



PROS Code of Business Conduct and Ethics

A Message from Sunil John, CEO:

To All My PROS Colleagues:

We work at a wonderful company, united around our core values of:

- **We are Owners** - this means we show up professionally and get stuff done, even when it is hard or inconvenient.
- **We are Innovators** - this means we think about the problems worth solving, and use our collective brainpower, creativity and emotional intelligence to solve those problems in beautiful, effective ways.
- **We care** - this means we care about our culture, the work we do, and the people we do it with.

This is our culture; this is a key part of why we joined PROS, and why we stay.

Over time, as we've grown, we've tried to put our individual and collective integrity into words, and the result is our Code of Business Conduct and Ethics which applies to all of us - including those with whom we do business.

It's not complete. We hire smart people, and we expect you to apply good judgment, but this document should give you a sense of where we as a company stand on key topics so you can navigate the gray areas.

While much of this may be common sense (and we hope it is!), it is important - so important that if you end up doing something that is contrary to the spirit of this Code, you may face disciplinary action up to and including termination of your employment, potentially even being prosecuted if you have violated a law. On the flip side, disciplinary action also applies if you see someone doing something that is contrary to the spirit of this Code and you don't do something about it.

Being a steward of a strong culture takes work, but that work is vital to maintaining a strong culture.

Thank you for everything you do to contribute to PROS, our culture and our customers every day.

A handwritten signature in black ink, reading "Sunil John". The signature is fluid and cursive, with the first name "Sunil" and the last name "John" clearly distinguishable.

Sunil John
CEO

June 30, 2026



Our Code of Conduct

PROS is committed to being a good corporate citizen. To this end, our policy is to conduct our business affairs honestly and in an ethical manner. This can only be achieved if you individually accept your responsibility to promote integrity and demonstrate the highest level of ethical conduct in all your activities. Any activity that could call into question PROS reputation or integrity should be avoided.

The key to compliance with our Code is exercising good judgment and seeking appropriate guidance. This means following the spirit of our Code and the law, doing the right thing, and acting ethically even when our Code and applicable law do not specifically cover the situation at hand.

When you are faced with a business situation where you must determine the right thing to do, ask yourself these two questions:

1. If everyone were to do this thing that I am about to do (or that I observed someone doing), would that make this a world I trust more or less?
2. If someone else were doing the thing that I am about to do (or that I observed someone doing), would I want to be on the receiving end?

We are all Stewards

This Code applies to all PROS employees, and we are responsible for holding each other accountable. That being said, the greater your span of control, the more influence you have to set ethical and integrity standards, and what you do will either build up our culture or erode it. Encourage your teams (and even people beyond your teams) to speak up without fear of retaliation when the spirit of this Code is not being honored.

Anyone who receives any report of a suspected violation must report the matter to the Legal Department without delay at legal@pros.com.

No one has the authority to instruct another employee to act in a manner that is contrary to this Code.

How to Raise Questions and Report Concerns and Violations

Why is it critical to raise a question or concern?

PROS cannot fix issues that we do not know about. If you are not sure how to handle something, or if you think there is a problem, please speak up – no matter how small the issue may seem.

If I suspect a violation of the Code, should I report it?

Yes. You should report any violation or suspected violation of this Code, any PROS policies or applicable law, through any of the following channels:

- Your manager, or another manager you trust;
- The Legal Department at legal@pros.com;
- Dial the toll-free hotline that is accessible 24 hours a day, 7 days a week at: (844) 936-0726 (U.S., Guam, Puerto Rico and Canada). See the [EthicsPoint - PROS](#) for detail; or
- Make a report online via the [EthicsPoint - PROS](#) at pros.ethicspoint.com.

Your report can be anonymous and confidential when you use the EthicsPoint reporting system, whether by telephone or online. Please provide as much information as possible so that your report can be fully investigated.

Do I have an obligation to report?

Yes. If you believe a violation of the Code, a PROS policy or applicable law has occurred, or if you have observed or become aware of conduct which appears to be contrary to the Code or applicable law, you must report it promptly.

