Must be Postmarked or Received on or Before October 8, 2016

InnerWorkings Securities Litigation c/o Garden City Group, LLC P.O. Box 10291 Dublin, OH 43017-5891 855-907-3241 Questions@InnerWorkingsClassSettlement.com





ID Number:

Control Number:

## PROOF OF CLAIM AND RELEASE

TO BE ELIGIBLE TO RECEIVE A SHARE OF THE NET SETTLEMENT FUND IN CONNECTION WITH THE SETTLEMENT OF THIS ACTION, YOU MUST MAIL YOUR COMPLETED AND SIGNED CLAIM FORM TO THE CLAIMS ADMINISTRATOR BY FIRST-CLASS MAIL, POSTAGE PREPAID, POSTMARKED OR RECEIVED BY **OCTOBER 8, 2016**, TO THE ADDRESS SET FORTH AT THE TOP OF THIS PAGE.

IF YOU FAIL TO SUBMIT A TIMELY, PROPERLY ADDRESSED, AND COMPLETED CLAIM FORM, YOUR CLAIM MAY BE REJECTED AND YOU MAY BE PRECLUDED FROM RECEIVING ANY PROCEEDS FROM THE SETTLEMENT.

DO NOT MAIL OR DELIVER YOUR CLAIM FORM TO THE COURT, THE PARTIES OR THEIR COUNSEL. SUBMIT YOUR CLAIM FORM ONLY TO THE CLAIMS ADMINISTRATOR AT THE ADDRESS SET FORTH ABOVE.

TABLE OF CONTENTS	<u>PAGE NO.</u>
PART I - CLAIMANT IDENTIFICATION	2
PART II - GENERAL INSTRUCTIONS	3-4
PART III - TRANSACTIONS IN PUBLICLY TRADED INNERWORKINGS COMMON STOCK	5
PART IV - TRANSACTIONS IN PUBLICLY TRADED INNERWORKINGS CALL OPTIONS	6
PART V - TRANSACTIONS IN PUBLICLY TRADED INNERWORKINGS PUT OPTIONS	7
PART VI - SUBMISSION TO JURISDICTION OF COURT	8
PART VII - RELEASE, WARRANTIES, AND CERTIFICATION	8
REMINDER CHECKLIST	9

Important - This form should be completed IN CAPITAL LETTERS using BLACK or DARK BLUE ballpoint/fountain pen. Characters and marks used should be similar in the style to the following:

ABCDEFGHIJKLMNOPQRSTUVWXYZ12345670



### PART I - CLAIMANT IDENTIFICATION

Claimant or Representative Contact Information:										
The Claims Administrator will use this information for all communications relevant to this claim (including the check, if eligible for payment). If this information changes, you <u>MUST</u> notify the Claims Administrator in writing at the address above.										
Claimant Name(s) (as you would like the name(s) to appear on the check, if eligible for payment):										
Street Address:										
City: Last 4 digits of Claimant SSN/TIN:										
Account Number:										
State: Zip Code: Country (if Other than U.S.):										
Name of the Person you would like the Claims Administrator to Contact Regarding This Claim (if different from the Claimant Name(s) listed above:):										
Daytime Telephone Number: Evening Telephone Number:										
Email Address (Email address is not required, but if you provide it you authorize the Claims Administrator to use it in providing you with information relevant to this claim.)										

**NOTICE REGARDING ELECTRONIC FILES:** Certain claimants with large numbers of transactions may request to, or may be requested to, submit information regarding their transactions in electronic files. To obtain the mandatory electronic filing requirements and file layout, you may visit the website at www.InnerWorkingsClassSettlement.com or you may e-mail the Claims Administrator at eClaim@gardencitygroup.com. Any file not in accordance with the required electronic filing format will be subject to rejection. No electronic files will be considered to have been properly submitted unless the Claims Administrator issues an email after processing your file with your claim numbers and respective account information. Do not assume that your file has been received or processed until you receive this email. If you do not receive an email within 10 days of your submission, you should contact the electronic filing department at eClaim@gardencitygroup.com to inquire about your file and confirm it was received and acceptable.

