

Celonis  
**Code of Conduct  
and Ethics**



MESSAGE FROM THE CO-CEOS

At Celonis, fair and ethical behavior in the conduct of our business is intrinsic to our values as a company. We always **do the right thing**, by maintaining integrity and trust at the forefront of what we do every day, putting our customers at the center of our actions. We share a passion for being a conscientious corporate citizen and that includes our commitment to sustainability, social responsibility, community, and diversity, equity and inclusion.

We recognize that sometimes doing the right thing isn't always obvious and understanding what global laws and regulations apply or what they mean isn't always clear-cut. The Celonis Code of Conduct and Ethics ("Code") reflects our values and sets up a framework to help guide you to uphold our core values in a business environment that becomes more complex every day.

As Celonauts, we are all responsible for maintaining our culture. Together, we must create an environment in which people are compelled to **do the right thing**, where people feel comfortable asking questions and reporting concerns and where leaders and managers lead by example.

This Code embodies our core values and helps guide us in a way that ensures our customers, our partners and our employees can trust us to always **do the right thing**.



**Bastian Nominacher**  
Co-Founder and Co-CEO



**Alexander Rinke**  
Co-Founder and Co-CEO

TABLE OF CONTENTS

<b>Our Culture</b>	<b>3</b>	Complying with Global Trade Laws	8
Code Overview	3	Safeguarding our Information and Innovation	8
Our Core Values	3	Data Privacy	9
Making Ethical Decisions	3	Information Security	9
Do The Right Thing: Ask Questions and Raise Concerns	4	Company Assets and Intellectual Property	9
Handling Complaints and Investigations	4	Finance and Accounting Practices	9
Non-Retaliation	4	Financial Integrity and Accurate Records	9
<b>Our People</b>	<b>5</b>	Business Expenses	10
Every Employee's Responsibility	5	Record Retention	10
Every Manager's Responsibility	5	<b>Our Communities</b>	<b>10</b>
Diversity, Equity and Inclusion	5	Respecting Human Rights	11
No Discrimination or Harassment	5	Responsible Supply Chain	11
Healthy and Safe Workplace	6	Sustainable Growth & Environmental Compliance	11
<b>Our Business</b>	<b>6</b>	Working with Governments	11
Conducting Business with Integrity	6	Political Involvement	11
Avoiding Conflicts of Interest	6	Communicating Responsibly	11
Gifts and Entertainment	7	<b>Code Administration</b>	<b>12</b>
Anti-Bribery and Anti-Corruption	7	Revisions and Modifications	12
Anti-Money Laundering	7	Waivers	12
Fair Competition	8	<b>Thank You</b>	<b>12</b>

# Our Culture

## Code Overview

Celonis’ reputation and success depend on us making choices that reflect our values, our policies, and the law. The Celonis Code of Ethics (our “Code”) was created to help you make choices consistent with our high business standards. When you have a concern or face a difficult decision, this Code is your guide. Our Code applies to everyone at Celonis, including all members of our Board of Directors, employees, contractors/contingent workers, and consultants in connection with their work for Celonis, as well as our partners and suppliers.

While our Code addresses a wide range of business practices and is a valuable guide, it cannot address every question you might have. Many problems are avoided simply by using good judgment, but when you are not sure what to do, you have a responsibility to ask questions and raise concerns. You do not have to decide on your own how best to proceed in uncertain situations; use our resources to help you. We refer to these resources as our **Do The Right Thing** resources:

Ethics & Compliance – <a href="mailto:Ethics@celonis.com">Ethics@celonis.com</a>
Chief Legal Officer – <a href="mailto:CLO@celonis.com">CLO@celonis.com</a>
<a href="#">Do The Right Thing Ethics Helpline</a>
Chief People and Culture Officer – <a href="mailto:CPCO@celonis.com">CPCO@celonis.com</a>
Your local Human Resources Business Partner (HRBP) or one of the VPs of People – Americas or EMEA – <a href="#">HR Management</a>
As you review this Code, please remember that making poor choices can lead to significant consequences for you and Celonis. Violating our Code, our policies or the law, means you may be subject to discipline that could include termination of employment or ending a contract for your services, possibly even legal action.

## Our Core Values

This Code is in line with our Values, which serve as the foundation for our success. Acting with integrity in all our business dealings, exhibiting excellence by delivering on our commitments, and demonstrating respect to those we interact with—these are all essential to maintaining a lasting and solid reputation. We must never compromise our values to achieve business objectives.

## Live for Customer Value.

We believe customer trust is earned by creating value. So, we measure our success in customer outcomes and measure innovation by the value it delivers. When our customers do better, we do better.

## Best Team Wins.

We believe our people make us who we are. We dream big and work hard as a diverse, passionate, humble, and curious team relentless in our path to growth. And this brings value to all other stakeholders.

## We Own It.

We believe accountability builds trust. We make data-driven decisions and take responsibility for our stakeholders with a founder’s mentality. All while embracing a spirit of resourcefulness and problem-solving.

