

Definition Subscription Scope:

Execution Management System

This document specifies and defines the metrics referenced within the subscription scope of each individual Order entered into between You and Us. The provisions of each individual Order prevail over the below definitions in the event of and to the extent of a conflict.

Analytical Processing Capacity (APC)

The APC is the amount of uncompressed raw data that the customer ingests into the Execution Management System (EMS) concurrently at any given time for processing. The processing of data within EMS includes transformations, high-performance computation and storage. APC is priced at standard level (aligned with Productive EMS Team) and premium level (aligned with Premium-Productive EMS Team).

EMS Team

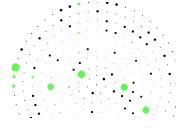
An EMS Team is a password-secured tenant within the multi-tenant cloud environment in which the Cloud Service runs, sharing resources across tenants and providing data isolation for each tenant. When provisioning the EMS Team, we will select the most applicable multi-tenant cloud environment for You.

1.1 Productive EMS Team

The Productive EMS Team is provided as a part of Business User, Analyst and APC subscriptions according to the respective Order and includes components (e.g. Transformation Center, Process Automation) according to the applicable Product Description. The scope of Business Users, Analysts and APC is limited to the purchased number in the respective Order.

On the Subscription Start Date, the Admin User will receive an invitation email with initial log-in details to access the Productive EMS Team. Access is for the Subscription Term only.





1.2 Standard Sandbox Team

The Standard Sandbox Team serves as a testing environment for independent evaluations and testing within the limits of the defined table rows. The Standard Sandbox Team is provisioned per default upon the rollout of Your Productive EMS Team. Your Standard Sandbox Team cannot be connected to any other system that is not itself a Sandbox/testing environment. The following scope is included in Your Standard Sandbox Teams: the number of Analysts is limited to the number specified in the respective Order for your Productive EMS Team and You'll receive 10% of the APC in relation to the purchased amount of APC in Your Productive EMS Team Table rows are limited to 100,000 rows and no Business Users are provided.

1.3 Premium Sandbox Team

The Premium Sandbox Team serves as a testing environment for independent evaluations and testing within the limits of the defined table rows. The Premium Sandbox Team is only available as a separate Order at an extra charge and will not be provisioned per default. Your Premium Sandbox Team cannot be connected to any other system that is not itself a Sandbox/testing environment. The following scope is included in Your Premium Sandbox Team: the number of Analysts is limited to the number specified in the respective Order for Your Productive EMS Team and You will receive the same amount of APC as supplied for Your Productive EMS Team. There are no limitations regarding Table Rows. No Business Users are provided in Premium Sandbox Team.

1.4 Premium Productive EMS Team

The Premium-Productive EMS Team includes all of the feature of the Productive EMS Team while also providing for an unlimited number of users, each a single natural person designated by name, all of whom may:

- view and interact with analyses built and shared in the Execution Management System;
- build and edit data models, machine learning models, skills and analyses in the Execution Management System;
- utilize full administrative capabilities; and
- create, receive and interact with Executions from the Action Flow and take respective actions on such signals.

The Premium-Productive EMS Team also includes access to the Celonis EMS Connector for Power BI and the Intelligence API.



Business User

1.1 Definition

A "Business User" describes a personalized password protected account for access to the respective Celonis product specified in the individual Order. A Business User is limited to accessing and filtering analyses built and shared in the Execution Management System. In addition, the Business User can receive and interact with Executions from the Action Flow and take respective actions based on such signals.

1.2 Scope

A Business User may only be used by one single natural person designated by name. A Business User may not be made accessible to any third person, including employees of the same company or of affiliated companies. You are entitled to replace the person associated with the Business User by way of updating the name so-designated in the system. The number of subscribed Business Users constitutes an upper limit for the number of employees authorized to access the Execution Management System.

Analyst

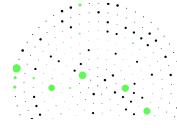
1.1 Definition

An "Analyst" describes a personalized password protected account for access to the respective Celonis product specified in the individual Order. This access includes all subscribed features, only limited by the elected individual user rights, whereas the individual user rights may be elected and altered freely. Therefore, the User has full flexibility and in addition to viewing and interacting, the User can also build and edit data models, machine learning models, skills and analyses in the Execution Management System. Additionally, the User has full administrative capabilities and can create, receive and interact with Executions from the Action Flow and take respective actions on such signals.

1.2 Scope

An Analyst may only be used by one single natural person designated by name. An Analyst may not be made accessible to any third person, including employees of the same company or of affiliated companies. You are entitled to replace the person associated with the Analyst by way of updating the by name so-designated in the system. The number of subscribed Analysts constitutes an upper limit for the number of employees authorized to access the Celonis Software.





Executions

Executions are Actions (automated events) that take place in the Operational System of a customer as a result of running an Action Flow. An Execution occurs every time a record is created, updated or deleted in an Operational System (transactional systems such as CRM, HRM or ERP as well as databases and other specialized source systems).

