



**Sprinklr, Inc.**  
441 9<sup>th</sup> Avenue  
12<sup>th</sup> Floor  
New York, New York 10001

## **NOTICE OF ANNUAL MEETING OF STOCKHOLDERS**

**To Be Held on June 12, 2025 at 10:00 a.m., Eastern Daylight Time**

Dear Stockholder:

On behalf of our board of directors, I am pleased to invite you to attend the 2025 Annual Meeting of Stockholders (the “**Annual Meeting**”) of Sprinklr, Inc., a Delaware corporation (referred to herein as “**Sprinklr**,” “**we**,” “**us**” or the “**Company**”), to be held virtually, via live audio webcast available at [www.virtualshareholdermeeting.com/CXM2025](http://www.virtualshareholdermeeting.com/CXM2025), on June 12, 2025 at 10:00 a.m., Eastern Daylight Time. We believe that hosting a virtual meeting enables participation by more of our stockholders, while lowering the cost of conducting the Annual Meeting. Stockholders attending the virtual meeting will be afforded the same rights and opportunities to participate as they would at an in-person meeting. Using the instructions provided in the accompanying proxy statement, you will be able to attend, vote your shares and submit questions electronically during the Annual Meeting.

Our board of directors has fixed the close of business on April 15, 2025 as the record date (the “**Record Date**”) for the Annual Meeting. Only stockholders of record as of the Record Date are entitled to notice of, and to vote at, the Annual Meeting or any adjournment, continuation or postponement thereof.

The Annual Meeting will be held for the following purposes:

1. To elect three Class I directors, Jan R. Hauser, Kevin Haverty and Ragy Thomas, each to hold office until our Annual Meeting of Stockholders in 2028.
2. To approve, on a non-binding, advisory basis, the compensation of our named executive officers, as disclosed in this proxy statement.
3. To ratify the selection of KPMG LLP as our independent registered public accounting firm for the fiscal year ending January 31, 2026.
4. To transact such other business as may properly come before the Annual Meeting and any adjournments, continuations or postponements thereof.

These items of business are more fully described in the accompanying proxy statement.

Stockholders as of the Record Date and their proxy holders will be able to attend the Annual Meeting, submit questions and vote during the live webcast by visiting [www.virtualshareholdermeeting.com/CXM2025](http://www.virtualshareholdermeeting.com/CXM2025) and entering the 16-digit control number included in your Notice of Internet Availability or in the instructions that you received via email. Please refer to the additional logistical details and recommendations in the accompanying proxy statement. You may log-in beginning at 9:45 a.m., Eastern Daylight Time, on June 12, 2025.

**Your vote is very important, regardless of the number of shares you own.** Whether or not you plan to attend the Annual Meeting, we urge you to vote your shares by proxy in advance of the Annual Meeting through the Internet, by telephone or by completing and returning a printed proxy card or vote instruction form, if you have received one, to ensure that your vote is counted. Even if you have voted by proxy, you may still vote online if you attend the Annual Meeting. Please note, however, that if your shares are held of record by a broker, bank or other nominee and you wish to vote at the Annual Meeting, you must obtain a proxy issued in your name from that record holder.

Thank you for the continued trust you place in Sprinklr.

By Order of the Board of Directors,

A handwritten signature in black ink, appearing to be 'Jacob Scott', written in a cursive style.

Jacob Scott  
General Counsel and Corporate Secretary

New York, New York  
May 2, 2025

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### Website References

You also may access additional information about Sprinklr, Inc. at [www.sprinklr.com](http://www.sprinklr.com) and [investors.sprinklr.com](http://investors.sprinklr.com). References to our websites throughout this proxy statement are provided for convenience only and the content on our website does not constitute a part of this proxy statement.

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**Sprinklr, Inc.**  
441 9<sup>th</sup> Avenue  
12<sup>th</sup> Floor  
New York, New York 10001

**PROXY STATEMENT  
FOR THE 2025 ANNUAL MEETING OF STOCKHOLDERS**

**To Be Held on June 12, 2025**

**QUESTIONS AND ANSWERS ABOUT THESE PROXY MATERIALS AND VOTING**

**Why did I receive a Notice of Internet Availability of Proxy Materials (the “Notice”) regarding the availability of proxy materials on the Internet?**

Pursuant to rules adopted by the Securities and Exchange Commission (the “SEC”), we have elected to provide access to our proxy materials over the Internet. Accordingly, we have sent you the Notice because our board of directors is soliciting your proxy to vote at the 2025 Annual Meeting of Stockholders, including at any adjournments, continuations or postponements thereof (the “*Annual Meeting*”).

The Notice, this proxy statement, the proxy card or voting instruction form, and our annual report (collectively, the “*Proxy Materials*”) are available to stockholders on the Internet. The Notice will provide instructions as to how a stockholder of record may access and review the Proxy Materials on the website referred to in the Notice or, alternatively, how to request that a copy of the Proxy Materials, including a proxy card, be sent by mail or email to the stockholder of record. The Notice also will provide voting instructions. Please note that, while our Proxy Materials are available at the website referenced in the Notice, and this proxy statement and annual report are available on our website, no other information contained on either website is incorporated by reference in, or considered to be a part of, this document.

We intend to mail the Notice on or about May 2, 2025 to all stockholders of record entitled to vote at the Annual Meeting. The Proxy Materials will be made available to stockholders on the Internet on the same date.

**Will I receive any other proxy materials by mail?**

You will not receive any additional Proxy Materials via mail unless you request a printed copy in accordance with the instructions set forth in the Notice. We may elect, in our discretion, to send you a proxy card and a second Notice on or after 10 calendar days have passed since our first mailing of the Notice.

**How do I attend the Annual Meeting?**

We will be hosting the Annual Meeting via live audio webcast only. You are entitled to attend the Annual Meeting if you were a stockholder of record as of the close of business on April 15, 2025 (the “*Record Date*”) or hold a valid proxy for the meeting. Any stockholder can attend the Annual Meeting live online at [www.virtualshareholdermeeting.com/CXM2025](http://www.virtualshareholdermeeting.com/CXM2025). The Annual Meeting will start at 10:00 a.m., Eastern Daylight Time, on June 12, 2025. Stockholders attending the Annual Meeting will be afforded the same rights and opportunities to participate as they would at an in-person meeting.

To enter the Annual Meeting, you will need the 16-digit control number, which is included in the Notice or on your proxy card if you are a stockholder of record or included with your voting instruction card and voting instructions received from your broker, bank or other agent if you hold your shares in “street name.” Instructions on how to attend and participate are available at [www.virtualshareholdermeeting.com/CXM2025](http://www.virtualshareholdermeeting.com/CXM2025). We recommend that you log in a few minutes before 10:00 a.m., Eastern Daylight Time, to ensure that you are logged in when the Annual Meeting starts. The virtual meeting room will open 15 minutes before the start of the Annual Meeting.

### **How do I ask questions during the Annual Meeting?**

We will hold a question-and-answer session immediately following the conclusion of the business to be conducted at the Annual Meeting. If you would like to submit a question during the Annual Meeting, you may log in at [www.virtualshareholdermeeting.com/CXM2025](http://www.virtualshareholdermeeting.com/CXM2025) using your 16-digit control number, type your question in the “Ask a Question” field and click “Submit.” Questions and answers may be grouped by topic and substantially similar questions may be grouped and answered once. We will endeavor to answer as many questions related to the business of the Annual Meeting and that comply with our Annual Meeting Rules of Conduct as time permits. Our Annual Meeting Rules of Conduct will be available at [www.virtualshareholdermeeting.com/CXM2025](http://www.virtualshareholdermeeting.com/CXM2025), and will include the following guidelines:

- Only stockholders of record as of the Record Date for the Annual Meeting and their proxy holders may submit questions or comments.
- Please include your name and affiliation, if any, when submitting a question or comment.
- Limit your remarks to one brief question or comment that is relevant to the Annual Meeting and/or our business.
- Questions may be grouped by topic by our management.
- Questions may also be ruled as out of order if they are, among other things, irrelevant to our business, related to pending or threatened litigation, disorderly, repetitious of statements already made, or in furtherance of the speaker’s own personal, political or business interests.
- Be respectful of your fellow stockholders and Annual Meeting participants.
- No audio or video recordings of the Annual Meeting are permitted.

### **What if I have technical difficulties or trouble accessing the Annual Meeting?**

We will have technicians ready to assist you with any technical difficulties you may have accessing the virtual Annual Meeting. If you encounter any difficulties accessing the virtual Annual Meeting during the check-in or meeting time, please call the technical support number that will be posted at [www.virtualshareholdermeeting.com/CXM2025](http://www.virtualshareholdermeeting.com/CXM2025).

### **Will a list of record stockholders as of the Record Date be available?**

For the 10 days ending *the day prior to* the annual meeting, a list of our record stockholders as of the close of business on the Record Date will be made available for examination by any stockholder of record for a legally valid purpose during ordinary business hours at the offices of our corporate headquarters. Please contact Jacob Scott, our General Counsel and Corporate Secretary, via email at [ir@sprinklr.com](mailto:ir@sprinklr.com) if you would like to examine a list of our record stockholders.

### **Who can vote at the Annual Meeting?**

Only stockholders of record at the close of business on the Record Date will be entitled to vote at the Annual Meeting. On the Record Date, there were 141,717,451 shares of Class A common stock and 116,096,653 shares of Class B common stock outstanding and entitled to vote.

- **Stockholder of Record: Shares Registered in Your Name.** If, on the Record Date, your shares were registered directly in your name with our transfer agent, Computershare Trust Company, N.A., then you are considered the stockholder of record with respect to those shares. As the stockholder of record, you have the right to grant your voting proxy directly to the individuals listed on the proxy card or to vote at the Annual Meeting.

- **Beneficial Owner: Shares Registered in the Name of a Broker or Bank.** If, on the Record Date, your shares were held not in your name, but rather in an account at a brokerage firm, bank or other similar organization, then you are considered the beneficial owner of shares held in “street name” and the Notice is being forwarded to you by that organization. The organization holding your account is considered to be the stockholder of record for purposes of voting at the Annual Meeting. As the beneficial owner, you have the right to direct your broker, bank or other agent regarding how to vote the shares in your account. You also are invited to attend the Annual Meeting.

### **How many votes do I have?**

Each holder of shares of our Class A common stock will have one vote per share of Class A common stock held as of the Record Date, and each holder of shares of our Class B common stock will have ten votes per share of Class B common stock held as of the Record Date. The holders of the shares of our Class A common stock and Class B common stock will vote as a single class on all matters described in this proxy statement for which your vote is being solicited.

### **What am I voting on?**

There are three matters scheduled for a vote:

- Proposal 1: To elect three Class I directors, Jan R. Hauser, Kevin Haverty and Ragy Thomas, each to hold office until our Annual Meeting of Stockholders in 2028.
- Proposal 2: To approve, on a non-binding, advisory basis, the compensation of our named executive officers, as disclosed in this proxy statement.
- Proposal 3: To ratify the selection of KPMG LLP as our independent registered public accounting firm for the fiscal year ending January 31, 2026.

### **What if another matter is properly brought before the Annual Meeting?**

Our board of directors knows of no other matters that will be presented for consideration at the Annual Meeting. If any other matters are properly brought before the Annual Meeting, it is the intention of the persons named in the accompanying proxy to vote on those matters in accordance with their best judgment.

### **How do I vote?**

#### ***Stockholder of Record: Shares Registered in Your Name.***

If you are a stockholder of record, you may vote (1) online during the Annual Meeting or (2) in advance of the Annual Meeting by proxy through the Internet, by telephone or by using a proxy card that you may request or that we may elect to deliver at a later time. Whether or not you plan to attend the Annual Meeting, we urge you to vote your shares by proxy in advance of the Annual Meeting through the Internet, by telephone or by completing and returning a printed proxy card or vote instruction form, if you have received one, to ensure that your vote is counted. You may still attend the Annual Meeting and vote online even if you have already voted by proxy.

- To vote online during the Annual Meeting, follow the provided instructions to join the Annual Meeting at [www.virtualshareholdermeeting.com/CXM2025](http://www.virtualshareholdermeeting.com/CXM2025), starting at 10:00 a.m., Eastern Daylight Time, on June 12, 2025. The webcast will open 15 minutes before the start of the Annual Meeting.
- To vote in advance of the Annual Meeting through the Internet, go to [www.proxyvote.com](http://www.proxyvote.com) to complete an electronic proxy card. You will be asked to provide the company number and 16-digit control number from the Notice or the printed proxy card. Your Internet vote must be received by 11:59 p.m., Eastern Daylight Time, on June 11, 2025 to be counted.
- To vote in advance of the Annual Meeting by telephone, dial 1-800-690-6903 using a touch-tone phone and follow the recorded instructions. You will be asked to provide the company number and 16-digit control number from the Notice or the printed proxy card. Your telephone vote must be received by 11:59 p.m., Eastern Daylight Time, on June 11, 2025 to be counted.
- To vote in advance of the Annual Meeting using a printed proxy card that may be delivered to you, simply complete, sign and date the proxy card and return it promptly in the envelope provided. If you return your signed proxy card to us before the Annual Meeting, we will vote your shares as you direct.

***Beneficial Owner: Shares Registered in the Name of Broker or Bank.***

If you are a beneficial owner of shares registered in the name of your broker, bank or other agent, you should have received a Notice containing voting instructions from that organization rather than from us. Follow the voting instructions in the Notice to ensure that your vote is counted. To vote online during the Annual Meeting, you must follow the instructions from your broker, bank, or other agent.

**Internet voting during the Annual Meeting and/or Internet proxy voting in advance of the Annual Meeting allows you to vote your shares online, with procedures designed to ensure the authenticity and correctness of your vote instructions. Please be aware that you must bear any costs associated with your Internet access.**

**Can I vote my shares by filling out and returning the Notice?**

No. The Notice identifies the items to be voted on at the Annual Meeting, but you cannot vote by marking the Notice and returning it. The Notice provides instructions on how to vote by proxy in advance of the Annual Meeting through the Internet, by telephone, using a printed proxy card or vote instruction form, or online during the Annual Meeting.

**What does it mean if I receive more than one Notice?**

If you receive more than one Notice, your shares may be registered in more than one name or in different accounts. Please follow the voting instructions on the Notices to ensure that all of your shares are voted.

**If I am a stockholder of record and I do not vote, or if I return a proxy card or otherwise vote without giving specific voting instructions, what happens?**

If you are a stockholder of record and do not vote through the Internet, by telephone, by completing the proxy card that may be delivered to you or online during the Annual Meeting, your shares will not be voted.

If you return a signed and dated proxy card or otherwise vote without marking voting selections, your shares will be voted in accordance with the recommendations of our board of directors:

- “FOR” the election of each of the three nominees for director (Proposal 1);
- “FOR” the advisory approval of executive compensation (Proposal 2); and
- “FOR” the ratification of KPMG LLP as our independent registered public accounting firm for the fiscal year ending January 31, 2026 (Proposal 3).

If any other matter is properly presented at the Annual Meeting, your proxyholder (one of the individuals named on your proxy card) will vote your shares using his best judgment.

**If I am a beneficial owner of shares held in “street name” and I do not provide my broker or bank with voting instructions, what happens?**

If you are a beneficial owner and do not instruct your broker, bank or other agent how to vote your shares, the question of whether your broker or nominee will still be able to vote your shares depends on whether, pursuant to stock exchange rules, the particular proposal is deemed to be a “routine” matter. Brokers and nominees can use their discretion to vote “uninstructed” shares with respect to matters that are considered to be “routine,” but not with respect to “non-routine” matters. Under applicable rules and interpretations, “non-routine” matters are matters that may substantially affect the rights or privileges of stockholders, such as mergers, stockholder proposals, elections of directors (even if not contested), executive compensation, and certain corporate governance proposals, even if management supported. Accordingly, your broker or nominee may vote your shares on Proposal 3. Your broker or nominee, however, may not vote your shares on Proposals 1 or 2 without your instructions. Such an event would result in a “broker non-vote” and these shares will not be counted as having been voted on the applicable proposal. Please instruct your bank, broker or other agent to ensure that your vote will be counted.

***If you a beneficial owner of shares held in street name and you do not plan to attend the Annual Meeting, in order to ensure that your shares are voted in the way you would prefer, you must provide voting instructions to your broker, bank or other agent by the deadline provided in the materials you receive from your broker, bank or other agent.***



### What are “broker non-votes”?

As discussed above, when a beneficial owner of shares held in “street name” does not give instructions to the broker or nominee holding the shares as to how to vote on matters deemed to be “non-routine,” the broker or nominee cannot vote the shares. These unvoted shares are counted as “broker non-votes.”

### Can I change my vote after submitting my proxy?

**Stockholder of Record: Shares Registered in Your Name.** If you are a stockholder of record, then, yes, you can revoke your proxy at any time before the final vote at the Annual Meeting. You may revoke your proxy in any one of the following ways:

- Submit another properly completed proxy card with a later date.
- Grant a subsequent proxy by telephone or through the Internet.
- Send a timely written notice that you are revoking your proxy via email at [ir@sprinklr.com](mailto:ir@sprinklr.com).
- Attend the Annual Meeting and vote online during the meeting. Simply attending the Annual Meeting will not, by itself, revoke your proxy. Even if you plan to attend the Annual Meeting, we recommend that you also submit your proxy or voting instructions or vote in advance of the Annual Meeting by telephone or through the Internet so that your vote will be counted if you later decide not to attend the Annual Meeting.

Your most current proxy card or telephone or Internet proxy is the one that is counted.

### **Beneficial Owner: Shares Registered in the Name of Broker or Bank.**

If you are a beneficial owner and your shares are held in “street name” by your broker, bank or other agent, you should follow the instructions provided by your broker, bank or other agent.

### How are votes counted?

Votes will be counted by the inspector of election appointed for the Annual Meeting, who will separately count, (1) with respect to Proposal 1, votes “**FOR**,” “**WITHHOLD**” and broker non-votes; (2) with respect to Proposal 2, votes “**FOR**,” “**AGAINST**,” abstentions and broker non-votes; and (3) with respect to Proposal 3, votes “**FOR**,” “**AGAINST**” and abstentions.

### How many votes are needed to approve each proposal?

The following table summarizes the minimum vote needed to approve each proposal and the effect of abstentions and broker non-votes.

<u>Proposal</u>	<u>Vote Required for Approval</u>	<u>Effect of Abstentions</u>	<u>Effect of Broker Non-Votes</u>
1. Election of Directors	The three nominees receiving the most “ <b>FOR</b> ” votes will be elected; withheld votes will have no effect.	Not applicable	No effect
2. Advisory approval of the compensation of our named executive officers	This proposal, commonly referred to as the “say-on-pay” vote, must receive “ <b>FOR</b> ” votes from the holders of shares representing a majority of the voting power of the shares of common stock present in person, by remote communication, if applicable, or represented by proxy and voting affirmatively or negatively (excluding abstentions and broker non-votes) on the matter.	No effect	No effect
3. Ratification of the selection of KPMG LLP as our independent registered public accounting firm for the fiscal year ending January 31, 2026	This proposal must receive “ <b>FOR</b> ” votes from the holders of shares representing a majority of the voting power of the shares of common stock present in person, by remote communication, if applicable, or represented by proxy and voting affirmatively or negatively (excluding abstentions and broker non-votes) on the matter.	No effect	Not applicable

**What is the quorum requirement?**

A quorum of stockholders is necessary to hold a valid meeting. A quorum will be present if stockholders holding a majority of the voting power of the outstanding shares of common stock entitled to vote are present at the Annual Meeting by virtual attendance or represented by proxy. On the Record Date, there were 141,717,451 shares of our Class A common stock and 116,096,653 shares of our Class B common stock outstanding and entitled to vote.

Your shares will be counted towards the quorum only if you submit a valid proxy (or one is submitted on your behalf by your broker, bank or other nominee) or if you vote online during the Annual Meeting. Abstentions and broker non-votes will be counted towards the quorum requirement. If there is no quorum, the holders of a majority of the voting power of shares present at the Annual Meeting or represented by proxy may adjourn the Annual Meeting to another date.

**How can I find out the results of the voting at the Annual Meeting?**

Preliminary voting results will be announced at the Annual Meeting. In addition, final voting results will be published in a current report on Form 8-K that we expect to file within four business days after the Annual Meeting. If final voting results are not available to us in time to file a Form 8-K within four business days after the Annual Meeting, we intend to file a Form 8-K to publish preliminary results and, within four business days after the final results are known to us, file an additional Form 8-K to publish the final results.

**Who is paying for this proxy solicitation?**

We will pay for the entire cost of soliciting proxies. In addition to these proxy materials, our directors and employees also may solicit proxies in person, by telephone, or by other means of communication. Directors and employees will not be paid any additional compensation for soliciting proxies. We also may reimburse brokerage firms, banks and other agents for the cost of forwarding proxy materials to beneficial owners.

**PROPOSAL 1:**  
**TO ELECT THREE CLASS I DIRECTORS**

**General**

Our amended and restated certificate of incorporation provides for a classified board consisting of three classes of directors. Each class consists, as nearly as possible, of one-third of the total number of directors, and each class has a three-year term. Any additional directorships resulting from an increase in the number of directors will be distributed among the three classes so that, as nearly as possible, each class will consist of one-third of the directors. Vacancies on the board of directors may be filled only by persons elected by a majority of the remaining directors. A director elected by the board of directors to fill a vacancy in a class, including vacancies created by an increase in the number of directors, shall serve for the remainder of the full term of that class and until the director's successor is duly elected and qualified. No decrease in the number of directors constituting the board of directors shall shorten the term of any incumbent director. The division of our board of directors into three classes with staggered three-year terms may delay or prevent a change of our management or a change in control of Sprinklr.

Our board of directors currently consists of ten members. At each annual meeting of stockholders, the successors to directors whose terms then expire will be elected to serve from the time of election until the third annual meeting following the election. There are three directors in Class I whose term of office expires in 2025. Upon the recommendation of the nominating and corporate governance committee, our board of directors has nominated the following three individuals for election as directors at the Annual Meeting:

- Jan R. Hauser
- Kevin Haverty
- Ragy Thomas

Each of Ms. Hauser and Messrs. Haverty and Thomas is currently a member of our board of directors and has been nominated for re-election to serve as a Class I director. Ms. Hauser was appointed by our board of directors on January 29, 2025 to fill a newly created directorship resulting from an increase in the number of directors constituting our board of directors. Ms. Hauser was identified as a potential director nominee by a member of management. Mr. Haverty was appointed by our board of directors on December 2, 2022 to fill the vacancy on the Board created by the resignation of Matthew Jacobson. Mr. Haverty was identified as a potential director nominee by a non-management director. Mr. Thomas was previously elected to our board of directors by our stockholders.

Each of these nominees has agreed to stand for re-election at the Annual Meeting. Our management has no reason to believe that any of the nominees will be unable to serve. If elected at the Annual Meeting, each of these nominees would serve until the Annual Meeting of Stockholders to be held in 2028 and until the director's successor has been duly elected and qualified, or, if sooner, until the director's death, resignation or removal.

Our board of directors seeks to assemble a board that, as a whole, possesses the appropriate balance of professional and industry knowledge, financial expertise, unique perspectives and high-level management experience necessary to oversee and direct our business. To that end, our nominating and corporate governance committee has identified and evaluated nominees in the broader context of the board's overall composition, with the goal of recruiting members who possess relevant expertise and experience upon which to be able to offer advice and guidance to management, have sufficient time to devote to the affairs of Sprinklr, demonstrate excellence in their field, have the ability to exercise sound business judgment, have experience as a board member or executive officer of another publicly held company and have the commitment to rigorously represent the long-term interests of our stockholders.

There are no arrangements or understandings between any director and other person pursuant to which such director was selected as a member of our board of directors, except for Mr. Wasim, who was selected pursuant to a contractual right held by H&F Splash Holdings IX, L.P. See "Transactions with Related Persons—H&F Letter Agreement" for more information. The biographies below under "Information Regarding Director Nominees and Current Directors" include information, as of the date of this proxy statement, regarding the specific and particular experience, qualifications, attributes or skills of each director or director nominee that led our nominating and corporate governance committee to believe that that nominee should continue to serve on our board of directors.

**Vote Required**

Directors are elected by a plurality of the votes of the holders of shares present by virtual attendance or represented by proxy and entitled to vote on the election of directors. Accordingly, the three nominees receiving the highest number of “**FOR**” votes will be elected. Shares represented by executed proxies will be voted, if authority to do so is not withheld, for the election of the three nominees named above. If any nominee becomes unavailable for election as a result of an unexpected occurrence, shares that would have been voted for that nominee will instead be voted for the election of a substitute nominee proposed by us.

**Our Recommendation**

**Our board of directors recommends voting “FOR” each Class I director nominee named above, each to hold office until our Annual Meeting of Stockholders in 2028.**

## INFORMATION REGARDING DIRECTOR NOMINEES AND CURRENT DIRECTORS

Our board of directors currently consists of ten members and is divided into three classes. Each class consists, as nearly as possible, of one-third of the total number of directors, and each class has a three-year term. At each annual meeting of stockholders, the successors to directors whose terms then expire will be elected to serve from the time of election until the third annual meeting following the election.

The following table sets forth, for the Class I nominees and our other directors, their ages and position or office held with us as of the date of this proxy statement:

Name	Age	Position	Director Since
<b><i>Class I director nominees for election at the 2025 Annual Meeting of Stockholders</i></b>			
Jan R. Hauser . . . . .	66	Director	2025
Kevin Haverty . . . . .	59	Director	2022
Ragy Thomas . . . . .	51	Founder, Advisor to the Chief Executive Officer and Chairman	2009
<b><i>Class II directors continuing in office until the 2026 Annual Meeting of Stockholders</i></b>			
Neeraj Agrawal . . . . .	52	Director	2011
Yvette Kanouff . . . . .	59	Director	2018
Stephen M. Ward, Jr. . . . .	70	Director	2025
<b><i>Class III director continuing in office until the 2027 Annual Meeting of Stockholders</i></b>			
Rory Read . . . . .	63	President and Chief Executive Officer	2024
Eileen Schloss . . . . .	71	Lead Independent Director	2022
Tarim Wasim . . . . .	47	Director	2020
<b><i>Director resigning after the 2025 Annual Meeting of Stockholders</i></b>			
Edwin Gillis <sup>(1)</sup> . . . . .	76	Director	2015

(1) As previously announced, Mr. Gillis has resigned as a Class II director and a member of our audit committee, effective as of the close of business on June 12, 2025 (the “Effective Date”). In connection therewith, our board of directors approved a decrease in the size of the Board from ten to nine directors, effective as of the Effective Date.

