PRAMATA CORPORATION

SCHEDULE OF EXCEPTIONS

This Schedule of Exceptions is made and given on June \_\_, 2017 pursuant to Section 3 of the Series A Preferred Stock Purchase Agreement dated as of December 14, 2015, as amended June \_\_, 2017 (the “**Agreement**”), among Pramata Corporation (the “**Company**”) and the Investors listed on Exhibit A thereto. All capitalized terms used but not defined herein have the meanings as defined in the Agreement, unless otherwise provided. The section numbers below correspond to the section numbers of the representations and warranties in the Agreement; *provided*, *however*, that any information disclosed herein under any section number is deemed to be disclosed and incorporated into any other section number under the Agreement if such inclusion would be reasonably apparent without independent knowledge.

Inclusion of any item in this Schedule of Exceptions (1) does not represent a determination that such item is material or establish a standard of materiality, (2) does not represent a determination that such item did not arise in the ordinary course of business and (3) will not constitute, or be deemed to be, an admission to any third party concerning such item.

**3.2 Subsidiaries**

The outstanding capital stock of Pramata Knowledge Solutions Private Limited (the “**Subsidiary**”) is owned by the Company (99,990 shares) and Praful Saklani (10 shares). Praful Saklani has agreed to enter into an agreement with the Company within 30 days of the date hereof providing that, upon the Company’s request in its sole and absolute discretion, he will transfer or convey to the Company any capital stock he holds in any subsidiary of the Company as trustee, nominee or in any other capacity for the least amount of consideration required under law to cause such transfer to be effective.

**3.3 Capitalization**

(a) The Company currently has reserved 6,640,748 shares of Common Stock authorized for issuance to employees, consultants and directors pursuant to the 2006Stock Plan, of which 5,130,107 shares have been granted and are currently outstanding, options to purchase 1,635,641 shares of Common Stock have been exercised.

A total of (i) [∙] shares of Common Stock plus (ii) any shares of Common Stock subject to any outstanding award under the 2006 Stock Plan that, after the date hereof, are not purchased or are forfeited or reacquired by the Company (including any shares of Common Stock withheld by the Company or shares of Common Stock tendered to satisfy any tax withholding obligation or shares of Common Stock covered by an award that are settled in cash), or otherwise not delivered to a participant due to termination or cancellation of such award, are authorized for issuance to employees, consultants and directors pursuant to its 2015Stock Incentive Plan (the “**2015 Stock Plan**”), [∙] shares of which are immediately available for issuance to officers, directors, employees and consultants pursuant to such plan.

(b) None of the Company’s Common Stock is subject to a right of first refusal in favor of the Company except for the Common Stock subject to the Right of First Refusal and Co-Sale Agreement.

The Common Stock that has been issued upon the exercise of stock options granted pursuant to the 2006 Plan is not subject to lock-up or market standoff agreement of not less than one hundred eighty (180) days following the Company’s initial public offering pursuant to a registration statement filed with the Securities and Exchange Commission under the Securities Act.

(c) Executive Agreement with Praful Saklani dated January 1, 2013.

Sascha Ohler Stock Option Agreement dated January 1, 2015.

Sanjay Paranjape Stock Option Agreement dated July 1, 2014.

Robert Schettino Stock Option Agreement dated July 7, 2014.

**3.9 Material Contracts**

(a) Lawrence Cheng is a director of the Company and is affiliated with Volition Capital Fund II, L.P., which is preferred stockholder of the Company and party to the Transaction Agreements.

Steven Morgenthal is a director of the Company and is affiliated with Argosy Capital Group III, L.P., which is a preferred stockholder of the Company and party to the Transaction Agreements.

Promissory Note issued by Praful Saklani to the Company dated December 1, 2014, in the original principal amount of $60,000.

Promissory Note issued by the Company to Praful Saklani dated July 14, 2015, in the original principal amount of $150,000.

Letter Agreement dated December 11, 2015 between the Company and Praful Saklani related to the repayment of past due compensation.

Separation Agreement between the Company and Christian Misvaer dated October 15, 2011.