Escalate reports of financial or accounting issues

If you have or receive notice of a complaint or concern regarding PROS financial disclosures, accounting practices, internal accounting controls or auditing, or regarding questionable accounting or auditing matters, you must immediately advise your manager, the Legal Department, or the Chair of the Audit Committee using the reporting resources listed above or, to contact the Chair of the Audit Committee directly by mailing a description of the complaint or concern to:

PROS Ultimate Parent, LP
ATTN: Audit Committee Chair
3200 Kirby Dr., Suite 600
Houston, TX 77098

Report promptly and in good faith

You are expected to become familiar with and understand the requirements of the Code. If you become aware of a suspected violation, don't try to investigate or resolve it yourself. Prompt disclosure to the appropriate parties is vital to ensuring a thorough and timely investigation and resolution. Any violation of the Code is a serious matter and could have legal implications. Allegations of such behavior are not taken lightly and should not be made to embarrass or put anyone in a false light. Reports of suspected violations should always be made sincerely and honestly. It does not matter whether your report turns out to be substantiated, but you must make it with honest belief.

You should not fear retaliation

We strictly prohibit discrimination, retaliation or harassment of any kind against any person who reports in good faith to PROS or law enforcement concerning a possible violation of applicable law or PROS policy, or who participates in any investigation. Anyone who discriminates, retaliates or harasses may be subject to civil, criminal and administrative penalties, as well as disciplinary action up to and including termination of employment.

Cooperate with internal investigations

You are expected to cooperate in internal investigations of alleged misconduct or violations of the Code, any PROS policies or applicable law.

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Compliance with Laws, Rules and Regulations

You must comply with all applicable laws, as well as all PROS policies, in performing your duties. If any of PROS policies or procedures conflict with this Code, you should follow this Code and let your manager know so we can fix the policy or procedure. If the Code conflicts with any applicable law, you must comply with the law, and let your manager know so we can fix the Code.

Numerous national, state/provincial and local laws define obligations with which PROS, our directors, employees and agents must comply. You are expected to comply with all applicable laws in conducting PROS business. If you violate applicable law in performing your duties, you not only risk individual indictment, prosecution and penalties, you also subject PROS to the same risks and penalties. In addition, you may be subject to immediate disciplinary action, including possible termination of your employment or affiliation with PROS.

There are many areas of law applicable to PROS, several of which are summarized in this Code; however, this Code does not cover all applicable laws. While you are not expected to know the details of every law, it is important to know enough to determine

when to seek advice. If you have a question or concern, consult the Legal Department (legal@pros.com).

Protection and Proper Use of PROS Assets

As a part of working at PROS, you may either be assigned PROS property, use PROS property, or be responsible for protecting it. You are expected to take care of these assets and use them properly and responsibly.

PROS assets include tangible assets like computers, network equipment, funds, offices, furniture and paper files. It also includes intangible assets like inventions, designs, software products under development or in commerce, data, methods and processes, system architecture, manufacturing or testing techniques, circuitry, research and development, sales promotions, records, business plans and strategies, pricing, personnel records, vendor lists, cost structures, contracts, methods of operation, flow charts, specialized training, customer data and records, as well as any information about any PROS customer or prospect.

Unauthorized alteration, destruction, use, disclosure or distribution of PROS assets violates this Code. Theft or misuse of these assets has a direct adverse impact on PROS and will not be tolerated.

PROS provides computers, phone, e-mail and internet access to employees for conducting PROS business. PROS may access, retain and monitor any information created, sent or contained in any PROS computer, voicemail, server or network to the extent permitted by applicable law. You may not use PROS systems for any illegal purpose or in any manner contrary to this Code.

You should not copy, resell or transfer copyrighted publications, including software, manuals, articles, books or databases used for PROS business, that were created by another entity and licensed to PROS, unless you are authorized to do so under the applicable license agreement.

See the [PROS Acceptable Use of Technology Standard](#) for a comprehensive list of allowed and prohibited uses of PROS equipment, software and digital resources. If you have questions, consult your manager or the Governance Department (governance@pros.com).

Confidentiality

All confidential information must be protected. Confidential information includes all non-public information entrusted to you that might be of use to competitors or harmful to PROS or our vendors, partners or customers if disclosed. You must maintain the

confidentiality of information entrusted to you by PROS, except when disclosure is authorized or required by law.

Here are some examples of confidential information, beyond the intangible ones listed in the [Protection and Proper Use of PROS Assets](#) section:

- information about financial performance or projections;
- new product or marketing plans;
- research and development ideas or information;
- some of the ways we do things i.e. our processes;
- information about potential acquisitions, divestitures or investments;
- significant personnel changes; and
- details of existing or potential major contracts, suppliers or customers, or when we win or lose them.