## Earth is Our Future.

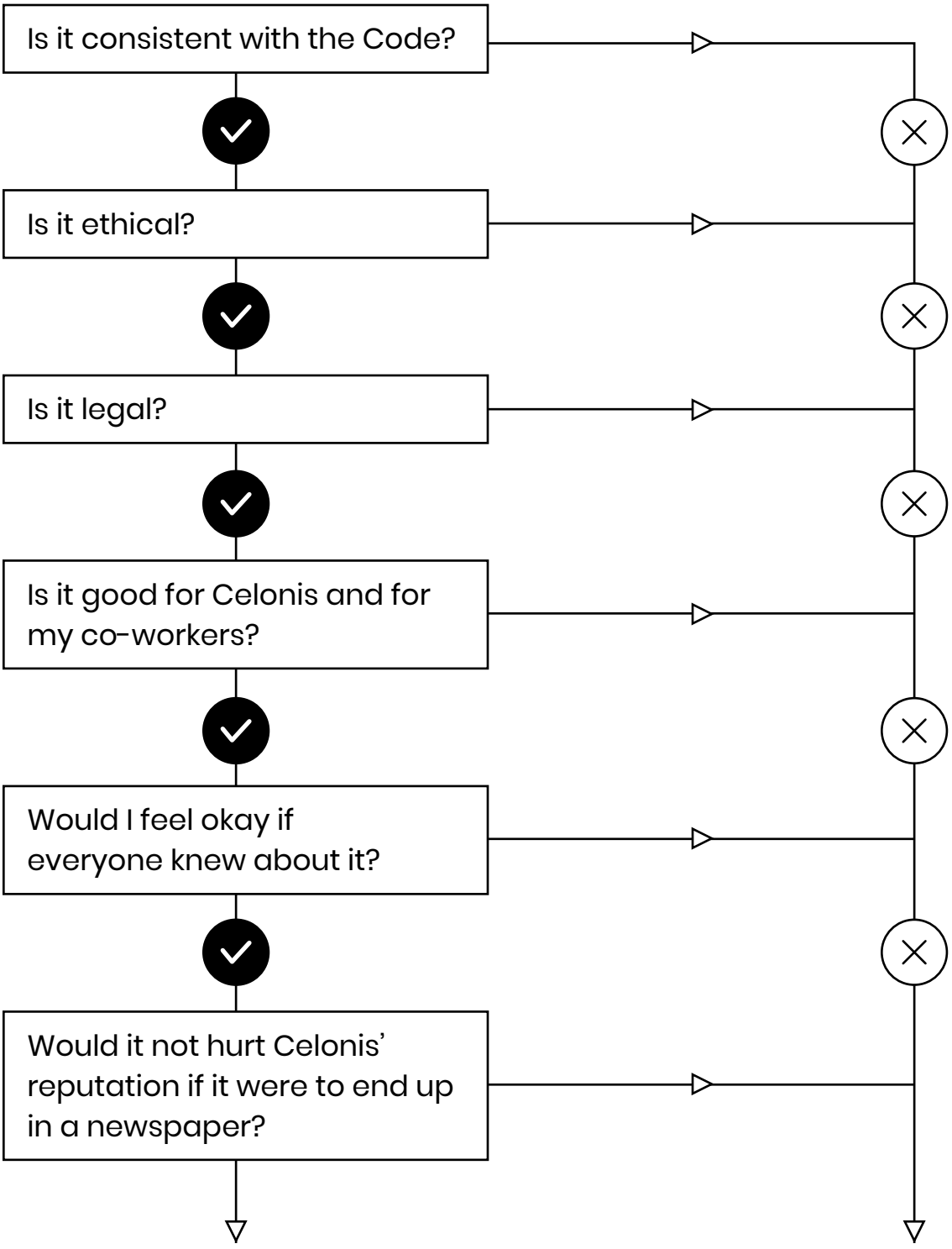
We believe in doing business that is good for people and the planet. With our product, we have the unique opportunity and responsibility to help the world’s businesses run more efficiently and sustainably. Together, we tackle the biggest challenge of our generation – acting today for a more sustainable tomorrow. As Celonauts, we lead by driving change for customers, society, and as global citizens.

## We Focus. We Invent. We Simplify. We Act.

FISA is our set of operating principles that applies to all our values, allowing us to understand and execute them.

## Making Ethical Decisions

When making a decision, ask yourself the following:



If you can answer “**Yes**” to all of these questions, then it is probably safe to move forward.

But a “**No**” or “**Not Sure**” to any of them should cause you to stop and reconsider.

It is always appropriate — in any situation and under any circumstances — to **ask for help**.



Do The Right Thing: Ask Questions and Raise Concerns

Celonis is committed to doing the right thing, but we cannot address concerns and solve problems unless we know about them. We want you to raise questions and concerns about our business practices and your work environment using our Do The Right Thing resources. Also, if you ever feel that anyone at Celonis is violating the law, this Code, or our policies, we expect to hear from you. When you make a report, it is important that you provide as much information as possible so that we can assess and investigate properly.

There are several options for communicating, including our [Do The Right Thing Ethics Helpline](#) which is managed by a third-party vendor for confidentiality. At this link, you can find out information, including how to submit a question or a report online, or by phone by calling a local number and speaking to a local agent (in most locations), or even by text in certain countries. Through the Helpline you can choose to provide your information so we can communicate with you easily, or **you may provide a report anonymously**; if you do report anonymously please check back with the Helpline periodically for communications and possible follow-up questions regarding your concern.

The full list of Do The Right Thing resources are:

- Ethics & Compliance - [Ethics@celonis.com](mailto:Ethics@celonis.com)
- Chief Legal Officer - [CLO@celonis.com](mailto:CLO@celonis.com)
- [Do The Right Thing Ethics Helpline](#)
- Chief People and Culture Officer - [CPCO@celonis.com](mailto:CPCO@celonis.com)
- Your local Human Resources Business Partner (HRBP) or one of the VPs of People - Americas or EMEA - [HR Management](#)

Read More: [Global Ethics Reporting and Anti-Retaliation Policy](#)<sup>1</sup>

Handling Complaints and Investigations

All questions, concerns, and reports of possible misconduct are taken seriously. Ethics and legal investigations will be overseen by the Legal, Ethics & Compliance Team. Celonis will take appropriate action whenever violations of our Code, policy, or applicable law have occurred. The content of all investigations will be treated anonymously or confidentially to the extent possible. You are expected to cooperate with internal investigations and interviews and provide truthful, accurate, and complete information. Your participation is important to support a fair and thorough investigation.

<sup>1</sup> Links to "Read More" resources are active only for current Celonis Personnel while logged into Celonis' network from an approved device.

