release for the most recent fiscal quarter and closes at the close of trading on the **16th day of the last month** of a fiscal quarter. In addition to when the trading window is scheduled to be closed, the Company may impose a special blackout period at its discretion due to the existence of material nonpublic information. A PROS Compliance Officer will advise Insiders when the trading window opens and closes.

#### ***XIX. Trade Pre-Clearance Required***

As part of this Policy, all purchases and sales of equity securities of the Company by Insiders, other than transactions that are not subject to the Policy or transactions pursuant to a Rule 10b5-1 trading plan authorized by a Compliance Officer, must be pre-cleared by a Compliance Officer. This requirement is intended to prevent inadvertent Policy violations, avoid trades involving the appearance of improper insider trading, facilitate timely Form 4 reporting by Section 16 Insiders and avoid transactions that are subject to disgorgement under Section 16(b) of the Exchange Act.

Requests for pre-clearance must be submitted via email to a Compliance Officer at least **two** business days in advance of each proposed transaction. If the Insider does not receive a response from a Compliance Officer within **24** hours, the Insider must follow up to ensure that the message was received. Each Insider request for pre-clearance should include the nature of the proposed transaction and the expected date of the transaction. In addition, each request by a Section 16 Insider for pre-clearance should also include the following information:

- o Number of shares involved.
- o If the transaction involves a stock option exercise, the specific option to be exercised.
- o Contact information for the broker who will execute the transaction.

Once the proposed transaction is pre-cleared, the Insider may proceed with it on the approved terms, provided that he or she complies with all other securities law requirements, such as Rule 144 and prohibitions regarding trading on the basis of inside information, and with any special trading blackout imposed by the Company prior to the completion of the trade.

## **XX. Pre-Clearance of Rule 10b5-1 Plans Required**

Pre-clearance is required for the establishment of a Rule 10b5-1 trading plan at least **five** full trading days prior to entry into or modification of the plan. However, pre-clearance will not be required for individual transactions effected pursuant to a pre-cleared Rule 10b5-1 trading plan. All Section 16 Insiders must immediately report the results of transactions effected under a trading plan to a Compliance Officer since they will be reportable on Form 4 within two business days following the execution of the trade, subject to an extension of not more than two additional business days where the Section 16 Insider is not immediately aware of the execution of the trade. Notwithstanding the foregoing, any transactions by a Compliance Officer who is also an Insider shall be subject to pre-clearance by the Chief Financial Officer or, in the event of their unavailability, the Chief Executive Officer.

## **XXI. Brokers**

All Insiders must ensure that their broker does not execute any transaction for the Insider (other than under a previously authorized Rule 10b5-1 trading plan) until the broker has verified with a Compliance Officer that the transaction has been pre-cleared.

## **XXII. Reporting of Transactions Required**

To facilitate timely reporting under Section 16 of the Exchange Act, Section 16 Insiders are required to **on the same day as the trade date**, or, with respect to transactions effected pursuant to a Rule 10b5-1 plan, on the day the Insider is advised of the terms of the transaction, (a) report the details of each transaction to a Compliance Officer and (b) arrange with persons whose trades must be reported by the Insider under Section 16 (such as immediate family members living in the Insider's household) to immediately report directly to the Company and to the Insider the following transaction details:

- o Transaction date (trade date).
- o Number of shares involved.
- o Price per share at which the transaction was executed (before addition or deduction of brokerage commission and other transaction fees).
- o For stock option exercises, the specific option exercised.
- o Contact information for the broker who executed the transaction.

The transaction details must be reported to a Compliance Officer, with copies to PROS personnel who will assist the Section 16 Insider in preparing his or her Form 4.

### **XXIII. Oversight by the Nominating and Corporate Governance Committee**

The Nominating and Corporate Governance Committee (the "**Committee**") of the Board of Directors will be responsible for monitoring and recommending any modification to this Policy, if necessary or advisable, to the Board of Directors. The Committee will also review, at least annually, those individuals who are deemed to be executive officers for purposes of Section 16 and will recommend any changes regarding such status to the Board of Directors.