### Biographical Information

Set forth below is biographical information for the director nominees and each person whose term of office as a director will continue after the Annual Meeting. This includes information regarding each director’s experience, qualifications, attributes or skills that led our board of directors to recommend him or her for board service.

#### Nominees for Election at the 2025 Annual Meeting of Stockholders

**Jan R. Hauser** has served as a member of our board of directors since January 2025. Ms. Hauser served in various capacities at the General Electric Company (“GE”) from April 2013 until March 2019, including as Vice President, Chief Accounting Officer and Controller. Prior to GE, Ms. Hauser was a partner in the national office of PricewaterhouseCoopers LLP (“PwC”), where she served as a senior technical resource on multiple topics. Early in her career, Ms. Hauser was selected for a two-year fellowship in the Office of the Chief Accountant at the U.S. Securities and Exchange Commission. Ms. Hauser currently sits on the board of directors of Magna International Inc., where she is a member of the audit committee and technology committee. She previously served on the boards of directors of Enfusion, Inc., from September 2021 to April 2025, Proterra Inc., from June 2022 to March 2024, and Vonage Holdings Corp., from October 2019 to July 2022. Ms. Hauser holds a B.B.A. in Accounting, summa cum laude, from the University of Wisconsin-Whitewater. We believe that Ms. Hauser is qualified to serve on our board of directors because of her extensive accounting and financial experience.

**Kevin Haverty** has served as a member of our board of directors since December 2022. From December 2011 to February 2024, Mr. Haverty served in various senior positions at ServiceNow Inc., including Chief Revenue Officer and most recently as Vice Chairman, Global Public Sector. From January 2010 to December 2011, Mr. Haverty served as Vice President, Americas Sales of the Backup Recovery Systems division of Dell EMC (formerly EMC Corporation). From June 2006 to January 2010, Mr. Haverty held senior positions at Data Domain (through its acquisition by EMC), including Vice President of Americas Sales. Mr. Haverty holds a B.A. degree in Political

Science from Providence College and was a US Army ROTC Distinguished Military Graduate. He served ten years in the US Army National Guard and is a veteran of the Gulf War, Operation Desert Storm. We believe that Mr. Haverty is qualified to serve as a member of our board of directors because of his extensive knowledge of the technology industry, including his role in senior positions at a major software company.

**Ragy Thomas** has served as Chairman of our board of directors since founding Sprinklr in September 2009 and as Advisor to the Chief Executive Officer since November 2024. Mr. Thomas previously served as our Co-Chief Executive Officer from June 2024 to November 2024 and our Chief Executive Officer from September 2009 to June 2024. Previously, Mr. Thomas held various positions with Epsilon, a division of Alliance Data Systems Corp. now owned by Publicis Groupe, where he was most recently the president of interactive services from September 2006 to June 2008. From 2001 to 2005, Mr. Thomas also was the chief technology officer of Bigfoot Interactive, an email communications company acquired by Epsilon. Mr. Thomas earned an M.B.A. in Finance and Information Systems from the New York University Leonard N. Stern School of Business and a Computer Science Engineering degree from Pondicherry University in India. We believe that Mr. Thomas is qualified to serve as a member of our board of directors because of his experience building and leading businesses and his insight into corporate matters as our Founder and Chairman.

#### Directors Continuing in Office Until the 2026 Annual Meeting of Stockholders

**Neeraj Agrawal** has served as a member of our board of directors since August 2011. Mr. Agrawal is a General Partner at Battery Ventures, a global technology-focused investment firm, where he has worked since August 2000. Mr. Agrawal serves on the board of directors of several private technology companies, including Dataiku, Inc., Pendo, Inc., Tealium, Inc. and Workato, Inc. He is a member of the board of directors of Braze, Inc. and was previously a member of the boards of directors of Amplitude, Inc., Bazaarvoice, Inc., Coupa Software Incorporated, Marketo, Inc. and Wayfair, Inc. Mr. Agrawal holds a B.S. in Computer Science from Cornell University and an M.B.A. from Harvard Business School. We believe that Mr. Agrawal is qualified to serve as a director based on his extensive business experience in the software and web services industries, his experience in venture capital and his service as a director of various public and private companies.

**Yvette Kanouff** has served as a member of our board of directors since August 2018. Ms. Kanouff also has been a Partner at JC2 Ventures LLC since July 2019, where she also serves as advisor and board member to various private companies. She previously held various positions at Cisco Systems, Inc. from June 2014 to June 2019 and was most recently senior vice president and general manager of its service provider business. Prior to joining Cisco, Ms. Kanouff served in executive positions at Cablevision Systems, SeaChange International, and Time Warner Cable. She serves on the public boards of Amdocs Limited, Entegris, Inc. and Science Applications International Corp. She holds a B.S. and M.S. in Mathematics from the University of Central Florida and received her Corporate Director Certificate from Harvard Business School in 2022. We believe that Ms. Kanouff is qualified to serve as a member of our board of directors because she has more than 20 years of service provider, media and software experience.

**Stephen M. Ward, Jr.** has served as a member of our board of directors since January 2025. Mr. Ward is the former President and Chief Executive Officer of Lenovo Corporation, the international personal computer company formed by the acquisition of IBM's personal computer division by Lenovo. Prior to joining Lenovo, Mr. Ward was IBM's Chief Information Officer and General Manager of Thinkpad, as well as other business units. He currently sits on the boards of directors of C3.ai, Inc., where he serves as chair of its compensation committee and a member of its nominating and corporate governance committee, and Carpenter Technology Corporation, where he serves as chair of its corporate governance committee and a member of both its human capital management committee and its science, technology and sustainability committee. Mr. Ward also currently sits on the board of directors of Molekule Inc., a private company. From November 2022 to October 2024, Mr. Ward served on the board of directors of Molekule Group, Inc., and from June 2021 to July 2022, he served on the board of directors of Vonage Holdings Corp. He also previously served on the boards of directors of KLX Energy Services Holdings, Inc., E2Open Corporation, E-Ink Corporation, KLX Aerospace, QD Vision, Inc. and Lenovo. Mr. Ward holds a B.S. in Mechanical Engineering from California Polytechnic State University, San Luis Obispo. We believe that Mr. Ward is qualified to serve as a member of our board of directors because of his extensive management experience in the technology industry and his significant leadership and service on other public company boards.

#### Directors Continuing in Office Until the 2027 Annual Meeting of Stockholders

**Rory Read** has served as our President and Chief Executive Officer and a member of our board of directors since November 2024. Previously, Mr. Read served as the Chief Executive Officer of Vonage Holdings Corp. from



July 2020 to March 2024. He also served as Senior Vice President at Ericsson from July 2022 to March 2024, having joined the company as part of Ericsson's acquisition of Vonage. Prior to that, Mr. Read served in various roles at Dell Technologies, Inc. from April 2015 to June 2020, including most recently as its Chief Operating Executive, and as Chief Executive Officer and President of Virtustream, a Dell Technologies business from April 2018 to June 2020, and Executive Vice President of Dell Boomi from Feb 2016 to June 2020. Prior to these roles, he served as Chief Executive Officer, President and a member of the board of directors Advanced Micro Devices and Chief Operating Officer and President at Lenovo following 23 years at IBM. Mr. Read has served on the board of directors of Booz Allen Hamilton since January 2023. Mr. Read holds a B.S. in Information Systems from Hartwick College. We believe that Mr. Read is qualified to serve as a member of our board of directors because of his extensive knowledge of the technology industry and software sector, as well as his extensive experience as a senior executive of a technology company, and his insight into corporate matters as our President and Chief Executive Officer.

**Eileen Schloss** has served as a member of our board of directors since January 2022. Ms. Schloss has served as an Operations Advisor to Advent International Corporation since December 2019. Prior to joining Advent, Ms. Schloss was the Executive Vice President, Human Resources and Real Estate for Medidata Solutions, Inc. from 2012 to March 2017. Ms. Schloss also has served as Executive Vice President, Human Resources for Rovi Corporation from 2007 to 2012, and as Vice President, Administration for Caspian Networks, Inc. from 2002 to 2006. Ms. Schloss currently serves on the board of directors of CCC Intelligent Solutions, Inc., where she is chair of the compensation committee. Ms. Schloss holds a B.S. in Organizational Behavior from the University of San Francisco and a M.S. in Technology Management from Pepperdine University. Ms. Schloss was named to National Association of Corporate Director ("NACD") Directorship 100 in 2022, and, in March 2023, she obtained NACD's Directorship Certification. We believe that Ms. Schloss is qualified to serve as a member of our board of directors because of her extensive experience with acquisitions, divestitures, change initiatives and compensation decisions.

**Tarim Wasim** has served as a member of our board of directors since October 2020. Mr. Wasim is a Partner at Hellman & Friedman, where he focuses on the software, internet and services sectors. Mr. Wasim also serves as a member of the boards of directors of Baker Tilly, Checkmarx, Curriculum Associates and Zendesk. Mr. Wasim previously served on the boards of directors of AlixPartners, Internet Brands, Genesys, Renaissance Learning and SimpliSafe. Prior to joining Hellman & Friedman in 2005, Mr. Wasim was employed by Bain Capital and worked as a consultant at Bain & Company. He received an A.B. in Engineering from Dartmouth College and an M.B.A. from the Harvard Business School. We believe that Mr. Wasim is qualified to serve as a member of our board of directors because of his extensive knowledge of the software sector, as well as his experience serving as a director of multiple Hellman & Friedman portfolio companies.

#### Director Resigning After the 2025 Annual Meeting of Stockholders

**Edwin Gillis** has served as a member of our board of directors since November 2015. Mr. Gillis previously served on the boards of directors of Teradyne, Inc. from October 2006 to May 2023, LogMeIn, Inc. from November 2007 to September 2020, Sophos Group PLC from October 2009 to September 2017 and Responsys, Inc. from March 2011 until it was acquired by Oracle Corporation in February 2014. His other board positions have included AppNexus, Bladelogic, EqualLogic, Endeca, Insidesales.com, Plex and Trizetto. Mr. Gillis also has held executive advisory and financial leadership roles at companies including Avaya Inc., Lotus Development Corporation, Skype, Symantec Corporation (NortonLifeLock), PTC Inc. and Veritas Software Corporation. He also was a certified public accountant and a partner at Coopers & Lybrand L.L.P. (now PricewaterhouseCoopers). Mr. Gillis received a B.A. in Government from Clark University, an M.A. in International Relations from the University of Southern California and an M.B.A. from the Harvard Business School. We believe that Mr. Gillis is qualified to serve as a director because of his financial and accounting expertise, as well as his extensive experience on public company boards of directors and as a senior executive of publicly held and private technology companies.

## INFORMATION REGARDING THE BOARD OF DIRECTORS AND CORPORATE GOVERNANCE

### Independence of Our Board of Directors

Our Class A common stock is listed on the New York Stock Exchange (“*NYSE*”). Under the NYSE listing standards, a majority of the members of our board of directors must qualify as “independent,” as affirmatively determined by our board of directors. Our board of directors consults with our counsel to ensure that its determinations are consistent with relevant securities and other laws and regulations regarding the definition of “independent,” including those set forth in pertinent listing standards of NYSE, as in effect from time to time.

Our nominating and corporate governance committee undertook its annual review of director independence and made a recommendation to our board of directors regarding director independence. As a result of this review, our board of directors affirmatively determined that Ms. Hauser, Kanouff and Schloss and Messrs. Agrawal, Gillis, Haverty, Ward and Wasim are “independent” in accordance with NYSE listing standards applicable to boards of directors in general. In addition, our board of directors has affirmatively determined that Ms. Hauser and Messrs. Agrawal, Gillis and Wasim are “independent” in accordance with the NYSE listing standards and SEC rules applicable to audit committee members, and that Ms. Schloss and Messrs. Haverty, Ward and Wasim are “independent” in accordance with the NYSE listing standards and SEC rules applicable to compensation committee members.

In making this determination, our board of directors found that none of these directors has or had any relationships that would interfere with the exercise of independent judgment in carrying out the responsibilities of a director, taking into account certain relationships and transactions that occurred in the ordinary course of business between Sprinklr and entities with which some of our directors are or have been affiliated and all other facts and circumstances that our board of directors deemed relevant in determining their independence, including their beneficial ownership of our capital stock. Mr. Read is not independent due to his position as our President and Chief Executive Officer, and Mr. Thomas is not independent due to his position as Advisor to the Chief Executive Officer. Trac Pham, who left our board of directors and our company in November 2024, was not independent during the period of the fiscal year ended January 31, 2025 for which he served as a director due to his former position as our Co-Chief Executive Officer from June 2024 to November 2024.

### Board Leadership Structure

As of November 5, 2024, the positions of chief executive officer and chair of our board of directors are separated. Our board of directors is chaired by our Founder, Mr. Thomas. As board chair, Mr. Thomas presides at all meetings of our stockholders and our board of directors and holds such other powers and carries out such other duties as are customarily carried out by a board chair. As President and Chief Executive Officer, Mr. Read focuses on developing the overall strategic direction of our company, delivering on such strategy and overseeing our day-to-day business. Our board of directors also has appointed Ms. Schloss as our lead independent director.

In connection with Mr. Read’s appointment as our President and Chief Executive Officer and Mr. Thomas’s transition from Co-Chief Executive Officer to Advisor to the Chief Executive Officer, our board of directors determined that it was in the best interests of our company and our stockholders to separate the positions of chief executive officer and board chair, particularly given Mr. Thomas’s extensive history with, and knowledge of, our company. Our board of directors does not believe that there should be a fixed rule regarding the positions of chief executive officer and board chair being held by different individuals, or whether the chair should be an employee or should be elected from among the non-employee directors. The needs of our company and the individuals available to assume these roles may require different outcomes at different times, and our board of directors believes that retaining flexibility in these decisions is in the best interests of our company and our stockholders. Our board of directors will continue to periodically review our leadership structure and may make such changes in the future as it deems appropriate.

Our board of directors appointed Ms. Schloss as the lead independent director to help reinforce the independence of the board of directors as a whole. The position of lead independent director has been structured to serve as an effective balance to an employee board chair. In addition to the duties of all directors, the specific responsibilities of the lead independent director are to: (i) work with Mr. Read to develop and approve an appropriate meeting schedule for the board; (ii) work with Mr. Read to develop and approve board meeting agendas; (iii) provide Mr. Read feedback on the quality, quantity, and timeliness of the information provided to the board; (iv) develop the agenda and moderate executive sessions of the independent members of the board; (v) preside over board meetings when Mr. Thomas is not present or when the performance or compensation of Mr. Read or the board is discussed; (vi) act as principal liaison between the independent members of the board and Mr. Read; (vii) convene meetings of the



independent directors as appropriate; (viii) be available for consultation and direct communication with stockholders as deemed appropriate; and (ix) perform other duties as the board may determine from time to time. As a result, we believe that the lead independent director can help ensure the effective independent functioning of the board of directors in its oversight responsibilities. In addition, we believe that the lead independent director is better positioned to build a consensus among directors and to serve as a conduit between the other independent directors and Mr. Read, for example, by facilitating the inclusion on meeting agendas of matters of concern to the independent directors.

### **Role of the Board of Directors in Risk Oversight**

One of the key functions of our board of directors is informed oversight of our risk management process. Our board of directors does not have a standing risk management committee, but rather administers this oversight function directly through the board of directors as a whole, as well as through various standing committees of the board of directors that address risks inherent in their respective areas of oversight. In particular, our board of directors is responsible for monitoring and assessing strategic risk exposure, including a determination of the nature and level of risk appropriate for our company. The involvement of our full board of directors in reviewing our business is an integral aspect of its assessment of management's tolerance for risk and also its determination of what constitutes an appropriate level of risk.

While our full board of directors has overall responsibility for risk oversight, it has delegated oversight of certain risks to its committees. Our audit committee monitors our major financial risk exposures and the steps our management has taken to monitor and control these exposures, including guidelines and policies to govern the process by which risk assessment and management is undertaken. Furthermore, our audit committee oversees risks associated with information security, including cybersecurity and data privacy, and regularly reviews with management our information security programs and assessment, management and mitigation of such risk. Further, our audit committee also monitors compliance with legal and regulatory requirements, in addition to oversight of the performance of our internal audit function. Our compensation committee monitors whether any of our compensation policies and programs has the potential to encourage excessive risk-taking. Our nominating and corporate governance committee oversees our major corporate governance risks, including through monitoring the effectiveness of our corporate governance guidelines and reviewing and considering environmental, social responsibility and sustainability matters.

At periodic meetings of our board of directors and its committees, management reports to and seeks guidance from our board and its committees with respect to the most significant risks that could affect our business, such as legal risks, information security and privacy risks, and financial, tax and audit-related risks. In addition, among other matters, management provides to our audit committee periodic reports on our compliance programs and investment policy and practices.

### **Meetings of the Board of Directors and its Committees; Executive Sessions**

Our board of directors is responsible for the oversight of management and the strategy of our company and for establishing corporate policies. Our board of directors meets periodically during the year to review significant developments affecting us and to act on matters requiring the approval of our board of directors. Our board of directors met nine times during the fiscal year ended January 31, 2025. With respect to the committees of our board of directors, the audit committee met eight times during the fiscal year ended January 31, 2025, the compensation committee met eight times, and the nominating and corporate governance committee met five times. During the fiscal year ended January 31, 2025, each director attended 75% or more of the aggregate of the meetings of our board of directors and of the committees on which he or she served. We encourage our directors and nominees for director to attend our Annual Meeting of Stockholders.






As required by our Corporate Governance Guidelines and applicable NYSE listing standards, our independent, non-management directors meet periodically in executive session at least twice per year and at such other times as the directors deem necessary or appropriate. Ms. Schloss, our lead independent director, presides over the executive sessions and serve as the liaison between the independent directors and our chief executive officer. In addition, each of our standing committees regularly meets at similar executive sessions, at which the respective committee chairs preside.

### **Information Regarding Committees of the Board of Directors**

Our board of directors has established a standing audit committee, a compensation committee and a nominating and corporate governance committee. Our board of directors may establish other committees to facilitate the management

of our business. Our board of directors has adopted a written charter for each of our committees, each of which is available to stockholders on our investor relations website at [investors.sprinklr.com](http://investors.sprinklr.com).

The following table provides current membership information for each of the standing committees of our board of directors:

Name	Audit	Compensation	Nominating and Corporate Governance
Neeraj Agrawal	● ■		● ■
Edwin Gillis 	● ■		
Jan R. Hauser 	● ■		
Kevin Haverty		● ■	
Yvette Kanouff			● ■
Eileen Schloss		● ■	● ■
Stephen M. Ward, Jr.		● ■	
Tarim Wasim	● ■	● ■	
 Financial Expert	 Committee Chairperson	 Committee Member	

Each of the committees has the authority to engage legal counsel or other experts or consultants, as it deems appropriate to carry out its responsibilities. Our board of directors has determined that each member of each standing committee meets the applicable NYSE rules and regulations regarding “independence” and each member is free of any relationship that would impair such member’s individual exercise of independent judgment with regard to us.

Below is a description of each standing committee of our board of directors:

#### ***Audit Committee***

Since January 29, 2025, our audit committee has consisted of Ms. Hauser and Messrs. Agrawal, Gillis and Wasim. Our board of directors has determined that each member satisfies the independence requirements under NYSE listing standards and Rule 10A-3(b)(1) of the Securities Exchange Act of 1934, as amended (the “*Exchange Act*”). Ms. Hauser serves as the chair of our audit committee. Mr. Gillis previously served as the chair of our audit committee until his resignation from such position on March 31, 2025. Our board of directors has determined that each of Ms. Hauser and Mr. Gillis is an “audit committee financial expert” within the meaning of SEC regulations. Each member of our audit committee can read and understand fundamental financial statements in accordance with applicable requirements. In arriving at these determinations, our board of directors has examined each audit committee member’s scope of experience and the nature of such member’s employment in the corporate finance sector.

The primary purpose of the audit committee is to discharge the responsibilities of our board of directors with respect to our corporate accounting and financial reporting processes, systems of internal control and financial statement audits, and to oversee our independent registered public accounting firm. Specific responsibilities of our audit committee include:

- helping our board of directors oversee our corporate accounting and financial reporting processes;
- managing the selection, engagement, qualifications, independence and performance of a qualified firm to serve as the independent registered public accounting firm to audit our financial statements;

- discussing the scope and results of the audit with the independent registered public accounting firm, and reviewing, with management and the independent accountants, our interim and year-end operating results;
- developing procedures for employees to submit concerns anonymously about questionable accounting or audit matters;
- reviewing related person transactions;
- overseeing the scope, design, adequacy and effectiveness of our internal controls over financial reporting and our disclosure controls and procedure;
- approving or, as permitted, pre-approving, audit and permissible non-audit services to be performed by the independent registered public accounting firm; and
- reviewing the significant information security matters and concerns, including cybersecurity, data privacy and related regulatory matters and legal compliance.

*Report of the Audit Committee of the Board of Directors*

The audit committee has reviewed and discussed the audited financial statements for the fiscal year ended January 31, 2025 with our management. The audit committee also has reviewed and discussed with KPMG LLP, our independent registered public accounting firm, the matters required to be discussed by Auditing Standard No. 1301, *Communications with Audit Committees*, as adopted by the Public Company Accounting Oversight Board (“PCAOB”). The audit committee also has received the written disclosures and the letter from KPMG LLP required by applicable requirements of the PCAOB regarding the independent accountants’ communications with the audit committee concerning independence and has discussed with KPMG LLP the accounting firm’s independence. Based on the foregoing, the audit committee has recommended to our board of directors that the audited financial statements be included in our Annual Report on Form 10-K for the fiscal year ended January 31, 2025 and filed with the SEC.

**Sprinklr, Inc.  
Audit Committee**

Neeraj Agrawal  
Edwin Gillis  
Jan R. Hauser  
Tarim Wasim

*The material in this report is not “soliciting material,” is not deemed “filed” with the SEC and is not to be incorporated by reference in any filing of Sprinklr under the Securities Act of 1933, as amended (the “Securities Act”), or the Exchange Act, whether made before or after the date hereof and irrespective of any general incorporation language in any such filing.*

***Compensation Committee***

Since January 29, 2025, our compensation committee has consisted of Ms. Schloss and Messrs. Haverty, Ward and Wasim. Mr. Wasim serves as the chair of our compensation committee. Our board of directors has determined that each member is independent under NYSE listing standards and a “non-employee director” as defined in Rule 16b-3 promulgated under the Exchange Act.

The primary purpose of our compensation committee is to discharge the responsibilities of our board of directors in overseeing our compensation policies, plans and programs and to review and determine the compensation to be paid to our executive officers, directors and other senior management, as appropriate. Specific responsibilities of our compensation committee include:

- reviewing and approving the compensation, including the corporate goals and objectives relevant to such compensation, of our chief executive officer, other executive officers and senior management;
- reviewing, evaluating and recommending to our board of directors succession plans for our executive officers;
- reviewing and recommending to our board of directors the compensation paid to our directors;
- reviewing and approving the list of companies to be used in any compensation peer group used to determine compensation levels;

- administering our equity incentive plans and other benefit programs;
- reviewing, adopting, amending and terminating incentive compensation and equity plans, severance agreements, profit sharing plans, bonus plans, change-of-control protections and any other compensatory arrangements for our executive officers and other senior management;
- reviewing and establishing general policies relating to compensation and benefits of our employees, including our overall compensation philosophy; and
- overseeing compliance with any applicable compensation clawback policies.

#### *Compensation Committee Processes and Procedures*

The compensation committee generally meets quarterly and with greater frequency if necessary. The compensation committee also acts periodically by unanimous written consent in lieu of a formal meeting. The agenda for each meeting is usually developed by the chairperson of the compensation committee, in consultation with management.

The compensation committee meets regularly in executive session. From time to time, however, various members of management and other employees, as well as outside advisors or consultants, may be invited by the compensation committee to make presentations, to provide financial or other background information or advice or to otherwise participate in compensation committee meetings. Our chief executive officer may not participate in, or be present during, any deliberations or determinations of the compensation committee regarding his compensation.

The charter of the compensation committee grants the compensation committee full access to all books, records, facilities and personnel of Sprinklr. In addition, under the charter, the compensation committee has the authority to obtain, at our expense, advice and assistance from compensation consultants and internal and external legal, accounting or other advisors and other external resources that the compensation committee considers necessary or appropriate in the performance of its duties. The compensation committee has direct responsibility for the oversight of the work of any consultants or advisers engaged for the purpose of advising the compensation committee. In particular, the compensation committee has the authority to retain compensation consultants to assist in its evaluation of executive and director compensation, including the authority to approve the consultant's reasonable fees and other retention terms.

#### *Compensation Committee Interlocks and Insider Participation*

No member of our compensation committee currently is one of our officers or employees. None of our executive officers currently serves, or has served during the last year, as a member of the board of directors or compensation committee of any entity that has one or more executive officers serving as a member of our board of directors or compensation committee.

#### *Nominating and Corporate Governance Committee*

Our nominating and corporate governance committee consists of Ms. Kanouff and Schloss and Mr. Agrawal. The chair of our nominating and corporate governance committee is Ms. Schloss. Our board of directors has determined that each member of the nominating and corporate governance committee is independent under NYSE listing standards.

