



Supplier Code of Conduct

(as amended through March 22, 2022)

This Supplier Code of Conduct ("Code") describes PROS expectations of how our vendors, consultants, and suppliers (each, a "Supplier") act when conducting business with PROS Holdings, Inc. and its affiliates (collectively, "PROS"). We expect our Suppliers to embrace our commitment to our core values of ownership, innovation and caring, and adhere to the principles in this Code while conducting business with or on behalf of PROS. PROS [Code of Business Conduct and Ethics](#) is an extension of PROS values, reflects the PROS commitment to ethical business practices and regulatory compliance, and applies to all PROS employees, directors and officers.

PROS expects our Suppliers to operate in full compliance with all applicable laws that govern the goods and services provided to PROS, and their business dealings globally. If this Code conflicts with any applicable law, Supplier must comply with applicable law. In addition, Suppliers must:

I. Safeguard Information and Assets

- A. **Use of PROS Assets.** Use PROS assets only for authorized PROS business-related purposes and comply with all applicable PROS policies and requirements when using PROS assets, both tangible and intangible (including equipment, software, hardware, computers, servers, networks, facilities, and intellectual property). PROS may monitor use of its networks and systems and access any data stored or transmitted using PROS networks and systems.
- B. **Protect Confidential and Personal Information.** Maintain the confidentiality of all confidential information of PROS and comply with all applicable privacy rules and regulations
- C. **Trade Controls.** Comply with trade control laws and export, re-export and import requirements.
- D. **Intellectual Property.** Respect intellectual property rights and conduct technology and know-how transfers in a manner protecting intellectual property rights.

II. Integrity and Transparency

- A. **Conflicts of Interest.** Avoid apparent or actual impropriety or conflict of interest, including dealing directly with any PROS employee whose spouse, domestic partner or other family member is a Supplier Representative or holds a significant financial interest in the Supplier.
- B. **Honesty.** Deal honestly with current and potential customers.
- C. **Anti-Corruption.** Comply with all applicable anti-bribery, anti-money laundering, and anti-corruption laws (including the United States Foreign Corrupt Practices Act) and not improperly influence any act or decision of any government official, employee, or political candidate, including, without limitation, through the provision of any improper or unlawful gifts, meals, travel, or entertainment.
- D. **Fair Dealing.** Refrain from engaging in unfair methods of competition and unfair or deceptive acts and practices. Suppliers comply with anti-trust, competition and deceptive practices laws, and must not take unfair advantage of anyone through manipulation, concealment, abuse of privileged information, misrepresentation of material facts or any other unfair dealing.

- E. **Improper Payments.** Not offer any bribe, kickback, improper gratuity, bartering arrangement for goods or services or any other incentive to a PROS employee in order to obtain or retain PROS business.
- F. **Gifts.** Only provide or receive any gifts or entertainment in compliance with applicable law and Supplier's and PROS policies, and otherwise only as consistent with local custom and practice. Refrain from giving PROS employees an individual gift with a value significant enough to cause the employee to make a purchase or take or forego other action that is beneficial to Supplier and which the employee would not otherwise have taken.
- G. **Insider Trading.** PROS Suppliers may have access to material non-public information about PROS or other companies. Suppliers must comply with all insider trading and securities laws, including refraining from purchasing or selling stock on the basis of material non-public information, and recommending a stock to (i.e. "tip") a third-party based on any such information.
- H. **Responsible Sourcing.** Suppliers must comply with all legal requirements regarding conflict minerals, exercise proper due diligence, and maintain evidence that they are in compliance.
- I. **Business Records and Permits.** Maintain accurate records and provide accurate disclosures regarding Supplier's compliance with law, business activities, structure, financial situation and performance, including keeping current all required operational and environmental permits, approvals and registrations, and follow all applicable reporting requirements.

III. Respect

- A. **Diversity and Non-Discrimination.** Materially comply with PROS' commitment to [Diversity, Equity and Inclusion](#), and maintain a workforce free of harassment and unlawful discrimination, including discrimination in hiring, compensation, access to training, promotion, termination or retirement based on race, caste or socioeconomic circumstance, national origin, religion, age, disability, gender or gender identity, marital status, sexual orientation, union membership or political affiliation.
- B. **Health and Safety.** Provide a safe and healthy work environment in compliance with all applicable occupational health, safety and environmental laws.
- C. **Freedom of Association.** Permit employees to associate freely, bargain collectively and seek representation in accordance with applicable law.
- D. **Human Rights.** Share PROS commitment to human rights and act in accordance with all applicable labor and employment laws and regulations and consistent with [PROS Human Rights Policy](#).
- E. **Labor Standards.** Not utilize child labor or employ any individual under the applicable legal minimum working age. Not use forced labor whether in the form of indentured, bonded or prison labor, and all workers must be free to terminate their employment at any time in compliance with applicable law.
- F. **Compensation.** Compensate employees fairly with a living wage and abide by local minimum wage and maximum working hours requirements.
- G. **Our World.** Comply with applicable environmental laws, regulations, and standards, including requirements for waste management, recycling, and emissions. PROS seeks to work with Suppliers who also care about their communities, and we expect Suppliers to materially comply with PROS commitment to [Sustainability](#) and encourage Suppliers to prioritize sustainable activities that make a positive impact on the people and the environment around us.

IV. Compliance Procedures

- A. **Communication.** Supplier will communicate this Code to its Representatives who perform work for PROS, and report any known or suspected violation of this Code (by Supplier or its Representatives) to PROS. If there is any actual or potential conflict between this Code and your contract with PROS, report the concern as specified below.
- B. **Cooperation.** Supplier will reasonably cooperate with any investigation or audit by PROS, including any suspected violation of this Code. Supplier will work with PROS to determine appropriate corrective actions (including up to immediate removal) for any Representative behaving in a manner inconsistent with this Code. Supplier will allow PROS reasonable access to all documentation related to Supplier's compliance with this Code applicable to any work conducted on PROS behalf.
- C. **Reporting Concerns.** Supplier is encouraged to contact their primary PROS contact to resolve business practice or compliance concerns. In addition, Supplier may report suspected violations of the Code to PROS Procurement Department at Procurement@pros.com, and may also report suspected violations anonymously and/or confidentially via PROS [EthicsPoint portal](https://pros.ethicspoint.com) (accessible at pros.ethicspoint.com) or by calling (844) 936-0726 (U.S., Guam, Puerto Rico and Canada).
- D. **Enforcement.** Supplier violations of this Code may be grounds for immediate termination of PROS relationship with Supplier, notwithstanding any conflicting terms in any Supplier contract or purchase order.