

AMBER ROAD, INC.
CORPORATE GOVERNANCE GUIDELINES

The following Corporate Governance Guidelines have been adopted by the Board of Directors (the “Board”) of Amber Road, Inc. (“Amber Road” or the “Company”) to promote the effective functioning of the Board and its committees, to promote the interests of stockholders, and to ensure a common set of expectations as to how the Board, its various committees, individual directors and management should perform their functions. The Board intends that these guidelines serve as a flexible framework within which the Board may conduct its business, not as a set of binding legal obligations.

These Corporate Governance Guidelines are not intended to change or interpret any Federal or State law or regulation, including the General Corporation Law of the State of Delaware, or the Certificate of Incorporation or Bylaws of Amber Road, as amended. These Corporate Governance Guidelines are subject to modification from time to time by the Board, directly or pursuant to recommendations of the Nominating and Corporate Governance Committee.

I. Role of Directors

The business and affairs of Amber Road will be managed by or under the direction of the Board. The Board is organized into three classes, with the members of each class up for election once every three years. In discharging their fiduciary duties, directors are expected to exercise their business judgment to act in what they reasonably believe to be in the best interests of Amber Road and its stockholders. Furthermore, directors are expected to spend the time and effort necessary to properly discharge their responsibilities. Accordingly, each director is expected to regularly attend meetings of the Board and committees on which such director sits, and to review prior to meetings material distributed in advance for such meetings. Directors are also expected to consider carefully the number of other boards, including nonprofits, on which they serve in order to ensure that they are able to devote adequate time and effort to the Board responsibilities.

A director who is unable to attend a meeting (which it is understood will occur on occasion) is expected to notify the Chief Executive Officer, the Secretary of Amber Road, the Chairperson of the Board or the chair of the appropriate committee in advance of such meeting.

The Board monitors both the performance of Amber Road (in relation to its financial objectives, major goals, strategies and competitors) and Amber Road’s long-term strategic business plans, as well as other pertinent issues affecting the business of Amber Road. The Board also elects corporate officers, acts as the management team’s advisor and monitors its performance. The Board, directly or through the Audit Committee, assesses risks facing Amber Road and management’s approach to addressing such risks, and reviews and adopts significant policies intended to promote ethical business practices and compliance with Amber Road’s legal obligations. The Board reviews and, if appropriate, approves significant transactions.

II. Independence of the Board

Independence. The Board will be comprised of a majority of directors who, in the business judgment of the Board, qualify as independent directors (“Independent Directors”) under the applicable rules, regulations and listing standards of the New York Stock Exchange (“NYSE”), including Sections 303A.01 and 303A.02 of the NYSE Listed Company Manual, as such rules, regulations and listing standards may be amended from time to time, and these Corporate Governance Guidelines. No director

will qualify as independent unless the Board affirmatively determines that such director is independent. The Board may adopt and disclose categorical standards to assist it in determining director independence.

Conflicts of Interest. If an actual or potential conflict of interest develops because of significant dealings or competition between Amber Road and a business with which the director or a family member is affiliated, the director should report the matter immediately to the Chief Executive Officer and Chairperson of the Board for evaluation by the Board. In the case of a significant conflict or a violation of Amber Road's policy regarding Related Party Transactions, the conflict must be resolved or the director should resign. If a director has a personal interest in a matter before the Board, the director shall disclose the interest to the full Board and excuse him or herself from participation in the discussion and shall not vote on the matter.

III. Size of the Board

Amber Road's Certificate of Incorporation provides that the number of directors constituting the Board shall be fixed from time to time, exclusively by resolutions adopted by a majority of the authorized number of directors constituting the Board. The Board will periodically review the size of the Board, which may be increased or decreased if determined to be appropriate by the Board.

IV. Frequency of Meetings

At least one regularly scheduled meeting of the Board will be held quarterly, plus special meetings as required by the needs of the Company.

V. Selection of the Chairperson of the Board

The Board does not require the separation of the offices of the Chairperson of the Board and the Chief Executive Officer. The Board will be free to choose its Chairperson in any way that it considers in the best interests of Amber Road. The Board or the Nominating and Corporate Governance Committee will periodically consider the Board's leadership structure and make such determinations or recommendations with respect thereto as it deems appropriate.

