



# PROS Corporate Governance Fact Sheet

Size of Board	9
Number of Independent Directors	8
Number of Financial Experts on Audit Committee	3
Average Age of Directors	61
Separate Chairman & CEO	Yes
Independent Audit Committee	Yes
Compensation and Leadership Development Committee	Yes
Nominating and Governance Committee	Yes
Independent Corporate Governance Committee	Yes
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