Non-Retaliation

Celonis strictly prohibits, and will not tolerate, intimidation or retaliation against anyone who, in good faith:

- Asks for help deciding whether a particular action or inaction would be ethical;
- Refuses to do something that violates this Code, our policies, the law, even if refusal results in loss of business;
- Reports a possible violation or concern; or
- Participates in an investigation regarding a possible violation of law, this Code, or related policies.

Anyone who retaliates against a person for engaging in any of these activities will be subject to disciplinary action, up to and including termination of employment or contract.

Celonis' non-retaliation policy means that no one needs to be afraid of asking questions or reporting potential issues.

If at any time you believe you have been retaliated against or that someone else has been retaliated against, please use one of the Do The Right Thing contacts listed above.

Read More: [Global Ethics Reporting and Anti-Retaliation Policy](#)

**Q:** I am thinking about making a report involving my manager and several co-workers. Can they get me fired for doing this?

**A:** We strictly prohibit any kind of retaliation. This means that you will not be disciplined for reporting a concern that you reasonably believe to be a violation of the law, our Code, or related policies.





# Our People

## Every Employee’s Responsibility

To fulfill our ethical principles, live up to our core values, and enhance our culture and reputation, we rely on each of you to live by, and help enforce the Code.

In all cases, your obligations under the Code include:

- Read, understand, and follow the Code and its related policies;
- Promptly raise any and all compliance concerns through one of the channels provided;
- Ask questions and seek assistance when you are not sure what to do;
- Do not retaliate against anyone for raising a compliance concern;
- Cooperate fully and transparently in all compliance investigations; and
- Avoid any practices that may lead to unlawful conduct, an appearance of impropriety, or harm to Celonis’ reputation.

**Q:** I am reviewing the Code for the first time and am concerned I might have made a mistake reporting business expenses. What should I do now?

**A:** If you become aware of a possible violation of this Code, you have a duty to report it, whether it was a mistake or otherwise. Remember: honesty is the best policy. Your prompt report may help avoid more serious problems. When considering disciplinary action, we would consider whether you voluntarily reported your own violation and cooperated with any investigation.

## Every Manager’s Responsibility

If you manage other employees, you have a special and important responsibility to set an example and act in a manner consistent with our Code. As a manager, you can show your commitment to our Code by:

- Acting as a role model and demonstrating ethical behavior in the performance of your duties;
- Making fair and objective business-based decisions;
- Creating an environment where employees are comfortable asking questions and speaking up without fear of retaliation;
- Taking employee concerns seriously and escalating concerns promptly to one of the [Do The Right Thing resources](#) listed above; and
- Recognizing and rewarding ethical behavior.

## Diversity, Equity and Inclusion

Diversity, Equity and Inclusion are essential to Celonis’ success. We celebrate the differences and individuality of all our employees and understand the value of having a variety of experiences, backgrounds, cultures, knowledge bases, and perspectives that are fairly representative of society. To have a diverse workforce, we must attract the largest possible pool of potential employees. We are an equal opportunity employer, giving people the same opportunities for employment, pay, and promotion, without unlawful discrimination against anyone.

We empower each of you to bring your best selves to work by maintaining an inclusive environment that welcomes diverse perspectives and encourages collaboration so we can grow and achieve together. **All employees are expected to exhibit conduct that reflects inclusion.** We are committed to building a company that reflects the diversity of the world in which we live because, well, it’s just the right thing to do.

## No Discrimination or Harassment

We believe that we are successful only when you feel encouraged, safe, and comfortable bringing your authentic self to work.

Accordingly, Celonis prohibits any form of discrimination, harassment, or bullying because of any characteristic protected by law or our policies. This applies whether the action is committed by or against an employee, contractor or other contingent worker, customer, vendor, partner or visitor, whether it occurs on or off premises, at work-related events, or after work.

Everyone is responsible for creating a culture of respect. We expect all of you to uphold a zero-tolerance policy for discriminatory harassment and bullying. If you experience or observe conduct that may be harassment, speak up and report it immediately to a [Do The Right Thing resources](#), such as the Helpline.

### Harassment takes many forms and may be:

- verbal (offensive or unwelcome comments regarding a person’s protected characteristic or of a sexual nature, including jokes, derogatory statements, slurs, propositions, and threats);
- non-verbal (includes distribution, display, or discussion of written or graphic material, such as posters, cartoons, photos, videos or drawings that target a protected class or are sexually suggestive, as well as behaviors like whistling, gestures, and leering); or
- physical (any unwanted physical contact, including patting, tickling, and brushing up against, as well as more aggressive contact, like cornering, pushing or sexual contact).

**Q:** I was on a video call with several co-workers when one of them made a joke that I found offensive. Everyone else laughed, but I still feel uncomfortable about it, and I am dreading my next call with this group. Is there anything I can do?

**A:** If you feel comfortable doing so, you can address the situation directly by talking with the colleague who made the joke. If you are not comfortable addressing the joke on your own, if you need guidance, or if you believe additional steps should be taken, please contact one of our [Do The Right Thing resources](#) as soon as possible.

**Read More:** [Global Anti-Harassment Policy](#)



# Our Business

## Healthy and Safe Workplace

Celonis strives to provide its employees, visitors, and the public with a safe, healthy, and secure environment, whether at a Celonis office or at a remote work location. We create a safe and secure work environment by:

- Treating each other respectfully and resolving problems and disagreements with conversation, not threats;
- Not tolerating threats of violence;
- Carrying out assignments in a way that prevents injury to ourselves and others;
- Complying with applicable health agency regulations;
- Not allowing firearms, other weapons or dangerous devices, and drugs or other illegal substances at work or work events;
- Not coming into work when sick, especially when it could be contagious;
- Performing work activities safely; and
- Never working under the influence of drugs or alcohol.

You are responsible for helping to maintain a safe and healthy workplace by following safety and health rules, being aware of your environment, and reporting all workplace safety and security concerns, including accidents, hazards, injuries, threats of violence, unsafe equipment, practices or conditions and any other situation that could jeopardize safety.