When the positions of Chairperson and Chief Executive Officer are held by the same person, the independent directors may designate a Lead Independent Director, or may designate a presiding director to preside over meetings of the independent directors (either, a "Presiding Independent Director"). In cases in which the Chairperson and Chief Executive Officer are the same person, the Chairperson or Secretary schedules and sets the agenda for meetings of the Board, and the Chairperson or, if the Chairperson is not present, the Presiding Independent Director chairs such meetings. In addition, the Presiding Independent Director presides over executive sessions of independent directors, serves as a liaison between the Chairperson and the independent directors, is available, under appropriate circumstances, for consultation and direct communication with stockholders and performs such other functions and responsibilities as requested by the Board from time to time. The Presiding Independent Director will encourage and facilitate direct dialogue between all directors (particularly those with dissenting views) and management.

VI. Selection of Directors

Except where the Company is legally required by contract, bylaw or otherwise to provide third parties with the ability to nominate directors, the Nominating and Corporate Governance Committee shall be responsible for identifying, evaluating and recommending candidates to the Board for Board membership, or, in the event the Nominating and Corporate Governance Committee is disbanded, the Board may conduct the process of identifying and evaluating Board candidates directly. The Board or the Nominating and Corporate Governance Committee, as applicable, may use outside consultants to assist in identifying candidates, and will also consider advice and recommendations from stockholders, management, and others as it deems appropriate.

VII. Board Membership Criteria

Nominees for director will be selected on the basis of, among other things, the General Criteria for Nomination as a Director, set forth hereto as Attachment A.

The Nominating and Corporate Governance Committee, or the Board, as applicable, will also consider: (i) any specific minimum qualifications that it believes must be met by a nominee for a position on the Board; (ii) any specific qualities or skills that it believes are necessary for one or more of the Board members to possess; and (iii) the desired qualifications, expertise and characteristics of Board members, with the goal of developing an experienced, diverse and highly qualified Board.

VIII. Other Public Company Directorships

The Nominating and Corporate Governance Committee, in making its recommendations, will consider the number of other public company boards and other boards (or comparable governing bodies) on which a director or prospective nominee is a member, as well as his or her other professional responsibilities. The general policy is that (i) a non-employee Company director may serve on no more than five publicly-traded companies' boards in addition to the Company's Board, and (ii) a Company director who is also a full-time employee of Company may serve on no more than one publicly-traded company's board in addition to the Company's Board.

Board members wishing to join the board of another publicly-traded company shall first notify the Chair of the Nominating and Corporate Governance Committee, the Chairperson of the Board or Presiding Independent Officer and the general counsel prior to joining the board. The Chair of the Nominating and Corporate Governance Committee and general counsel shall review the proposed board membership to ensure compliance with applicable laws and policies. Potential conflicts of interest, if any, shall be referred to the Chair of the Audit Committee for review.

IX. Directors Who Change Their Present Job Responsibility

The Board does not believe directors who retire or change their principal occupation or business association should necessarily leave the Board. However, promptly following any such event, the director will notify the Chairperson or the Presiding Independent Director of such circumstances. The Board or the Nominating and Corporate Governance Committee, as applicable, will consider the circumstances, and may in certain cases request the director to submit his or her resignation.

X. Retirement Age

No Board member may be nominated to a new term if he or she would be age 75 or older on the date the election is held. On the recommendation of the Nominating and Corporate Governance Committee, the Board may waive these requirements on an annual basis as to any Board member if it deems such waiver to be in the best interest of the Company.

XI. Director Tenure

There are no limits on the number of three-year terms that may be served by a director. However, in connection with evaluating recommendations for nomination for re-election, the Nominating and Corporate Governance Committee will consider director tenure as a possible compromise of director independence.

If a Board member wishes to resign, retire or not to stand for re-election at the end of his or her current term, the Board member shall notify the Chairperson of the Board or Presiding Independent Director in writing, with a copy to the Company's general counsel. The Nominating and Corporate Governance Committee shall evaluate such resignations and shall make a recommendation to the Board, which will decide the action, if any, to be taken with respect to the resignation.