Your obligation to protect confidential information extends beyond the workplace and applies to communications with friends and family members. It's important to note that your obligation to protect PROS confidential information continues to apply even after your relationship with PROS ends.

Privacy

PROS processes personal data from many people, including employees, candidates, customers, prospects and suppliers. We process personal data only in compliance with applicable data protection laws, and protect personal data from loss, misuse or unauthorized disclosure. For more information, see [PROS trust site](#) and [Privacy Notice](#) and your applicable [employee privacy notice](#).

If you process personal data in your role, you must comply with all applicable data protection laws, including GDPR, CCPA and other regional privacy regulations. If you have questions, contact privacy@pros.com.

Records Management and Retention

Stored records can create risk for PROS. You must comply with the [Records Retention Policy](#), including deleting records that are past their retention schedule and maintaining access control to protect confidentiality. When litigation or an investigation is pending or reasonably anticipated, you must preserve all potentially relevant records regardless of the retention schedule – contact legal@pros.com for guidance.

Cybersecurity

This is serious – we expect you to use caution and judgment to safeguard our digital and physical information assets.

Effective security requires that everyone fulfills their security responsibilities. Each of us must protect the information assets controlled by PROS in accordance with applicable law, PROS policies and contractual obligations.

The Acceptable Use of Technology Standard contains detailed requirements. Key prohibitions include:

Without prior IT approval, you must not

- Uninstall software installed by IT or Security
- Disable security measures on your laptop or attempt to circumvent them
- Install an operating system on any PROS-owned device
- Install any software on a PROS-owned device
- Connect a non-PROS device to the PROS network (use PROS Guest network for personal devices)

For IT approval, contact TechnicalSupport@pros.com.

Artificial Intelligence

As a pioneer in artificial intelligence ("AI"), PROS encourages the responsible use of AI in our business. All use of AI tools must comply with our AI Use Policy. Key requirements include:

- Do not input confidential PROS information, customer data, or personal data into external AI tools without prior approval
- Verify AI-generated outputs before using them in business decisions or customer deliverables
- Disclose AI-assisted work product where required by contract or customer expectation. If you are working on a project for a customer, get familiar with their contract to make sure you know when to disclose this.
- Report any AI-related security incidents or concerns to the Legal Department

For questions about permitted AI tools or use cases, consult the AI Use Policy or contact the Governance Department (governance@pros.com).

Export Compliance

The U.S. government regulates and restricts the export of certain information and technology that it deems critical to national security, the economy and foreign policy. PROS products may also be subject to export laws in other countries.

U.S. export laws define “export” broadly. For example, electronic transmission of software or technology for beta, quality assurance, demonstration or other purposes is an export. So is consulting, training, or providing export-controlled technology to a foreign entity or non-U.S. national or non-U.S. permanent resident alien, even if the software or technology never leaves the U.S.

See [PROS Exporting Information](#) for the export control classification numbers of PROS products. If you have questions, contact the Legal Department (legal@pros.com).

Conflicts of Interest

You must avoid any situation in which your personal, family or financial interests conflict or appear to conflict with PROS interests. You owe a duty to PROS not to compromise the legitimate interests of PROS and to advance PROS interests when the opportunity arises in the course of your employment. You may not engage in activities that compete with PROS or compromise its interests. You may not take for personal benefit (or for the benefit of friends or family) opportunities discovered using PROS assets or your position.

Examples of actual or potential conflicts include:

- you (or a member of your immediate family) receive improper personal benefit as a result of your position with PROS;
- you engage in any activity that interferes with your ability to perform your duties effectively;
- you work simultaneously (whether as an employee or a consultant) for a competitor, customer, partner or supplier;
- you (or a member of your immediate family) have a financial interest in a competitor, customer, partner or supplier which is significant enough to cause divided loyalty with PROS or the appearance of divided loyalty;
- you (or a member of your immediate family) acquire an interest in property (such as real estate, intellectual property rights or securities) in which you have reason to know PROS has, or might have, a legitimate interest;
- you (or a member of your immediate family) receive a loan or a guarantee from a competitor, customer, partner or supplier (other than a loan from a financial institution made in the ordinary course of business and on an arm’s-length basis);
- you divulge or use PROS confidential information (such as financial data, customer information or software) for any reason other than to perform your employment obligations at PROS, including for your own personal or business purposes;

- you (or a member of your immediate family) provide gifts, payments, or favors to a competitor, customer, partner or supplier (or their immediate family members) to improperly influence business decisions; or
- you (or a member of your immediate family) are given the right to buy stock in other companies or receive cash or other payments in return for promoting the services of a third party to PROS.