Workplace safety and security concerns should be reported promptly to Infosec <a href="mailto:security-incident@celonis.com">security-incident@celonis.com</a> or Workplace Services <a href="mailto:global-workplace-services-deu-team@celonis.de">global-workplace-services-deu-team@celonis.de</a> .
For life-threatening emergencies, contact your local emergency authority first.
If you suspect that someone has engaged in misconduct, use one of the methods described in the <a href="#">Do The Right Thing</a> section.

## Conducting Business with Integrity

To ensure that Celonis is a trusted and respected customer, supplier and business partner, each of us must conduct business ethically and in compliance with all applicable laws, this Code, and Company policies. We also believe that conducting business in a manner consistent with the highest standards of integrity is essential for building and maintaining successful business relationships, and we seek to do business with companies who share these values.

Striving for excellence and high integrity also means avoiding deceptive, dishonest, or fraudulent activities. Fraudulent actions are not only unethical but may also be a violation of law. You should manage your particular area of business with as much transparency as possible and encourage a work environment that supports the contributions of your fellow employees and is based on our values and ethics.

## Avoiding Conflicts of Interest

We are all trusted to act in the best interest of Celonis at all times while performing our jobs. You must devote your full professional effort to your job and avoid conflicts of interest. A “conflict of interest” arises when your personal activities and relationships interfere with your ability to act in Celonis’ best interest. A conflict of interest, or even just the appearance of a conflict, can harm Celonis’ reputation, damage trust with our customers, suppliers and other business partners, and/or cause serious financial harm to the Company.

Remember: we’re all expected to lawfully advance the Company’s interests. Any activity, investment, situation, or relationship that raises a potential conflict of interest should be avoided. If you become aware of an actual or potential conflict, promptly contact [ethics@celonis.com](mailto:ethics@celonis.com), or another [Do The Right Thing resource](#).

### Selecting Suppliers

Be transparent and act with integrity if you are responsible for selecting or dealing with a supplier on behalf of the Company. Your personal interests and relationships must not interfere, or appear to interfere, with your ability to make decisions in the best interest of the Company. When selecting suppliers, always disclose any personal relationship and follow [Company procurement guidelines](#).

### Outside Activities

Accepting employment, contract work, advisory positions, board seats or other affiliations with Celonis competitors, customers, suppliers, or other business partners could, or could appear to, influence your judgment in a way that could harm the Company.

Notify your manager and seek approval from the Legal, Ethics & Compliance team before:
<ul style="list-style-type: none"><li>• Serving as an officer or board member of a for-profit business. (<i>Approval is <u>not</u> required to serve on the board of a charitable or other non-profit organization</i>)</li><li>• Obtaining a financial interest in any company If you have discretionary authority in dealing with that company as part of your job.</li><li>• Accepting work that could interfere with your work for Celonis, could be competitive with Celonis, or could result in an actual or perceived conflict of interest</li></ul>

You should not start a business that competes with the Company’s current or foreseeable future business, affects your ability to do your job at Celonis, or uses Company confidential or proprietary information or resources. You should also avoid any offer of money from a company in exchange for you providing information about Celonis or our industry as an “expert” or for “research”, because these companies are often trying to secretly buy confidential information. Please notify [ethics@celonis.com](mailto:ethics@celonis.com).

### Business Opportunities Found Through Your Work

Business opportunities discovered through our work with Celonis belong to Celonis; you must inform your management and not engage for personal benefit.

**We cannot list every potential conflict of interest, so when making decisions you should ask yourself: Might it appear to others, inside or outside of Celonis, that my personal interests interfere with Company interests?**



Personal Investments

To fulfill your duty to Celonis and our customers, you must avoid any personal private investments that may appear to interfere or conflict with the activities or business of Celonis or our customers.

**Q:** My wife’s brother is a part owner of a company that is being considered as a supplier for Celonis. He asked me to talk to the team who will be making the decision about which supplier to choose. I really believe in their product. Can I do this?

**A:** No. You must avoid any situations where your personal relationships or interest might influence, or appear to influence, Company business. Further, if you ever are involved with assessing or choosing which supplier to use for a particular need, you must disclose your personal interest in, or relationship with, the potential supplier, and remove yourself from the decision-process.

No business courtesies should ever be offered, given, provided, or accepted by you unless **all** of the following are true:

- It is not cash or a cash equivalent;
- The value does not exceed modest limits or customary business practices, as established locally;
- The courtesy will not be construed as a bribe, payoff, or attempt to influence a purchasing decision;
- The timing is not close to completion of a deal;
- The activity is fully visible to, and permitted by, management of all involved parties;
- The recipient is not a government official;
- Celonis would not be embarrassed if the business courtesy became known to the public; and
- The business courtesy does not violate any applicable laws or regulations.

In addition to putting your relationship with Celonis at risk, the penalties for violating anti-bribery laws can be severe, including significant corporate fines, fines on individuals and even prison time. In addition, corruption, or even the appearance of corruption, destroys business relationships and can erode our stakeholder’s trust in our business.

**Q:** One of our partners told me that paying a reasonable “fee” to a local government official will make future work in the official’s location much easier. Our partner suggested he could pay the “fee” on the Company’s behalf. Can I accept this offer?

**A:** No. We do not allow our partners to engage in acts that we could not engage in ourselves. Even small payments to foreign government officials are illegal under many laws, and making such payments is always against our policies and values.

Read More: [Global Anti-Corruption and Anti-Bribery Policy](#)

Anti-Money Laundering

Celonis will not be a party to any agreement or action which violates the money laundering laws of any country where we, our suppliers, our customers, or other business partners conduct business. Money laundering is the act of concealing or disguising the existence, illegal origins, and/or illegal application of criminally derived income so that such income appears to have legitimate origins or constitute legitimate assets. Our dedication to integrity requires strict compliance with all applicable anti-money laundering laws and regulations.

Be alert for, and promptly report, any unusual or potentially suspicious activity that could involve money laundering, terrorist financing, violations of law or regulation, or any other activity that has no apparent legitimate business purpose or is outside the scope of ordinary business activity.

