



Customer Advisory Board Charter

Blue Yonder Group, Inc.

 **BlueYonder**
Fulfill your potential™

Blue Yonder Customer Advisory Board Charter

Mission

Blue Yonder, Inc.'s ("Blue Yonder") Customer Advisory Board is established to provide select customers with an exclusive opportunity to collaborate with Blue Yonder's executive team and ensure that the voice of the customer is represented in Blue Yonder's future product strategies and business plans. For purposes of clarity, the Blue Yonder Customer Advisory Board shall have no policy-making powers, no voting authority and no management authority over Blue Yonder or any affiliated entity of Blue Yonder.

The objectives of the Blue Yonder Customer Advisory Board are as follows:

- To enhance Blue Yonder and executive-level customer communications
- To provide input into the development of new and existing Blue Yonder products and services
- To preview and validate Blue Yonder's product synchronization strategy
- To discuss general industry and market trends and business strategies that will further Blue Yonder's research and development efforts

Benefits

Members of the Customer Advisory Board will have the opportunity to:

- Provide input into the future development, delivery methodology and marketing of Blue Yonder products and services
- Network and establish relationships with executive-level peers in the supply chain and retail industries
- Build relationships with the Blue Yonder executive team

Composition and Requirements

The Customer Advisory Board shall consist of no more than 5-30 members as determined and appointed by Blue Yonder. Terms of service range from 36 to 48 months and will be specified at the time of a member's appointment. This process

allows for a natural rotation of membership and maintains sufficient stability to ensure continuity of collective knowledge. In some circumstances, a member may be asked to remain on the Board for 24 to 36 months after the expiration of a normal term of service at the discretion of Blue Yonder's executive management. Members are not permitted to make substitutions or assign proxies to attend meetings of the Board or its working groups.

Appointments to the Board are not to be considered perpetual to any specific company or individual. Members may not reassign or designate their appointments to the Board in the event that they change their professional affiliations during the course of their service. At the conclusion of a member's term, a new appointment will be made to the Board by Blue Yonder from a standing field of nominees.

Each Customer Advisory Board member is required to:

- Attend at least one meeting per year
- Participate in one conference call a year
- Attend additional conference calls, as needed, to address follow-up areas of focus

Expressly subject to the rules and policies applicable to each member of the Customer Advisory Board as set out by their affiliated companies, Blue Yonder shall reimburse members of the Customer Advisory Board for all reasonable out-of-pocket travel, hotel accommodations and meal expenses incurred by such members in connection with attendance at meetings of the Customer Advisory Board.

If a Customer Advisory Board member fails to participate in two consecutive meetings, it will be assumed that they no longer wish to continue on the Customer Advisory Board. In such an event, a notice will be sent to the member and the relevant organization stating that such individual and the company he/she represents has been removed as a member of the Blue Yonder Customer Advisory Board.

For more information, please contact:

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