XII. Number and Composition of Board Committees

The Board currently has the following standing committees: Audit Committee, Compensation Committee and Nominating and Corporate Governance Committee. The purpose and responsibilities for each of these committees are outlined in committee charters adopted by the Board. After consultation with the Nominating and Corporate Governance Committee, as appropriate, the Board may, from time to time, form a new committee, re-allocate responsibilities of one committee to another committee or disband a current committee depending on circumstances. In addition, the Board may determine to form ad hoc committees from time to time, and determine the composition and areas of competence of such committees.

Each of the committees will be composed entirely of directors satisfying applicable legal, regulatory and stock exchange requirements necessary for an assignment to any such committee, as set forth in the applicable committee charters.

XIII. Executive Sessions of Independent Directors

The Independent Directors of Amber Road will meet in executive session without management on a regularly scheduled basis during each regularly scheduled Board meeting and as they otherwise deem appropriate. The Chairperson or the Presiding Independent Director will preside at such executive sessions. Any Independent Director can request that an additional executive session be scheduled. The

Chairperson or Presiding Independent Director will provide feedback to the Company's Chief Executive Officer promptly after (normally within one week) the executive session.

XIV. Director Compensation

Non-employee directors are eligible to receive compensation for service on the Board or its committees. Employee directors are not paid additional compensation for their services as directors. The Compensation Committee reviews the form and amount of compensation to be paid or awarded to non-employee directors for service on the Board or its committees and provides a recommendation to the Board, for determination by the Board, as to such compensation based upon, among other things, the Compensation Committee's consideration of the responsibilities and time commitment of directors, as well as competitive information. The Compensation Committee will periodically review the level and form of, and, if it deems appropriate, recommend to the Board changes in, director compensation.

Additionally, the Board has established a guideline for equity ownership applicable to non-employee directors, whereby such directors shall, within five (5) years, achieve equity ownership in the Company equal to two times his/her annual total retainer, recognizing that such equity ownership promotes a vested interest in the Company that aligns with stockholder interests.

XV. Board Access to Officers and Employees

The Board has full and free access to officers and employees of Amber Road. Any meetings or contacts that the Board or an individual director wishes to initiate may be arranged through Amber Road's Chief Executive Officer. The Board will use its judgment to ensure that any such contact is not disruptive to the business operations of Amber Road.

XVI. Attendance at Annual Meeting of Stockholders

The Company's policy requires the attendance of all directors at the Annual Meeting of Stockholders, except for absences due to causes beyond the reasonable control of the director.

XVII. Director Orientation and Continuing Education

Amber Road will provide for an orientation process for new directors that includes background material, meetings with senior management and visits to Company facilities. The Board encourages all directors to stay abreast of developing trends for directors from the variety of sources available. Directors are encouraged to participate in continuing educational programs in order to maintain the necessary level of expertise to perform their responsibilities as directors. Records shall be maintained of a director's participation in continuing educational programs.

XVIII. Evaluation of Board Performance

The Board and each of its committees shall conduct a self-evaluation annually and shall periodically consider peer review evaluation. Committees assess their performance relative to their charters and best practices. The Nominating and Corporate Governance Committee will oversee an annual self-assessment of each individual director's performance, the Board's performance and the operation and composition of each committee of the Board.

The Nominating and Corporate Governance Committee will utilize the results of this self-evaluation process to determine if the Board and its committees are functioning effectively and in assessing and determining the characteristics and critical skills required of prospective candidates for election to the Board and making recommendations to the Board with respect to assignments of Board members to various committees. The full Board will discuss the evaluation to determine what action, if any, would improve Board and committee performance and whether any changes to these Corporate Governance Guidelines would be appropriate.

XIX. Chief Executive Officer and Executive Officer Performance Review

The Compensation Committee will conduct an evaluation (which will include the review and approval of corporate goals and objectives approved by the Board) annually in connection with the determination and recommendation to the Board of the salaries, cash-based incentive compensation and equity-based compensation, as applicable (and collectively, "Compensation"), of the Chief Executive Officer and the other executive officers, as determined in accordance with Rule 16a-1(f) of the Securities Exchange Act, as amended, and such other executive management as are specified in the Charter of the Compensation Committee (together, the "Executive Officers"). To conduct this review, the Compensation Committee may rely on the recommendations of the Board or any Board member and management, as well as other factors enumerated in the Charter of the Compensation Committee.