### **XXIV. Named Employees Considered Insiders**

The Committee will review, at least annually, those individuals deemed to be "Insiders" for purposes of this Appendix I. Insiders shall include persons subject to Section 16 and such other persons as the Committee deems to be Insiders. Generally, Insiders shall be any person who by function of their employment is *consistently* in possession of material nonpublic information or performs an operational role, such as head of a division or business unit, that is material to the Company as a whole.

### **XXV. Special Guidelines for 10b5-1 Trading Plans**

Notwithstanding the foregoing, an Insider will not be deemed to have violated this Policy for transactions that meet all of the enumerated criteria below:

**A.** The transaction must be made pursuant to a documented plan (the "**Plan**") entered into in good faith that complies with all provisions of Rule 10b5-1 (the "**Rule**"), including, without limitation:

1. Each Plan must:

**a.** specify the amount of securities to be purchased or sold and the price at which and the date on which the securities are to be purchased or sold, or

**b.** include a written formula or algorithm, or computer program, for determining the amount of securities to be purchased or sold and the price at which and the date on which the securities were to be purchased or sold.

2. In any case, such Plan must prohibit the Insider and any other person who possesses material nonpublic information from exercising any subsequent influence over how, when, or whether to effect purchases or sales.

**B.** Each Plan must be authorized prior to the effective time of any transactions under such Plan by the Company's Compliance Officer. The Company reserves the right to withhold authorization of any Plan that a Compliance Officer determines, in his or her sole discretion,

1. fails to comply with the Rule, or

2. exposes the Company or the Insider to liability under any other applicable state or federal rule, regulation or law, or

3. creates any appearance of impropriety, or

4. fails to meet the guidelines established by the Company, or

5. otherwise fails to satisfy review by the Compliance Officer for any reason, in the sole discretion of the Compliance Officer.

**C.** Any modifications to the Plan or deviations from the Plan without prior authorization of a Compliance Officer is a violation of this Policy. Any such modifications or deviations are subject to the authorization of a Compliance Officer in accordance with Section B above.

**D.** Each Plan must be established at a time when the trading window is open and the person is not in possession of material nonpublic information.

**E.** Each Plan must provide appropriate mechanisms to ensure that the Insider complies with all rules and regulations, including Rule 144, Rule 701 and Section 16(b), applicable to securities transactions under the Plan by the Insider.

**F.** Each Plan must provide for the suspension of all transactions under such Plan in the event that the Company, in its sole discretion, deems such suspension necessary and advisable, including suspensions necessary to comply with trading restrictions imposed in connection with any lock-up agreement required in connection with a securities issuance transaction or other similar events.

**G.** None of the Company, Compliance Officers, nor any of the Company's officers, employees or other representatives shall be deemed, solely by their authorization of an Insider's Plan, to have represented that any Plan complies with the Rule or to have assumed any liability or responsibility to the Insider or any other party if such Plan fails to comply with the Rule.

## EXHIBIT A

### SECTION 16 INSIDERS

(as of January 13, 2020)

<u>Name</u>	<u>Title</u>
Andres D. Reiner	President, Chief Executive Officer and Director
Stefan Schulz	Executive Vice President and Chief Financial Officer
Tom Dzersk	Executive Vice President, Worldwide Sales
John C. P. Alessio	Executive Vice President and Chief Customer Officer
Roberto Reiner	Executive Vice President and Chief Technology Officer
Scott Cook	Senior Vice President & Chief Accounting Officer
William Russell	Non-Executive Chairman of the Board
Ronald F. Woestemeyer	Director
Mariette Woestemeyer	Director
Greg Petersen	Director
Timothy Williams	Director
Penelope Herscher	Director
Les Rechan	Director

## **EXHIBIT B**

### **INSIDER EMPLOYEES**

(as of March 4, 2020)