Watch out for business transactions in which a vendor or other business partner:

- Provides vague or fictitious information;
  - Asks for an unusual transaction that has no business purpose;
  - Gives unusual payment instructions or engages in an odd pattern of transactions or payments;
  - Changes the terms of an agreement or payment at the last minute.

To report suspicious activity, or if you have any questions about whether an activity is suspicious, contact [ethics@celonis.com](#) or another [Do The Right Thing resource](#).



Gifts and Entertainment

Giving or receiving gifts or sharing meals, travel and entertainment (sometimes called “business courtesies”) with our customers, suppliers, or other business partners is one way to strengthen professional relationships and create good will and sound working relationships. However, these exchanges must not be used to gain unfair advantages with customers. Accordingly, no exchanges should be made if they are intended to influence, or appear to influence, a business decision. Similarly, you may not accept business courtesies in connection with an agreement to do anything in return, particularly when involved in selecting suppliers. All gifts, meals, and entertainment that you offer or accept must serve a legitimate business purpose, be reasonable and appropriate in the context of the business occasion, comply with all applicable law and both companies’ policies and never reflect poorly on Celonis’ reputation.

In order to ensure that business courtesies do not influence, or appear to influence, our business decisions or the business decisions of others, you must follow our Global Travel and Expense Policy, as well as other policies that set forth business courtesy restrictions and requirements.

If you are considering extending a business courtesy, or if you have been offered or received a business courtesy that feels inappropriate, please contact your manager, [ethics@celonis.com](#), or another [Do The Right Thing resource](#).

Read More: [Global Travel and Expense Policy](#)

Anti-Bribery and Anti-Corruption

Celonis takes a strong stance against bribery consistent with the anti-bribery and anti-corruption laws around the world. Because we are committed to seeking and retaining business based on merit and the excellence of our performance, we do not tolerate, permit, or engage in bribery, corruption, or unethical practices of any kind. Further, we do not tolerate bribery or corruption by agents, suppliers, customers or other business partners.

It is strictly prohibited to pay, promise, offer, or authorize a payment, directly or indirectly, of money or anything of value to anyone for the purpose of influencing an act or decision, in order to obtain or retain business, or to secure any other improper advantage. This includes: public officials, candidates for office, employees or officers of state-owned enterprises, customers, suppliers, or any other person with whom we currently do business or anticipate doing business in the future. “Anything of value” includes not only cash bribes or kickbacks but may also include other direct or indirect benefits and advantages, such as gifts, meals, travel, entertainment, charitable and political contributions, and offers of employment or internships.

## Fair Competition

Celonis believes that everyone benefits from a competitive marketplace. Accordingly, we follow all laws that promote competition in the locations where we operate and take care to avoid even the appearance of unfairly restricting another company's ability to compete. We also do not speak dishonestly about our competitors, and we don't seek competitive information using unethical or illegal means.

When dealing with our competitors, suppliers, or other business partners, you must never enter into an agreement – not even informal or verbal understandings – that is intended to, or appears to be intended to:

- Fix or set prices
- Divide or allocate markets, customers, or territories
- Improperly tie or bundle services by conditioning the purchase of one product or service on the purchase of another
- Boycott another company

If any of the above situations arise during your interactions with a competitor, supplier, or other business partner during an informal conversation, meeting, trade show, or in any other setting, immediately stop the conversation and make clear that you cannot participate in such discussions or arrangements. Then, immediately report the incident to your manager and Legal, Ethics & Compliance.

Antitrust and fair competition issues are complex, so please seek help from [ethics@celonis.com](mailto:ethics@celonis.com) or another [Do The Right Thing](#) resource.

## Complying with Global Trade Laws

As a global company, we must comply with applicable international trade laws and regulations that restrict where we may send or receive products and services and to whom we may sell our products and services. Further, Celonis is committed to adhering to all applicable government economic and trade sanctions, including but not limited to the US, UK, and EU sanctions regimes.

For example, we must not:

- Procure goods or services from, or sell goods or services to, entities and individuals subject to comprehensive embargoes such as Cuba, Iran, Syria, and North Korea (this list may change from time to time)
- Engage in unauthorized transactions with sanctioned parties or targeted types of exports to countries subject to trade embargoes such as Russia (this list may change from time to time)
- Participate in any international boycott not sanctioned by the U.S. government

Violating global trade laws is a serious matter and may result in the loss of export privileges, as well as civil and criminal penalties. The laws and rules are complex, so for any questions, please contact the Legal, Ethics & Compliance team or [Do The Right Thing Ethics Helpline](#).

## Safeguarding our Information and Innovation

Confidential and proprietary information (“confidential information”) about our people, operations, activities, and business affairs, and those of our business partners, must be protected. Confidential Information is any non-public information you may be exposed to as part of your job, whether or not it is marked as “confidential” and can relate to strategic business or marketing plans, operating results, trade secrets, product development plans, source code, vendor lists, personnel data including employee compensation, costs, pricing or service strategies, non-public sales, earnings, or other financial information, and information related to investments, mergers, and acquisitions. Only store and save confidential information in Celonis approved tools (including SaaS) and devices.

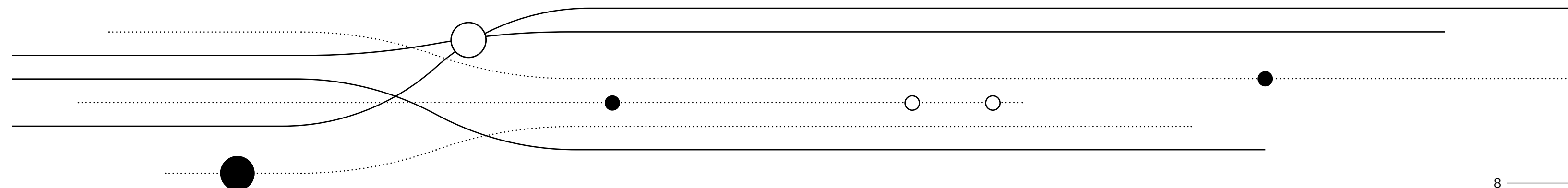
## Sharing Information Outside of Celonis

You must not discuss confidential company information with outsiders or with anyone else who does not have a legitimate need to know the information, even your close family and friends. This duty continues even if you leave Celonis. The agreements you signed when you joined Celonis regarding nondisclosure of proprietary and/or confidential information contain additional details on these obligations.