Specific responsibilities of our nominating and corporate governance committee include:

- identifying and evaluating candidates, including the nomination of incumbent directors for re-election and nominees recommended by stockholders, to serve on our board of directors;
- considering and making recommendations to our board of directors regarding the composition and chairmanship of the committees of our board of directors;
- reviewing any stockholder proposals submitted for inclusion in a proxy statement for a meeting of our stockholders;
- instituting plans or programs for the continuing education of our board of directors and orientation of new directors;
- developing and making recommendations to our board of directors regarding corporate governance guidelines and matters;

- reviewing, considering, making recommendations to our board of directors and/or taking action regarding environmental, social responsibility and sustainability matters;
- evaluating developments in corporate governance and stockholder engagement; and
- overseeing periodic evaluations of the board of directors’ performance, including committees of the board of directors.

The charter of the nominating and corporate governance committee grants the nominating and corporate governance committee full access to all books, records, facilities and personnel of Sprinklr. In addition, under the charter, if the nominating and corporate governance committee concludes that it must retain legal, accounting or other outside advisors, it may independently do so, at our expense. Further, the nominating and corporate governance committee has the sole authority to retain and terminate executive search firms to help identify and/or evaluate director candidates.

The nominating and corporate governance committee believes that candidates for director should have certain minimum qualifications, including the highest personal integrity and ethics, the ability to read and understand basic financial statements and being older than 21. The nominating and corporate governance committee also intends to consider such factors as possessing relevant expertise upon which to be able to offer advice and guidance to management, having sufficient time to devote to our affairs, demonstrated excellence in such person’s field, having the ability to exercise sound business judgment, experience as a board member or executive officer of another publicly held company, having a unique personal background, perspective and experience, and having the commitment to rigorously represent the long-term interests of our stockholders. These qualifications may be modified from time to time. Candidates for director nominees are reviewed in the context of the current composition of the board of directors, the operating requirements of Sprinklr and the long-term interests of our stockholders. In conducting this assessment, the nominating and corporate governance committee typically considers differences in life experience, background, lifestyle preference, age and other factors as it deems appropriate, given the current needs of the board of directors and our business, to maintain a balance of knowledge, experience and capability.

In the case of incumbent directors whose terms of office are set to expire, the nominating and corporate governance committee reviews these directors’ overall service to Sprinklr during their terms, including the number of meetings attended, level of participation, quality of performance and any other relationships and transactions that might impair the directors’ independence. In the case of new director candidates, our nominating and corporate governance committee also evaluates whether the nominee is independent for NYSE purposes, based upon applicable NYSE listing standards, applicable SEC rules and regulations and the advice of counsel, if necessary. Our nominating and corporate governance committee conducts any appropriate and necessary inquiries into the backgrounds and qualifications of possible candidates after considering the function and needs of our board of directors. Our nominating and corporate governance committee meets to discuss and consider the candidates’ qualifications and then selects a nominee for recommendation to our board of directors.

Our nominating and corporate governance committee will consider stockholder recommendations of director candidates, so long as they comply with applicable law and our amended and restated bylaws (“*Bylaws*”), which procedures are summarized below, and will review the qualifications of any such candidate in accordance with the criteria described in the two preceding paragraphs. Stockholders who wish to recommend individuals for consideration by our nominating and corporate governance committee to become nominees for election to our board of directors should do so by delivering a timely written notice to our Secretary. See “Other Information for Stockholders—Stockholder Proposals for the 2026 Annual Meeting of Stockholders” for additional information.

### Directors’ Experience and Skills

	Neeraj Agrawal	Edwin Gillis	Jan R. Hauser	Kevin Haverty	Yvette Kanouff	Rory Read	Eileen Schloss	Ragy Thomas	Stephen M. Ward, Jr.	Tarim Wasim
Executive Leadership Experience . . . . .		✓	✓	✓	✓	✓	✓	✓	✓	
Other Public Company Board Experience . . .	✓	✓	✓		✓	✓	✓		✓	
Software and Technology Industry Experience . . . . .	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓
Company Growth and Scale Experience . . . .	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓
Financial Experience . . . . .	✓	✓	✓		✓	✓	✓	✓	✓	✓
International Business Experience . . . . .	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓
Mergers and Acquisitions Experience . . . . .	✓		✓		✓	✓	✓	✓	✓	✓

## **Communications with Our Board of Directors**

Our relationship with our stockholders is an important part of our corporate governance program. Engaging with stockholders helps us to understand how they view us, to set goals and expectations for our performance, and to identify emerging issues that may affect our strategies, corporate governance, compensation practices or other aspects of our operations. Our stockholder and investor outreach includes investor road shows, analyst meetings, and investor conferences and meetings. We also communicate with stockholders and other stakeholders through various media, including our annual report and SEC filings, proxy statement, news releases and our website. Our webcasts for quarterly earnings releases are open to all. These webcasts are available in real time and are archived on our website for a period of time.

Interested parties wishing to communicate with our board of directors or an individual director may do so by sending a written communication to the board of directors or such director c/o 441 9<sup>th</sup> Ave., 12<sup>th</sup> Floor, New York, NY 10001, Attention: Secretary. The Secretary will review each communication. The Secretary will forward such communication to the board of directors or to any individual director to whom the communication is addressed unless the communication contains advertisements or solicitations or is unduly hostile, threatening or similarly inappropriate, in which case the Secretary will discard the communication or inform the proper authorities, as may be appropriate.

## **Code of Conduct and Ethics**

Our board of directors has adopted the Sprinklr, Inc. Code of Conduct and Ethics that applies to all officers, directors and employees. The Code of Conduct and Ethics is available on our website at [investors.sprinklr.com](http://investors.sprinklr.com). If we make any substantive amendments to the Code of Conduct and Ethics or grant any waiver from a provision of the Code of Conduct and Ethics to any director or our principal executive officer, principal financial officer, principal accounting officer or controller, or persons performing similar functions, we will promptly disclose the nature of the amendment or waiver on our website rather than by filing a Current Report on Form 8-K.

## **Corporate Governance Guidelines**

Our board of directors has adopted the Sprinklr, Inc. Corporate Governance Guidelines for the conduct and operation of the board in order to give directors a flexible framework for effectively pursuing our objectives for the benefit of our stockholders. The Corporate Governance Guidelines set forth the practices that the board of directors intends to follow with respect to board composition and selection, board meetings and involvement of senior management, chief executive officer performance evaluation, management succession planning, board committees and director compensation. The Corporate Governance Guidelines may be viewed on our website at [investors.sprinklr.com](http://investors.sprinklr.com).

## **Insider Trading Policy**

Our board of directors has adopted the Sprinklr, Inc. Insider Trading Policy (the “*Insider Trading Policy*”), governing the purchase, sale, and/or other dispositions of our securities by directors, executive officers, employees and certain other persons. We believe that the Insider Trading Policy is reasonably designed to promote compliance with insider trading laws, rules and regulations and applicable NYSE listing standards. From time to time, we have engaged in transactions in our securities. It is our policy to comply with applicable laws and regulations relating to insider trading. A copy of the Insider Trading Policy is filed as an exhibit to our Annual Report on Form 10-K for the fiscal year ended January 31, 2025.



## PROPOSAL 2:

### **TO APPROVE, ON A NON-BINDING, ADVISORY BASIS, THE COMPENSATION OF OUR NAMED EXECUTIVE OFFICERS**

Our stockholders are entitled to vote to approve, on an advisory basis, the compensation of the Company's named executive officers as disclosed in this proxy statement in accordance with SEC rules. After careful consideration and in consideration of the say-on-frequency vote that occurred at the 2023 annual meeting of stockholders, our board of directors has determined that a say-on-pay vote that occurs every year is the most appropriate alternative for the Company at this time.

This vote is not intended to address any specific item of compensation, but rather the overall compensation of our named executive officers and the philosophy, policies and practices described in this proxy statement. The compensation of our named executive officers subject to the vote is disclosed in the Compensation Discussion and Analysis, the compensation tables, and the related narrative disclosure contained in this proxy statement. As discussed in those disclosures, we believe that our compensation policies and decisions are (i) focused on pay-for-performance principles, (ii) strongly aligned with our stockholders' interests and (iii) consistent with current market practices. The compensation of our named executive officers is designed to enable us to attract and retain talented and experienced executives to lead us successfully in a competitive environment.

Accordingly, our board of directors is asking the stockholders to indicate their support for the compensation of our named executive officers as described in this proxy statement by casting a non-binding advisory vote "**FOR**" the following resolution:

"RESOLVED, that the compensation paid to the Company's named executive officers, as disclosed pursuant to Item 402 of Regulation S-K, including the Compensation Discussion and Analysis, compensation tables and narrative discussion, is hereby APPROVED."

Because the vote is advisory, it is not binding on our board of directors or our compensation committee. Nevertheless, the views expressed by the stockholders, whether through this vote or otherwise, are important to management and our board of directors and, accordingly, our board of directors or our compensation committee intend to consider the results of this vote in making determinations in the future regarding executive compensation arrangements.

#### **Vote Required**

The affirmative vote of the holders of shares representing a majority of the voting power of the outstanding shares present by virtual attendance or represented by proxy and voting affirmatively or negatively (excluding abstentions and broker non-votes) at the Annual Meeting will be required to approve the non-binding proposal regarding named executive officer compensation.

#### **Our Recommendation**

**Our board of directors recommends voting "FOR" the approval, on a non-binding, advisory basis, of the resolution on named executive officer compensation.**

## EXECUTIVE OFFICERS

The following table sets forth, for our executive officers, their ages and position held with us as of the date of this proxy statement:

Name	Age	Principal Position
Rory Read . . . . .	63	President, Chief Executive Officer and Director
Manish Sarin . . . . .	52	Chief Financial Officer
Joy Corso . . . . .	56	Chief Administrative Officer
Scott Harvey . . . . .	53	Chief Customer Officer
Sanjay Macwan . . . . .	57	Chief Information Officer
Amitabh Misra . . . . .	52	Chief Technology Officer
Arunkumar Pattabhiraman . . . . .	42	Chief Marketing Officer
Jacob Scott . . . . .	42	General Counsel and Corporate Secretary

Biographical information for Rory Read is included above with the director biographies under the caption “Information Regarding Director Nominees and Current Directors.”

**Manish Sarin** has served as our Chief Financial Officer since January 2022. Prior to joining Sprinklr, Mr. Sarin was the Chief Financial Officer of Exabeam, Inc. from October 2018 to November 2021. Prior to that, he served as the Executive Vice President of Finance at Proofpoint, Inc. from October 2012 to September 2018. Earlier in his career, Mr. Sarin advised technology companies on corporate finance matters while serving at Merrill Lynch and J.P. Morgan. Mr. Sarin holds a degree in Computer Science from the Indian Institute of Technology (Banaras Hindu University) and an M.B.A. from Columbia Business School.

**Joy Corso** has served as our Chief Administrative Officer since January 2025. Prior to joining Sprinklr, Ms. Corso served as Chief Marketing Officer at Vonage Holdings Corp. (“**Vonage**”) from July 2020 to December 2024, where she was responsible for leading the company’s Marketing, Communications, Integration and Transformation teams. Ms. Corso also served as President of the Vonage Foundation, the charitable outreach arm of Vonage. Prior to this, Ms. Corso served as Chief Marketing Officer and Head of Strategy for Virtustream (A Dell Technologies Company) from August 2018 to June 2020, leading the Marketing, Strategy and Product Management groups. Her earlier career included leadership positions at global organizations Advanced Micro Devices (AMD), Raytheon and Fidelity Investments. Ms. Corso holds both an M.B.A. and a B.S. in Business Administration from Providence College.

**Scott Harvey** has served as our Chief Customer Office since February 2024. Mr. Harvey previously served as our EVP, Customer Operations from September 2023 to February 2024. Prior to joining Sprinklr, Mr. Harvey served as Global Head of Technical Sales and Services at Stripe, where he oversaw the company’s presales and post-sale organizations focused on driving adoption and consumption of Stripe product offerings. Previously, Mr. Harvey spent more than six years at ServiceNow from February 2014 to November 2020 in multiple roles, including SVP of Solution Consulting and SVP of Solution Sales. Prior to ServiceNow, Mr. Harvey spent 12 years at VMware in various marketing, sales and customer operations leadership roles from November 2001 to February 2014. Mr. Harvey holds a B.A. in communication from Central Washington University.

**Sanjay Macwan** has served as our Chief Information Officer since April 2025. Mr. Macwan most recently served as the Chief Information Officer and Chief Information Security Officer of Vonage from July 2018 to January 2025. Previously, he served as Senior Vice President and Chief Technology Officer, Media Labs at NBCUniversal, Inc. from January 2014 to August 2017. Prior to that, Mr. Macwan served in various roles at AT&T, Inc. from July 1992 to January 2014, including most recently as Vice President, AT&T Chief Technology Office. Mr. Macwan holds a B.S. in Electrical Engineering and an M.S. in Computer Science from Polytechnic University (current NYU Tandon School of Engineering) in New York.

**Amitabh Misra** has served as our Chief Technology Officer since April 2024. Prior to joining Sprinklr, Mr. Misra was Vice President of Engineering at Adobe Inc. from November 2018 to March 2024, where he led a global R&D organization for Adobe’s Experience Cloud Platform, including engineers, product leaders, and AI/ML researchers. Prior to Adobe, Mr. Misra was the Founder and CEO of GOFro.com and CTO, chief architect and head of engineering at Snapdeal.com. Mr. Misra holds a BTech degree from the Indian Institute of Technology Kanpur and an M.B.A. from the University of California at Berkley.



**Arunkumar Pattabhiraman** has served as our Chief Marketing Officer since May 2022. Prior to joining Sprinklr, Mr. Pattabhiraman was Chief Growth Officer at Freshworks Inc. Prior to Freshworks, Mr. Pattabhiraman ran international marketing at Disney+Hotstar, and also served as the Chief Marketing Officer at InMobi. Mr. Pattabhiraman holds a bachelor's degree in Electrical and Electronics Engineering from Anna University and a Post Graduate Program in Management from the Indian School of Business, Hyderabad.

**Jacob Scott** has served as our General Counsel and Corporate Secretary since March 2023. Mr. Scott previously served as our Deputy General Counsel and Chief Compliance Officer from November 2020 to March 2023. Prior to that, Mr. Scott served in various roles at Athenahealth, Inc., most recently as Assistant General Counsel from July 2017 to November 2020. Mr. Scott holds a B.A. in English and American Studies from Williams College and a J.D. from Yale Law School.

## EXECUTIVE COMPENSATION

### Compensation Discussion and Analysis

This Compensation Discussion and Analysis provides an overview of our executive compensation philosophy, the overall objectives of our executive compensation program, how each element of our executive compensation program is designed to satisfy those objectives, the policies underlying our fiscal year 2025 executive compensation program, and the compensation awarded to our fiscal year 2025 named executive officers (“*NEOs*”) listed below:

<u>NEOs</u>	<u>Title</u>
Rory Read	President, Chief Executive Officer and Director
Manish Sarin	Chief Financial Officer
Scott Harvey	Chief Customer Officer
Amitabh Misra	Chief Technology Officer
Jacob Scott	General Counsel and Corporate Secretary
Ragy Thomas	Founder, Chairman and Former Co-Chief Executive Officer
Trac Pham	Former Co-Chief Executive Officer
Diane Adams	Former Chief Culture & Talent Officer

The following discussion and analysis of compensation arrangements of our NEOs should be read together with the compensation tables and related disclosures.

### *Executive Summary*

#### *Fiscal Year 2025 Performance Highlights*

- Historically, we have measured the achievement of Net New Annualized Recurring Revenue (“*Net New ARR*”) Bookings and Non-GAAP Operating Income as our top-line and bottom-line corporate performance goals, respectively, and these goals have been tied to our non-equity incentive plan. Given the numerous leadership changes at the executive level throughout fiscal year 2025, coupled with elevated churn in the form of down sells, our compensation committee did not establish specific fixed performance targets for the performance year. Accordingly, for fiscal year 2025, our compensation committee holistically assessed performance to determine bonus achievement.

#### *Fiscal Year 2025 Compensation Highlights*

- Introduced Performance-based Approach to Long-term Incentives.* Beginning with Mr. Read’s appointment as our President and Chief Executive Officer in November 2024, all executive officers will receive a portion of their new hire and annual long-term target incentive compensation opportunity in the form of performance stock units (“*PSUs*”), with 75% of the PSUs to be earned and vest contingent on our relative total stockholder return (“*relative TSR*”) over a three-year performance period compared to a board of directors-approved comparator group, and the remaining 25% of the PSUs to be earned and vest contingent on the attainment of specific preestablished revenue-growth and operating income-related targets measured at the end of a three-year performance period, in each case, subject to the executive officer’s continued service with us through such vesting and settlement date. For each type of PSU, the executive officer will be eligible to vest in a number of PSUs ranging from 0% to 200% of the target number of PSUs granted, based on attainment of the applicable performance targets during the three-year performance period.
- Base Salaries.* In February 2024, Mr. Harvey received a base salary increase of 9.8% from \$410,000 to \$450,00 in relation to his promotion to Chief Customer Officer. In March 2024, our compensation committee reviewed the base salaries of our then-serving NEOs and determined to withhold all merit increases in order to invest in our long-term financial health. In December 2024, our compensation committee increased the base salaries of Messrs. Harvey and Misra by 16.7% and 6.9%, respectively, effective January 13, 2025, for retention purposes.
- Variable Compensation.* In March 2024, our compensation committee reviewed the target annual cash bonus opportunities of our then-serving NEOs and determined to leave them unchanged. In December 2024, our compensation committee resolved to increase Mr. Harvey’s cash variable target from 90% to 100% to increase the performance-based pay for this role, effective January 13, 2025.

### *Compensation Program Objectives, Philosophy, and Elements of Compensation*

We are committed to sound executive compensation policies and practices, as highlighted in the following table:

#### **What we do:**

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- ✓ Responsible use of shares under our long-term incentive compensation program
- ✓ Maintain an executive severance policy with a double-trigger severance and equity vesting upon a change of control
- ✓ Compensation committee retains independent and experienced compensation consultant
- ✓ Assess risks of our compensation program
- ✓ Maintain minimum stock ownership guidelines for our executive officers and non-employee directors
- ✓ Maintain a NYSE-compliant clawback policy for incentive compensation
- ✓ Conduct an annual Say-on-Pay advisory vote
- ✓ Have a compensation committee comprised of all independent directors
- ✓ Engage in succession planning for executive management and our next generation of leaders

#### **What we do not do:**

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- ✗ No hedging of our stock
- ✗ No pledging of our stock
- ✗ No excessive perquisites
- ✗ No defined benefit or supplemental executive retirement plans

The main objectives of our executive compensation program are to:

- motivate, attract and retain highly qualified executives who are committed to our mission, performance and culture by paying them competitively;
- create a fair, reasonable and balanced compensation program that rewards executives' performance and contributions to our short- and long-term business results, while closely aligning the interests of the executives with those of our stockholders; and
- emphasize pay for performance, with a program that aligns financial and operational achievements.

We believe that our executive compensation program design features accomplish the following:

- provide base salaries consistent with each executive's role and responsibilities so that they are not motivated to take excessive risks to achieve a reasonable level of financial security;
- ensure that a significant portion of each executive's target total direct compensation is tied to our future share performance, thus aligning such executive's interests with those of our stockholders;
- utilize equity compensation and performance and/or vesting periods for equity awards that encourage executives to remain employed and focused on sustained share price appreciation; and
- utilize a mix between cash and equity compensation designed to encourage strategies and actions that are in our long-term best interests.

To achieve our compensation objectives, we provide our executive officers, including our NEOs, with a compensation package consisting of the following elements:

Element of Compensation	Objectives	Key Points
<b>Base Salary</b> <i>(fixed-cash compensation)</i>	Provides financial stability and security through a fixed salary for performing job responsibilities.	The base salary of each executive, including each NEO, generally is determined and approved by our compensation committee. Base salaries are determined and generally are reviewed annually at the beginning of the fiscal year. Individual base salaries are determined based on a number of factors, including, but not limited to, his or her performance, contributions, experience (including time in the specific role), skills, level of responsibility, internal parity, and market data provided by Compensia, our compensation committee’s independent compensation consultant.
<b>Short-Term Performance-Based Incentive Compensation</b> <i>(cash variable compensation)</i>	Motivates and rewards employees for achieving rigorous annual corporate performance goals that relate to our key annual and long-term business objectives.	<p>Our annual cash bonus plan for our senior executives (the “<b>Bonus Plan</b>”) historically has provided our NEOs with an opportunity to earn annual cash bonus payments contingent upon performance, which is based on the attainment of specified performance goals as established by our compensation committee.</p> <p>For fiscal year 2025, due to certain business conditions, our compensation committee did not set predetermined performance goals. Instead, our compensation committee holistically assessed performance and business continuity related to organizational changes to determine bonus achievement.</p> <p>Target annual cash bonus opportunities are set as a percentage of base salary.</p>
<b>Equity-Based Incentive Awards</b> <i>(variable compensation in the form of RSUs and PSUs)</i>	Motivates and rewards for long-term company performance; aligns executives’ interests with stockholder interests and changes in stockholder value. Attracts highly qualified executives and encourages their continued employment over the long-term.	Annual equity award opportunities generally are reviewed and determined at the beginning of each fiscal year or as appropriate during the year for new hires, promotions, or other special circumstances, such as to encourage retention. Individual awards are determined based on various factors, including current corporate and individual performance, outstanding equity holdings and their retention value, historical value of our stock, internal equity amongst executives and competitive market data provided by the independent compensation consultant.

Our compensation committee uses its judgment to establish a target total direct compensation opportunity for each executive officer that reflects a balanced mix of current, short-term incentive and long-term incentive compensation, and cash and non-cash compensation that it believes appropriate to achieve the goals of our executive compensation program and our key business objectives. Further, a significant portion of each executive officer’s total target direct compensation opportunity consists of a short-term performance-based annual cash bonus opportunity and long-term incentive compensation in the form of equity awards to align the executive officers’ incentives with the interests of our stockholders and our long-term corporate goals.

## ***How We Determine Executive Compensation***

### *Role of Our Compensation Committee, Management, and the Board*

Our compensation committee is appointed by our board of directors to assist with the board's oversight responsibilities with respect to our compensation and benefit plans, policies and programs, administration of our equity plans, and the board's responsibilities related to the compensation of our executive officers, non-employee directors, and senior management, as appropriate.

Our compensation committee is primarily responsible for establishing and reviewing our general compensation strategy. It oversees and evaluates our executive compensation program, and generally determines, which may be subject to final board of directors approval, the principal components of compensation (base salary, annual performance-based cash bonus awards, and long-term incentive compensation in the form of equity awards) for our executive officers on an annual basis; however, decisions may occur at other times for new hires, promotions or other special circumstances as our compensation committee determines appropriate, such as to encourage retention. Our compensation committee does not delegate authority to approve executive officer compensation and has full authority to make all compensation decisions. Our compensation committee will continue to evaluate our compensation strategy as we continue to evolve and grow as a public company.

Generally, our compensation committee's process for determining executive compensation is comprised of two related elements: the determination of compensation levels and the approval of performance objectives for the current year. In making executive compensation decisions, our compensation committee generally considers each executive officer's total target direct compensation (consisting of base salary, target total cash compensation, and long-term incentive compensation in the form of equity awards, valued based on an approximation of grant date fair value). For executive officers other than our chief executive officers, the compensation committee solicits and considers performance assessments and recommendations submitted to the committee by our chief executive officer for each of these compensation components and other compensation-related matters. While our chief executive officers provided recommendations and discussed them with our compensation committee, none of the individuals serving as a chief executive officer or co-chief executive officer during fiscal year 2025 participated in our compensation committee's deliberations concerning, or the determination of, their own compensation, with the exception of negotiations in connection with their employment agreements, with respect to Messrs. Pham and Read, and his role change letter, with respect to Mr. Thomas. The evaluation of the performance of our chief executive officer is conducted by the compensation committee, which determines any adjustment to their compensation, as well as equity awards to be granted. For all executive officers and non-employee directors, as part of its deliberations, the compensation committee may review and consider, as appropriate, materials such as financial reports and projections, operational data, executive and director stock ownership information, company stock performance data, analyses of historical executive compensation levels and current company-wide compensation levels and recommendations of the compensation committee's compensation consultant, including competitive market analyses of executive and non-employee director compensation paid at other companies identified by the consultant.

Our compensation committee also works with and receives information and analyses from other members of management, including within our legal, finance, and human resources departments, and considers such information and analyses in determining the structure and amount of compensation to be paid to our executive officers, including our NEOs. Members of management are not present during discussions regarding their own compensation.

In evaluating our executive compensation policies and programs, as well as the short- and long-term effectiveness of our executive compensation programs, our compensation committee considers a number of factors, including internal parity, role scope and complexity, performance and skills of each of our executive officers, as well as the compensation paid to executives in similar companies with similar roles and responsibilities. Our compensation committee focuses on providing a competitive compensation package that provides significant short- and long-term incentives for the achievement of measurable corporate objectives. We believe that this approach provides an appropriate blend of short- and long-term incentives to maximize stockholder value creation.

### *Role of Compensation Consultant*

Our compensation committee has retained Compensia as its independent compensation consultant since fiscal year 2020 due to its extensive compensation-related analytical expertise relating to technology companies. Compensia reports directly to our compensation committee and does not provide any services to our company other than competitive market data and advice related to executive and non-employee director compensation matters. Our compensation committee has evaluated whether the work of Compensia as its compensation consultant raised any

conflict of interest, considering relevant factors in accordance with the guidelines established by the SEC and the listing standards of the NYSE. Based on this review, our compensation committee determined that the work of Compensia and its individual compensation advisors has not raised any conflicts of interest or impaired its independence.

In its capacity as our compensation committee's independent compensation consultant, in fiscal year 2025, Compensia assisted with, among other things:

- conducting an executive market pay study, including an analysis of competitive performance and compensation levels within our peer group;
- updating the compensation peer group used as a reference in making executive compensation decisions;
- evaluating the efficacy of our existing compensation strategy and current executive pay policies and practices and considering potential refinements or alternative policies and practices, in supporting and reinforcing our long-term financial and strategic goals;
- reviewing our non-employee director compensation policies and practices; and
- assisting in the preparation of our Compensation Discussion and Analysis.