To view Garden City Group, LLC's Privacy Notice, please visit http://www.gardencitygroup.com/privacy



## PART II - GENERAL INSTRUCTIONS

1. Capitalized terms not defined in this Proof of Claim and Release form ("Claim Form") have the same meanings as explained in the Notice of Pendency of Class Action, Proposed Settlement, and Motion for Attorneys' Fees and Expenses ("Notice") that accompanies this Claim Form and in the Stipulation and Agreement of Settlement, dated as of May 11, 2016 (the "Stipulation").

2. To be eligible to recover from the Net Settlement Fund in the action entitled Van Noppen, et al., v. InnerWorkings, Inc., et al., Case No. 1:14-cv-01416 (N.D. III.) (the "Action"), you must complete and, on page 8, sign this Claim Form, and submit your Claim Form to the Claims Administrator as instructed below. If you fail to submit a properly completed and addressed Claim Form by the date specified below, your claim may be rejected and you may be precluded from any recovery from the Net Settlement Fund created in connection with the Settlement of the Action.

3. Submission of this Claim Form, however, does not ensure that you will share in the Net Settlement Fund.

#### 4. YOU MUST MAIL OR SUBMIT YOUR COMPLETED AND SIGNED CLAIM FORM SO THAT IT IS POSTMARKED OR RECEIVED ON OR BEFORE OCTOBER 8, 2016, ADDRESSED AS FOLLOWS:

#### InnerWorkings Securities Litigation c/o Garden City Group, LLC P.O. Box 10291 Dublin, OH 43017-5891

To be considered timely, your Claim Form must be postmarked or received by the deadline above. Unless your Claim Form is submitted with a postmark, it will be deemed to have been submitted when actually received by the Claims Administrator.

5. You must submit supporting documentation for the transactions reported on this Claim Form, such as broker confirmation slips, broker account statements, an authorized statement from your broker reporting information about your transactions, or other similar documents. The Parties and the Claims Administrator do not independently have information about your investment in InnerWorkings securities. IF SUCH DOCUMENTS ARE NOT IN YOUR POSSESSION, PLEASE OBTAIN COPIES OR EQUIVALENT DOCUMENTS FROM YOUR BROKER. FAILURE TO SUBMIT THIS DOCUMENTATION MAY RESULT IN THE REJECTION OF YOUR CLAIM. DO NOT SEND ORIGINAL DOCUMENTS.

6. Separate Claim Forms should be submitted for each separate legal entity (e.g., a claim from joint owners should not include separate transactions of just one of the joint owners, and an individual should not combine his or her IRA transactions with transactions made solely in the individual's name). Conversely, a single Claim Form should be submitted on behalf of one legal entity including all transactions made by that entity on one Claim Form, no matter how many separate accounts that entity has (e.g., a corporation with multiple brokerage accounts should include all transactions made in all accounts on one Claim Form).

7. All joint beneficial owners must each sign this Claim Form and their names must appear as "Claimants" in Part I of this Claim Form. If you purchased InnerWorkings common stock or options during the Class Period and held them in your name, you are the beneficial owner as well as the record owner and you must sign this Claim Form to participate in the Settlement. If, however, you purchased InnerWorkings securities during the relevant time period and the securities were registered in the name of a third party, such as a nominee or brokerage firm, you are the beneficial owner of these shares, but the third party is the record owner. You, as the beneficial owner, must sign this Claim Form to be eligible to participate in the Settlement.

8. Agents, executors, administrators, guardians, and trustees must complete and sign the Claim Form on behalf of persons represented by them, and they must:

- a. expressly state the capacity in which they are acting;
- b. identify the name, account number, Social Security Number (or taxpayer identification number), address



## PART II - GENERAL INSTRUCTIONS (CONTINUED)

and telephone number of the beneficial owner of (or other person or entity on whose behalf they are acting with respect to) the InnerWorkings securities; and

c. furnish herewith evidence of their authority to bind to the Claim Form the person or entity on whose behalf they are acting. (Authority to complete and sign a Claim Form cannot be established by stockbrokers demonstrating only that they have discretionary authority to trade securities in another person's accounts.)