Sometimes, you may need to share confidential information outside of Celonis for a deal or project. Before doing so, make sure that the information is appropriate to share, that you are not sharing more than is necessary, and that you have put safeguards in place to protect it (such as a non-disclosure agreement). If you have questions about what and how you can share confidential information, contact the Legal, Ethics & Compliance team [legal@celonis.com](mailto:legal@celonis.com).

## Sharing Information Inside Celonis

Only share confidential information inside of Celonis with people who need it to do their jobs. Only access or use our confidential information for Celonis' benefit. Protect it and be careful not to reveal confidential information on the internet, including through social media.



**Q:** The Celonis office where I work has an open floorplan. Everyone on my floor is a Celonis employee, and we do not get visitors very often. Does this mean it is OK for me to have conversations about confidential information or topics, in the main open area and leave my computer/monitor open when I walk around?

**A:** No. To make sure we safeguard all confidential information and share it only with those who need to know, we must not have sensitive conversations in unsecured areas. Instead, take the conversation to a private location. Similarly, do not leave sensitive documents or files unattended on your desk or screen, even if you will only be away for a moment. Lock your screen and take other necessary steps to secure your files, laptops, cell phones, and any other important equipment or documents when you step away from your work station.

### Handling Third-Party Information

In the course of your work, you may learn confidential information that belongs to, or concerns, other parties, such as customers, prospects, job applicants, or other business partners. When you have permission to use someone else's confidential information, handle it responsibly and follow any agreements we have with them.

Remember:

- We do not use copyrighted materials – including graphics, videos, and music – without a license.
- We expect you to follow any confidentiality, non-disclosure, or similar agreements between you and any companies you've worked with in the past.
- If you have or receive confidential information that should not be in your possession, do not use it, access it, or delete it, and consult with the Legal Department immediately.

If you are unsure whether information is confidential or how information should be treated, contact your management or the Legal, Ethics & Compliance team [legal@celonis.com](mailto:legal@celonis.com).

**Read More:** [Information Classification](#) and [Acceptable Use Policy](#)



Data Privacy

Celonis is subject to various data protection and privacy laws in the jurisdictions in which we operate. These data protection and privacy laws generally require us to be transparent about how we collect, use, and disclose personal data of our employees, job applicants, vendors, customers, other business partners, and any individuals whose personal data we process. We are also obliged to implement technical and organizational measures to protect personal data as well as to take certain steps when personal data may have been compromised. Several laws also grant individuals specific rights over how Celonis uses their data.

**The definition of “personal data” can vary but generally includes information that can be used to identify an individual, such as name with email address, physical address, photographs, or an identification number.**

When handling/processing personal data keep the following principles in mind:

- Keep it secure and treat it as confidential information;
- Restrict access to personal data on a need-to-know basis;
- Promptly report incidents involving the potential misuse of personal data to [security-incident@celonis.com](mailto:security-incident@celonis.com) and, if you have concerns, to one of the [Do The Right Thing resources](#);
- Only process/share personal data that is necessary to fulfill the business purpose and ensure that it is deleted after the purpose is fulfilled;
- Take special care to protect sensitive personal data with additional safeguards;
- Ensure that appropriate data protection terms are in place with any third-party before disclosing or receiving personal data.

We all must comply with applicable data protection and privacy laws as well as Celonis’ policies when processing personal data. If you have any questions or concerns about privacy at Celonis, please contact the Legal Data Privacy Team [privacy@celonis.com](mailto:privacy@celonis.com) or any other [Do The Right Thing resource](#).

**Read More:** [Global Privacy Policy](#)

**Q:** I am working on a presentation for a meeting that contains confidential financial information. I’m traveling to the meeting, but I’m not done with the presentation. Can I send it to my personal email so that it’s easier for me to work on it while I’m traveling?

**A:** No, never send work emails and documents – especially those containing confidential and/or sensitive information – to personal email accounts. This creates cybersecurity and data privacy issues. Company documents must remain in our business systems.

Information Security

Information security is core to our business. All of us must do our best to protect and maintain our data, and any third-party data we have, every day. To protect our data, you must:

- Follow our IT and Security-related policies when leveraging the Company’s Communications Network, whether you do so over your Celonis-issued laptop, mobile device or personal communications equipment.
- Always secure your laptop, important equipment, files and personal belongings, whether you are working from home, at a Celonis office or another location.
- Always apply good security practices when selecting and using service or user account passwords and device access PINs.
- You may use Celonis’ information systems only for purposes for which you have been authorized.
- Report any suspicious communications and activity to [phishing@celonis.com](mailto:phishing@celonis.com)
- You must not, directly or indirectly, allow another person to use your access rights,such as username or password, and you must not use another person’s username and/or password.
- Immediately report any security incidents to Celonis Information Security [security-incident@celonis.com](mailto:security-incident@celonis.com), including reporting a lost or stolen laptop or mobile device as well as compromised passwords or credentials.
- Report suspicious activity in person to building personnel or suspicious activity on Celonis systems to Information Security [security-incident@celonis.com](mailto:security-incident@celonis.com).

**Read More:** [Acceptable Use Policy](#)

Company Assets and Intellectual Property

Our assets – including information, physical assets, financial data, or intellectual property – are essential to operating our company successfully. We all have a responsibility to use company property and assets for company business and not allow them to be used for any type of personal gain. You are responsible for maintaining company property under your control and must take reasonable steps to protect it from theft, misuse, damage, or sabotage.