Separation Agreement between the Company and Klaus Besier dated March 31, 2010.

Severance and Release Agreement between the Company and Todd Grimmett dated October 6, 2015.

Indemnification Agreement between the Company and Praful Saklani dated October 28, 2013.

Indemnification Agreement between the Company and Lawrence Cheng dated December 14, 2015.

Indemnification Agreement between the Company and Steven Morgenthal dated October 28, 2013.

Management Rights Letter between the Company and Volition Capital Fund II, L.P. dated December 14, 2015.

(b)(i) Promissory notes in principal amount of $450,000 issued pursuant to the Note Purchase Agreement dated June 18, 2015 between the Company and certain investors.

Letter Agreement dated December 11, 2015 between the Company and Praful Saklani related to the repayment of past due compensation.

Separation Agreement between the Company and Christian Misvaer dated October 15, 2011.

Independent Contractor Consulting and Subcontracting Agreement between the Company and Lammers Consulting Group, Inc. dba Tricension dated August 13, 2015.

Marketing Services Agreement between the Company and Velocity Partners Ltd. dated April 27, 2015.

Independent Contractor Consulting Agreement between the Company and Richard Hodge dated March 26, 2012, as amended September 26, 2012.

Tax and Consulting Master Services Agreement between the Company and Moss Adams LLP dated February 26, 2014.

Independent Contractor Consulting Agreement between the Company and Michael Kopcsak dated May 29, 2014.

Letter of Agreement for Services between the Company and David Fiamingo dated January 19, 2015.

Keating Consulting Group Consulting Agreement signed by the Company on September 19, 2013.

Dedicated Hosting Terms and Conditions between Verio, Inc. and the Company dated October 13, 2008 (not signed by Verio).

Master Client Agreement between the SiriusDecisions, Inc. and the Company dated June 30, 2015 and related Team Access Service Agreement dated June 30, 2015.

CenturyLink Total Advantage Agreement between the Company and Qwest Communications Company, LLC d/b/a CenturyLink QCC dated April 28, 2014.

Statement of Work between the Company and Circle Click Media, LLC dated April 10, 2015.

Office Lease by and between Diamond Marina LLC and Diamond Marina II LLC and the Company dated January 2, 2015.

Master Service Agreement between the Company and the Subsidiary dated April 1, 2015.

Deed of Lease between Madhavi Agarwal and the Subsidiary dated December 26, 2013.

Deed of Lease between Malati Kanoria and the Subsidiary dated December 26, 2013.

Deed of Lease between Malati Kanoria and the Subsidiary dated July 15, 2014.

Legal Agreement between the Subsidiary and the President of India on behalf of Director, Software Technology Parks of India for Software Technology Parks Units dated November 26, 2013.

Client Services Agreement between the Company and ADP Total Source dated May 8, 2009.

Each Company employee receives compensation greater than $25,000 per year.

Outstanding legal fees due to Dorsey & Whitney LLP of approximately $[∙].

(b)(ii) The Company enters into Employee Invention Agreements with its employees and Standard Consulting Agreements with third-party service providers which provide for the assignment and/or license to the Company of intellectual property developed for the Company pursuant to services provided.

Services and License Agreement between the Company and Embarq Management Company effective March 20, 2009, as amended April 30, 2013.

Services and License Agreement between the Company and Fair Isaac Corporation dated June 26, 2007.

Services and License Agreement between the Company and New York Blood Center effective July 28, 2008.

Services and License Agreement between the Company and Valspar Corporation effective October 31, 2008.

Application Service Provider Agreement between the Company and Cisco Systems, Inc. dated March 10, 2014.

Access and Services Agreement between the Company and Comcast Cable Communications Management, LLC dated April 15, 2015.

Master Services and License Agreement between the Company and Medea Health Services, Inc. effective December 28, 2011, as amended May 27, 2015.

HP Enterprise purchase order dated June 5, 2015.

Pramata Contracts Intelligence Services and Subscription Agreement between the Company and McKesson Corporation effective March 23, 2015.

Master Subscription Agreement between the Company and Truven Health Analytics Inc. effective July 31, 2013.