9. If you are NOT a Settlement Class Member (as defined in the Notice), or are excluded by the definition of the Settlement Class, DO NOT submit a Claim Form.

10. If you are a Settlement Class Member and have not requested exclusion, you will be bound by the terms of the Settlement and any judgment entered in this Action, WHETHER OR NOT YOU SUBMIT A CLAIM FORM OR RECEIVE A PAYMENT.

11. You should be aware that it will take a significant amount of time to fully process all of the submitted Claim Forms and to administer the Settlement. This work will be completed as promptly as time permits, given the need to review and tabulate each Claim Form. Please notify the Claims Administrator of any changes of address.



# 5 PART III - TRANSACTIONS IN PUBLICLY TRADED INNERWORKINGS COMMON STOCK

Α.	BEGINNING He InnerWorkings ( on February 15	Proof of Holdings Enclosed				
	documented.)	-,,		Shares	Yes	No
В.	InnerWorkings ( through and inc (Free Deliveries	Common Stock from after luding the close of tradin	ely list each and every er the opening of trading ig on <b>February 4, 2014</b> . <sup>1</sup> igible transactions – provid	on <b>February 15, 2012</b> (Must be documented.)	IF NONE, CHEC	K HERE
(Li	Purchase/ Acquisition st Chronologically) Month/Day/Year)	Number of Shares Purchased/ Acquired	Purchase/ Acquisition Price Per Share	Total Purchase/ Acquisition Price (excluding taxes, commissions and fees)	Proof of Pu Acquisition E	
	/ /				Yes	No
	/ /				Yes	No
	/ /				Yes	No
	/ /				Yes	No
C.	from after the op trading on <b>Febru</b>	pening of trading on <b>Febru</b> uary 4, 2014. (Must be do	ale/disposition of InnerWor Jary 15, 2012 through and ocumented.) (Free Receipt e disposition of transferred	including the close of is or Transfers Out are	IF NONE, CHEC	K HERE
	Date of Sale st Chronologically) Month/Day/Year)	Number of Shares Sold	Sale Price Per Share	Total Sale Price (excluding taxes, commissions and fees)	Proof of Sale	Enclosed
	/ /				Yes	No
	/ /				Yes	No
	/ /				Yes	No
	/ /				Yes	No
					Proof of Holdings	

D.	ENDING HOLDINGS: State the total number of shares of		Proof of Holding	gs Enclosed
	InnerWorkings Common Stock held as of the close of trading on			
	February 4, 2014. If none, write "0" or "Zero." (Must be documented.)	Shares	Yes	No

<sup>1</sup> Information requested with respect to your purchases/acquisitions of common stock from November 7, 2013 through February 4, 2014 is needed in order to balance your claim; purchases/acquisitions during this period, however, are not eligible to participate in the Settlement as these purchases/ acquisitions are outside the Class Period and will not be used for purposes of calculating your Recognized Claim pursuant to the Plan of Allocation.

IF YOU NEED ADDITIONAL SPACE TO LIST YOUR TRANSACTIONS YOU MUST PHOTOCOPY THIS PAGE AND CHECK THIS BOX IF YOU DO NOT CHECK THIS BOX THESE ADDITIONAL PAGES WILL NOT BE REVIEWED