Intellectual property includes patents, copyrights, trademarks, and trade secrets. The presentation, use, and protection of our trademark and trade name are extremely important to our company. Respect the laws regarding copyrights, trademarks, rights of publicity, and third-party rights. Do not infringe on Celonis’ logos, brand names, taglines, slogans, or other trademarks.

Company assets also include the equipment and supplies you use and the computer resources you access, including but not limited to hardware, software, e-mail, applications, websites, voicemail, messaging tools, intranet and internet access, computer files, and programs (including any data which is created, stored, sent or received through Celonis’ information systems, are Company property.

You must return all company assets before or on your last day worked.

You must promptly report theft, attempted theft, property damage, or any other inappropriate use of Company assets to a [Do The Right Thing resource](#).

Finance and Accounting Practices

Celonis engages in finance and accounting-related practices consistent with generally accepted accounting principles and relevant obligations for our Company. You must support these practices and never seek to subvert or evade them, or to mislead or provide inaccurate information to any of our finance or accounting resources in the course of our accounting and review procedures.

Financial Integrity and Accurate Records

Celonis’ financial records must be accurate and complete. The records you create, such as accounting records, time cards, expense reports, invoices, payroll records, and sales data, have an impact on the financial information that the Company discloses and relies on to make business decisions. No company documents or records may be falsified for any reason, and no undisclosed or unrecorded accounts of company funds or assets may be established for any purpose. You must:

- Create business and financial records that are accurate, complete, objective, relevant, timely, and understandable.
- Communicate honestly in connection with every proposal, bid, and contract negotiation with third parties.
- Only enter into agreements or commitments on behalf of Celonis when you have the required authority, and only enter into agreements that contain terms to which Celonis can adhere.
- Create records that accurately reflect all the terms of the agreement. There cannot be any “side letters”.

# Our Communities

It is for everyone at Celonis to make responsible decisions about how you spend Celonis' money. You must act only within your approved authority when negotiating binding agreements, signing any documents, or otherwise acting on Celonis' behalf. If you are unsure of your authority limit, discuss it with your manager.

If you see or suspect inaccurate recordkeeping and/or financial misconduct, or if you have questions or concerns about the company's accounting, auditing, financial reporting, or internal controls, you must notify [CLO@celonis.com](mailto:CLO@celonis.com) or another [Do The Right Thing resource](#) promptly.

## Business Expenses

Any business expenses must be authorized, accurately documented, and timely submitted in accordance with the Company's Global Travel and Expense Policy. You should consult your manager or Finance in advance if you are not sure whether a certain expense is legitimate.

**Read More:** [Global Travel and Expense Policy](#)

## Record Retention

Business records are company assets. We must maintain the records we need to meet our legal, tax, and regulatory requirements and securely dispose of records that are no longer needed, especially when they include personal data. However, you should never delete or destroy information that may be relevant to current or threatened litigation, a government investigation or audit, or otherwise is subject to a Legal Hold unless and until you are authorized in writing to do so by the Legal, Ethics & Compliance Team.

## Respecting Human Rights

Celonis respects and protects human rights wherever we do business. We follow all applicable labor and employment laws and fair employment practices. We respect fundamental human rights and do not support any form of human trafficking, child labor, slavery, indentured labor, or forced labor. We expect our business partners, including suppliers, to be committed to these principles.

**Read More:** [Global Human Rights Policy](#)

## Responsible Supply Chain

Celonis is dedicated to maintaining a responsible supply chain. As part of this commitment, we seek business partners who share our commitment to ethical business practices. We also maintain a Supplier Code of Ethics that sets forth specific requirements for our suppliers, including requirements regarding human rights, labor standards, business ethics, environmental sustainability, diversity, equity, and inclusion, safety, and compliance with applicable laws.

## Sustainable Growth & Environmental Compliance

Celonis is committed to protecting and preserving our environment and natural resources and ensuring that any impact we make in our communities is a positive one. We conduct business in a socially responsible and ethical manner that protects the environment in which our employees, customers, suppliers and other business partners are located, and we are committed to leveraging our Execution Management System and services to help our customers transition to a low-carbon economy. You can do your part by complying with applicable environmental regulations, including but not limited to laws relating to waste disposal and hazardous materials.

## Working with Governments

Special rules apply to dealings with governments of any kind. When we sell to, or do business with governments, it is critical to accurately represent what products or services are covered by government contracts and avoid improperly soliciting or obtaining confidential information, such as sealed competitors' bids or non-disclosed information about a project, from government officials prior to the award of a contract.

When doing business with government officials, work with the Legal, Ethics & Compliance team. The Legal, Ethics & Compliance team must approve all bids submitted to governmental agencies and all agreements with governmental entities.