Our compensation committee has the sole authority to engage and terminate Compensia's services, as well as to approve its compensation. Compensia provides competitive market analyses and advises our compensation committee but has no authority to make compensation decisions on behalf of our compensation committee or Sprinklr. Compensia reports to our compensation committee and has direct access to the chairperson and the other members of our compensation committee.

#### *Use of Competitive Market Compensation Data*

Our compensation committee believes that it is important when making compensation decisions to be informed as to the current practices of comparable public companies with which we compete for top talent. To this end, our compensation committee works annually with Compensia to review and update the companies in our compensation peer group to be used in connection with assessing compensation practices and pay levels. Our compensation committee believes that the peer group and broader market data analyzed by Compensia, along with such other factors as internal parity, scope and complexity of role, experience, skills and qualifications, performance, and the retentive value of unvested equity holdings, are important reference points when setting compensation for our NEOs because competition for skilled executives is intense in our industry and the retention of our talented leadership team is critical to our success.

#### *Fiscal Year 2025 Peer Group*

In November 2023, Compensia proposed, and our compensation committee approved, a group of companies that would be appropriate peers for serving as a reference in making its fiscal year 2025 compensation decisions, based on the following criteria:

*Sector:* We focused on information technology companies based in the United States that, at the time of review:

- *Revenue:* Reported revenue within a range of approximately 0.3x to 3.0x of our trailing four-quarter revenue for the period ended July 31, 2023 of approximately \$674 million ("**Last Four-Quarter Revenue**"); and
- *Market Capitalization:* A market capitalization within a range of approximately 0.25x to 4.0x of our 30-day average market capitalization of approximately \$3.7 billion.

After considering the above criteria, the following 19 companies were identified as appropriately sized for our peer group and approved by our compensation committee for the purpose of informing executive pay decisions for fiscal year 2025:

AppFolio (APPF)	Braze (BRZE)	Freshworks (FRSH)	Semrush Holdings (SEMR)
Bentley Systems (BSY)	CCC Intelligent Solutions Holdings (CCCS)	Instructure Holdings	Sprout Social (SPT)
Blackbaud (BLKB)	DoubleVerify Holdings (DV)	Manhattan Associates (MANH)	Squarespace
Blackline (BL)	Dynatrace (DT)	Pegasystems (PEGA)	Workiva (WK)
Box (BOX)	Five9 (FIVN)	PowerSchool Holdings	

Instructure Holdings, PowerSchool Holdings and Squarespace were each acquired in 2024 and are no longer publicly listed.

### ***Stockholder Say-on-Pay Vote***

In making executive compensation determinations, our compensation committee also considers the results of the most recent non-binding, advisory stockholder vote on our NEO compensation (the “*Say-on-Pay proposal*”). At our 2024 Annual Meeting of Stockholders, our stockholders approved our NEO compensation with 99.5% of the votes cast in favor of the Say-on-Pay proposal. Our compensation committee is mindful of our stockholders’ endorsement of our compensation committee’s past decisions and our executive compensation program and policies and has maintained its general approach to executive compensation for decisions made to date. Our compensation committee will continue to consider the results from the say-on-pay vote regarding our executive compensation program. Following the Annual Meeting to which this proxy statement relates, our next Say-on-Pay proposal will be presented for consideration by our stockholders at our 2026 Annual Meeting of Stockholders.

### ***Elements of Our Fiscal Year 2025 Executive Compensation Program***

#### ***Base Salary***

The base salary of each NEO is determined based on a number of factors (including internal equity consideration; scope and complexity of role; past performance; chief executive officer recommendations for NEOs other than our chief executive officers; and experience, qualifications and skills) and with reference to an analysis of competitive market data prepared by Compensia. In fiscal year 2025, our compensation committee took the following actions with respect to the base salaries of our NEOs:

- in March 2024, our compensation committee reviewed the base salaries of our then-serving NEOs and determined to maintain their annual base salaries at their fiscal year 2024 levels to invest in our long-term financial health;
- in November 2024, our compensation committee approved Mr. Read’s base salary in connection with his appointment as our President and Chief Executive Officer; and
- in December 2024, our compensation committee increased the base salaries of Messrs. Harvey and Misra, effective January 13, 2025, for retention purposes.

The fiscal year 2025 ending base salaries of our NEOs are reflected below.

NEO	Fiscal Year 2025 Base Salary	Percentage Increase from Fiscal Year 2024 Base Salary
Rory Read <sup>(1)</sup> . . . . .	\$675,000	N/A
Manish Sarin . . . . .	\$480,480	—
Scott Harvey <sup>(2)</sup> . . . . .	\$525,000	28.1%
Amitabh Misra <sup>(3)</sup> . . . . .	\$463,802	N/A
Jacob Scott . . . . .	\$410,000	—
Ragy Thomas <sup>(4)</sup> . . . . .	\$500,000	—
Trac Pham <sup>(5)</sup> . . . . .	\$500,000	—
Diane Adams <sup>(6)</sup> . . . . .	\$453,440	—

(1) Mr. Read was appointed as our President and Chief Executive Officer effective November 5, 2024. The base salary for our current President and Chief Executive Officer, Mr. Read, was established through negotiation in connection with his appointment.



- (2) Mr. Harvey, our then Executive Vice President, Customer Operations, was appointed as our Chief Customer Officer effective February 5, 2024. In connection with his promotion, Mr. Harvey's base salary was increased from \$410,000 to \$450,000. In December 2024, our compensation committee resolved to increase Mr. Harvey's base salary from \$450,000 to \$525,000 for retention purposes, effective January 13, 2025.
- (3) Mr. Misra was appointed as our Chief Technology Officer effective April 1, 2024. Mr. Misra's base salary reflects the conversion from INR to USD using the exchange ratio of INR 1 to USD 0.0118919 as of January 31, 2025. In December 2024, our compensation committee resolved to increase Mr. Misra's base salary from INR 36,475,340 to INR 39,001,500 for retention purposes, effective January 13, 2025.
- (4) In connection with his transition from our Chief Executive Officer to our Co-Chief Executive Officer effective June 5, 2024, Mr. Thomas's base salary was reduced from \$550,000 to \$500,000. Upon his transition from our Co-Chief Executive Officer to Advisor to the Chief Executive Officer effective as of the close of business on November 4, 2024, Mr. Thomas's base salary was maintained at \$500,000.
- (5) Mr. Pham, our then Interim Chief Operating Officer, was appointed as our Co-Chief Executive Officer effective June 5, 2024. Mr. Pham transitioned from the Co-Chief Executive Officer position effective as of the close of business on November 4, 2024, and terminated service as an employee on November 15, 2024.
- (6) Ms. Adams transitioned from the Chief Culture & Talent Officer position effective as of January 13, 2025, and terminated service as an employee on February 14, 2025.

### *Annual Cash Bonus*

Our compensation committee retains discretion to award short-term incentive compensation in the form of annual cash bonuses to our executive officers, including the NEOs and other employees of the Company. While historically we have offered our executive officers, including our NEOs, an opportunity to earn annual cash bonus awards contingent upon the attainment of specific, pre-established, quantitative performance goals as determined by our compensation committee, in fiscal year 2025, due to it being a transitional year and in recognition of the unique business conditions, including leadership changes, organization sizing and transformation, our compensation committee did not approve specific fixed performance targets for the performance year. Accordingly, for fiscal year 2025, our compensation committee holistically assessed performance to determine the appropriate level of achievement for our executive officers' target annual cash bonus opportunities. Among other financial, operational and strategic factors, our compensation committee considered Net New ARR Bookings and non-GAAP operating income, each of which historically has been used in our annual short-term incentive compensation program, as some of the factors to be used to evaluate our overall fiscal year 2025 performance against our annual operating plan and objectives. Net New ARR Bookings is an indicator of top-line growth through the addition of new customers, expansions with existing customers, and higher renewal rates, while non-GAAP operating income is an indicator of bottom-line rigor and our path to profitability. Non-GAAP operating income is not defined by GAAP and, as such, should not be construed as an alternative to earnings from operations, net earnings or operating cash flow. In view of the transitional year and to address the criticality of business continuity, particularly at the leadership level, after taking into consideration Sprinklr's overall fiscal year financial and operational performance, our compensation committee determined to fund our executive officers' annual cash bonus awards at 50% of their target annual cash bonus opportunities.

Our compensation committee generally reviews our executive officers' target annual cash bonus opportunities (calculated as a percentage of base salary) annually at the beginning of the fiscal year. In determining the target annual cash bonus opportunities for our executive officers, our compensation committee considers various factors, including the scope of each executive officer's role and responsibilities, internal parity, a competitive market analysis prepared by Compensia and the recommendations of our chief executive officer (except with respect to his own target annual cash bonus opportunity).

### *Fiscal Year 2025 Target Annual Cash Bonus Opportunities*

The target annual cash bonus opportunities for our NEOs generally were determined by our compensation committee in the first quarter of fiscal year 2025 and expressed as a percentage of their annual base salary, as follows:

<u>NEO</u>	<u>FY25 Target Bonus Opportunity (% of base salary)</u>	<u>FY25 Target Bonus Opportunity (\$)</u>
Rory Read <sup>(1)</sup> . . . . .	100%	\$162,295
Manish Sarin . . . . .	90%	\$432,432
Scott Harvey <sup>(2)</sup> . . . . .	100%	\$409,268
Amitabh Misra <sup>(3)</sup> . . . . .	90%	\$327,791
Jacob Scott . . . . .	55%	\$225,500
Ragy Thomas <sup>(4)</sup> . . . . .	100%	\$525,615



NEO	FY25 Target Bonus Opportunity (% of base salary)	FY25 Target Bonus Opportunity (\$)
Trac Pham <sup>(5)</sup> .....	100%	\$224,658
Diane Adams <sup>(6)</sup> .....	55%	\$249,392

- (1) Mr. Read's target annual cash bonus opportunity was prorated based on his employment start date of November 5, 2024. Mr. Read's payout was guaranteed to be paid at 100% of his prorated target bonus amount per the terms of his employment agreement.
- (2) Mr. Harvey's target annual cash bonus opportunity was prorated based on increases to his base salary effective February 4, 2024 and January 13, 2025 and an increase in his target annual cash bonus opportunity from 90% to 100% of his base salary effective January 13, 2025 to provide an increase in performance-based incentive for this role.
- (3) Mr. Misra's target bonus opportunity was prorated based on his employment start date of April 1, 2024 and an increase to his base salary effective January 13, 2025, and reflects the conversion from INR to USD using the exchange ratio of INR 1 to USD 0.0118919 as of January 31, 2025.
- (4) Mr. Thomas's target annual cash bonus opportunity was prorated based on a decrease in his base salary from \$550,000 to \$500,000 in connection with his transition from our Chief Executive Officer to our Co-Chief Executive Officer, effective June 5, 2024. Mr. Thomas transitioned from our Co-Chief Executive Officer to Advisor to the Chief Executive Officer effective as of the close of business on November 4, 2024.
- (5) Mr. Pham, our then Interim Chief Operating Officer, was appointed as our Co-Chief Executive Officer effective June 5, 2024. Mr. Pham transitioned from the Co-Chief Executive Officer position effective as of the close of business on November 4, 2024, and terminated service as an employee on November 15, 2024. Mr. Pham's bonus payment was prorated based upon his service as a bonus-eligible employee during fiscal year 2025 and paid at 100% of his prorated target bonus amount per the terms of his separation agreement.
- (6) Ms. Adams transitioned from the Chief Culture & Talent Officer position effective as of January 13, 2025, and terminated service as an employee on February 14, 2025. Ms. Adams's bonus payment was paid at 50% of her target bonus amount, based on the specific bonus allocation for other members of our executive leadership team (other than Mr. Read) as determined by our compensation committee, per the terms of her separation agreement.

#### *Fiscal Year 2025 Bonus Amounts Paid*

As described above, in view of the transitional year and to address the criticality of business continuity, particularly at the leadership level, after taking into consideration Sprinklr's overall fiscal year financial and operational performance, our compensation committee determined to fund our executive officers' annual cash bonus awards at 50% of their target annual cash bonus opportunities, except as noted below. Each NEO received the following bonus payment for fiscal year 2025.

NEO	Amount Paid As Bonus for FY25 (\$)
Rory Read <sup>(1)</sup> .....	\$162,295
Manish Sarin .....	\$216,216
Scott Harvey <sup>(2)</sup> .....	\$204,634
Amitabh Misra <sup>(3)</sup> .....	\$163,896
Jacob Scott .....	\$112,750
Ragy Thomas <sup>(4)</sup> .....	\$262,808
Trac Pham <sup>(5)</sup> .....	\$224,658
Diane Adams <sup>(6)</sup> .....	\$124,696

- (1) Mr. Read's annual cash bonus payment was prorated based upon his November 5, 2024 employment start date and paid at 100% of his prorated target annual cash bonus opportunity pursuant to the terms of his employment agreement.
- (2) Mr. Harvey's annual cash bonus payment was prorated based upon his base salary of \$410,000 from February 1, 2024 to February 4, 2024; \$480,480 from February 5, 2024 to January 12, 2025; and \$525,000 from January 13, 2025 to January 31, 2025, and the increases in his target annual cash bonus percentage from 55% to 90% of base salary, effective February 5, 2024, and 90% to 100% of base salary, effective January 13, 2025.
- (3) Mr. Misra's annual cash bonus payment was prorated based upon his April 1, 2024 employment start date and base salary of INR 36,475,340 from April 1, 2024 to January 12, 2025 and INR 39,001,500 from January 13, 2025 to January 31, 2025, and reflects the conversion from INR to USD using the exchange ratio of INR 1 to USD 0.0118919 as of January 31, 2025.
- (4) Mr. Thomas's annual cash bonus payment was prorated based upon his base salary of \$550,000 from February 1, 2024 to June 4, 2024 and \$500,000 from June 5, 2024 to January 31, 2025.
- (5) Mr. Pham, our then Interim Chief Operating Officer, was appointed as our Co-Chief Executive Officer effective June 5, 2024. Mr. Pham transitioned from the Co-Chief Executive Officer position effective as of the close of business on November 4, 2024, and terminated service as an employee on November 15, 2024. Mr. Pham's annual cash bonus payment was prorated based upon his service as a bonus-eligible employee during fiscal year 2025 and paid at 100% of his prorated target annual cash bonus opportunity pursuant to the terms of his separation agreement.
- (6) Ms. Adams transitioned from the Chief Culture & Talent Officer position effective as of January 13, 2025, and terminated service as an

employee on February 14, 2025. Ms. Adams’s bonus payment was paid at 50% of her target bonus amount, based on the specific bonus allocation for other members of our executive leadership team (other than Mr. Read) as determined by our compensation committee, per the terms of her separation agreement.

### *Long-Term Incentive Compensation*

Prior to our initial public offering (our “*IPO*”), all of the stock options we granted were made pursuant to our 2011 Equity Incentive Plan (the “*2011 Plan*”). Following our IPO, our compensation committee offers long-term incentive compensation opportunities in the form of equity awards granted under the terms of our 2021 Equity Incentive Plan (the “*2021 Plan*”). Pursuant to the 2021 Plan, our compensation committee may grant equity awards to our non-employee directors, employees (including executive officers) and consultants, and our affiliates, to enable us to obtain and retain the services of these individuals, which we believe is essential to our long-term success.

The terms and conditions of individual equity awards are determined by our compensation committee based on a number of factors, including current corporate and individual performance, the recommendations of our chief executive officer (except with respect to his own equity award), outstanding unvested equity holdings and their retention value, the historical value of our Class A common stock, internal parity, and evaluation of analysis of competitive market data prepared by Compensia.

We generally align the timing of our annual equity awards to our executive officers, including the NEOs, with their annual performance evaluations. In fiscal year 2025, our compensation committee approved the grant of annual equity awards to our NEOs in the form of RSUs to align with the prevalent market practice among our peer group and to provide strong retention in the current market. The annual equity awards, which were approved in March of 2024 and had a grant date aligned with the opening of our trading window, vest over a four-year period, with one-fourth of the RSUs vesting on March 15, 2025, and one-twelfth of the remaining RSUs vesting on each subsequent June 15, September 15, December 15 and March 15 (each such date, a “*Quarterly Vesting Date*”) thereafter, subject to the executive officer’s continuous service on each such vesting date.

Equity awards also may be granted by our compensation committee to our executive officers, including the NEOs, at the time of hire or from time to time to incentivize and reward certain performance and/or to satisfy our retention objectives. The equity award value, vesting requirements and type of award for these ad hoc grants may vary depending on the purpose of the award. All annual equity awards granted to our executive officers, including the NEOs, must be granted during an open trading window; new hire and promotion awards generally are granted as part of the regular monthly approval cadence.

The following table sets forth the PSUs and RSUs granted to our NEOs in fiscal year 2025:

NEO	PSUs Granted (# of shares) <sup>(1)</sup>		RSUs Granted (# of shares)
	Target	Maximum	
Rory Read <sup>(2)</sup>	2,137,500	4,275,000	2,137,500
Manish Sarin	—	—	270,270
Scott Harvey	—	—	284,046
Amitabh Misra <sup>(3)</sup>	—	—	376,569
Jacob Scott	—	—	162,162
Ragy Thomas	—	—	637,065
Trac Pham <sup>(4)</sup>	—	—	1,621,621
Diane Adams	—	—	162,162

(1) The amounts in this column reflect the target and maximum shares to be issued upon the vesting of the PSUs.

(2) Consists of (i) 1,425,000 PSUs representing target level achievement (the “*New Hire PSU Award*”) that will be eligible to vest at the end of a three-year performance period commencing on November 5, 2024, with 75% of the PSUs to be earned and vest contingent on our relative total stockholder return over the three-year performance period compared to a board of directors-approved comparator group, and the remaining 25% of the PSUs to be earned and vest contingent on attainment of certain revenue-growth and operating income-related goals measured at the end of the three-year performance period, in each case, subject to Mr. Read’s continued service with the Company through such vesting date; (ii) 712,500 PSUs representing target-level achievement (the “*Refresh PSU Award*”) and, together with the New Hire PSU Award, the “*PSU Awards*”), which will vest at the same time and on the same terms as the New Hire PSU Award; (iii) 1,425,000 RSUs (the “*New Hire RSU Award*”) that will vest over three years, with one-third of the total shares subject to the award vesting on November 5, 2025, and the remainder vesting in eight substantially similar equal installments on each Quarterly Vesting Date thereafter, in each case, subject to Mr. Read’s continued service with the Company through such vesting date; and (iv) 712,500 RSUs (the “*Refresh RSU Award*”

and, together with the New Hire RSU Award, the “*RSU Awards*”) that will vest over four years, with one-fourth of the total shares subject to the award vesting on November 5, 2025, and the remainder vesting in 12 substantially similar equal installments on each subsequent Quarterly Vesting Date thereafter, in each case, subject to Mr. Read’s continued service with the Company through such vesting date (each with a November 5, 2024 grant date).

- (3) Consists of a new hire award of 376,569 RSUs (grant date May 15, 2024).
- (4) Consists of a new hire award of 1,621,621 RSUs (grant date July 15, 2024).

For additional information on the outstanding equity awards granted to the NEOs, see the “Fiscal Year 2025 Grants of Plan Based Awards” table and the “Outstanding Equity Awards as of January 31, 2025” table under “Executive Compensation Tables.”

### ***Other Features of Our Compensation Program***

#### ***Employment Offer Letters***

We have entered into an employment agreement with Mr. Read and employment offer letters with each of our other NEOs. Each of these agreements established the NEO’s initial base salary, initial target annual cash bonus opportunity, and initial equity award recommendation. Each of Messrs. Misra and Read’s agreements also included a one-time signing bonus, which is subject to recovery if the NEO is terminated for cause within one year of the NEO’s start date (or, for Mr. Read, prorated recovery if Mr. Read is terminated for cause within two years of his start date), and Mr. Read is also entitled to certain severance payments and benefits under his agreement upon a qualifying termination of employment, subject to specific requirements, including signing and not revoking a separation agreement and a general release of claims in favor of Sprinklr. The base salaries, target annual cash bonus opportunities and equity awards of our executive officers, including our NEOs, are reviewed annually by our compensation committee; the amounts effective for fiscal year 2025 are described above in this Compensation Discussion and Analysis.

#### ***Severance and Change in Control Benefits***

##### **Executive Severance and Change in Control Plan**

In May 2019, our board of directors approved change of control and severance benefits for our then executive officers, including our NEOs (other than Mr. Read), and other key employees, pursuant to our Executive Severance and Change in Control Plan (as amended from time to time, the “*Severance Plan*”). Regardless of the manner in which a participant’s service terminates, each participant is entitled to receive amounts earned during such participant’s term of service, including unpaid salary, health and welfare benefits and other compensation entitlements.

The Severance Plan provides that if we terminate a participant’s employment outside of the period beginning three (3) months prior to and ending twelve (12) months after a “change in control” (as defined in the Severance Plan) (such period, the “*change in control period*”) other than for “cause” (as defined in the Severance Plan), death or disability, the NEO will receive the following:

- nine (9) months’ base salary (12 months for Mr. Thomas) payable in accordance with our normal payroll frequency;
- a lump sum pro rata payment of the executive officer’s target annual cash bonus opportunity for the year of termination; and
- subsidized COBRA continuation coverage for up to nine (9) months (12 months for Mr. Thomas).

The Severance Plan also provides that if a participant’s employment is terminated during the change in control period either by us other than for cause, death or disability or by the participant due to a “constructive termination” (as defined within the NEO’s participation agreement), the NEO will receive the following:

- a lump sum payment equal to 12 months’ base salary (18 months for Mr. Thomas);
- a lump sum equal to 100% of the participant’s target annual cash bonus opportunity for the year of termination (150% for Mr. Thomas);
- 100% acceleration of outstanding unvested time-based equity awards; and
- subsidized COBRA continuation coverage for up to 12 months (18 months for Mr. Thomas).

The treatment of any performance-based equity awards will be subject to the terms and conditions of the award agreements for such vested performance awards.

The Severance Plan provides that if any payments or benefits received by an NEO under the Severance Plan or otherwise would constitute “parachute payments” within the meaning of Section 280G of the Internal Revenue Code of 1986, as amended (the “*Code*”), and be subject to excise taxes imposed by Section 4999 of the Code, such amount will either be delivered in full or reduced so as not to be subject to excise taxation, whichever amount is higher. The Severance Plan does not require us to provide any tax reimbursement payments or “gross ups.”

To receive the payments and benefits described above, the NEO must sign and not revoke our standard separation agreement and a general release of claims in favor of Sprinklr within the timeframe that is set forth in the Severance Plan.

#### Severance and Change in Control – Mr. Read

Mr. Read is entitled to certain severance payments and benefits under his employment agreement upon a qualifying termination of employment, subject to specific requirements, including signing and not revoking a separation agreement and a general release of claims in favor of Sprinklr. In the event that Mr. Read’s employment with us is terminated, during the period beginning three (3) months prior to and ending twelve (12) months after a “change in control” (as defined in his employment agreement) (such period, a “*change in control period*”), (i) by us without “cause” (as defined in his employment agreement) or (ii) due to Mr. Read’s resignation for “good reason” (as defined in his employment agreement) (either of the terminations in (i) and (ii), a “*Qualifying Termination*”), Mr. Read will be entitled to receive (a) a lump sum payment equal to the sum of 18 months of his then-current base salary and 150% of his target annual cash bonus opportunity for the year of termination or resignation, payable in 12 equal monthly installments, (b) payment of COBRA premiums for up to 18 months following the date of his termination or resignation, (c) full acceleration of vesting of his outstanding and unvested RSU awards granted in connection with his appointment as President and Chief Executive Officer (the “*RSU Awards*”), (d) full acceleration of vesting of his PSU awards granted in connection with his appointment as President and Chief Executive Officer (the “*PSU Awards*”) at the greater of 100% target or actual performance and (e) full acceleration of any future equity awards on the same terms as the RSU Awards and PSU Awards, as applicable.

In the event that Mr. Read dies or becomes “disabled” (as defined in his employment agreement), or, outside of a change in control period, he experiences a Qualifying Termination, he (or his estate, if applicable) will be entitled to receive (a) a lump sum payment equal to the sum of 12 months of his then-current base salary payable in 12 equal monthly installments, (b) a lump sum pro rata payment equal to 100% of his target annual cash bonus opportunity for the year of termination or resignation, payable when executive bonuses are otherwise paid, (c) payment of COBRA premiums for up to 12 months following the date of his termination or resignation, (d) accelerated vesting of an additional 12-months of his outstanding and unvested RSU Awards, (e) acceleration of vesting of one-third of the target number of shares subject to his PSU Awards at 100% target and (f) acceleration of any future equity awards on the same terms as the RSU Awards and PSU Awards, as applicable.

The foregoing severance payments and benefits for Mr. Read are provided in lieu of benefits set forth under the Severance Plan or any similar plan that may be adopted by us.

For a more detailed description of the Severance Plan and each of our NEO’s payment and benefits upon a termination of employment or change in control, see the “Potential Payments upon Termination or Change in Control” table under “Executive Compensation Tables.”

#### *401(k) Plan*

Our NEOs are eligible to participate in a defined contribution retirement plan that provides eligible U.S. employees with an opportunity to save for retirement on a tax advantaged basis. Eligible employees may defer eligible compensation on a pre-tax or after-tax (“*Roth*”) basis, up to the statutorily prescribed annual limits on contributions under the Code. We may make discretionary matching contributions for the plan year ending December 31st, based on employee deferrals for the plan year. For the 2022, 2023 and 2024 plan years, we made matching contributions equal to 30% of a participant’s eligible compensation up to the first 4% of such person’s elected deferral. Contributions are allocated to each participant’s individual account and are then invested in selected investment alternatives according to the participant’s directions. The 401(k) plan is intended to be qualified under Section 401(a) of the Code with the 401(k) plan’s related trust intended to be tax exempt under Section 501(a) of the Code. As a tax-qualified retirement plan, contributions to the 401(k) plan (except for after-tax, Roth contributions) and earnings on those contributions are not taxable to the employees until distributed from the 401(k) plan.

