

PROS HOLDINGS, INC.
POLICY FOR REPORTING VIOLATIONS AND COMPLAINTS

I. Policy Statement

One of our Company's most valuable assets is its integrity. Protecting this asset is the job of everyone in the Company. We have established a Code of Business Conduct and Ethics to help our employees comply with the law and to maintain the highest standards of ethical conduct. This policy is meant to supplement our Code of Business Conduct and Ethics by establishing procedures regarding the reporting, receipt, retention and treatment of any suspected violations or concerns as to compliance with our Code of Business Conduct and Ethics 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, our Code of Business Conduct and Ethics 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 our Code of Business Conduct and Ethics. 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, currently Scott McClendon, or Audit Committee Chairman. Or send an email to the Company's Compliance Officer at corporate.compliance@prospricing.com describing the violation or complaint.

B. Anonymous Reporting

Alternatively, if an employee wishes to report any such matters **anonymously**, he or she may do so as follows:

- Call the PROS toll-free hotline that is accessible 24 hours a day, 7 days a week at 1-800-869-1043.
- Log on to the PROS silent whistle website at:
<https://prosholding.silentwhistle.com/ethfeedback/index.jsp>.
- Mail a description of the suspected violation or other complaint or concern to:

Tim Williams
Audit Committee Chairman
PROS Holdings, Inc.
3100 Main St., Suite 900 Houston, TX 77002

- Fax a description of the suspected violation or other complaint to 713-529-7030.

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 of Business Conduct and Ethics 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 of Business Conduct and Ethics, 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.

I acknowledge receipt of PROS Reporting Violations and Complaints policy. I have read and understand the information outlined and agree to comply with all policies, procedures, and practices herein described.

Name (please print) _____

Signature _____

Date _____