	on February 15, 2012, I owned the following call option contracts on InnerWorkings common stock.	Exercised "E" or Expired "X" Exercise Date (leave blank if (Month/Day/Year) neither)		of call option contracts on InnerWorkings common stock between	Exercised "E" or Expired "X" Exercise Date (leave blank if (Month/Day/Year) neither)		on InnerWorkings common stock that	Amount Received (Excluding taxes, fees, and commissions)			HIS PAGE AND CHECK I BE REVIEWED
9 SNOL	following call option contra	Amount Paid (Excluding taxes, fees, and commissions.)		option contracts on Inne	Amount Paid (Excluding taxes, fees, and commissions.)		e call options	Sale Price Per Contract			I <mark>UST</mark> PHOTOCOPY T
D INNERWORKINGS CALL OPTIONS	/ 15, 2012, I owned the	Purchase Price Per Contract	-		Purchase Price Per Contract		they occurred, of the abov <b>2013</b> . (Must be documented):	and ice 2012/\$40)			ISACTIONS YOU <u>N</u> ( THESE ADDITION
IBLICLY TRADED INNERW	At the opening of trading on <b>February</b>	Expiration Month and Year & Strike Price of Options ( <i>i.e.</i> March 2012/\$40)		PURCHASES/ACQUISITIONS: 1 made the following purchases/acquisitions	Expiration Month and Year & Strike Price of Options ( <i>i.e.</i> March 2012/\$40)		sales, regardless of when y <b>15, 2012</b> and <b>November 6</b> ,	f Expiration Month and Year & Strike Price of Options ( <i>i.e.</i> March 2012/\$40)	/	/	IF YOU NEED ADDITIONAL SPACE TO LIST YOUR TRANSACTIONS YOU <u>MUST</u> PHOTOCOPY THIS PAGE AND CHECK THIS BOX IF YOU DO NOT CHECK THIS BOX THESE ADDITIONAL PAGES WILL <u>NOT</u> BE REVIEWED
PART IV - TRANSACTIONS IN PUBLICLY TRADE	ŝ	Number of Contracts		ES/ACQUISITIONS:	Number of Contracts		I made the following lased between <b>Februar</b>	Number of Contracts			ADDITIONAL SPA
PART IV - TRA	A. BEGINNING HOLDING (Must be documented):	Date of Purchase (Month/Day/Year)		B. PURCHASE	Date of Purchase (Month/Day/Year)	/	C. SALES: I were purcha	Date of Sale (Month/Day/Year)	/	/ /	IF YOU NEED AD THIS BOX

	BEGINNING HOLDINGS: At the opening or trading on February 15, 2012, I was obligated on the following put option contracts on InnerWorkings common stock. (Must be documented):	of Expiration Month and Sale Price Per Amount Received Assigned "A" or Assign Date Year & Strike Price Ontract (Excluding taxes, fees, Expired "E" (Month/Day/Year) of Options ( <i>i.e.</i> March 2012/\$40) and commissions.) (leave blank if neither)		SALES (WRITING) OF PUT OPTIONS: 1 wrote (sold) put option contracts on InnerWorkings common stock between February 15, 2012 and November 6, 2013, inclusive, as follows. (Must be documented):	g (Sale) Number of Expiration Month and Sale Price Per Amount Received Expired "A" or Assign Date Year & Strike Price Contract (Excluding taxes, fees, (leave blank if (Month/Day/Year) of Options ( <i>i.e.</i> March 2012/\$40) and commissions.) neither)		<b>COVERING TRANSACTIONS (REPURCHASES):</b> I made the following repurchases, regardless of when they occurred, of the above put option contracts on InnerWorkings common stock that were written (sold) on or before <b>November 6, 2013</b> . (Must be documented):	of Repurchase Number of Expiration Month and Price Paid Aggregate Cost onth/Day/Year) Contracts Year & Strike Price Price Per Contract (Excluding taxes, fees, of Options ( <i>i.e.</i> March 2012/\$40) and commissions)		IF YOU NEED ADDITIONAL SPACE TO LIST YOUR TRANSACTIONS YOU <u>MUST</u> PHOTOCOPY THIS PAGE AND CHECK THIS BOX IF YOU DO NOT CHECK THIS BOX THESE ADDITIONAL PAGES WILL <u>NOT</u> BE REVIEWED
PART V - TRANS	A. BEGINNING I InnerWorkings	Number of Contracts		B. SALES (WRIT November 6, 2	Date of Writing (Sale) (Month/Day/Year)		C. COVERING TI option contracts	Date of Repurchase (Month/Day/Year)		IF YOU NEED AD THIS BOX