Conflicts are not always clear-cut. If you become aware of a conflict or potential conflict, consult your manager or the Legal Department. If your manager is involved in the conflict, report the matter directly to the Legal Department. Directors and executive officers must seek prior authorization of any potential conflict of interest exclusively from the Audit Committee following consultation with the General Counsel.

Gifts and Entertainment

Receiving Gifts

Neither you, nor members of your immediate family, may solicit or accept any valuable gift, payment, favor or other consideration from any competitor, customer, partner or supplier. Modest gifts may be accepted if approved by your manager.

Comply with PROS Expense Policies

All gifts, including business entertainment, are subject to the applicable [Corporate Travel & Expense - All Countries](#). PROS does not view business entertainment as essential to our business. Entertain others only when necessary to facilitate business discussion. Select a setting used for business which would positively reflect on PROS. Take precautions if sensitive information is discussed. Just to be clear, adult entertainment in a business context (whether or not expensed to PROS) is prohibited and will result in disciplinary action, up to and including termination of employment.

Comply with all Anti-Bribery laws

PROS requires full compliance with anti-bribery laws, including the Foreign Corrupt Practices Act ("FCPA") and the UK Bribery Act. The FCPA prohibits corrupt payments of money, gifts or anything of value to any foreign or domestic official, political party, or candidate, for the purpose of influencing any act, or failure to act, or to use their influence to affect a decision of a government or agency; in order to obtain or retain business. The UK Bribery Act goes further and prohibits bribes to any person to induce them to act improperly. You must comply with the FCPA, the UK Bribery Act and other applicable anti-bribery laws regardless of your residency or office location.

Foreign Official Broadly Defined

"Foreign official" is broadly defined to include all employees of non-U.S. governments at any level, as well as employees of state-owned or state-controlled entities, including **state-supported airlines**.

Anything of Value Broadly Defined

"Anything of value" includes not only cash but also discounts, gifts, training, entertainment, meals, transportation, lodging and promises of future employment. There is no minimum threshold – even small gifts can trigger liability.

Exercise Caution with Foreign Officials

The FCPA and UK Bribery Act do not prohibit paying for meals and entertainment of foreign officials if reasonable, directly related to a legitimate business purpose, and not intended to improperly influence. Seek guidance from the Legal Department in advance of **any** proposed entertainment other than business meals complying with the applicable regional Travel & Expense policy.

Insider Trading

You must refrain from trading in the stock of any public company, such as existing or potential customers, partners or suppliers, on the basis of material non-public information obtained in the course of your employment. It is also illegal to "tip" others – that is, share information so they can trade–based on such information. Material information is information that would be expected to affect the investment decisions of a reasonable investor or the market price of the stock.

Just don't do this. You will be discovered, you will be caught, and you will be prosecuted.

If you have a question concerning the legality of any securities transaction, consult the Legal Department.

Competition and Fair Dealing; Anti-Trust Laws

You must deal honestly and fairly with PROS customers, partners, suppliers, competitors and employees. You must not take unfair advantage of anyone through manipulation, concealment, abuse of privileged information, misrepresentation of material facts or any other unfair dealing. Examples of prohibited conduct include:

- bribery or payoffs to induce business or breaches of contracts by others;
- acquiring a competitor's trade secrets or confidential information through bribery or theft;

- making false, deceptive or disparaging claims or comparisons about competitors or their products or services; or
- mislabeling products or services.

Global antitrust laws prohibit practices that restrain trade or restrict free and fair competition. You must comply with both the letter and spirit of these laws. Antitrust laws prohibit price fixing, collusion, market allocation, bid rigging and the exchange of non-public information that could facilitate anti-competitive activities. PROS technology and services must not be used to facilitate or enable anti-competitive behavior, whether by PROS or our customers.

Signature Authority

PROS has established procedures for the review, approval and signature of any contract to which PROS is a party. Violating the PROS Signature Authority and Contracting Policy, including by signing a contract for which you do not have authority, violates the Code and may expose PROS to liability. See the [PROS Signature Authority and Contracting Policy](#).