Each EMS Subscription includes a capacity of 150,000 Executions per contract year (i.e. each 12-month period initially measured from the commencement date of the Subscription, and measured from each anniversary thereof). Exceeding this capacity will result in a requirement to subscribe to additional capacity (Executions) in accordance with the agreed pricing or the then-current list price will be applied. The additional capacity will be reflected in an additional Order.

Customers can subscribe additionally to a specified number of Executions upfront to ensure sufficient capacity of Executions per contract year which will be also reflected in an Order. The subscribed amount of Executions constitutes an upper limit for the number of Executions that can be performed within the Celonis Action Flows per contract year. Executions not used within one contract year will not roll over to the next contract year.

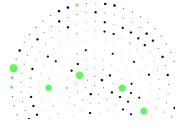
Workbenches

Each EMS Subscription includes the Machine Learning feature which consists of 3 Workbenches. Per Workbench, 4 GM RAM (Random-Access Memory), 1 CPU (Central Processing Unit) and 5 GB Disk Space are included per default. Additionally, the Auto-Shutdown function is enabled which will shut down each Workbench after 12 hours of non-usage. The Auto-Shutdown does not apply to scheduled runs. For heavy Machine Learning workloads, a dedicated instance is available as an add-on product which will be reflected in an individual Order.

Annual Open Invoices

The subscription scope of the Accounts Receivable Business App is based on Annual Open Invoices. An Annual Open Invoice means an individual newly-created invoice that has been extracted from Your source system and processed within the Accounts Receivable Business App. The subscribed volume of the Annual Open Invoices is defined in the applicable Order. It denotes the number of Annual Open Invoices in scope for each contractual year of the subscription.





Process Sphere is an incremental add-on to EMS Standard and Premium and is priced based on Object Types and Transaction Value:

Object Types

An Object Type is a defined item in the data model that reflects a group of multiple instances of the same object that is of interest. For example, while an individual Sales Order, Sales Order Item, Delivery, Invoice, or Invoice Item would be considered an "object," the group consisting of all Sales Order objects would be an Object Type. One process can have multiple Object Types and each Object Type can be reused across multiple explorations within a single process, or potentially across multiple processes, within Process Sphere.

The total number of all unique Object Types across the customer's Process Sphere explorations cannot be more than the subscribed amount specified in the applicable Order.

Transaction Value

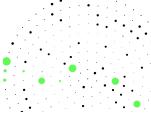
Transaction Value is the sum of the values of all objects within a process' Main Object Type that are processed within Process Sphere. All processes have one "Main" Object Type that is used to calculate the Transaction Value. Here is a list of the Main Object Types used for common process types:

- Order Management: Sales Order Header
- Accounts Receivables: Customer Invoice Header
- Procurement: Purchase Order Header
- Accounts Payable: Vendor Invoice Header
- Claims Management: Claims Total Value
- Inventory Management: Inventory Total Value

An object within the Main Object Type is deemed processed the first time it is loaded into Process Sphere. Upon processing, each object's USD value is consumed from the purchased Transaction Value.

The subscribed Transaction Value is expressed in US Dollars within the applicable Order, and denotes the total amount of Transaction Value that can be processed within each year of the Subscription. All values are converted at the average FX rate for the day the respective object within the Main Object Type is processed. Transaction Value not used within one subscription





year will not roll over to the next subscription year. If the customer consumes all of its contracted Transaction Value, the customer may not be allowed to process new Objects into Process Sphere until the customer purchases additional Transaction Value.

If the process being explored in Process Sphere is among those listed above but doesn't have the specified Main Object Type, then Celonis will use the closest logical Object Type to assess the Transaction Value. For example, if the Customer does not have a Customer Invoice Header, the next logical Main Object Type to work with is an Invoice Item Line, and so on.

If the process being explored in Process Sphere is not among those listed above, then the Main Object Type used to calculate the Transaction Value will be as specified in the applicable Order Form.

Workforce Productivity is an incremental add-on to EMS Standard and Premium, priced based on Active Concurrent Users:

Active Concurrent User

An Active Concurrent User is a unique user, represented by the combination of a username ID and a unique machine ID, sending or capturing data at any given time during a calendar month of the subject EMS subscription.

The amount of permitted Active Concurrent Users is specified in the applicable Customer Order.

Customer is permitted to reassign Active Concurrent Users amongst its employees, provided the number of assigned Active Concurrent Users at any given time does not exceed the limit specified in the applicable Order.

The Subscription Scope for the Celonis Execution Management System as described herein replaces the defined Subscription Scope for the Celonis Intelligent Business Cloud as of its release date. Therefore, all features previously described in the documents relating to the Celonis Intelligent Business Cloud are now collectively described in this Metric Definition for the Celonis Execution Management System and its successive versions. Please note that the preceding provisions do <u>not</u> apply to licensees of SAP Process Mining by Celonis, Cloud Edition.