### *Health and Welfare Plans*

Our NEOs are eligible to participate in all of our health and welfare benefit plans, such as the 401(k) plan (see the section above titled “401(k) Plan”), medical, dental, vision, disability and life insurance, in each case generally on the same basis as other employees. We do not currently have qualified or nonqualified defined benefit plans or non-qualified deferred compensation plans, nor do we offer pension or other retirement benefits, other than our 401(k) plan. Our compensation committee may elect to adopt such plans in the future if it determines that doing so is in our best interests.

### *Perquisites*

We provide certain perquisites and other personal benefits to our executive officers, including our NEOs, principally to allow them to devote more time to our business and to promote their health and safety. Our NEOs may participate in an annual executive physical program that provides each of them with a comprehensive health and wellness examination that goes beyond the standard physical examinations covered by most insurance programs with the goal of reducing the risk for a significant business disruption by striving to prevent and/or timely treat executive illness. We provide Mr. Thomas with security and transportation when in the New York metro area. This transportation service provides the necessary security for, and helps maintain the health and safety of, Mr. Thomas and enables him to conduct business on behalf of Sprinklr while in transit. In connection with the negotiation of Mr. Read’s employment agreement, we reimbursed Mr. Read for reasonable attorneys’ fees incurred. The cost to Sprinklr of expenses related to the use of the transportation service by Mr. Thomas and reimbursement of reasonable attorneys’ fees for Mr. Read are reflected in the “All Other Compensation” column in the “Summary Compensation” table under “Executive Compensation Tables.” Our compensation committee does not consider the transportation cost as a personal benefit to Mr. Thomas because it serves a business purpose arising from his service to the Company. In addition, we may from time to time provide reasonable relocation or signing bonuses to our executive officers as our compensation committee determines appropriate to assist such individuals to commence employment with us. Perquisites also include, for Ms. Adams and Mr. Harvey, the cost of their guests’ attendance at the Company’s President’s Club (our sales recognition event), grossed up for taxes.

### *Tax and Accounting Considerations*

As a general matter, our compensation committee reviews and considers the various tax and accounting implications of compensation programs we utilize.

#### *Code Section 162(m)*

Under Section 162(m) of the Code (“**Section 162(m)**”), compensation paid to each of our “covered employees” that exceeds \$1 million per taxable year is generally non-deductible unless the compensation qualifies for certain grandfathered exceptions (including the “performance-based compensation” exception) for certain compensation paid pursuant to a written binding contract in effect on November 2, 2017 and not materially modified on or after such date.

Although our compensation committee will continue to consider tax implications as one factor in determining executive compensation, our compensation committee also looks at other factors in making its decisions and retains the flexibility to provide compensation for our NEOs in a manner consistent with the goals of our executive compensation program and the best interests of Sprinklr and our stockholders, which may include providing for compensation that is not deductible by Sprinklr due to the deduction limit under Section 162(m). Our compensation committee also retains the flexibility to modify compensation that was initially intended to be exempt from the deduction limit under Section 162(m) if it determines that such modifications are consistent with Sprinklr’s business needs.

#### *Code Section 409A*

Section 409A of the Code (“**Section 409A**”) requires that “nonqualified deferred compensation” be deferred and paid under plans or arrangements that satisfy the requirements of the statute with respect to the timing of deferral elections, timing of payments and certain other matters. Failure to satisfy these requirements can expose employees and other service providers to accelerated income tax liabilities, penalty taxes and interest on their vested compensation under such plans. Accordingly, as a general matter, it is our intention to design and administer our compensation and benefits plans and arrangements for all of our employees and other service providers, including our NEOs, so that they are either exempt from, or satisfy the requirements of, Section 409A.



### *Code Section 280G*

Section 280G of the Code (“**Section 280G**”) disallows a tax deduction with respect to excess parachute payments to certain executives of companies that undergo a change of control. In addition, Section 4999 of the Code imposes a 20% excise tax on the individual with respect to the excess parachute payments. Parachute payments are compensation linked to or triggered by a change of control and may include, but are not limited to, bonus payments, severance payments, certain fringe benefits, and payments and acceleration of vesting from long-term incentive plans including stock options, restricted stock and other equity-based compensation. Excess parachute payments are parachute payments that exceed a threshold determined under Section 280G based on the executive’s prior compensation. In approving the compensation arrangements for our NEOs, our compensation committee considers all elements of the cost to Sprinklr of providing such compensation, including the potential impact of Section 280G. Our compensation committee may, however, in its judgment, authorize compensation arrangements that could give rise to loss of deductibility under Section 280G and the imposition of excise taxes under Section 4999 when it believes that such arrangements are appropriate to attract and retain executive talent.

### *Accounting for Stock-Based Compensation*

We follow the Financial Accounting Standards Board’s Accounting Standards Codification Topic 718 (“**ASC Topic 718**”) for our stock-based compensation awards. ASC Topic 718 requires companies to calculate the grant date “fair value” of their stock-based awards using a variety of assumptions. ASC Topic 718 also requires companies to recognize the compensation cost of their stock-based awards in their income statements over the period that an employee is required to render service in exchange for the award. Grants of stock options and RSUs under our equity incentive award plans are accounted for under ASC Topic 718. Our compensation committee considers the accounting implications of significant compensation decisions, especially in connection with decisions that relate to our equity award programs. As accounting standards change, we may revise certain programs to appropriately align accounting expenses of our equity awards with our overall executive compensation philosophy and objectives.

### **Other Compensation Policies and Practices**

#### *Clawback Policy (Recovery of Incentive Payments)*

We maintain an Incentive Compensation Recoupment Policy, effective as of October 2, 2023, that is compliant with Exchange Act Rule 10D-1 and the applicable NYSE listing standards. Our policy applies to incentive-based compensation received by covered executive officers granted, earned or vested based wholly or in part upon the attainment of a financial reporting measure, including our stock price or total stockholder return. Our policy applies to compensation earned during the three completed fiscal years immediately preceding the date it is determined that an accounting restatement is required (excluding fiscal years completed prior to the effective date of the policy) and grants our compensation committee broad flexibility in recouping recoverable incentive compensation. The full text of our policy is included as Exhibit 97 to our Annual Report on Form 10-K for the fiscal year ended January 31, 2024.

#### *Policies and Practices Related to the Grant of Certain Equity Awards Close in Time to the Release of Material Nonpublic Information*

We do not have a policy or practice regarding the timing of granting stock options, stock appreciation rights or similar instruments with option-like features, and, therefore, we have no policies or practices to disclose pursuant to Item 402(x)(1) of Regulation S-K. Although we have granted stock options in the past, including one grant to an NEO in the prior three fiscal years, the timing of the award to the NEO was not coordinated with the release of material nonpublic information and we do not anticipate making regular stock option grants to our NEOs.

### *Executive Stock Ownership Guidelines*

We maintain Stock Ownership Guidelines (the “*Guidelines*”) to align the interests of our officers (within the meaning of Rule 16a-1(f) under the Exchange Act) and directors with the interests of our stockholders and to further promote our commitment to sound corporate governance. The Guidelines provide that covered individuals are expected to own a specific value of our common stock, expressed as a percentage of base salary or annual cash retainer, as applicable. The stock ownership requirement generally must be met by a covered individual by the later of (i) January 31, 2029 and (ii) the date that is five (5) years after the date on which such individual became subject to the Guidelines (the “*Compliance Period*”). Unexercised stock options (whether vested or unvested) and unearned performance awards are not included in the calculation of a covered individual’s stock ownership. The chart below shows the guidelines by position:

<b>Position</b>	<b>Ownership Guideline Multiple of Base Pay</b>
Chief Executive Officer . . . . .	5.0x
All other Officers . . . . .	1.0x
Non-Employee Directors . . . . .	3.0x

As of January 31, 2025, all of our currently serving executive officers and directors met the applicable stock ownership requirements or were within the Compliance Period for doing so.

### *Hedging and Pledging of Securities*

We believe that it is improper and inappropriate for any person associated with Sprinklr to engage in short-term or speculative transactions involving our securities. Our non-employee directors, executive officers and all other employees are, therefore, prohibited from engaging in short sales and buying or selling puts, calls, options or other derivative securities related to Sprinklr common stock.

Our Insider Trading Policy also prohibits our non-employee directors, executive officers and all other employees from purchasing any financial instruments (including prepaid variable forward contracts, equity swaps, collars and exchange funds) or otherwise engaging in transactions that are designed to or have the effect of hedging or offsetting any decrease in the market value of our securities, whether they are granted to such individual by Sprinklr as part of such person’s compensation or otherwise held, directly or indirectly, by such individual.

In addition, our Insider Trading Policy prohibits purchasing our common stock on margin or holding it in a margin account and pledging our securities as collateral for a loan.

### *Risk Assessment Concerning Compensation Practices and Policies*

Our compensation committee has reviewed our compensation policies and practices to assess whether they encourage our employees to take inappropriate risks. After reviewing and assessing our compensation philosophy, policies and practices, including the mix of fixed and variable, short- and long-term incentives and overall pay, incentive plan structures, and the checks and balances built into, and oversight of, each plan and practice, our compensation committee has determined that any risks arising from our compensation policies and practices for our employees are not reasonably likely to have a material adverse effect on Sprinklr as a whole. Further, our compensation committee believes that the mix and design of the elements of executive compensation do not encourage management to assume excessive risks; the mix of short-term compensation (in the form of base salary and an annual cash bonus opportunity, if any, which is based on a variety of performance factors), and long-term incentive compensation prevents undue focus on short-term results and helps align the interests of our executive officers with the interests of our stockholders.

## **Report of the Compensation Committee of the Board of Directors**

The compensation committee has reviewed and discussed the section of this proxy statement titled “Compensation Discussion and Analysis” with management. Based on such review and discussion, the compensation committee has recommended to the board of directors that the section titled “Compensation Discussion and Analysis” be included in this proxy statement and incorporated by reference into our Annual Report on Form 10-K for the fiscal year ended January 31, 2025.

### **Sprinklr, Inc. Compensation Committee**

Kevin Haverty  
Eileen Schloss  
Stephen M. Ward, Jr.  
Tarim Wasim

*The material in this report is not “soliciting material,” is furnished to, but not deemed “filed” with, the SEC and is not deemed to be incorporated by reference in any filing of Sprinklr under the Securities Act or the Exchange Act, other than Sprinklr’s Annual Report on Form 10 K, where it shall be deemed to be “furnished,” whether made before or after the date hereof and irrespective of any general incorporation language in any such filing.*



## Executive Compensation Tables

### Summary Compensation Table

The following table sets forth information for each of the last three fiscal years ended January 31, 2025, 2024 and 2023 regarding compensation awarded to or paid to, or earned by, our NEOs.

Name and Principal Position	Year	Salary (\$)	Bonus (\$) <sup>(8)</sup>	Stock Awards (\$) <sup>(12)(13)</sup>	Option Awards (\$) <sup>(12)(13)</sup>	Non-Equity Incentive Compensation (\$) <sup>(15)</sup>	All Other Compensation (\$) <sup>(16)</sup>	Total (\$)
Rory Read <sup>(1)</sup> <i>President and Chief Executive Officer</i>	2025	163,990	3,162,295 <sup>(9)</sup>	38,597,906 <sup>(14)</sup>	—	—	46,293	41,970,485
Manish Sarin <i>Chief Financial Officer</i>	2025	480,480	216,216	3,299,997	—	—	4,140	4,000,833
	2024	477,400	—	4,122,357	—	167,600	3,960	4,771,317
	2023	458,333	—	6,226,287	—	424,977	3,660	7,113,257
Scott Harvey <sup>(2)</sup> <i>Chief Customer Officer</i>	2025	454,260	208,577	3,706,800	—	—	28,091	4,397,728
	2024	144,551	30,000 <sup>(10)</sup>	3,971,491	—	79,697	1,230	4,226,969
Amitabh Misra <sup>(3)</sup> <i>Chief Technology Officer</i>	2025	363,757	262,467 <sup>(11)</sup>	4,725,941	—	—	—	5,352,165
Jacob Scott <sup>(4)</sup> <i>General Counsel and Corporate Secretary</i>	2025	410,000	112,750	1,979,998	—	—	4,140	2,506,888
Ragy Thomas <sup>(5)</sup> <i>Founder, Chairman and Former Co-Chief Executive Officer</i>	2025	524,423	263,807	7,778,564	—	—	178,616	8,745,410
	2024	570,833	—	—	11,431,922	222,674	189,195	12,414,624
	2023	536,666	—	6,905,000	—	553,181	178,730	8,173,577
Trac Pham <sup>(6)</sup> <i>Former Co-Chief Executive Officer</i>	2025	223,718	—	14,789,184	—	—	385,535	15,398,436
Diane Adams <sup>(7)</sup> <i>Former Chief Culture and Talent Officer</i>	2025	453,440	—	1,979,998	—	—	139,304	2,572,742
	2024	450,533	—	2,473,407	—	96,658	4,020	3,024,618

- (1) Mr. Read was appointed as our President and Chief Executive Officer effective November 5, 2024 and was not an NEO for fiscal years 2024 or 2023.
- (2) Mr. Harvey, our then Executive Vice President, Customer Operations, was appointed as our Chief Customer Officer effective February 5, 2024 and was not an NEO for fiscal year 2023.
- (3) Mr. Misra was appointed as our Chief Technology Officer effective April 1, 2024 and was not an NEO for fiscal years 2024 or 2023. The base salary and bonus for Mr. Misra for the fiscal year ended January 31, 2025 reflects the conversion from INR to USD using the exchange ratio of INR 1 to USD 0.0118919 as of January 31, 2025.
- (4) Mr. Scott was not an NEO for fiscal years 2024 or 2023.
- (5) Mr. Thomas transitioned from our Chief Executive Officer to our Co-Chief Executive Officer effective June 5, 2024, and transitioned from our Co-Chief Executive Officer to Advisor to the Chief Executive Officer effective as of the close of business on November 4, 2024.
- (6) Mr. Pham, our then Interim Chief Operating Officer, was appointed as our Co-Chief Executive Officer effective June 5, 2024. Mr. Pham transitioned from the Co-Chief Executive Officer position effective as of the close of business on November 4, 2024, and terminated service as an employee on November 15, 2024.
- (7) Ms. Adams transitioned from the Chief Culture & Talent Officer position effective as of January 13, 2025, and terminated service as an employee on February 14, 2025. Ms. Adams was not an NEO for fiscal year 2022.
- (8) As described above, for fiscal year 2025, our compensation committee holistically assessed performance to determine bonus achievement. In view of the transitional year and to address the criticality of business continuity, particularly at the leadership level, after taking into consideration Sprinklr's overall fiscal year 2025 financial and operational performance, our compensation committee determined to fund annual cash bonus payments for our NEOs at 50% of their target annual cash bonus opportunity.
- (9) Amount reported includes a one-time \$3,000,000 signing bonus, subject to a prorated recovery if Mr. Read resigns or is terminated for cause within two years of his start date of employment.
- (10) Amount reported consists of a one-time signing bonus, which was subject to recovery if Mr. Harvey resigned or was terminated for cause within one year of his start date of employment.
- (11) Amount reported includes a one-time \$98,571.96 signing bonus, which (i) is subject to recovery if Mr. Misra resigns or is terminated for cause within one year of his start date of employment and (ii) reflects the conversion from INR to USD using the exchange ratio of INR 1 to USD 0.0118919 as of January 31, 2025.
- (12) Amounts reported represent the aggregate grant date fair value of the stock awards and stock option awards granted to our NEOs during the fiscal years presented, calculated in accordance with ASC Topic 718, excluding the effect of estimated forfeitures. The assumptions used

in calculating the grant date fair value of the stock awards and stock options reported in these columns are set forth in Note 11 to our audited consolidated financial statements included in our Annual Report on Form 10-K for the fiscal year ended January 31, 2025. These amounts do not reflect the actual economic value that may be realized by the NEO.

- (13) Refer to the section titled “—Compensation Discussion and Analysis—Equity-Based Incentive Awards” for a description of the material terms of the program pursuant to which this compensation was awarded.
- (14) Amount reported includes both PSU and RSU awards. The PSUs awards granted in fiscal year 2025 will be earned and vest, if at all, upon the achievement of certain performance and market conditions. In valuing the PSUs, we assumed the probable achievement of the target levels for the performance goals. The value of the PSUs, assuming that the highest tier of achievement of the Company’s performance goals under the terms of the PSUs is achieved or exceeded, is \$35,097,750.
- (15) Amounts reported represent annual performance-based cash bonus payments earned based on the achievement of Company goals and other factors deemed relevant by our board of directors and compensation committee. For additional information, refer to the section titled “—Compensation Discussion and Analysis—Incentive Plan Compensation.”
- (16) Amounts reported for the fiscal year ended January 31, 2025 include the following:

Named Executive Officer	401(k) Matching Contributions (\$)	Severance Payments (\$)	Other	Total Other Compensation
Rory Read . . . . .	1,293	—	45,000 <sup>(b)</sup>	46,293
Manish Sarin . . . . .	4,140	—	—	4,140
Scott Harvey . . . . .	4,140	—	23,951 <sup>(c)</sup>	28,091
Amitabh Misra . . . . .	—	—	—	—
Jacob Scott . . . . .	4,140	—	—	4,140
Ragy Thomas . . . . .	4,140	—	174,476 <sup>(d)</sup>	178,616
Trac Pham . . . . .	—	385,535 <sup>(a)</sup>	—	385,535
Diane Adams . . . . .	—	124,696	14,608 <sup>(e)</sup>	139,304

- (a) Includes \$125,000 for base salary severance, \$224,658 for his fiscal year 2025 target annual cash bonus opportunity severance, \$6,732 for COBRA benefits premiums, and \$29,145 for an additional cash stipend, representative of six months of COBRA benefits premiums, grossed up for taxes.
- (b) Includes perquisites for Mr. Read of \$45,000 for attorneys’ fees in connection with the negotiation of his employment agreement.
- (c) Includes \$23,951 for the cost of Mr. Harvey’s guest’s attendance at the Company’s President’s Club (our sales recognition event).
- (d) Includes perquisites for Mr. Thomas of \$2,205 for gas, parking and tolls incurred for the business use of Mr. Thomas’s personal car and \$172,272 related to costs associated with Mr. Thomas’s transportation and security during fiscal year 2025.
- (e) Includes \$124,696 for bonus severance, \$10,468 for the cost of Ms. Adams’s guest’s attendance at the Company’s President’s Club (our sales recognition event) and \$4,140 relating to an executive health physical.

## Grants of Plan-Based Awards

The following table presents information regarding each plan-based award granted to our NEOs during the fiscal year ended January 31, 2025. All equity awards were granted pursuant to our 2021 Plan.

Name	Grant Type	Grant Date	Estimated Future Payouts Under Equity Incentive Plan Awards <sup>(1)</sup>			All Other Stock Awards: Number of Shares of Stock or Units (#)	Grant Date Fair Value of Stock and Option Awards (\$) <sup>(2)</sup>
			Threshold (\$)	Target (\$)	Maximum (\$)		
Rory Read . . . . .	RSU	11/5/2024	—	—	—	1,425,000 <sup>(3)</sup>	10,174,500
	RSU	11/5/2024	—	—	—	712,500 <sup>(4)</sup>	5,087,250
	PSU	11/5/2024	712,500	1,425,000	2,850,000	—	15,557,438
	PSU	11/5/2024	356,250	712,500	1,425,000	—	7,778,719
Manish Sarin . . . . .	RSU	4/2/2024	—	—	—	270,270 <sup>(5)</sup>	3,299,997
Scott Harvey . . . . .	RSU	3/15/2024	—	—	—	284,046 <sup>(5)</sup>	3,706,800
Amitabh Misra . . . . .	RSU	5/15/2024	—	—	—	376,569 <sup>(6)</sup>	4,725,941
Jacob Scott . . . . .	RSU	4/2/2024	—	—	—	162,162 <sup>(5)</sup>	1,979,998
Ragy Thomas . . . . .	RSU	4/2/2024	—	—	—	637,065 <sup>(5)</sup>	7,778,564
Trac Pham . . . . .	RSU	7/15/2024	—	—	—	1,621,621 <sup>(7)</sup>	14,789,184
Diane Adams . . . . .	RSU	4/2/2024	—	—	—	162,162 <sup>(5)</sup>	1,979,998

- (1) The PSUs will be eligible to vest at the end of a three-year performance period commencing on November 5, 2025, with 75% of the PSUs to be earned and vest contingent on the Company's relative total stockholder return over the three-year performance period compared to a board of directors-approved comparator group, and the remaining 25% of the PSUs to be earned and vest contingent on attainment of certain revenue-growth and operating income-related goals measured at the end of the three-year performance period, in each case, subject to Mr. Read's continued service with the Company through such vesting date. For each type of PSUs, Mr. Read will be eligible to vest in a number of PSUs ranging from 0% to 200% of the target number of PSUs granted, based on attainment of the applicable performance goals during the three-year performance period as described in more detail in the section titled "Executive Compensation—Compensation Discussion and Analysis—Elements of Our Fiscal Year 2025 Executive Compensation Program—Equity-Based Incentive Compensation" above. The number of shares shown in the "Target" column represent the target number of shares for Mr. Read and the number of shares in the "Threshold" and "Maximum" columns represent 50% and 200% of the target number of shares.
- (2) Amounts reported represent the aggregate grant date fair value of the stock awards granted to our NEOs under our 2021 Plan, calculated in accordance with ASC Topic 718, excluding the effect of estimated forfeitures. The assumptions used in calculating the grant date fair value of the stock awards reported in this column are set forth in Note 11 to our audited consolidated financial statements included in our Annual Report on Form 10-K for the fiscal year ended January 31, 2025. These amounts do not reflect the actual economic value that may be realized by the NEO.
- (3) The RSUs vest with respect to 33% of the shares underlying the RSU award on November 5, 2025, with the remaining shares vesting in eight substantially similar equal installments on each subsequent Quarterly Vesting Date thereafter, subject to the NEO's continued service with us as of each such date.
- (4) The RSUs vest with respect to 25% of the shares underlying the RSU award on November 5, 2025, with the remaining shares vesting in 12 equal quarterly installments on each Quarterly Vesting Date thereafter, subject to the NEO's continued service with us as of each such date.
- (5) The RSUs vest with respect to 25% of the shares underlying the RSU award on March 15, 2025, with the remaining shares vesting in 12 equal quarterly installments on each Quarterly Vesting Date thereafter, subject to the NEO's continued service with us as of each such date.
- (6) The RSUs vest with respect to 25% of the shares underlying the RSU award on June 15, 2025, with the remaining shares vesting in 12 equal quarterly installments on each Quarterly Vesting Date thereafter, subject to the NEO's continued service with us as of each such date. All unvested awards granted to Mr. Pham were forfeited upon his departure from the Company.
- (7) The RSUs vest with respect to 25% of the shares underlying the RSU award on September 15, 2025, with the remaining shares vesting in 12 equal quarterly installments on each Quarterly Vesting Date thereafter, subject to the NEO's continued service with us as of each such date. Effective as of February 14, 2025 (the "Acceleration Date") and as an additional severance benefit for Ms. Adams, the Company accelerated the vesting of Ms. Adams's options and RSUs outstanding as of the Acceleration Date, such that the number of shares that would have vested in accordance with the applicable vesting schedule if she had continued providing service to the Company for an additional three (3) months following the Acceleration Date were deemed vested and, if applicable, exercisable. All other unvested awards granted to Ms. Adams were forfeited upon her departure from the Company.

### Outstanding Equity Awards as of January 31, 2025

The following table sets forth certain information regarding outstanding equity awards granted to our NEOs that remain outstanding as of January 31, 2025. Mr. Pham had no outstanding equity awards as of January 31, 2025.

