

Change Control Process

1. Overview

- (a) In the event that any change to a Work Order or Statement of Work (SOW) is required, it will be administered using the change control process set forth below.
- (b) As used herein, “**PROS**” means the PROS entity with whom Customer has entered into the Work Order or SOW, and “**Customer**” means you, as the customer under your applicable Agreement with PROS.
- (c) *Change Request*. The change control process can get initiated by PROS or Customer. Change requests are evaluated free of charge to the Customer. Additional costs that may be needed to implement the needed change would be estimated by following the change control process as outlined in Section 2.

1.1. Customer-Requested Change Order

- (a) The change control process begins when Customer requests a change or addition to the scope, deliverables or project plan of the project after the Work Order or SOW has been signed. Change Requests can be initiated by any member of the Customer team and are elevated to the PROS project lead and Customer's project manager. If there is no active implementation, and no PROS project manager is assigned, then any Change Requests would be communicated to the Customer Success Manager (CSM).
- (b) Customer will be able to request functional or technical changes via email. PROS would have to review these requests and initiate the Change request process as part of the project procedure where PROS will scope and size the effort and provide a Change Order form with the requested scope, deliverables, timeline and cost tied to it.

1.2. PROS-Requested Change Order

- (a) When the following situations exist, PROS will seek a Change Order:
 - Customer requests to change the scope, approach, deliverables or schedule of the project for reasons that are not attributable to PROS.
 - Customer requests a change to the configuration of a deliverable after Customer has signed off on that deliverable.
 - An understanding outlined in the Work Order or SOW is invalidated or altered due to circumstances beyond PROS' control.
 - A project dependency that is beyond PROS' control impacts delivery of a deliverable under the Work Order or SOW.
 - Additional effort is needed to deliver the scope of an existing time and material Work Order or SOW requiring budget increase.

1.3. Examples of out-of-scope activities that would always require a Change Order include (but are not limited to):

- (a) Work specific to the implementation of any products or software not covered under the Work Order or SOW.
- (b) Any configurable elements (graphs, price methods, etc.) that are not expressly included as in-scope in the Work Order or SOW.
- (c) Cleansing of Customer data.
- (d) Design or development of data interfaces other than those listed in the Work Order or SOW.
- (e) Training services, unless specifically included in the Work Order or SOW.
- (f) Any strategic services not specifically included in-scope of the Work Order or SOW, including:
 - Change management activities
 - Pricing organization design activities
 - Pricing process redesign or other process re-engineering services
 - Pricing strategy development and execution services
 - Performance management services
- (g) Additional work caused by failure of Customer to clearly state understandings with respect to the deliverables.
- (h) User Acceptance Testing (UAT). All UAT will be done by Customer.

2. Change Order Form

Change Requests in scope, deliverables, timeline and fees for Services will be set forth in a change order that can be on a time-and-materials, fixed-fee or zero-dollar basis (a “**Change Order**”). Samples of the PROS Change Order form are available upon request. A Change Order is not effective until signed by both parties.

3. Change Order Review Process

- (a) PROS or Customer requests a change to the Work Order or SOW by emailing the project management team (PROS project lead and Customer project manager) or Customer Success Manager and describing the requested change, the reason for the change, and the impact of the change on the project schedule and budget.
- (b) The PROS project lead will deliver an estimation of the workdays and time impact of the change to the project.
- (c) Upon receipt of the request and estimation, the receiving party has 2 business days to respond by email. The receiving party's response will address the feasibility of incorporating the requested change into the project and the impact, if any, on the project schedule, resources and/or budget associated with the request.
- (d) Within 5 business days of the receiving party's response, the PROS project lead and Customer's project manager will review all necessary information and make the final decision on whether or not a Change Order will be implemented. If the change exceeds the ability of Customer's project manager to approve, a steering committee (consisting of representatives from both parties) will review the necessary information and make the final decision.

- (e) If a change to the Work Order or SOW is to be implemented, the requested change(s) will be documented in a Change Order by PROS and executed by both parties. If the requested change also requires Customer to make any changes, or take any actions, these would be documented also in the Change Order.
 - Once the Change Order is executed, PROS will execute as per the agreement and timeline specified in the Change Order.

4. Disputes

Any question or issue concerning the meaning or effect of the change control process should be referred to the parties' duly authorized representatives for discussion and resolution. If the matter is not resolved within 2 weeks of such referral, the complaining party will formally notify the other party in writing, giving a brief but complete statement of the points in dispute, and the matter will be referred to the steering committee, which will meet to attempt to resolve the matter within 2 weeks of the receipt of such notice.

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