Work Location

We're flexible as a culture, but for the most part you must work from your designated primary work location as documented in our employee system of record (Workday), PROS policies and your employment agreement as applicable. See the PROS Work Schedule Policy and the [PROS Global Traveler Guidelines](#).

If you work in Houston or Sofia, where we have a PROS office, we expect you to come to the office at least 3 days every week during normal working business hours. To put a little more definition around this, if you fly out of IAH, HOU or SOF, then this applies to you. If you are outside of a location where we have a physical office, then your primary work location should be designated in Workday, and we'll expect you to generally work normal business hours in your local time.

Because we are a company that serves customers all over the world, we will need you to be flexible at times to accommodate different time zones, no matter where you are located.

Diversity and Non-Discrimination

We believe that diversity and inclusion are key to driving innovation, because this drives diversity of thought which is the hallmark of innovation. We are committed to hiring and promoting inclusively, balancing diverse representation and strong performance while fostering an inclusive culture that gives every employee the opportunity to reach their full potential.

PROS is committed to providing a work environment free of harassment and disrespectful conduct. PROS prohibits harassment based on sex (including pregnancy, childbirth, breastfeeding or related medical conditions), race, religion (including religious dress and grooming practices), color, gender (including gender identity and gender expression), national origin or ancestry, physical or mental disability, medical condition, genetic information, marital status, registered domestic partner status, age, sexual orientation or any other characteristic protected by applicable law in any jurisdiction where PROS operates.

For more information, see the [PROS Sexual Harassment Policy](#), [PROS Non-Discrimination Anti-Harassment Policy and Complaint Procedure](#) and [PROS Equal Employment Opportunity Policy – United States](#).

Workplace Security and Safety

PROS is committed to providing a healthy, safe and secure work environment for employees, contractors and visitors. You must follow all security and safety rules and report unsafe situations promptly.

Violence and threats of violence are not tolerated. Possession and use of weapons are prohibited in the workplace. If you believe someone is in immediate danger, contact local authorities immediately. For more information, see the [PROS Workplace Weapons Policy](#). PROS also prohibits the use, possession, distribution or sale of illegal drugs or the misuse of alcohol or legal substances in the workplace or while conducting PROS business.

All employees must be familiar with security policies and report any breach of physical security. Employees, contractors and visitors must always wear credentials (badges) visibly while in PROS offices. Never provide physical access to anyone not properly credentialed or escorted. For more information, see the [Physical Security Standard](#).

External and Internal Communications

If you're not authorized to speak on behalf of PROS, please don't do so - especially in public settings when social media or the traditional press can amplify the message. Even in casual or social settings, be mindful of how you talk about PROS as you never know when your statements can be taken out of context. We always want to be open and transparent, but we also need to temper that with our stewardship of confidential information and the frame of being accurate, consistent and complete.

Be responsible and respectful in your internal communications, whether on the phone, email, video calls or any other medium. For more information, see [PROS Appropriate Business Communication Policy](#).

In any online communications (including user forums, blogs, chat rooms, bulletin boards and other social media), you should understand and follow PROS policies regarding the use of social media and make it clear that your views are your own. For more information, please review the [PROS Social Media Guidelines](#).

Full, Fair, and Accurate Disclosure

All employees have an obligation to ensure that PROS makes and keeps books, records and accounts which, in reasonable detail, accurately and fairly reflect PROS transactions and assets. Entering inaccurate or fraudulent information into any PROS system will result in disciplinary action, up to and including termination.

Special Ethics Obligations for Employees with Financial Reporting Responsibilities

Each Senior Officer bears a special responsibility for promoting integrity throughout PROS.

Because of this special role, Senior Officers are bound by the following Senior Officer Tenets of Ethics, and by accepting this Code each Senior Officer agrees to:

- Perform all duties in an honest and ethical manner;
- Handle all actual or apparent conflicts of interest between personal and professional relationships in an ethical manner;
- Take all necessary actions to ensure full, fair, and accurate disclosure in reports and documents that PROS files with, or submits to, government agencies;
- Comply with all applicable laws, rules and regulations of federal, state and local governments; and
- Proactively promote and be an example of ethical behavior in the work environment.

Loans Prohibited

Loans by PROS to, or guarantees by PROS of obligations of, employees or their immediate family members are of special concern and could constitute improper personal benefits to the recipients of such loans or guarantees, depending on the facts and circumstances. Loans by PROS to, or guarantees by PROS of, any director or officer or their immediate family members are expressly prohibited.