## PART VI - SUBMISSION TO JURISDICTION OF COURT AND ACKNOWLEDGMENTS

By signing and submitting this Proof of Claim and Release form, the claimant(s) or the person(s) acting on behalf of the claimant(s) certify(ies) that: I (We) submit this Claim Form under the terms of the Plan of Allocation of Net Settlement Fund described in the accompanying Notice. I (We) also submit to the jurisdiction of the United States District Court for the Northern District of Illinois with respect to my (our) claim as a Settlement Class Member(s) and for purposes of enforcing the releases set forth in the Settlement. I (We) further acknowledge that I (we) will be bound by the terms of any judgment entered in connection with the Settlement in the Action, including the releases set forth therein. I (We) agree to furnish additional information to the Claims Administrator to support this claim, such as additional documentation for transactions in InnerWorkings securities, if required to do so. I (We) have not submitted any other claim covering the same transactions in InnerWorkings common stock or InnerWorkings options during the Class Period and know of no other person having done so on my (our) behalf.

### PART VII - RELEASES, WARRANTIES, AND CERTIFICATION

1. I (We) hereby warrant and represent that I am (we are) a Settlement Class Member as defined in the Notice, that I am (we are) not excluded from the Settlement Class, that I am (we are) not one of the excluded Persons, as defined in the accompanying Notice, and that I (we) believe I am (we are) eligible to receive a distribution from the Net Settlement Fund under the terms and conditions of the Plan of Allocation, as set forth in the Notice.

2. I (We) hereby warrant and represent that I (we) have not assigned or transferred or purported to assign or transfer, voluntarily or involuntarily, any matter released pursuant to this release or any other part or portion thereof.

3. I (We) hereby warrant and represent that I (we) have included information about all of my (our) purchases, acquisitions and sales and other transactions in publicly traded InnerWorkings common stock and InnerWorkings options that occurred during the Class Period and the number of InnerWorkings securities held by me (us), to the extent requested.

4. I (We) certify that I am (we are) NOT subject to backup tax withholding. (If you have been notified by the Internal Revenue Service that you are subject to backup withholding, please strike out the prior sentence.)

I (We) declare that all of the foregoing information supplied by the undersigned is true and correct.

Executed this \_\_\_\_\_ day of \_\_\_\_\_\_ in \_\_\_\_\_\_ (Month) (Year) (City, State, Country)

Signature of Claimant (if this claim is being made on behalf of Joint Claimants, then each must sign.)

Signature of Claimant

Print Name of Claimant

Signature of Joint Claimant, if any

Print Name of Joint Claimant, if any

If Claimant is other than an individual, or is not the person completing this form, the following also must be provided:

Signature of Person Completing Form

Print Name of Person Completing Form

Capacity of person signing on behalf of claimant, if other than an individual, e.g., executor, president, trustee, custodian, etc.

Date

Date

Date

- 1. Please sign this Claim Form on Page 8.
- 2. Remember to attach supporting documentation, if available. DO NOT HIGHLIGHT ANY PORTION OF THE CLAIM FORM OR YOUR SUPPORTING DOCUMENTATION.
- 3. Do NOT send original stock certificates or original brokerage statements. These items cannot be returned to you by the Claims Administration.
- 4. Keep a copy of your Claim Form and all documents submitted for your records.
- 5. The Claims Administrator will acknowledge receipt of your Claim Form by mail, within 60 days. Your claim is not deemed submitted until you receive an acknowledgment postcard. If you do not receive an acknowledgment postcard within 60 days, please call the Claims Administrator toll free at 855-907-3241.
- 6. If you move after submitting this Claim Form, please notify the Claims Administrator of the change in your address. If you change your name, please notify the Claims Administrator
- 7. If you have any questions or concerns regarding your Claim Form, please contact the Claims Administrator at the address below or toll free at 855-907-3241, or visit www.InnerWorkingsClassSettlement.com

### THIS CLAIM FORM MUST BE POSTMARKED OR RECEIVED ON OR BEFORE OCTOBER 8, 2016.

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