<b><u>Name</u></b>	<b><u>Title</u></b>
Surain Adyanthaya	Principal, Travel Division
Enrique Arana	Manager, Marketing Operations
Jon Baldridge	Sr. Sales Effectiveness Analyst
Annie Berkson	Director, Global Facilities
John Billings	Sr. Vice President, Travel
Jason Brancato	Graduate Development Analyst
Nikki Brewer	Chief People Officer
Jordon Brown	Business Analyst Operations
Michael Brownfield	Vice President, Professional Services Travel
Jerome Cahuzac	Principal Strategic Consultant
Chris Chaffin	Assistant General Counsel - Corporate
Marcia Cheney	Sr. Manager, Finance
Scott Cheney	Sr. Director, Professional Services
Carly Clark	Financial Analyst II
John Connolly	Vice President, Alliances
Francisco Corona	Sr. Sales Effectiveness Analyst
Ajay Damani	Sr. Vice President, Product Development
Anubhav Dhyani	Marketing Effectiveness Analyst
Celia Fleischaker	Chief Marketing Officer
Michelle Fondren	Sales Effectiveness Analyst II
Alexander Harrington	VP, Finance
Bob Harper	Sr. Director, Revenue
Jody Henry	Manager, Finance
Mike Jahoda	Sr. Vice President, Professional Services
Jodi Jenkins	Sr. Salesforce Administrator
Sunil John	Vice President, Product Management
Sharanya Jyotishi	Sales Effectiveness Analyst II
Jason Knape	Director, Customer Success
Kim Kneidel	Sr. HR Business Partner
Manfred Kunze	Sr. Director, Customer Success
Christophe Lafont	Principal, Smart CPQ EMEA
Kyla Lang	Sr. Business Operations Analyst
Will Lovatt	General Manager Sales, EMEA
Kimberly Maddock	Sr. Executive Assistant
Kevin Malone	Assistant Controller
Sebastian Mamro	Vice President, EMEA Professional Services
Alvaro Mayrgundter	Director, Revenue
John McBride	Senior Director, Product Management

Brandon McMath	Manager, Customer Success
Oscar Moreno	GM CPO, Global Support & Cloud
Bill Norris	Vice President, Professional Services
Damian Olthoff	General Counsel and Secretary
Rina Pastrana	Contractor
Sonia Patel	Business Operations Manager
Don Pavlik	Sr. Manager, Information Technology
Jan Pham	Sr. Executive Assistant
Helen Pina	Customer & Services Marketing Manager
Vrushali Pradhan	Manager, Sales Effectiveness
Kavitha Rajan	Sr. Director, Professional Services
Srikanth Ranganathan	Principal, Travel Division
Jeff Robinson	General Manager, Transportation and Logistics
Nathalie Sabatier	Sr. IT Business Partner
Amy Sachrison	Sr. Director, Corporate Communications
John Salch	Vice President, Product Development
Karen Santos	Contractor
Jill Sawatzky	VP, Customer Success
Richard Scott	Sr. Director, Customer Success
Bharti Sharma	Marketing Operations Specialist II
Dee Stephens	Revenue Compliance Manager
Shannon Tatz	Vice President, Investor Relations
Bob Tolan	Senior Account Development Representative
Manoj Tripathi	Vice President, IT and Security
Mary Underwood	Director, Account Development
Kremena Voinska	Director, Financial Reporting
Kelvin Vu	Sr. Revenue Analyst
Geoff Webb	Vice President, Product Marketing
Erin White	Director, Tax
Eleanor Young	Sr. Director, Demand Generation
Benson Yuen	President, Travel
Craig Zawada	Chief Visionary Officer

**EXHIBIT C**

**COMPLIANCE OFFICERS**

(as of February 25, 2020)

Damian Olthoff, General Counsel  
Chris Chaffin, Assistant General Counsel - Corporate  
Melissa Plumlee, Sr. Corporate Counsel