Human Rights and Supply Chain Ethics

PROS is committed to respecting human rights as set out in the UN Universal Declaration of Human Rights and the International Labour Organization's core

conventions. We prohibit the use of forced labor, child labor, human trafficking and modern slavery in our operations and supply chain. PROS expects its vendors, suppliers and business partners to uphold the same standards. If you become aware of any human rights concern in our operations or supply chain, report it immediately through the channels described in this Code.

Environmental Compliance

PROS is committed to operating our business in an environmentally responsible manner and complying with all applicable environmental laws and regulations in the jurisdictions where we operate. Employees should seek to minimize waste and use resources efficiently. If you suspect any potential environmental violation, report it to your manager.

Compliance Procedures

You are expected to become familiar with and understand the requirements of the Code.

CEO Responsibility

Our CEO is responsible for ensuring that the Code is established and effectively communicated to all employees, officers and directors. Our CEO has ultimate accountability for the overall implementation of and compliance with the Code with day-to-day compliance managed by PROS managers.

Corporate Compliance Management

The Compliance Officer is currently the General Counsel. The Compliance Officer will ensure communication, training, monitoring and overall compliance with the Code. The Compliance Officer will, with leadership's support, foster an atmosphere where employees are comfortable reporting concerns and possible Code violations.

Screening of Employees

PROS will exercise due diligence when hiring and promoting employees, particularly for a position involving substantial discretionary authority, such as executive team members, senior management roles or employees with financial management responsibilities. All inquiries will be made in accordance with applicable law.

Access to the Code

PROS will ensure that employees, officers and directors may access the Code on 1PROS. New employees will receive a copy as part of their onboarding and must acknowledge receipt in writing. PROS will provide mandatory annual training on the Code.

Monitoring

Managers are the first point of contact for employee questions and concerns relating to the Code. Managers must immediately report any violations or allegations to the Legal Department or the Compliance Officer. Managers should work with the Legal Department or the Compliance Officer in assessing potential violations and determining appropriate remedial actions.

Auditing

An internal audit team, if selected by the Audit Committee, will be responsible for auditing PROS compliance with the Code.

Internal Investigation

When an alleged violation of the Code is reported, PROS will take prompt and appropriate action in accordance with applicable law.

If the suspected violation involves either a possible violation of law or a complaint regarding a PROS financial disclosure, internal accounting controls, or other auditing or accounting matters, then the manager should immediately notify the Compliance Officer, who will notify the Legal Department and Chairman of the Audit Committee, as applicable.

If a suspected violation involves any director or officer, or any fraud (whether or not material) involving management or employees with a significant role in PROS' internal controls, the report must go immediately to the Compliance Officer, the Chairman of the Audit Committee and, if appropriate, the CEO or CFO.

The Compliance Officer and/or the Chairman of the Audit Committee will assess each report, determine the appropriate course of action, and ensure the investigation is conducted fairly. Any person suspected of a violation will have an opportunity to respond to the investigator.

Disciplinary Actions

The Compliance Officer, in consultation with legal advisors as needed, will recommend appropriate disciplinary action in accordance with PROS policies for any employee found to have violated the Code; provided that if a violation is reported to the Audit Committee or another committee of the Board, that committee will determine appropriate disciplinary action.

Any violation of applicable law or this Code may result in disciplinary action, up to and including termination of employment. Any employee with substantial discretionary authority, including any Senior Officer, who engages in a violation of law or unethical conduct, may be removed from their position.

PROS may also discipline any supervisor who directs or approves improper actions or is aware of them but fails to act. PROS may bring violations of applicable law to the attention of law enforcement.

Retention of Reports and Complaints

All reports and complaints made to the Compliance Officer or the Chair of the Audit Committee will be logged and retained for at least seven (7) years.

Amendments and Waivers of the Code

Any substantive amendment to or waiver of this Code applicable to executive officers or directors may only be made with approval by the Board of Directors. Nothing in this Code is intended or will be considered to (i) amend the charter or bylaws of PROS, (ii) change or expand the legal duties or liabilities imposed under applicable law, (iii) create or imply an employment contract or term of employment or (iv) affect any rights available under applicable law or PROS charter or bylaws.

Document Information

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06/22/2026	T. Callanan	Review and revisions.	1.3