Name	Grant Date	Option Awards <sup>(1)</sup>				Stock Awards <sup>(1)</sup>			Equity Incentive Plan Awards: Market or Payout Value of Unearned Shares, Units or Other Rights That Have Not Vested (\$) <sup>(2)</sup>
		Number of Securities Underlying Unexercised Options (#) Exercisable	Number of Securities Underlying Unexercised Options (#) Unexercisable	Option Exercise Price (\$)	Option Expiration Date	Number of Shares or Units of Stock That Have Not Vested (#)	Market Value of Shares of Units of Stock that have not Vested (\$) <sup>(2)</sup>	Equity Incentive Plan Awards: Number of Unearned Shares, Units or Other Rights That Have Not Vested (#)	
Rory Read . . . . .	11/05/2024	—	—	—	—	—	—	1,425,000 <sup>(3)</sup>	12,696,750
	11/05/2024	—	—	—	—	—	—	712,500 <sup>(3)</sup>	6,348,375
	11/05/2024	—	—	—	—	1,425,000 <sup>(4)</sup>	12,696,750	—	—
	11/05/2024	—	—	—	—	712,500 <sup>(5)</sup>	6,348,375	—	—
Manish Sarin . . . . .	03/15/2022	—	—	—	—	98,971 <sup>(6)</sup>	881,832	—	—
	03/15/2022	—	—	—	—	53,972 <sup>(7)</sup>	480,891	—	—
	06/17/2022	—	—	—	—	24,153 <sup>(6)</sup>	215,203	—	—
	04/03/2023	—	—	—	—	180,453 <sup>(6)</sup>	1,607,836	—	—
Scott Harvey . . . . .	04/02/2024	—	—	—	—	270,270 <sup>(6)</sup>	2,408,106	—	—
	10/15/2023	—	—	—	—	218,374 <sup>(8)</sup>	1,945,712	—	—
Amitabh Misra . . . . .	03/15/2024	—	—	—	—	284,046 <sup>(6)</sup>	2,530,850	—	—
	05/15/2024	—	—	—	—	376,569 <sup>(9)</sup>	3,355,230	—	—
Jacob Scott . . . . .	12/02/2020	39,060	—	7.68	11/07/2030	—	—	—	—
	12/02/2020	32,920	—	7.68	11/07/2030	—	—	—	—
	04/15/2022	—	—	—	—	5,091 <sup>(6)</sup>	45,361	—	—
	04/02/2023	—	—	—	—	103,116 <sup>(6)</sup>	918,764	—	—
	04/02/2024	—	—	—	—	162,162 <sup>(6)</sup>	1,444,863	—	—
Ragy Thomas . . . . .	03/18/2019	2,318,632	—	4.25	03/18/2029	—	—	—	—
	03/18/2019	2,318,632	—	4.25	03/18/2029	—	—	—	—
	03/18/2019	2,318,632	—	4.25	03/18/2029	—	—	—	—
	03/11/2020	575,000	—	4.93	03/11/2030	—	—	—	—
	01/28/2021	480,000 <sup>(10)</sup>	120,000	7.68	01/28/2031	—	—	—	—
	01/28/2021	—	—	—	—	—	—	360,000 <sup>(11)</sup>	3,207,600
	01/28/2021	—	—	—	—	—	—	300,000 <sup>(12)</sup>	2,673,000
	01/28/2021	—	—	—	—	12,000 <sup>(13)</sup>	106,920	—	—
	04/11/2022	—	—	—	—	156,250 <sup>(6)</sup>	1,392,188	—	—
	04/03/2023	693,171 <sup>(14)</sup>	819,202	12.85	04/03/2033	—	—	—	—
04/02/2024	—	—	—	—	637,065 <sup>(6)</sup>	5,676,249	—	—	
Diane Adams . . . . .	03/18/2019	13,021	—	4.25	03/18/2029	—	—	—	—
	03/11/2020	26,245	—	4.93	03/11/2030	—	—	—	—
	03/11/2020	28,646	—	4.93	03/11/2030	—	—	—	—
	01/28/2021	5,321 <sup>(10)</sup>	13,020	7.68	01/28/2031	—	—	—	—
	01/28/2021	154,679 <sup>(10)</sup>	26,980	7.68	01/28/2031	—	—	—	—
	01/28/2021	—	—	—	—	—	—	120,000 <sup>(15)</sup>	1,069,200
	01/28/2021	—	—	—	—	4,000 <sup>(13)</sup>	35,640	—	—
	04/11/2022	—	—	—	—	31,250 <sup>(6)</sup>	278,438	—	—
	04/03/2023	—	—	—	—	108,272 <sup>(6)</sup>	964,704	—	—
04/02/2024	—	—	—	—	162,162 <sup>(6)</sup>	1,444,863	—	—	

(1) All equity awards granted prior to our IPO were granted pursuant to the 2011 Plan and are for shares of our Class B common stock. All equity awards granted after our IPO were granted under the 2021 Plan and are for shares of our Class A common stock.

- (2) Market value is calculated based on the closing price of our Class A common stock on January 31, 2025, which was \$8.91 as reported on the NYSE.
- (3) The PSUs will be eligible to vest at the end of a three-year performance period commencing on November 5, 2025, with 75% of the PSUs to be earned and vest contingent on the Company's relative total stockholder return over the three-year performance period compared to a board of directors-approved comparator group, and the remaining 25% of the PSUs to be earned and vest contingent on attainment of certain revenue-growth and operating income-related goals measured at the end of the three-year performance period, in each case, subject to Mr. Read's continued service with the Company through such vesting date. For each type of PSUs, Mr. Read will be eligible to vest in a number of PSUs ranging from 0% to 200% of the target number of PSUs granted, based on attainment of the applicable performance goals during the three-year performance period.
- (4) 33% of the RSUs shall vest on November 5, 2025, with the remaining shares vesting in eight substantially similar equal installments on each subsequent Quarterly Vesting Date thereafter, subject to the NEO's continued service with us as of each such date.
- (5) 25% of the RSUs shall vest on November 5, 2025, with the remaining shares vesting in 12 equal quarterly installments on each Quarterly Vesting Date thereafter, subject to the NEO's continued service with us as of each such date.
- (6) 25% of the RSUs shall vest on March 15 in the year following the grant date, with the remaining shares vesting in 12 equal installments on each subsequent Quarterly Vesting Date thereafter, subject to the NEO's continued service to us as of each such date.
- (7) One-sixteenth (1/16th) of the RSUs shall vest quarterly commencing on June 15, 2022, subject to the NEO's continuous service to us on each such vesting date
- (8) 25% of the RSUs shall vest on December 15 in the year following grant date, with the remaining shares vesting in 12 equal installments on each subsequent Quarterly Vesting Date thereafter, subject to the NEO's continuous service.
- (9) 25% of the RSUs shall vest on June 15 in the year following grant date, with the remaining shares vesting in 12 equal installments on each subsequent Quarterly Vesting Date thereafter, subject to the NEO's continuous service.
- (10) 20% of the shares underlying this option vest on the first anniversary of the grant date, with the remaining shares vesting in 48 equal monthly installments thereafter on the first day of each month, subject to the NEO's continued service to us as of each such date.
- (11) This PSU award represents shares of our Class A common stock that must meet a service-based condition and a stock-valuation condition in order to vest. The service-based condition was satisfied with respect to 20% of the shares underlying the PSU awards on January 28, 2022, with the remaining shares vesting in 16 equal quarterly installments thereafter, subject to Mr. Thomas's continued services to us as of each such date. The stock-valuation condition is satisfied upon the achievement of the following stock price thresholds during Mr. Thomas's continuous services to us: 120,000 PSUs will vest upon our Class A common stock trading at each of \$30, \$40 and \$50, as measured on a 45-day weighted-average trading price on the NYSE. In the event of Mr. Thomas's involuntary termination either by us without "cause" (and not due to death or "disability") or by Mr. Thomas for "good reason" (in each case, as defined in the applicable PSU award agreements), in either case, during the period beginning three months prior to and ending on the first anniversary of the effective date of a specified change-in-control transaction, the PSUs will vest to the extent the stock-valuation condition was met as a result of the change-in-control transaction. The number of shares subject to Mr. Thomas's PSU award assumes threshold achievement, with the stock-valuation condition deemed satisfied as to the \$30 price hurdle only.
- (12) This PSU award represents shares of our Class A common stock that must meet a service-based condition and a stock-valuation condition in order to vest. The service-based condition was satisfied with respect to 20% of the shares underlying the PSU awards on January 28, 2022, with the remaining shares vesting in 16 equal quarterly installments thereafter, subject to Mr. Thomas's continued services to us as of each such date. The stock-valuation condition is satisfied upon the achievement of the following stock price thresholds during Mr. Thomas's continuous services to us: 60,000 PSUs will vest upon our Class A common stock trading at each of \$60, \$70, \$80, \$90 and \$100, as measured on a 45-day weighted-average trading price on the NYSE. In the event of Mr. Thomas's involuntary termination either by us without "cause" (and not due to death or "disability") or by Mr. Thomas for "good reason" (in each case, as defined in the applicable PSU award agreements), in either case, during the period beginning three months prior to and ending on the first anniversary of the effective date of a specified change-in-control transaction, the PSUs will vest to the extent the stock-valuation condition was met as a result of the change-in-control transaction. The number of shares subject to Mr. Thomas's PSU award assumes threshold achievement, but the stock-valuation condition has not been satisfied with respect to any of the price hurdles.
- (13) 20% of the shares underlying this RSU award vested on the first anniversary of the grant date, with the remaining shares vesting in 16 equal quarterly installments thereafter, subject to the NEO's continued service to us as of each such date.
- (14) 25% of the shares underlying this option vested on the first anniversary of the grant date, with the remaining shares vesting in 36 equal monthly installments thereafter on the first day of each month, subject to the NEO's continued service to us as of each such date.
- (15) This PSU award represents shares of our Class A common stock that must meet a service-based condition and a stock-valuation condition in order to vest. The service-based condition was satisfied with respect to 20% of the shares underlying the PSU awards on January 28, 2022, with the remaining shares vesting in 16 equal quarterly installments thereafter, subject to Ms. Adams's continued services to us as of each such date. The stock-valuation condition is satisfied upon the achievement of the following stock price thresholds during Ms. Adams's continuous services to us: 40,000 PSUs will vest upon our Class A common stock trading at each of \$30, \$40 and \$50, as measured on a 45-day weighted-average trading price on the NYSE. In the event of Ms. Adams's involuntary termination either by us without "cause" (and not due to death or "disability") or by Ms. Adams for "good reason" (in each case, as defined in the applicable PSU award agreements), in either case, during the period beginning three months prior to and ending on the first anniversary of the effective date of a specified change-in-control transaction, the PSUs will vest to the extent the stock-valuation condition was met as a result of the change-in-control transaction. The number of shares subject to Ms. Adams's PSU award assumes threshold achievement, with the stock-valuation condition deemed satisfied as to the \$30 price hurdle only.

### ***Option Exercises and Stock Vested***

The following table sets forth certain information regarding the shares of common stock vested during the fiscal year ended January 31, 2025 with respect to our NEOs. During fiscal year 2025, none of our NEOs exercised any stock options.

<b>Name</b>	<b>Stock Awards</b>	
	<b>Number of Shares Acquired on Vesting (#)</b>	<b>Value Realized on Vesting (\$)<sup>(2)</sup></b>
Rory Read . . . . .	—	—
Manish Sarin . . . . .	282,029	2,939,413
Scott Harvey . . . . .	72,791	658,031
Amitabh Misra . . . . .	—	—
Jacob Scott . . . . .	84,275	933,114
Ragy Thomas . . . . .	137,000	1,329,010
Trac Pham . . . . .	71,567 <sup>(1)</sup>	830,778
Diane Adams . . . . .	113,211	1,219,403

(1) Includes 15,049 shares that vested pursuant to stock awards granted to Mr. Pham in connection with his prior service as a director. Mr. Pham no longer serves as a director as of November 2024.

(2) The value realized upon vesting was calculated by multiplying the number of shares of common stock vested by the closing price of our Class A common stock on the applicable vesting date and does not reflect actual proceeds received.



### Potential Payments Upon Termination or Change in Control

The following table provides information with respect to potential payments and benefits to which our NEOs would be entitled under the arrangements set forth in their respective offer letters or employment agreement, as described above under the sections titled, “—Compensation Discussion and Analysis—Employment Offer Letters” and “—Compensation Discussion and Analysis—Severance and Change in Control Benefits,” assuming their employment was terminated as of January 31, 2025, including in connection with a change in control of Sprinklr as of January 31, 2025. As discussed above, Mr. Pham’s and Ms. Adams’s service with the Company terminated on November 15, 2024 and February 14, 2025, respectively. Accordingly, information regarding the amount of compensation actually received by Mr. Pham and Ms. Adams in connection with their respective terminations is set forth in narrative disclosure following the table.

Name	Type of Termination	Base Salary (\$)	Bonus (\$) <sup>(1)</sup>	Accelerated Vesting of Equity Awards (\$) <sup>(2)</sup>	Continuation of Insurance Coverage (\$)	Total (\$)
Rory Read . . . . .	Termination without Cause or with Good Reason	675,000	675,000	13,585,523	21,040	14,956,562
	Termination without Cause or with Good Reason in connection with a CIC <sup>(2)</sup>	1,012,500	1,012,500	38,090,250	31,560	40,146,810
Manish Sarin . . . . .	Termination without Cause or with Good Reason	360,360	432,432	—	23,924	816,716
	Termination without Cause or with Good Reason in connection with a CIC <sup>(2)</sup>	480,480	432,432	5,593,867	31,899	6,538,678
Scott Harvey . . . . .	Termination without Cause or with Good Reason	393,750	525,000	—	23,934	942,684
	Termination without Cause or with Good Reason in connection with a CIC <sup>(2)</sup>	525,000	525,000	4,476,562	31,912	5,558,474
Amitabh Misra . . . . .	Termination without Cause or with Good Reason	347,851	417,422	—	—	765,273
	Termination without Cause or with Good Reason in connection with a CIC <sup>(2)</sup>	463,802	417,422	3,355,230	—	4,236,453
Jacob Scott . . . . .	Termination without Cause or with Good Reason	307,500	225,500	—	178	533,178
	Termination without Cause or with Good Reason in connection with a CIC <sup>(2)</sup>	410,000	225,500	2,408,988	238	3,044,726
Ragy Thomas . . . . .	Termination without Cause or with Good Reason	500,000	500,000	—	31,912	1,031,912
	Termination without Cause or with Good Reason in connection with a CIC <sup>(2)</sup>	750,000	750,000	7,322,957	47,868	8,870,825

(1) A prorated target annual cash bonus opportunity for the fiscal year in which the Termination Date occurs, with the proration equal to the number of days elapsed during the fiscal year through the Termination Date divided by 365, is payable on the same date as the first severance payment.

(2) The value of accelerated vesting of unvested RSUs and Mr. Read’s PSUs is based upon the closing price of our Class A common stock on January 31, 2025 (\$8.91 per share), as reported on the NYSE, multiplied by the number of unvested RSUs. The value of accelerated vesting of unvested, unexercised stock options is based on the difference between the closing price of our Class A common stock on January 31, 2025, as reported on the NYSE, and the exercise price per option multiplied by the number of unvested options. No value was applied to any underwater options or Mr. Thomas’s unearned PSUs.

Mr. Pham transitioned from the Co-Chief Executive Officer position effective as of the close of business on November 4, 2024, and terminated service as an employee on November 15, 2024. Mr. Pham received severance payments and benefits consistent with the Severance Plan, with the exception of an additional payment of COBRA benefits premiums for up to 18 months following the date of his separation and an additional stipend representative of six months of COBRA benefits premiums, grossed up for applicable taxes. Accordingly, Mr. Pham received (i) \$814,387 in severance, which represents the sum of 100% of his annual base salary rate and his prorated target 2025 annual cash bonus opportunity, (ii) a payment equal to the employer and the employee portion of his healthcare continuation payment for him and his qualified dependents under COBRA for 18 months and (iii) an additional lump sum stipend, grossed up for applicable taxes such that the after-tax stipend represents an amount equivalent to six months of the total cost of COBRA coverage. Mr. Pham also will continue to be subject to customary continuing obligations, such as his obligations of confidentiality.

Ms. Adams transitioned from the Chief Culture & Talent Officer position effective as of January 13, 2025, and terminated service as an employee on February 14, 2025. Per our Severance Plan, Ms. Adams received (i) \$482,599 in severance, which represents the sum of 75% of her annual base salary rate; for fiscal year 2025, an amount based on the specific bonus allocation for members of our executive leadership team as determined by our compensation committee; and for fiscal year 2026, her prorated target 2026 annual cash bonus opportunity, and (ii) reimbursement of an amount equal to the employer portion of her continued COBRA coverage for Ms. Adams for nine months. Ms. Adams also received accelerated vesting of her outstanding options and RSUs as if she remained employed with the Company through and including May 14, 2025. Based on the close price on February 14, 2025 of \$8.98, the value of such accelerated options and RSUs is \$13,000 and \$537,202, respectively. Ms. Adams will continue to be subject to customary continuing obligations, such as her obligations of confidentiality.

## CEO PAY RATIO

Our total rewards philosophy and the overall structure of our total rewards programs are broadly similar across Sprinklr to engage, motivate and reward all employees who contribute to our success. Pay equity is a subset of Sprinklr's overall environmental, social and governance strategy.

As required by Item 402(u) of Regulation S-K, we are disclosing information about the ratio of the annual total compensation of our president and chief executive officer as of January 31, 2025 to the annual total compensation of our median employee (the "*CEO Pay Ratio*").

### Methodology

We identified our median employee, the employee with compensation at the median of annual total compensation of all of our employees excluding our president and chief executive officer, based on the following:

- To identify our median employee, we considered the individuals employed by us on January 31, 2025 (the "*Determination Date*"), whether employed on a full-time, part-time or temporary basis. We did not include any contractors or other non-employee workers in our employee population. As of the Determination Date, our global population of full-time, part-time and temporary employees (excluding our president and chief executive officer) consisted of 3,588 employees.
- We used a consistently applied compensation measure consisting of the annual base salary plus allowances on the Determination Date, the target incentive cash compensation for fiscal year 2025 commission plans under our sales and services incentive plans, the actual corporate bonus amount paid out in fiscal year 2026 for services performed in fiscal year 2025 and the grant date fair value for equity awards granted during fiscal year 2025. We selected these compensation elements because they represent the principal compensation elements of our total rewards programs.
- We did not perform adjustments to the base salaries of part-time employees to calculate what they would have been paid on a full-time basis. We did not make any cost-of-labor adjustments. We did not exclude any countries from the employee population. We annualized cash compensation for employees who began work after the fiscal year began. We converted all local currencies to U.S. dollars based on the applicable exchange rates in effect on the Determination Date, similar to how we converted foreign currency amounts into U.S. dollars in the Summary Compensation Table.

Using this methodology, we determined that the median employee (excluding our president and chief executive officer) was a full-time salaried employee working in Europe whose total pay was entirely comprised of such employee's annual base salary and bonus.

Although we had multiple chief executive officers during the last fiscal year, in calculating the CEO Pay Ratio, we used the total compensation of our president and chief executive officer as of the Determination Date, Mr. Read, to align with our executive compensation disclosures and ensure consistency in our reporting methodology.

### CEO Pay Ratio

Once our median employee was identified, we calculated the median employee's annual total compensation in accordance with the requirements of the Summary Compensation Table.

The annual total compensation of the median employee (excluding our president and chief executive officer) was \$55,669 for fiscal year 2025. Mr. Read's annualized total compensation was \$42,481,494 for fiscal year 2025. Based on this information, the CEO Pay Ratio was approximately 763:1 for fiscal year 2025. As disclosed elsewhere in this proxy statement, our former Co-Chief Executive Officers, Messrs. Pham and Thomas, transitioned from the position of co-Chief Executive Officers as of the close of business on November 4, 2024, and Mr. Read was appointed as our President and Chief Executive Officer effective November 5, 2024. As permitted by Instruction 10 to Item 402(u), we elected to annualize the compensation of Mr. Read, who was serving as our president and chief executive officer on the Determination Date. To annualize Mr. Read's annual total compensation, we annualized his base salary to \$675,000 (from the \$163,990 reported in the Summary Compensation Table).

As a newly hired president and chief executive officer, Mr. Read's initial compensation arrangements exceed what would be awarded in an annual compensation review, which we expect he will receive on an annual basis going forward, and, therefore, results in a higher CEO pay ratio than we have reported historically.

This information is being provided for compliance purposes and is a reasonable estimate calculated in a manner consistent with Item 402(u) of Regulation S-K, based on our internal records and the methodology described above. The SEC rules for identifying the median compensated employee allow companies to adopt a variety of methodologies, to apply certain exclusions and to make reasonable estimates and assumptions that reflect their employee populations and compensation practices. Accordingly, the pay ratio reported by other companies may not be comparable to the pay ratio reported above, as other companies have different employee populations and compensation practices, operate in different countries and may use different methodologies, exclusions, estimates and assumptions in calculating their own pay ratios. We are a global company with approximately 79% of our employees located outside the United States, with 59% of our employees located in India as of January 31, 2025. As a result, our employee population may be different than other companies. Neither our compensation committee nor our management used the CEO Pay Ratio measure in making compensation decisions.

**PAY-VERSUS-PERFORMANCE**

As required by Item 402(v) of Regulation S-K, we are providing the following information about the relationship between the compensation actually paid (“CAP”) to our principal executive officer (“PEO”) and our NEOs other than our PEOs (“Non-PEO NEOs”) and certain aspects of our financial performance.

Our compensation committee approves and administers our executive compensation program to align executive compensation with stockholder interests by linking pay to performance. Our overall compensation program includes a mix of short-term and long-term components through our annual incentive plan and equity awards. In fiscal year 2025, there were several changes to our executive management team, with two transitions to the PEO position, for a total of three PEOs serving during the fiscal year, the termination of service of one former Non-PEO NEO and the appointment of one new Non-PEO NEO, resulting in the inclusion of five individuals in our fiscal year 2025 Non-PEO NEO calculations.

Our compensation committee did not consider the CAP calculations below in making its pay decisions for any of the fiscal years presented. For further information concerning our pay for performance philosophy and how our executive compensation aligns with our performance, please refer to “Executive Compensation—Compensation Discussion and Analysis”.

Fiscal Year (a) <sup>(1)</sup>	Summary Compensation Table Total for PEO Ragy Thomas (b) <sup>(1)</sup>	CAP to PEO Ragy Thomas (c) <sup>(2)</sup>	Summary Compensation Table Total for PEO Rory Read (d) <sup>(1)</sup>	CAP to PEO Rory Read (e) <sup>(3)</sup>	Summary Compensation Table Total for PEO Trac Pham (f) <sup>(1)</sup>	CAP to PEO Trac Pham (g) <sup>(4)</sup>	Average Summary Compensation Table Total for non-PEO NEOs (h) <sup>(5)</sup>	Average CAP to non-PEO NEOs (i) <sup>(6)</sup>	CXM Total Shareholder Return (j) <sup>(7)</sup>	Peer Group Total Shareholder Return (k) <sup>(8)</sup>	Net Income (Loss) (\$ in thousands) (l) <sup>(9)</sup>	Company-Selected Measure: Non-GAAP Op. Income (\$ in thousands) (m) <sup>(10)</sup>
2025	\$ 8,745,410	\$ 315,150	\$41,970,485	\$48,308,173	\$15,398,436	\$405,800	\$3,766,071	\$1,910,853	\$51	\$69	\$ 121,608	\$ 84,751
2024	\$12,414,624	\$13,598,921	\$ 0	\$ 0	\$ 0	\$ 0	\$5,224,657	\$5,088,611	\$71	\$70	\$ 51,403	\$ 92,047
2023	\$ 8,173,577	\$ 2,161,466	\$ 0	\$ 0	\$ 0	\$ 0	\$5,140,534	\$3,167,728	\$56	\$61	\$ (55,742)	\$ 5,955
2022	\$ 1,117,818	\$74,231,899	\$ 0	\$ 0	\$ 0	\$ 0	\$ 949,420	\$1,115,612	\$64	\$81	\$(111,470)	\$(35,506)

- The dollar amounts reported in column (b), (d), and (f) represent the amount of total compensation reported for our PEOs, Messrs. Thomas, Read and Pham, respectively, for each covered fiscal year in the “Total” column of our Summary Compensation Table for each fiscal year.
- The dollar amounts reported in column (c) represent the amount of CAP to Mr. Thomas as computed in accordance with Item 402(v) of Regulation S-K, for each covered fiscal year. The dollar amounts do not reflect the actual amount of compensation earned or received by or paid to Mr. Thomas during the applicable fiscal year. In accordance with the requirements of Item 402(v) of Regulation S-K, the following adjustments were made to the total compensation for each covered fiscal year to determine the CAP to Mr. Thomas for such fiscal year, using the methodology described below. Mr. Thomas’s 2022 equity award values include PSU granted prior to our IPO that were earned and vested in connection with the IPO and the achievement of preestablished stock price target.

**PEO 1: Ragy Thomas**

		2022	2023	2024	2025
Summary Compensation Table - Total Compensation . . . . .	(a)	\$ 1,117,818	\$ 8,173,577	\$ 12,414,624	\$ 8,745,410
- Grant Date Fair Value of Stock Awards and Option Awards Granted in Fiscal Year . . . . .	(b)	\$ 0	\$(6,905,000)	\$(11,431,922)	\$(7,778,564)
+ Fair Value at Fiscal Year End of Outstanding and Unvested Stock Awards and Option Awards Granted in Fiscal Year . . . . .	(c)	\$ 0	\$ 4,970,000	\$ 10,542,766	\$ 5,676,249
+ Change in Fair Value of Outstanding and Unvested Stock Awards and Option Awards Granted in Prior Fiscal Years . . . . .	(d)	\$ 1,217,661	\$(4,330,545)	\$ 914,590	\$(4,901,754)
+ Fair Value at Vesting of Stock Awards and Option Awards Granted in Fiscal Year That Vested During Fiscal Year . . . . .	(e)	\$ 0	\$ 0	\$ 0	\$ 0
+ Change in Fair Value as of Vesting Date of Stock Awards and Option Awards Granted in Prior Fiscal Years For Which Applicable Vesting Conditions Were Satisfied During Fiscal Year . . . . .	(f)	\$71,896,420	\$ 253,434	\$ 1,158,863	\$(1,426,191)
- Fair Value as of Prior Fiscal Year End of Stock Awards and Option Awards Granted in Prior Fiscal Years That Failed to Meet Applicable Vesting Conditions During Fiscal Year . . . . .	(g)	\$ 0	\$ 0	\$ 0	\$ 0
= CAP . . . . .		\$74,231,899	\$ 2,161,466	\$ 13,598,921	\$ 315,150

- (3) The dollar amounts reported in column (e) represent the amount of CAP to Mr. Read as computed in accordance with Item 402(v) of Regulation S-K, for each applicable covered fiscal year. The dollar amounts do not reflect the actual amount of compensation earned or received by or paid to Mr. Read during the applicable fiscal year. In accordance with the requirements of Item 402(v) of Regulation S-K, the following adjustments were made to the total compensation for each applicable covered fiscal year to determine the CAP to Mr. Read for such fiscal year, using the methodology described below.