Additionally, the Board has established a guideline for equity ownership applicable to the Chief Executive Officer, whereby the Chief Executive Officer shall, within five (5) years, achieve equity ownership in the Company equal to five times his/her annual base salary, recognizing that such equity ownership promotes a vested interest in the Company that aligns with stockholder interests.

XX. Succession Planning

The Nominating and Corporate Governance Committee shall plan for Chief Executive Officer succession and review senior management selection and succession planning periodically in order to assure the orderly functioning and transition of the management of Amber Road in the event of emergency or retirement of the Chief Executive Officer. As part of this process, the Nominating and Corporate Governance Committee, in consultation with the Chief Executive Officer, shall assess management needs and abilities of potential successors.

The Board will be responsible for identifying potential candidates for, and selecting, the Chief Executive Officer. In identifying potential candidates for, and selecting, the Chief Executive Officer, the Board will consider, among other things, a candidate's experience, understanding of Amber Road's business environment, leadership qualities, knowledge, skills, expertise, integrity, and reputation in the business community.

XXI. Authority to Retain Advisors

The Board and each of its committees have the authority, at Amber Road's expense, to retain and terminate independent advisors as the Board and any such committee deems necessary. However, the Board and committee chairs shall first advise the Company's Chief Financial Officer of any such potential material expenditures.

XXII. Board Interaction with Institutional Investors, the Media and Customers

Although the Board believes that communication with stockholders is important, it is the general policy of the Board that such responsibility lies mainly with management for communications and relationships on behalf of the Company with institutional investors, the media and customers. Therefore, the Board may participate in such interaction, but will generally do so only at the request of or with the prior knowledge of management.

XXIII. Amendments

The Board may amend these Corporate Governance Guidelines, or grant waivers in exceptional circumstances, provided that any such modification or waiver may not be a violation of any applicable law, rule or regulation and further provided that any such modification or waiver is appropriately disclosed.

**ATTACHMENT A
TO CORPORATE GOVERNANCE GUIDELINES**

General Criteria for Nomination as a Director

General Criteria

The purpose of the criteria is to describe the process by which candidates for possible inclusion in the Company's recommended slate of director nominees are selected, with the objective to achieve a Board that brings to the Company a variety of perspectives and skills derived from high quality business and professional experience.

1. Nominees should have a reputation for integrity, honesty and adherence to high ethical standards.
2. Nominees should have demonstrated business acumen, experience, and ability to exercise sound judgment in matters that relate to the current and long-term objectives of the Company and should be willing and able to contribute positively to the decision-making process of the Company.
3. Nominees should have a commitment to understand the Company and its industry and to regularly attend and participate in meetings of the Board and its committees. Nominees should not have other personal or professional commitments that would interfere with or limit the nominee's ability to do so.
4. Nominees should have the interest and ability to understand the sometimes conflicting interests of the various constituencies of the Company, which include stockholders, employees, customers, governmental units, creditors, and the general public, and to act in the interests of all stockholders.
5. Nominees should not have, nor appear to have, a conflict of interest that would impair the nominee's ability to represent the interests of all the Company's stockholders and to fulfill the responsibilities of a director.
6. Nominees shall not be discriminated against on the basis of race, religion, national origin, sex, sexual orientation, disability, or any other basis proscribed by law. The value of diversity on the Board should be considered.
7. No nominee, or family member, or affiliate or associate of a nominee, should have any material personal, financial or professional interest in any present or potential competitor of the Company.

Application of Criteria to Existing Directors

The renomination of existing directors should not be viewed as automatic, but should be based on continuing qualification under the criteria set forth above. In addition, the Nominating and Corporate Governance Committee shall consider the existing directors' performance and participation on the Board and any Committee, which may include consideration of the extent to which the directors undertook continuing director education.

Criteria for Composition of the Board

The backgrounds and qualifications of the directors considered as a group should provide a significant breadth of experience, knowledge and abilities that shall assist the Board in fulfilling its responsibilities and the Board shall periodically review and update the criteria as deemed necessary. Personal experience, as well as background, race, gender, age and nationality should be reviewed for the Board as a whole and diversity in these factors should be taken into account in considering individual candidates.