Separation Agreement between the Company and Christian Misvaer dated October 15, 2011

(b)(iv) Services and License Agreement between the Company and Embarq Management Company effective March 20, 2009, as amended April 30, 2013.

Services and License Agreement between the Company and Fair Isaac Corporation dated June 26, 2007.

Services and License Agreement between the Company and New York Blood Center effective July 28, 2008.

Services and License Agreement between the Company and Valspar Corporation effective October 31, 2008.

(b)(v) The Company’s contracts with customers contain standard intellectual property indemnification provisions.

Marketing Services Agreement between the Company and Velocity Partners Ltd. dated April 27, 2015.

(c) Promissory notes in principal amount of $450,000 issued pursuant to the Note Purchase Agreement dated June 18, 2015 between the Company and certain investors.

Promissory Note issued by Praful Saklani to the Company dated December 1, 2014, in the original principal amount of $60,000.

Promissory Note issued by Bharath Kumar to the Company dated February 3, 2015, in the original principal amount of $2,300.

Promissory Note issued by Bharath Kumar to the Company dated April 7, 2015, in the original principal amount of $4,000.

**3.10 Intellectual Property**

Service Mark registration number 3,648,658 registered June 30, 2009.

Domain names: [www.pramata.com](http://www.pramata.com) and customerrelationshipintelligence.net

Marketing Services Agreement between the Company and Velocity Partners Ltd. dated April 27, 2015.

Master Client Agreement between the SiriusDecisions, Inc. and the Company dated June 30, 2015 and related Team Access Service Agreement dated June 30, 2015.

Master Service Agreement between the Company and the Subsidiary dated April 1, 2015.

The Subsidiary has used independent contractors and/or consultants from time to time, some of which may have developed or contributed to Intellectual Property that the Company may use or may have used in conducting its business. All such independent contractors and/or consultants (i) assigned to the Subsidiary all rights, title and interest in and to any Intellectual Property they made, conceived, or reduced to practice in the course of their work for the Subsidiary and (ii) were subject to reasonable obligations of confidentiality, in each case pursuant to binding written agreements between the relevant independent contractor or consultant, as applicable, and the Subsidiary.

**3.11 Proprietary Information and Invention Assignment Agreements**

The Company cannot locate signed Employee Invention Agreements for the following current and former employees:

* Klaus Besier
* Trevor Hallstein
* Jack Harb
* Jenna Lohara
* Christian Misvaer
* Neha Mittal
* Lauren Steinitz

Other than Christian Misvaer, none of the above-listed individuals created any Intellectual Property that is used in any of the Company’s products or services or is otherwise necessary for the conduct of the Company’s business. The Separation Agreement between the Company and Christian Misvaer dated October 15, 2011 contains appropriate confidentiality and invention assignment provisions.

**3.12 Employees**

(a) Severance and Release Agreement between the Company and Michael LeBauer dated October 31, 2015 contains provisions regarding post-termination commissions that have not been fully paid.

Severance and Release Agreement between the Company and Todd Grimmett dated October 6, 2015 contains provisions regarding post-termination commissions that have not been fully paid.

Separation Agreement between the Company and Christian Misvaer dated October 15, 2011 contains provisions regarding deferred compensation.

Executive Agreement with Praful Saklani dated January 1, 2013 contains severance provisions.

Letter Agreement dated December 11, 2015 between the Company and Praful Saklani related to the repayment of past due compensation.

1. Letter Agreement dated December 11, 2015 between the Company and Praful Saklani related to the repayment of past due compensation.

Separation Agreement between the Company and Christian Misvaer dated October 15, 2011.

Executive Agreement with Praful Saklani dated January 1, 2013.

The 2006 Stock Plan.

The 2015 Stock Plan.

Standard offer letters and standard employee terms entered into with the Company’s employees in the ordinary course.

ADP TotalSource Retirement Savings Plan adopted May 1, 2010.

Certain individual employees have individual bonus potential.

**3.13 Employee Benefit Plans**

ADP TotalSource Retirement Savings Plan adopted May 1, 2010.

ADP TotalSource, Inc. Health and Welfare Plan.