**PEO 2: Rory Read**

		2022	2023	2024	2025
Summary Compensation Table - Total Compensation . . . . .	(a)	—	—	—	\$ 41,970,485
- Grant Date Fair Value of Stock Awards and Option Awards Granted in Fiscal Year . . . . .	(b)	—	—	—	\$(38,597,906)
+ Fair Value at Fiscal Year End of Outstanding and Unvested Stock Awards and Option Awards Granted in Fiscal Year . . . . .	(c)	—	—	—	\$ 44,935,594
+ Change in Fair Value of Outstanding and Unvested Stock Awards and Option Awards Granted in Prior Fiscal Years . . . . .	(d)	—	—	—	\$ 0
+ Fair Value at Vesting of Stock Awards and Option Awards Granted in Fiscal Year That Vested During Fiscal Year . . . . .	(e)	—	—	—	\$ 0
+ Change in Fair Value as of Vesting Date of Stock Awards and Option Awards Granted in Prior Fiscal Years For Which Applicable Vesting Conditions Were Satisfied During Fiscal Year . . . . .	(f)	—	—	—	\$ 0
- Fair Value as of Prior Fiscal Year End of Stock Awards and Option Awards Granted in Prior Fiscal Years That Failed to Meet Applicable Vesting Conditions During Fiscal Year . . . . .	(g)	—	—	—	\$ 0
= CAP . . . . .		—	—	—	\$ 48,308,173

- (4) The dollar amounts reported in column (g) represent the amount of CAP to Mr. Pham as computed in accordance with Item 402(v) of Regulation S-K, for each applicable covered fiscal year. The dollar amounts do not reflect the actual amount of compensation earned or received by or paid to Mr. Pham during the applicable fiscal year. In accordance with the requirements of Item 402(v) of Regulation S-K, the following adjustments were made to the total compensation for each applicable covered fiscal year to determine the CAP to Mr. Pham for such fiscal year, using the methodology described below.

**PEO 3: Trac Pham**

		2022	2023	2024	2025
Summary Compensation Table - Total Compensation . . . . .	(a)	—	—	—	\$ 15,398,436
- Grant Date Fair Value of Stock Awards and Option Awards Granted in Fiscal Year . . . . .	(b)	—	—	—	\$(14,789,184)
+ Fair Value at Fiscal Year End of Outstanding and Unvested Stock Awards and Option Awards Granted in Fiscal Year . . . . .	(c)	—	—	—	\$ 0
+ Change in Fair Value of Outstanding and Unvested Stock Awards and Option Awards Granted in Prior Fiscal Years . . . . .	(d)	—	—	—	\$ 0
+ Fair Value at Vesting of Stock Awards and Option Awards Granted in Fiscal Year That Vested During Fiscal Year . . . . .	(e)	—	—	—	\$ 0
+ Change in Fair Value as of Vesting Date of Stock Awards and Option Awards Granted in Prior Fiscal Years For Which Applicable Vesting Conditions Were Satisfied During Fiscal Year . . . . .	(f)	—	—	—	\$ (62,378)
- Fair Value as of Prior Fiscal Year End of Stock Awards and Option Awards Granted in Prior Fiscal Years That Failed to Meet Applicable Vesting Conditions During Fiscal Year . . . . .	(g)	—	—	—	\$ (141,074)
= CAP . . . . .		—	—	—	\$ 405,800

- (5) The dollar amounts reported in column (h) represent the average of the amounts of total compensation reported for our Non-PEO NEOs for each covered fiscal year in the “Total” column of the Summary Compensation Table for each applicable fiscal year. The names of each Non-PEO NEO included for purposes of calculating the average CAP for each applicable fiscal year are as follows:

Year	Non-PEO NEO
2022	Luca Lazzaron (Former Chief Revenue Officer) and Pavitar Singh (Former Chief Technology Officer)
2023	Manish Sarin (Chief Financial Officer), Luca Lazzaron (Former Chief Revenue Officer), Paul Ohls (Former Chief Revenue Officer), Arunkumar Pattabhiraman (Chief Marketing Officer) and Pavitar Singh (Former Chief Technology Officer)
2024	Manish Sarin (Chief Financial Officer), Diane Adams (Chief Culture & Talent Officer), Scott Harvey (Chief Customer Officer), Paul Ohls (Former Chief Revenue Officer) and Pavitar Singh (Former Chief Technology Officer)
2025	Manish Sarin (Chief Financial Officer), Diane Adams (Former Chief Culture & Talent Officer), Scott Harvey (Chief Customer Officer), Jacob Scott (General Counsel and Corporate Secretary) and Amitabh Misra (Chief Technology Officer)



- (6) The dollar amounts reported in column (i) represent the average amount of CAP to our Non-PEO NEOs, as computed in accordance with Item 402(v) of Regulation S-K for each covered fiscal year. The dollar amounts do not reflect the actual average amount of compensation earned or received by or paid to our Non-PEO NEOs during the applicable fiscal year. In accordance with the requirements of Item 402(v) of Regulation S-K, the following adjustments were made to the average total compensation for each covered fiscal year to determine the CAP to our Non-PEO NEOs for such fiscal year, using the methodology described below:

**Non-PEO NEO Average**

		2022	2023	2024	2025
Summary Compensation Table - Total Compensation . . . . .	(a)	\$ 949,420	\$ 5,140,534	\$ 5,224,657	\$ 3,766,071
- Grant Date Fair Value of Stock Awards and Option Awards Granted in Fiscal Year . . . . .	(b)	\$ 0	\$(4,280,287)	\$(4,763,540)	\$(3,138,547)
+ Fair Value at Fiscal Year End of Outstanding and Unvested Stock Awards and Option Awards Granted in Fiscal Year . . . . .	(c)	\$ 0	\$ 3,092,853	\$ 4,581,700	\$ 2,236,782
+ Change in Fair Value of Outstanding and Unvested Stock Awards and Option Awards Granted in Prior Fiscal Years . . . . .	(d)	\$(2,177,471)	\$ (119,521)	\$ (116,787)	\$ (699,227)
+ Fair Value at Vesting of Stock Awards and Option Awards Granted in Fiscal Year That Vested During Fiscal Year . . . . .	(e)	\$ 0	\$ 287,120	\$ 0	\$ 0
+ Change in Fair Value as of Vesting Date of Stock Awards and Option Awards Granted in Prior Fiscal Years For Which Applicable Vesting Conditions Were Satisfied During Fiscal Year . . . . .	(f)	\$ 2,343,664	\$ (37,234)	\$ 299,239	\$ (245,227)
- Fair Value as of Prior Fiscal Year End of Stock Awards and Option Awards Granted in Prior Fiscal Years That Failed to Meet Applicable Vesting Conditions During Fiscal Year . . . . .	(g)	\$ 0	\$ 915,737	\$ 136,658	\$ 0
= CAP . . . . .		\$ 1,115,612	\$ 3,167,728	\$ 5,088,611	\$ 1,910,853

Equity Award Valuations – PEO and Non-PEO NEOs: Stock option grant date fair values were calculated based on the Black-Scholes option pricing model as of date of grant. The valuation assumptions used to calculate the fair values of the stock options held by our PEO and Non-PEO NEOs on average that vested during or were outstanding as of the end of each covered fiscal year differed from those valuation assumptions disclosed at the time of grant primarily based on the differing option value assumptions. PSU fair values used a different Monte Carlo valuation model at the date of grant and at the end of fiscal year 2022, fiscal year 2023, fiscal year 2024, and fiscal year 2025, based on updated probability of achievement and stock volatility assumptions. RSU award fair values were calculated using the closing market price of our Class A common stock as of date of grant and at the date of vesting and fiscal year end, as applicable.

- (7) The cumulative total stockholder return (“TSR”) reported in column (j) is calculated by dividing the sum of the cumulative amount of dividends during the measurement period, assuming dividend reinvestment, and the difference between the closing market price of our Class A common stock at the end of the applicable measurement period and the beginning of the measurement period by the closing market price of our Class A common stock at the beginning of the measurement period. The same methodology is used to calculate the cumulative TSR for our performance peer group, column (k).
- (8) The peer group selected to determine the Company’s Peer Group TSR for each applicable fiscal year is the compensation peer group as disclosed in our Compensation Discussion and Analysis and used by our compensation committee to make compensation decisions in fiscal year 2025, which is a change from the company’s CD&A peer group used in the fiscal year 2024 Pay versus Performance disclosure. The fiscal year 2025 CD&A peer group consists of AppFolio, Bentley Systems, Blackbaud, BlackLine, Box, Braze, CCC Intelligent Solutions Holdings, DoubleVerify Holdings, Dynatrace, Five9, Freshworks, Instructure Holdings, Manhattan Associates, Pegasystems, PowerSchool Holdings, Semrush Holdings, Sprout Social, Squarespace, and Workiva. The companies that were removed from the 2024 CD&A peer group include Alteryx, Coupa Software, Duck Creek Technologies, Elastic N.V., LivePerson, Momentive Global, New Relic, Qualtrics International, Smartsheet, Zendesk, and Zuora. The companies that were added to the CD&A peer group in fiscal year 2025 include Bentley Systems, Blackbaud, Braze, CCC Intelligent Solutions, DoubleVerify, Dynatrace, Freshworks, Instructure Holdings, Manhattan Associates, PowerSchool Holdings, and Squarespace.
- (9) The dollar amounts reported in column (l) represent the amount of net income (or loss) reflected in our audited financial statements for each covered fiscal year.
- (10) Our Company Selected Measure as reported in column (m) is non-GAAP operating income, which we believe is a strong driver in determining our company’s performance for each covered fiscal year. We define “non-GAAP operating income” as our operating income excluding, as applicable, stock-based compensation expense and related charges, amortization of acquired intangible assets and release of U.S. federal and state valuation allowances, as well as other one-time charges and benefits, such as restructuring charges, costs associated with acquisitions, litigations and facility exit costs. Non-GAAP operating income is a non-GAAP financial measure. For additional details and a reconciliation of non-GAAP operating income to its most comparable GAAP measure, please see “Non-GAAP Financial Measures” in the Company’s Annual Report on Form 10-K filed with the SEC on March 21, 2025.

## Tabular List of Most Important Financial Performance Measures for Fiscal Year 2025

As described in “Executive Compensation—Compensation Discussion and Analysis,” our executive compensation program is designed to reflect our variable “pay-for-performance” philosophy. The performance measures that we use for our short-term and long-term incentive compensation award programs are selected based on an objective of incentivizing all of our executives to increase the value of our enterprise for our stockholders. In our assessment, the measures listed alphabetically in the table below collectively represent the most important financial performance measures used by us to link CAP to our NEOs for fiscal year 2025 to our performance:

- Net New ARR<sup>(1)</sup>
- Non-GAAP operating income
- Operating income growth
- Relative TSR
- Revenue growth
- Stock price

In fiscal year 2025, we did not offer our executive officers, including our NEOs, an opportunity to earn short-term incentive compensation awards contingent upon the attainment of specific pre-established, quantitative financial performance measures based on specific target levels (as we had done in prior fiscal years) because our compensation committee determined that fiscal year 2025 would be a transitional year because of our unique business conditions. Accordingly, for fiscal year 2025, our compensation committee holistically assessed performance to determine the appropriate level of achievement for our executive officers’ target annual cash bonus opportunities. Among other financial, operational and strategic factors, our compensation committee considered Net New ARR Bookings and non-GAAP operating income, each of which historically has been used in our annual short-term incentive compensation program, as some of the factors to be used to evaluate our overall fiscal year 2025 performance against our annual operating plan and objectives. Net New ARR Bookings is an indicator of top-line growth through the addition of new customers, expansions with existing customers, and higher renewal rates, while non-GAAP operating income is an indicator of bottom-line rigor and our path to profitability. Non-GAAP operating income is not defined by GAAP and, as such, should not be construed as an alternative to earnings from operations, net earnings or operating cash flow.

As disclosed in “Executive Compensation—Compensation Discussion and Analysis,” beginning with Mr. Read’s appointment as our President and Chief Executive Officer in November 2024, all executive officers will receive a portion of their new hire and annual long-term incentive compensation opportunity in the form of PSUs, with 75% of the PSUs to be earned and vest contingent on our relative TSR over a three-year performance period compared to a board of directors-approved comparator group, and the remaining 25% of the PSUs to be earned and vest contingent on the attainment of specific preestablished revenue-growth and operating income-related targets measured at the end of a three-year performance period, in each case, subject to the executive officer’s continued service with us through such vesting and settlement date.

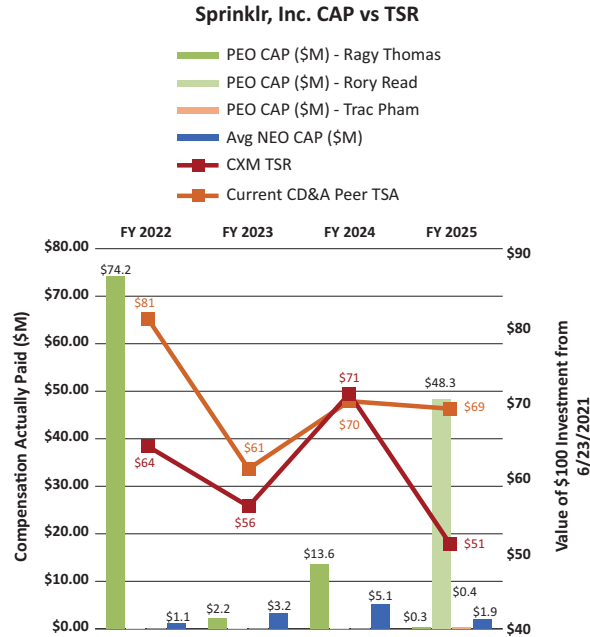
Additional information about these performance measures are discussed in “Executive Compensation—Compensation Discussion and Analysis”.

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<sup>(1)</sup> Net New ARR Bookings is a financial measure that we define as the annualized net dollar value of recurring license fees (“ARR”) added to Sprinklr’s portfolio during a period (gross ARR bookings less ARR lost). Our Net New ARR Bookings is an internal measure that we do not disclose for several reasons, including our belief that disclosure would result in competitive harm. If the results were disclosed, we believe that the information would provide competitors with insights into our operations and sales programs that would adversely affect our business and, ultimately, our ability to create long-term stockholder value.

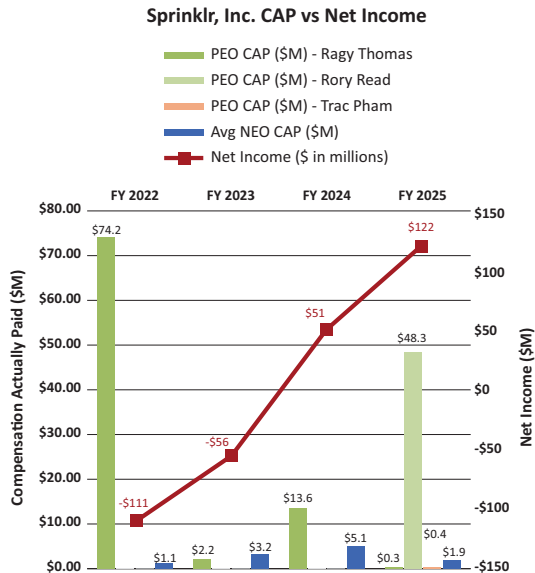
CAP and Company TSR and Peer Group TSR

The following graph displays our CAP, Company TSR and Peer Group TSR over the four fiscal years presented. As demonstrated by the following graph, the amount of CAP to our PEOs and Non-PEO NEOs is not directly correlated to our Company TSR during the period presented. The TSR measurement period begins at our IPO, while some of the equity awards that were vested and outstanding at each fiscal year end were granted prior to our IPO. The graph also compares Company TSR and Peer Group TSR. In addition, we note that the comparator group used to calculate relative TSR for purposes of our PSU awards is different than the peer group included for purposes of the table below. Please see “Executive Compensation—Compensation Discussion and Analysis” for the description of how we evaluate peer group relative TSR for purposes of our executive compensation program.



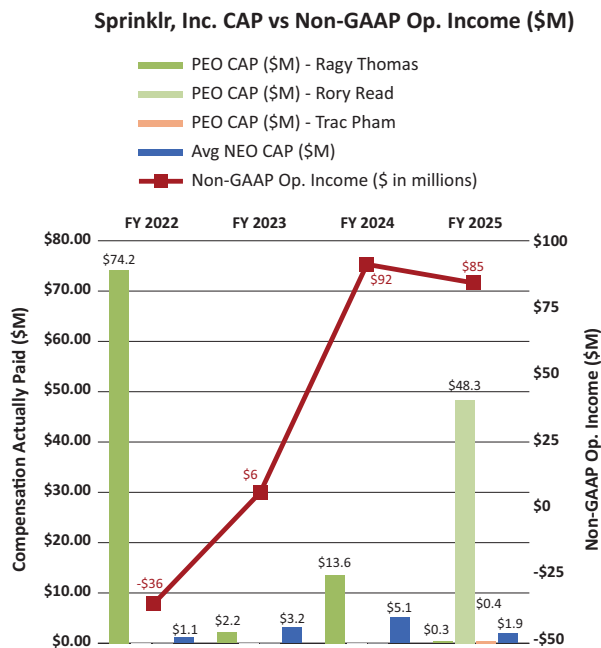
CAP and Net Income

The following graph displays our CAP and our net income over the four fiscal years presented. We have not used either GAAP or non-GAAP net income as a financial performance measure in our executive compensation program over the period presented.



CAP and Non-GAAP Operating Income

The following graph displays our CAP and non-GAAP operating income over the four fiscal years presented. We historically have used non-GAAP operating income as a financial performance measure in our short-term incentive compensation plan.



All information provided above under the “Pay Versus Performance” heading will not be deemed to be incorporated by reference into any filing of the Company under the Securities Act or the Exchange Act, whether made before or after the date hereof and irrespective of any general incorporation language in any such filing, except to the extent the Company specifically incorporates such information by reference.

## DIRECTOR COMPENSATION

### Non-Employee Director Compensation Policy

We maintain a non-employee director compensation policy that is applicable to all of our non-employee directors, as set forth below.

#### *Cash Compensation*

Our non-employee director compensation policy provides our non-employee directors with the following cash compensation for their services:

- \$40,000 per year for each non-employee director;
- \$20,000 per year for chair of the audit committee and \$10,000 per year for each non-chair member of the audit committee;
- \$16,500 per year for chair of the compensation committee and \$8,000 per year for each non-chair member of the compensation committee; and
- \$10,000 per year for chair of the nominating and corporate governance committee and \$5,000 per year for each non-chair member of the nominating and corporate governance committee.

The cash compensation above is payable to our eligible non-employee directors in equal quarterly installments in arrears based on the date of our annual meeting of stockholders, prorated for any partial quarter of service. As more fully described below, eligible non-employee directors may elect to receive any cash fees that they would otherwise be entitled to receive in the form of shares of our Class A common stock with an equivalent value, issued in the form of RSU awards using the same valuation methodology and vesting in four substantially equal quarterly installments on each date on which the annual cash compensation would have been paid, in each case, subject to the non-employee director's continuous service through each such vesting date.

#### *Equity Compensation*

In addition to the cash compensation described above, our non-employee director compensation policy provides our non-employee directors with the following equity awards for their services:

- *Initial Grant.* Each non-employee director who is elected or appointed to our board of directors will automatically, upon the date of such director's initial election or appointment (or, if such date is not a market trading day, on the first market trading day thereafter), be granted a one-time, initial RSU award (the "*initial grant*") with a grant-date value of \$200,000. Each initial grant will vest in full on the first anniversary of the grant date, subject to the director's continued service through such vesting date.
- *Additional Initial Grant to Lead Independent Director.* Each non-employee director who is elected or appointed as lead independent director on the date of our annual stockholder meeting will automatically be granted an additional RSU award with a grant-date value of \$100,000 (the "*LID initial grant*"). With respect to a non-employee director who is first elected or appointed as lead independent director on a date other than the date of our annual stockholder meeting, such LID initial grant will be prorated to reflect the time between such election or appointment date and the date of our last annual stockholder meeting. The LID initial grant will vest in full on the first anniversary of the grant date, subject to the director's continued service through such vesting date.
- *Annual Grant.* On the date of each annual meeting of our stockholders, each non-employee director who continues to serve as a non-employee director following such stockholder meeting (excluding any director who is first appointed or elected to our board of directors at such meeting) will automatically be granted an annual RSU award (the "*annual grant*") with a grant-date value of \$200,000. Each annual grant will vest in full on the earlier of the first anniversary of the grant date or the day prior to the date of our next annual stockholder meeting, subject to the director's continued service through such vesting date (provided that with respect to a non-employee director who was first elected or appointed to our board of directors on a date other than the date of our annual stockholder meeting, upon the first annual stockholder meeting following such non-employee director's first joining the board of directors, such non-employee director's first such annual grant will be prorated to reflect the time between such election or appointment date and the date of such first annual stockholder meeting).

- *Additional Annual Grant to LID.* On the date of each annual meeting of our stockholders, the lead independent director (excluding any lead independent director who was first appointed or elected to such role at such annual meeting) who continues to serve as lead independent director following such annual meeting will automatically be granted an additional RSU award with a grant-date value of \$100,000 (the “**LID annual grant**”). The LID annual grant will vest in full on the earlier of the first anniversary of the grant date or the day prior to the date of our next annual stockholder meeting, subject to the director’s continued service through such vesting date.
- *Retainer Grant.* Each non-employee director may elect to convert such director’s cash compensation under the policy into an RSU award (the “**retainer grant**”). If a non-employee director timely makes this election in accordance with the requirements of the non-employee director compensation policy, each such retainer grant will be automatically granted on the same date as the annual grant. Each retainer grant will cover a number of shares of our Class A common stock equal to (a) the aggregate amount of annual cash compensation otherwise payable to such director divided by (b) the closing sales price per share of our Class A common stock on such date, rounded down to the nearest whole share. Pursuant to the most recent amendment of our non-employee director compensation policy, each retainer grant will vest in four substantially equal quarterly installments following the date of such annual meeting on each date that the corresponding annual cash compensation would have been paid, in each case, subject to the director’s continued service through each such vesting date. Prior to its most recent amendment, our non-employee director compensation policy provided that such retainer grant would vest in full on the earlier of the first anniversary of the grant date or the day prior to the date of our next annual stockholder meeting, subject to the director’s continued service through such vesting date.

Each of the RSU awards described above will be granted under our 2021 Plan. Each such RSU award will vest in full if we undergo a change in control prior to the termination of such non-employee director’s continuous service.

Notwithstanding the foregoing, any member of our board of directors that is entitled to the above compensation may elect to forego all or a portion of such compensation from time to time by giving notice to our General Counsel.



## Non-Employee Director Compensation Table

The following table sets forth information regarding compensation awarded to, earned by or paid to each person who served as a non-employee director for all or any portion of the fiscal year ended January 31, 2025. Note that, because the table is based on our fiscal year, and annual service for purposes of non-employee director compensation is measured between the dates of our annual meetings of stockholders, usually held in June each year, the amounts in the table do not necessarily align with the description of non-employee director compensation above. Each of Mr. Read, our President and Chief Executive Officer, and Mr. Thomas, our Founder and Advisor to the Chief Executive Officer, is also a member of our board of directors, but does not receive any additional compensation for his service as director. Additionally, Trac Pham, our former interim Chief Operating Officer and former co-Chief Executive Officer, was a member of our board of directors during the fiscal year ended January 31, 2025, but did not receive any additional compensation for his service as director. See the section titled “Executive Compensation” for more information regarding the compensation earned by Messrs. Pham, Read and Thomas for fiscal year 2025.

Name	Fees Earned or Paid in Cash (\$)	Stock Awards (\$) <sup>(2)(3)</sup>	Total (\$)
Neeraj Agrawal . . . . .	55,000	199,995	254,995
Edwin Gillis . . . . .	60,000 <sup>(1)</sup>	199,995	259,995
Jan R. Hauser . . . . .	—	199,992	199,992
Kevin Haverty . . . . .	48,000 <sup>(1)</sup>	199,995	247,995
Yvette Kanouff . . . . .	45,000	199,995	244,995
Eileen Schloss . . . . .	58,000	299,993	357,993
Stephen M. Ward, Jr. . . . .	—	199,992	199,992
Tarim Wasim <sup>(4)</sup> . . . . .	—	—	—

- (1) Messrs. Gillis and Haverty elected to receive equity in lieu of all of their cash fees, which resulted in each director receiving an RSU award of 6,756 shares and 5,405 shares of Class A common stock, respectively.
- (2) Amounts reported represent the aggregate grant date fair value of RSU awards granted to our non-employee directors during the fiscal year ended January 31, 2025 under our 2021 Plan, computed in accordance with ASC Topic 718. Amounts exclude the aggregate grant date fair value of the RSU awards granted in lieu of cash fees, as the fees have been separately reported as “Fees Earned or Paid in Cash.” The assumptions used in calculating the grant date fair value of the RSUs reported in this column are set forth in the notes to our audited consolidated financial statements included in our Annual Report on Form 10-K for the fiscal year ended January 31, 2025. These amounts do not reflect the actual economic value that may be realized by the non-employee director.
- (3) The aggregate number of shares outstanding under all stock awards and options held by our non-employee directors as of January 31, 2025 are set forth in the following table:

Name	Number of Shares Underlying RSUs	Number of Shares Underlying Options
Neeraj Agrawal . . . . .	22,522	—
Edwin Gillis . . . . .	25,900	250,000
Jan R. Hauser . . . . .	21,929	—
Kevin Haverty . . . . .	25,224	—
Yvette Kanouff . . . . .	22,522	300,000
Eileen Schloss . . . . .	33,783	45,000
Stephen M. Ward, Jr. . . . .	21,929	—
Tarim Wasim <sup>(4)</sup> . . . . .	—	—

- (4) Mr. Wasim elected to waive all rights to any compensation payable to him for his services as a member of our board of directors.

## EQUITY COMPENSATION PLAN INFORMATION

The following table summarizes our equity compensation plan information as of January 31, 2025. Information is included for equity compensation plans approved by our stockholders. We do not maintain any equity compensation plans not approved by our stockholders:

<u>Plan Category</u>	<u>(a) Number of Securities to be Issued Upon Exercise of Outstanding Options, Warrants and Rights</u>	<u>(b) Weighted Average Exercise Price of Outstanding Options, Warrants and Rights<sup>(3)</sup></u>	<u>(c) Number of Securities Remaining Available for Future Issuance Under Equity Compensation Plans (Excluding Securities Reflected in Column (a))</u>
Equity plans approved by stockholders:			
2011 Equity Incentive Plan . . . . .	17,855,795 <sup>(1)</sup>	\$ 6.04	—
2021 Equity Incentive Plan . . . . .	18,383,872 <sup>(2)</sup>	\$12.85	38,827,197 <sup>(4)</sup>
2021 Employee Stock Purchase Plan . . . . .	— <sup>(5)</sup>	—	6,727,997 <sup>(6)</sup>
Equity plans not approved by stockholders . . . . .	—	—	—
Total . . . . .	36,239,667		45,555,194

(1) Following the adoption of the 2021 Plan, no additional equity awards have been or will be granted under the 2011 Plan. Includes 796,000 shares of Class A common stock underlying RSU awards and PSU awards (assuming maximum performance).

