

INNERWORKINGS, INC.

Corporate Governance Guidelines

(as adopted by the Board of Directors on February 5, 2013 and amended on April 21, 2014)

The Board of Directors of the Company has adopted these Governance Guidelines to provide a framework for governance of the Company. The Board will periodically review these Governance Guidelines and update them as appropriate.

Board Structure and Composition

- **Size.** The Board will have at least five members and no more than ten members. The precise number is determined by the Board from time to time.
- **Independence.** A majority of the Board consists of independent directors. An independent director is one who meets the NASDAQ independence criteria and has no relationships that would interfere with the director's independent judgment as determined by the Board.
- **Separation of Chairman and CEO Roles.** The role of Chairman and the role of Chief Executive Officer are currently separated, and an independent director serves as the Chairman.
- **Committees.** The Board has the following committees: Audit, Compensation, and Nominating and Corporate Governance, each composed entirely of independent directors. Each of these committees operates under a written charter approved by the applicable Committee and the Board. The Board also has an Executive Committee and may establish other Committees from time to time.
- **Professional Changes.** If a director's professional or employment status changes, the director will promptly tender a resignation to the Board. The Board will review the continued appropriateness of Board service and determine whether the resignation should be accepted.
- **Compensation.** Director compensation is approved by the Board upon recommendation by the Compensation Committee. Any employee of the Company serving as a director will not receive additional compensation for Board service.
- **Director Elections and Resignation Procedures.** Directors are elected by a majority of stockholder votes in uncontested elections and by a plurality of stockholder votes in contested elections. Prior to each annual stockholder meeting, director nominees shall submit a contingent resignation in writing to the Chairman of the Nominating and Corporate Governance Committee. The resignation shall become effective only if the director fails to receive a sufficient number of votes for re-election at an annual stockholder meeting and the Board accepts the resignation.

Board Meetings and Procedures

- **Number of Meetings.** The Board meets at least four times annually for regularly scheduled meetings.

- **Attendance and Preparation.** Directors are expected to attend all regularly scheduled Board meetings and to be prepared to discuss all materials distributed in advance of any meeting. Directors are encouraged but not required to attend each annual stockholder meeting.
- **Executive Sessions.** Independent directors meet in executive session without management directors or management present no less than two times annually. The current practice is to conduct executive sessions at each regularly scheduled Board meeting.
- **Access to Management.** The Board has access to management and other employees as needed to fulfill the Board's duties.
- **Access to Independent Advisors.** The Board and each of its Committees may hire independent advisors, such as auditors, compensation consultants, legal counsel and other advisors, without obtaining approval from management.

Other Policies

- **Hedging/Pledging Policy.** Executive Officers of the Company and all directors are prohibited from (i) entering into hedging, short sale or monetization transactions involving the Company's stock and (ii) holding the Company's stock in a margin account or pledging the Company's stock as collateral for a loan. Limited exceptions to the margin account/pledging prohibition may be granted by the Company's General Counsel.
- **Stock Ownership Guidelines.** All Executive Officers and non-employee directors are required to hold the Company's stock according to guidelines established by the Compensation Committee and approved by the Board. The guidelines for Executive Officers require stock ownership valued at a designated multiple of such Executive Officer's annual base salary. The Chief Executive Officer must hold stock with a value equal to four times his or her annual base salary and the other Executive Officers must hold stock with a value equal to three times their respective annual base salaries. The Executive Officers are required to meet these guidelines within three years of becoming an Executive Officer. The guidelines for non-employee directors require stock ownership valued at two times the value of each such director's total annual director compensation. Non-employee directors are required to meet these guidelines within five years of becoming a member of the Board. See also "Stock Holding Policy" below.
- **Stock Holding Policy.** All Executive Officers and directors must hold and refrain from selling any of the Company's stock acquired through equity awards (net of shares withheld or sold in order to satisfy tax obligations or exercise prices) until the Executive Officer or director has satisfied the Stock Ownership Guidelines referred to above.

Board Performance and Development

- **Orientation and Continuing Education.** New directors attend an orientation program provided by the General Counsel and Chief Financial Officer. Directors are also encouraged to participate in continuing education programs.
- **Self-Evaluation.** The Board, through its Nominating and Corporate Governance Committee, oversees a periodic self-evaluation of the Board and each Committee.

Stockholder-Director Communications

- **Policy.** The Board believes that stockholders should be permitted to send bona fide communications to the Board.
- **Procedures.** Any bona fide communication from a stockholder to the Board or a particular director should be sent to the General Counsel as follows: InnerWorkings, Inc., Attn: General Counsel, 600 West Chicago Ave., Suite 850, Chicago, IL 60654. Each communication should include: (i) the name and address of the stockholder as it appears in the Company's books and, if the stock is held by a nominee, the name and address of the beneficial owner of the stock, and (ii) the class and number of shares of the Company's stock that are owned of record by the holder and beneficially by the beneficial owner. All appropriate communications will be forwarded to the Board or applicable director.

Stockholder Rights Plan

- **Stockholder Rights Plan.** The Company does not currently have a stockholder rights plan (also known as a "poison pill").