**3.14 Obligations of Management**

Pursuant to the Independent Contractor Consulting and Subcontracting Agreement dated March 26, 2012, Richard Hodge does not devote substantially all of his business time to the conduct of the business of the Company.

**3.16 Compliance with Laws**

See Section 3.24 below.

**3.17 Third Party Data**

(d) The Company’s customer contracts generally do not limit the Company’s liability in the event of the loss, unauthorized access, use and/or disclosure of Third Party Data.

**3.20 Permits**

The Company is not currently qualified in Florida or Virginia. They have one employee in each state.

**3.22 Registration and Voting Rights**

By Proxy dated June 24, 2014 Shashi Saklani appointed Praful Saklani as her sole and exclusive attorney and proxy, with full power of substitution and resubstitution, to vote and exercise all voting and related rights with respect to all shares of capital stock of the Company owned by her, and any and all other shares or securities of the Company issued or issuable in respect thereof.

**3.24 Tax Returns and Payments**

The Company has not collected sales or use tax on services it provides to its customers. However, the Company has been informed that certain states may take the position that sales or use tax should have been collected on some or all of those services. At this time the Company does not have enough information to determine the extent of any potential liability. In general, the Company’s contracts with its customers provide that the customer is responsible for any applicable sales or use taxes.

The disclosure above is made for the purpose of full disclosure to the Investors and shall not be read to qualify, limit or otherwise impair the Investors’ right to recourse for any breach of the representations and warranties contained in **Section 3.24** of the Agreement.

Separation Agreement between the Company and Christian Misvaer dated October 15, 2011 may be viewed as deferred compensation.

The Company failed to pay San Francisco city payroll tax for some period of time. The Company relied on ADP to withhold and pay all payroll taxes, but ADP did not do this for San Francisco. Once the Company was made aware of this it came into compliance and paid all amounts owed.

The Company received a letter from the Missouri Department of Revenue dated January 23, 2015, relating to Missouri sales and use tax for 2011. On March 26, 2015, the Company provided a response indicating that the services are not subject to Missouri sales tax. The Company has not received a reply from the state.

The Company received a letter from the Missouri Department of Revenue dated January 23, 2015, relating to employer tax returns for Missouri wages for 2011. On or about March 26, 2015, the Company sent that letter to ADP, which was responsible for the Company’s payroll and related state filings for 2011. The Company has not received any additional correspondence from the state and assumes that ADP will take care of any missing filing.

The Company’s business status in California was forfeited on October 1, 2014, because the California franchise tax board did not receive the Company’s 2012 corporate franchise/income tax return. This was remedied, and the Company returned to good standing in the State of California, on December 11, 2014.

The Company received a letter from the Employment Development Department of California (the “**EDD**”) stating that the EDD investigated the Company’s reporting of employee wages and indicating that the Company may owe additional taxes plus penalties and interest related to an unemployment/disability claim filed by Robyn Moss.

The Company received a letter from the IRS dated May 23, 2012, relating to discrepancies between the information filed on the Company’s 2009 tax return and the W-2s filed in connection therewith. The correct W-2s were filed at a later date and the matter was resolved, as evidenced by a letter from the IRS dated December 19, 2012.

**3.26 Minute Books**

The Company has made available to the Investors all minutes and actions by written consent in its possession; however, most of the early corporate records of the Company have been lost.

**3.27 Obligations to Related Parties**

Promissory Note issued by Praful Saklani to the Company dated December 1, 2014, in the original principal amount of $60,000.

Promissory Note issued by Bharath Kumar to the Company dated February 3, 2015, in the original principal amount of $2,300.

Promissory Note issued by Bharath Kumar to the Company dated April 7, 2015, in the original principal amount of $4,000.

Promissory Note issued by the Company to Praful Saklani dated July 14, 2015, in the original principal amount of $150,000.

Letter Agreement dated December 11, 2015 between the Company and Praful Saklani related to the repayment of past due compensation.

Separation Agreement between the Company and Christian Misvaer dated October 15, 2011.

Severance and Release Agreement between the Company and Michael LeBauer dated October 31, 2015.