(2) Includes 16,871,499 shares of Class A common stock underlying RSU awards.

(3) The weighted-average exercise price excludes any outstanding RSU or PSU awards, which have no exercise price.

(4) Stock options or other stock awards granted under the 2011 Plan that are forfeited, terminated, expired or repurchased become available for issuance under the 2021 Plan. The 2021 Plan provides that the total number of shares of our Class A common stock reserved for issuance thereunder will automatically increase on January 1<sup>st</sup> of each year for a period of ten years commencing on January 1, 2022 and ending on (and including) January 1, 2031, in an amount equal to 5.0% of the total number of shares of capital stock outstanding on December 31<sup>st</sup> of the preceding year; or such lesser number of shares of Class A common stock as determined by our board of directors prior to January 1<sup>st</sup> of a given year. Prior to January 1, 2025, our board of directors resolved to forego the January 1, 2025 increase in the number of shares of Class A common stock available for issuance under the 2021 Plan pursuant to this provision of the 2021 Plan. Accordingly, there was no increase in the number of shares of Class A common stock available for issuance under the 2021 Plan on January 1, 2025.

(5) Does not include future rights to purchase Class A common stock under our 2021 Employee Stock Purchase Plan (“*ESPP*”), which depend on a number of factors described in our ESPP and will not be determined until the end of the applicable purchase period.

(6) The ESPP provides that the total number of shares of our Class A common stock reserved for issuance thereunder will automatically increase on January 1<sup>st</sup> of each year for a period of up to ten years commencing on January 1, 2022 and ending on (and including) January 1, 2031, in an amount equal to the lesser of (i) 1.0% of the total number of shares of capital stock outstanding on December 31<sup>st</sup> of the preceding year, and (ii) 15,300,000 shares of Class A common stock; or such lesser number of shares of Class A common stock as determined by our board of directors prior to January 1<sup>st</sup> of a given year. Prior to January 1, 2025, our board of directors resolved to forego the January 1, 2025 increase in the number of shares of Class A common stock available for issuance under the ESPP pursuant to this provision of the ESPP. Accordingly, there was no increase in the number of shares of Class A common stock available for issuance under the ESPP on January 1, 2025.

### PROPOSAL 3:

#### TO RATIFY THE SELECTION OF KPMG LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

The audit committee of our board of directors has selected KPMG LLP as our independent registered public accounting firm for the fiscal year ending January 31, 2026 and has further directed that management submit the selection of its independent registered public accounting firm for ratification by the stockholders at the Annual Meeting. KPMG LLP has audited our financial statements since 2015. Representatives of KPMG LLP are expected to be present at the Annual Meeting. They will have an opportunity to make a statement if they so desire and will be available to respond to appropriate questions.

Neither our Bylaws nor other governing documents or law require stockholders' ratification of the selection of KPMG LLP as our independent registered public accounting firm. However, the audit committee is submitting the selection of KPMG LLP to the stockholders for ratification as a matter of good corporate practice. If the stockholders fail to ratify the selection, the audit committee will reconsider whether or not to retain that firm. Even if the selection is ratified, the audit committee in its discretion may direct the appointment of different independent auditors at any time during the year if they determine that such a change would be in the best interests of Sprinklr and our stockholders.

#### Principal Accountant Fees and Services

The following table represents aggregate fees billed to us by KPMG LLP for the periods set forth below:

	<u>Fiscal Year Ended January 31,</u>	
	<u>2025</u>	<u>2024</u>
	(in thousands)	
Audit Fees <sup>(1)</sup> .....	\$2,893	\$3,283
Audit-related Fees .....	—	—
Tax Fees <sup>(2)</sup> .....	\$ 277	\$ 127
All Other Fees .....	—	—
Total Fees .....	<u>\$3,170</u>	<u>\$3,410</u>

(1) Audit fees consist of fees for audit services primarily related to the integrated audit of our annual consolidated financial statements, the review of our quarterly consolidated financial statements, consents and assistance with and review of documents filed with the SEC.

(2) Tax fees consist of fees for domestic (federal, state and local) and international tax return preparation services, international withholding tax advice and tax consulting services.

All fees described above were pre-approved by the audit committee.

#### Pre-Approval Policies and Procedures

The audit committee has adopted a policy and procedures for the pre-approval of audit and non-audit services rendered by our independent registered public accounting firm, KPMG LLP. The policy generally permits pre-approval of specified services in the defined categories of audit services, audit-related services, tax services and permitted non-audit services. Pre-approval also may be given as part of the audit committee's approval of the scope of the engagement of the independent registered public accounting firm or on an individual, explicit, case-by-case basis before the independent registered public accounting firm is engaged to provide each service. The pre-approval of services may be delegated to one or more of the audit committee's members, but any pre-approval decision made pursuant to such delegation must be reported to the full audit committee at its next scheduled meeting.

**Vote Required**

The affirmative vote of the holders of shares representing a majority of the voting power of the outstanding shares of common stock present by virtual attendance or represented by proxy and voting affirmatively or negatively (excluding abstentions and broker non-votes) at the Annual Meeting will be required to ratify the selection of KPMG LLP.

**Our Recommendation**

**Our board of directors recommends voting “FOR” the ratification of KPMG LLP as our independent registered public accounting firm for the fiscal year ending January 31, 2026.**

## SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT

The following table sets forth certain information regarding the ownership of our common stock as of April 15, 2025 by:

- each of our named executive officers;
- each of our directors;
- all of our executive officers and directors as a group; and
- each person or entity known by us to be beneficial owners of more than five percent of our Class A common stock or Class B common stock.

We have determined beneficial ownership in accordance with the rules and regulations of the SEC, and the information is not necessarily indicative of beneficial ownership for any other purpose. Except as indicated by the footnotes below, we believe, based on information furnished to us, that the persons and entities named in the table below have sole voting and sole investment power with respect to all shares that they beneficially own, subject to applicable community property laws.

Applicable percentage ownership is based on 141,717,451 shares of Class A common stock and 116,096,653 shares of Class B common stock outstanding as of April 15, 2025. In computing the number of shares beneficially owned by a person and the percentage ownership of such person, we deemed to be outstanding all shares subject to options or RSUs held by the person that are currently exercisable, or exercisable or would vest based on service-based vesting conditions, as applicable, within 60 days of April 15, 2025. Except as described above, we did not deem such shares outstanding for the purpose of computing the percentage ownership of any other person.

Unless otherwise indicated, the address for each beneficial owner listed in the table below is c/o Sprinklr, Inc., 441 9<sup>th</sup> Ave, 12<sup>th</sup> Floor, New York, NY 10001.

Beneficial Owner	Beneficial Ownership				% of Total Voting Power <sup>†</sup>
	Class A Common Stock		Class B Common Stock		
	Number of Shares	%	Number of Shares	%	
<b>5% Stockholders:</b>					
Entities associated with Hellman & Friedman LLC <sup>(1)</sup> . . . . .	10,861,506	7.7	58,089,960	49.0	44.6
Ragy Thomas <sup>(2)</sup> . . . . .	1,166,737	*	60,080,206	48.4	43.5
Entities associated with Battery Ventures <sup>(3)</sup> . . . . .	8,692,053	6.1	6,710,304	5.8	5.8
Blackrock, Inc. <sup>(4)</sup> . . . . .	19,272,231	13.6	—	—	1.5
The Vanguard Group <sup>(5)</sup> . . . . .	14,498,855	10.2	—	—	1.1
<b>Directors and Named Executive Officers:</b>					
Rory Read . . . . .	—	—	—	—	—
Manish Sarin . . . . .	163,201	*	—	—	*
Scott Harvey . . . . .	122,857	*	—	—	*
Amitabh Misra . . . . .	—	—	—	—	—
Jacob Scott <sup>(6)</sup> . . . . .	119,943	*	71,980	*	*
Ragy Thomas <sup>(2)</sup> . . . . .	1,166,737	*	60,080,206	48.4	43.5
Neeraj Agrawal <sup>(3)</sup> . . . . .	9,743,733	6.9	6,710,304	5.8	5.9
Edwin Gillis <sup>(7)</sup> . . . . .	84,313	*	250,000	*	*
Jan R. Hauser . . . . .	—	—	—	—	—
Kevin Haverty <sup>(8)</sup> . . . . .	61,594	*	—	—	*
Yvette Kanouff <sup>(9)</sup> . . . . .	72,657	*	300,000	*	*
Eileen Schloss <sup>(10)</sup> . . . . .	99,825	*	45,000	*	*
Stephen M. Ward, Jr. . . . .	—	—	—	—	—
Tarim Wasim . . . . .	—	—	—	—	—
Diane Adams <sup>(11)</sup> . . . . .	98,682	*	237,912	*	*
Trac Pham <sup>(12)</sup> . . . . .	73,239	*	—	—	*
All executive officers and directors as a group (17 persons) <sup>(13)</sup> . . . . .	11,718,605	8.2	67,457,490	54.0	49.3

\* Less than one percent.

† Percentage of total voting power represents voting power with respect to all shares of our Class A and Class B common stock, as a single class. The holders of our Class B common stock are entitled to ten votes per share, and holders of our Class A common stock are entitled to one vote per share.

- (1) Based on information provided by entities affiliated with Hellman & Friedman LLC in a Schedule 13D filed with the SEC on April 21, 2022. Consists of (a) 10,861,506 shares of Class A common stock, (b) 55,589,960 shares of Class B common stock and (c) 2,500,000 shares of Class B common stock issuable upon the exercise of a warrant, in each case, held by H&F Splash Holdings IX, L.P. (“**H&F Splash Holdings IX**”). H&F Splash Holdings IX GP, LLC (“**GPLLC**”) is the general partner of H&F Splash Holdings IX. Hellman & Friedman Capital Partners IX, L.P. (“**HFCP IX**”) is the controlling member of GPLLC. Hellman & Friedman Investors IX, L.P. (“**H&F Investors IX**”) is the general partner of HFCP IX. H&F Corporate Investors IX, Ltd. (“**H&F IX**”) is the general partner of H&F Investors IX. Voting and investment determinations with respect to the shares held by H&F Splash Holdings IX are made by the three-member board of directors of H&F IX, which consists of Philip U. Hammarskjold, David R. Tunnell and Allen R. Thorpe, and each of the members of the board of directors of H&F IX disclaims beneficial ownership of such shares. The address of each entity named in this footnote is c/o Hellman & Friedman LLC, 415 Mission Street, Suite 5700, San Francisco, California 94105.
- (2) Consists of (a)(i) 347,535 shares of Class A common stock, (ii) 819,202 shares of Class A common stock issuable upon the exercise of options that are currently exercisable or exercisable within 60 days of April 15, 2025, (iii) 28,682,802 shares of Class B common stock, (iv) 8,050,896 shares of Class B common stock issuable upon the exercise of options that are currently exercisable or exercisable within 60 days of April 15, 2025, and (v) 3,000 shares of Class B common stock issuable upon the settlement of RSUs that will vest within 60 days of April 15, 2025, in each case, held by Mr. Thomas; (b) 8,129,863 shares of Class B common stock held by the Thomas 2014 Family Trust, of which Mr. Thomas is a trustee; (c) 13,106,677 shares of Class B common stock held by the Thomas Family 2017 Irrevocable Trust, of which Mr. Thomas is a trustee; (d) 1,996,523 shares of Class B common stock held by The Family Trust Under the RT GRAT Dtd. 11/11/19, of which Mr. Thomas is a trustee; and (e) 110,445 shares of Class B common stock held by Neelu Paul, Mr. Thomas’s spouse.
- (3) Based on information provided by entities affiliated with Battery Ventures in a Schedule 13G/A filed with the SEC on November 12, 2024, as supplemented by a Form 4 filed with the SEC on April 14, 2025. Consists (a)(i) 59,352 shares of Class A common stock and (ii) 53,335 shares of Class B common stock held by Battery Investment Partners IX, LLC (“**BIP IX**”), (b)(i) 215,670 shares of Class A common stock and (ii) 119,034 shares of Class B common stock held by Battery Investment Partners Select Fund I, L.P. (“**BIP Select I**”), (c)(i) 6,236,367 shares of Class A common stock and (ii) 5,334,367 shares of Class B common stock held by Battery Ventures IX, L.P. (“**BV IX**”), (d)(i) 2,180,664 shares of Class A common stock and (ii) 1,203,568 shares of Class B common stock held by Battery Ventures Select Fund I, L.P. (“**BV Select I**”) and (e) with respect to Neeraj Agrawal only, (i) 327,409 shares of Class A common stock, (ii) 22,522 shares of Class A common stock issuable upon the settlement of RSUs held by Mr. Agrawal that will vest within 60 days of April 15, 2025, (iii) 700,244 shares of Class A common stock held by the Neeraj Agrawal Irrevocable GST Trust of 2013, of which Mr. Agrawal’s spouse is the trustee and (iv) 1,505 shares of Class A common stock held by the Neeraj Agrawal Revocable Trust of 2012, of which Mr. Agrawal is a trustee. The sole managing member of BIP IX is Battery Partners IX, LLC (“**BP IX**”). The sole general partner of BV IX is BP IX. The sole general partner of BIP Select I is Battery Partners Select Fund I GP, LLC (“**BP Select I GP**”). The sole general partner of BV Select I is Battery Partners Select Fund I, L.P., whose sole general partner is BP Select I GP. The managing members of BP IX who may be deemed share voting and dispositive power with respect to the shares held by BIP IX and BV IX are Neeraj Agrawal, Michael Brown, Jesse Feldman, Roger Lee, R. David Tabors and Scott Tobin. The managing members of BP Select I GP who may be deemed share voting and dispositive power with respect to the shares held by BIP Select I and BV Select I are Neeraj Agrawal, Michael Brown, Morad Elhafed, Jesse Feldman, Russell Fleischer, Roger Lee, Chelsea Stoner, Dharmesh Thakker and Scott Tobin. Each of the foregoing persons disclaims beneficial ownership of these shares except to the extent of such person’s pecuniary interest therein. The address of each of these entities named in this footnote is One Marina Park Drive, Suite 1100, Boston, Massachusetts 02210.
- (4) Based on information provided by Blackrock, Inc. (“**Blackrock**”) in a Schedule 13G/A filed with the SEC on November 8, 2024. Blackrock has sole voting power over 19,125,618 Class A shares and sole dispositive power over all such shares. The address of Blackrock is 50 Hudson Yards, New York, New York 10001.
- (5) Based on information provided by The Vanguard Group (“**Vanguard**”) in a Schedule 13G/A filed with the SEC on April 7, 2025. Vanguard has shared voting power with respect to 138,364 of these shares, sole dispositive power with respect to 14,246,211 of these shares and shared dispositive power with respect to 252,644 of these shares. The address of Vanguard is 100 Vanguard Blvd., Malvern, Pennsylvania 19355.
- (6) Consists of (a) 119,943 shares of Class A common stock and (b) 71,980 shares of Class B common stock issuable upon the exercise of options that are currently exercisable or exercisable within 60 days of April 15, 2025, in each case, held by Mr. Scott.
- (7) Consists of (a) 61,791 shares of Class A common stock, (b) 22,522 shares of Class A common stock issuable upon the settlement of RSUs that will vest within 60 days of April 15, 2025 and (c) 250,000 shares of Class B common stock issuable upon the exercise of options that are currently exercisable or exercisable within 60 days of April 15, 2025, in each case, held by Mr. Gillis.
- (8) Consists of (a) 37,721 shares of Class A common stock and (b) 23,873 shares of Class A common stock issuable upon the settlement of RSUs that will vest within 60 days of April 15, 2025, in each case, held by Mr. Haverty.
- (9) Consists of (a) 50,135 shares of Class A common stock, (b) 22,522 shares of Class A common stock issuable upon the settlement of RSUs that will vest within 60 days of April 15, 2025 and (c) 300,000 shares of Class B common stock issuable upon the exercise of options that are currently exercisable or exercisable within 60 days of April 15, 2025, in each case, held by Ms. Kanouff.
- (10) Consists of (a) 66,042 shares of Class A common stock, (b) 33,783 shares of Class A common stock issuable upon the settlement of RSUs that will vest within 60 days of April 15, 2025 and (c) 45,000 shares of Class B common stock issuable upon the exercise of options that are currently exercisable or exercisable within 60 days of April 15, 2025, in each case, held by Ms. Schloss.
- (11) Consists of (a) 98,682 shares of Class A common stock and (b) 237,912 shares of Class B common stock issuable upon the exercise of options that are currently exercisable or exercisable within 60 days of April 15, 2025, in each case, held by Ms. Adams. Ms. Adams transitioned from the Chief Culture & Talent Officer position effective as of January 13, 2025, and terminated service as an employee on February 14, 2025. She is included in this table because he is a named executive officer for the year ended January 31, 2025, but she is not counted for purposes of aggregating beneficial ownership of directors and executive officers as a group.
- (12) Mr. Pham transitioned from the Co-Chief Executive Officer position effective as of the close of business on November 4, 2024, and terminated service as an employee on November 15, 2024. He is included in this table because he is a named executive officer for the year ended January 31, 2025, but he is not counted for purposes of aggregating beneficial ownership of directors and executive officers as a group.
- (13) Consists of (a) 10,774,181 shares of Class A common stock, (b) 819,202 shares of Class A common stock issuable upon the exercise of options that are currently exercisable or exercisable within 60 days of April 15, 2025, (c) 125,222 shares of Class A common stock issuable upon the settlement of RSUs that will vest within 60 days of April 15, 2025, (d) 58,736,614 shares of Class B common stock, (e) 8,717,876 shares of Class B common stock issuable upon the exercise of options that are currently exercisable or exercisable within 60 days of April 15, 2025 and (f) 3,000 shares of Class B common stock issuable upon the settlement of RSUs that will vest within 60 days of April 15, 2025, in each case beneficially owned in the aggregate by our directors and executive officers.



### **Delinquent Section 16(a) Reports**

Section 16(a) of the Exchange Act requires our directors, executive officers and persons who beneficially own more than ten percent of any class of our equity securities registered pursuant to Section 12 of the Exchange Act (collectively, the “*Reporting Persons*”) to file initial statements of beneficial ownership of securities and statements of changes in beneficial ownership of securities with respect to our equity securities with the SEC. To our knowledge, based solely on our review of the copies of such forms filed with the SEC and upon written representations of the Reporting Persons received by us, we believe that all Section 16(a) filing requirements applicable to Reporting Persons were complied with during the fiscal year, except for the following: (i) one late Form 4 for Marlise Ricci with respect to one transaction on June 15, 2024, filed on March 11, 2025, and (ii) one late Form 4 for Marlise Ricci with respect to one transaction on February 19, 2025, filed on March 11, 2025. Additionally, two Forms 4 filed for Ragy Thomas underreported the number of shares sold on October 28, 2024 and September 15, 2023 by 3 shares and 200 shares, respectively, an error that was discovered and corrected on April 21, 2025.

## TRANSACTIONS WITH RELATED PERSONS

The following is a summary of transactions since February 1, 2024, to which we have been a participant in which:

- the amount involved exceeded or will exceed \$120,000, and
- any of our directors, executive officers or holders of more than 5% of any class of our capital stock at the time of such transaction, or any member of the immediate family of, or person sharing the household with, the foregoing persons, had or will have a direct or indirect material interest.

### Relationship with Lyeartn

We have engaged Lyeartn Inc. (“*Lyeartn*”), a learning management system company that is wholly owned by Ragy Thomas, our Founder, Advisor to the Chief Executive Officer and Chairman, in connection with the provision of digital training services to our employees and certain Sprinklr customers. Since February 1, 2024, we have paid approximately \$0.1 million to Lyeartn in connection with the digital training services provided to employees and approximately \$0.1 million in connection with the digital training services provided to a customer.

This related party transaction has been reviewed and approved by our audit committee.

### Equity Grants to Directors and Executive Officers

We have granted stock options to certain of our directors and executive officers. For more information regarding the stock options and stock awards granted to our directors and named executive officers, see the sections titled “Executive Compensation” and “Non-Employee Director Compensation.”

### H&F Letter Agreement

In October 2020, in connection with our issuance and sale of Series G-1 Preferred Stock and Series G-2 Preferred Stock, we entered into a letter agreement with H&F Splash Holdings IX, L.P., a holder of more than 5% of our capital stock, pursuant to which H&F Splash Holdings IX, L.P. is entitled to nominate one individual for election to our board of directors and to serve as a member of the audit committee and the compensation committee of our board of directors.

### Employment Agreements

We have entered into employment agreements with our executive officers. For more information regarding employment agreements with our named executive officers, see the section titled “Executive Compensation—Employment Offer Letters.”

### Indemnification Agreements

Our amended and restated certificate of incorporation contains provisions limiting the liability of directors, and our Bylaws provide that we will indemnify each of our directors and officers to the fullest extent permitted under Delaware law. Our amended and restated certificate of incorporation and Bylaws also provide our board of directors with discretion to indemnify our employees and other agents when determined appropriate by the board. In addition, we have entered into an indemnification agreement with each of our directors and executive officers, which requires us to indemnify them. For more information regarding these agreements, see the section titled “Executive Compensation—Limitations on Liability and Indemnification Matters.”

### Policies and Procedures for Transactions with Related Persons

We have adopted a policy that our executive officers, directors, nominees for election as a director, beneficial owners of more than 5% of any class of our common stock and any members of the immediate family of any of the foregoing persons are not permitted to enter into a related person transaction with us without the approval or ratification of our board of directors or our audit committee. Any request for us to enter into a transaction with an executive officer, director, nominee for election as a director, beneficial owner of more than 5% of any class of our common stock or any member of the immediate family of any of the foregoing persons, in which such person would have a direct or indirect interest, must be presented to our board of directors or our audit committee for review, consideration and approval. In approving or rejecting any such proposal, our board of directors or our audit committee is to consider the material facts of the transaction, including whether the transaction is on terms no less favorable than terms generally available to an unaffiliated third party under the same or similar circumstances and the extent of the related person’s interest in the transaction.

## OTHER INFORMATION FOR STOCKHOLDERS

### Stockholder Proposals for the 2026 Annual Meeting of Stockholders

#### *Requirements for stockholder proposals to be brought before an annual meeting.*

Our Bylaws provide that, for stockholder director nominations or other proposals to be considered at an annual meeting, the stockholder must give timely notice thereof in writing to our Corporate Secretary at 441 9<sup>th</sup> Ave., 12<sup>th</sup> Floor, New York, NY 10001.

To be timely for the 2026 Annual Meeting of Stockholders, a stockholder's notice must be delivered to or mailed and received by our Corporate Secretary at our principal executive offices between February 12, 2026 and March 14, 2026; *provided*, that if the date of that annual meeting of stockholders is earlier than May 13, 2026 or later than July 12, 2026, you must give the required notice not earlier than the 120<sup>th</sup> day prior to the meeting date and not later than the 90<sup>th</sup> day prior to the meeting date or, if later than the 90<sup>th</sup> day prior to such meeting date, the tenth day following the day on which public disclosure of that meeting date is first made. A stockholder's notice to the Corporate Secretary also must set forth the information required by our Bylaws.

#### *Requirements for stockholder proposals to be considered for inclusion in our proxy materials.*

Stockholder proposals submitted pursuant to Rule 14a-8 under the Exchange Act and intended to be presented at the 2026 Annual Meeting of Stockholders must be received by us not later than January 2, 2026 in order to be considered for inclusion in our proxy materials for that meeting.

In addition, stockholders who intend to solicit proxies in support of director nominees other than our nominees must also comply with the additional requirements of Rule 14a-19(b) under the Exchange Act no later than April 15, 2026.

### Householding of Proxy Materials

The SEC has adopted rules that permit companies and intermediaries (e.g., brokers) to satisfy the delivery requirements for Notices of Internet Availability of Proxy Materials or other Annual Meeting materials with respect to two or more stockholders sharing the same address by delivering a single Notice of Internet Availability of Proxy Materials or other Annual Meeting materials addressed to those stockholders. This process, which is commonly referred to as "householding," potentially means extra convenience for stockholders and cost savings for companies.

This year, a number of brokers with account holders who are our stockholders will likely be "householding" our proxy materials. A single Notice of Internet Availability of Proxy Materials will be delivered to multiple stockholders sharing an address unless contrary instructions have been received from the affected stockholders. Once you have received notice from your broker that they will be "householding" communications to your address, "householding" will continue until you are notified otherwise or until you revoke your consent. If, at any time, you no longer wish to participate in "householding" and would prefer to receive a separate Notice of Internet Availability of Proxy Materials, please notify your broker or us. Direct your written request to us via email at [ir@sprinklr.com](mailto:ir@sprinklr.com). Stockholders who currently receive multiple copies of the Notices of Internet Availability of Proxy Materials at their addresses and would like to request "householding" of their communications should contact their brokers.

## OTHER MATTERS

Our board of directors knows of no other matters that will be presented for consideration at the Annual Meeting. If any other matters are properly brought before the Annual Meeting, it is the intention of the persons named in the accompanying proxy to vote on such matters in accordance with their best judgment.

By the Order of the Board of Directors

A handwritten signature in black ink, appearing to be 'Jacob Scott', written in a cursive style.

Jacob Scott  
General Counsel and Corporate Secretary

May 2, 2025

We have filed our Annual Report on Form 10-K for the fiscal year ended January 31, 2025 with the SEC. It is available free of charge at the SEC's web site at [www.sec.gov](http://www.sec.gov). Stockholders also can access this proxy statement and our Annual Report on Form 10-K at [investors.sprinklr.com](http://investors.sprinklr.com). A copy of our Annual Report on Form 10-K for the fiscal year ended January 31, 2025 also is available without charge upon written request to us via email at [ir@sprinklr.com](mailto:ir@sprinklr.com).

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