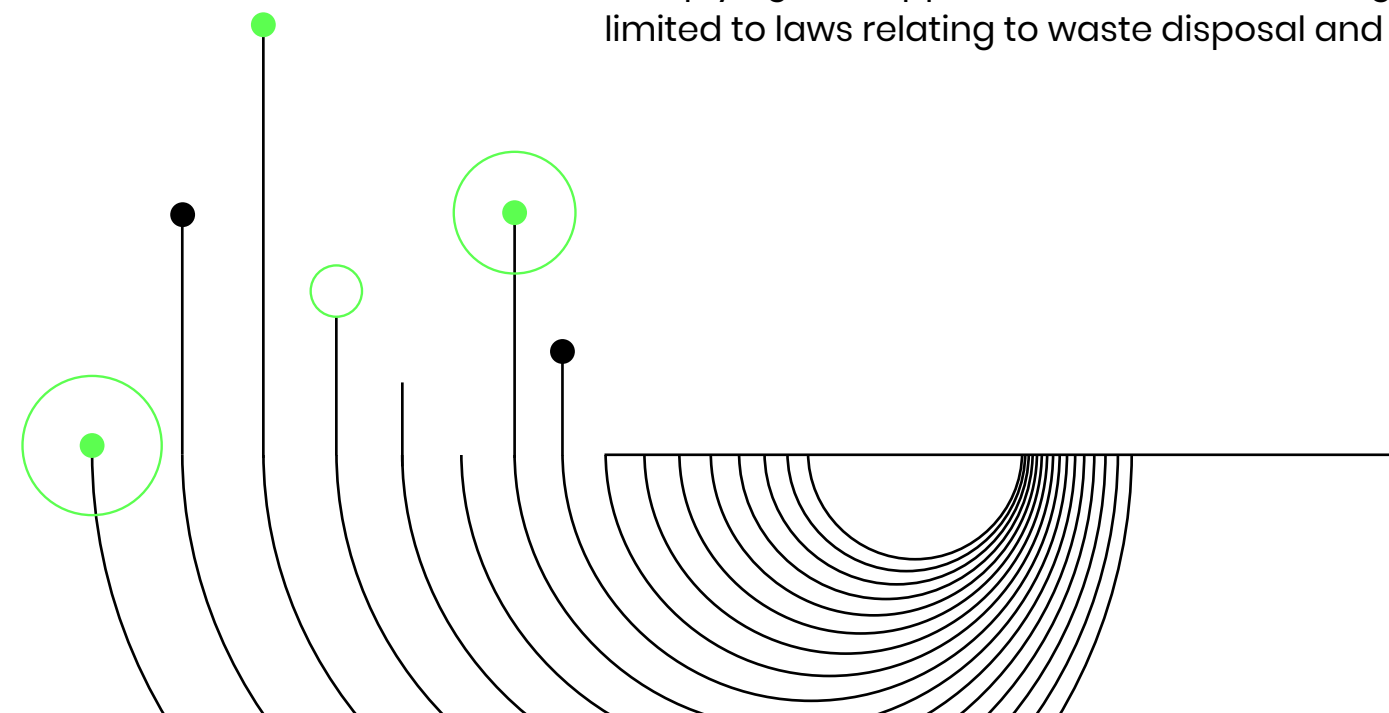
## Political Involvement

If you participate in political activities as a private citizen, you must make clear that the opinions you express are personal and not presented on Celonis' behalf. You must never suggest that Celonis endorses any political cause or candidate without prior approval from the Legal, Ethics & Compliance Team. Further, and to the extent permitted by applicable law:

- Any political activities you undertake as a private citizen must not take place on work time, and you must not pressure co-workers, customers, suppliers or other business partners to support a particular political issue or candidate.
- Company property, assets, email, and other materials with Celonis' logo or branding must not be used for any political purpose.
- No contributions, gifts, or payment may be made for any political purpose, including to any lobbying organization, without prior approval from the Legal, Ethics & Compliance team.

## Communicating Responsibly

Regardless of the language, medium, or mode, our communications should be clear, concise, accurate, and professional. At best, poor communication causes confusion. At worst, it could expose you and the Company to legal and reputational risk.





*Internal Communications*

Business communications must only be conducted through Company-approved communications systems. Employees are not authorized to use personal email or other applications not expressly approved by the Company for business communications.

*External Communications*

Our external communications reflect on our brand and reputation, so we must ensure that communications about Celonis are correct, consistent, and delivered only by those authorized to speak on behalf of the Company.

*Media & Analyst Inquiries*

Celonis has designated individuals to speak on behalf of our Company to ensure that all information disclosed is accurate, consistent, and complete. Unless you are explicitly authorized to do so, you should not make any public statements on Celonis’ behalf and should refer all Celonis business-related communications from any media outlet or analyst to the Communications ([press@celonis.com](mailto:press@celonis.com)) or Legal ([legal@celonis.com](mailto:legal@celonis.com)) teams.

*Government Inquiries*

Celonis cooperates with government authorities and regulators in connection with requests for information. If a government authority contacts you with a request for business information, you must immediately notify the Legal Department at [legal@celonis.com](mailto:legal@celonis.com).

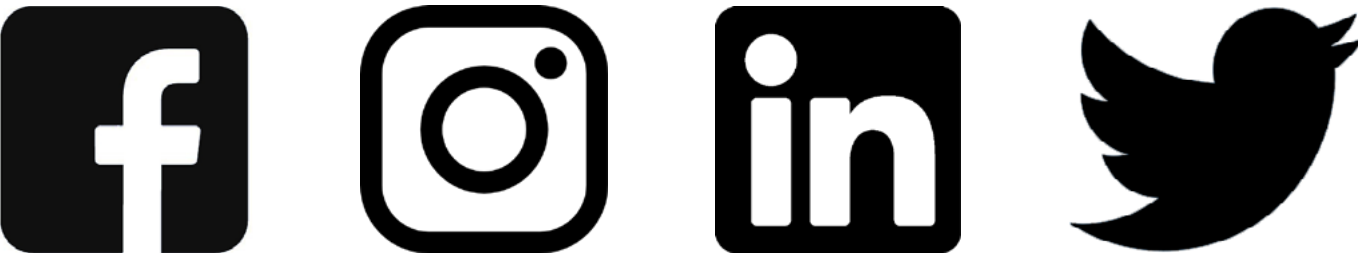
*Use Social Media Wisely*

When engaged in online activities, use social media responsibly and exercise good judgment. The messages you post whether directly related to work or not can impact your reputation as well as the reputation of Celonis. Our Code and policies apply to all forms of communication, so conduct such as revealing confidential information or engaging in harassing behavior toward co-workers or customers is as unacceptable online as it is offline.

**Wise Social Media Use**

- Share your enthusiasm about Celonis, but do not speak on the Company’s behalf unless you have been authorized to do so.
- Do not disclose sensitive or proprietary business information about our company, customers, suppliers, or other business partners.
- Avoid slurs, insults, obscenities, or other language that might constitute a threat, intimidation, or bullying.
- Make clear on your personal social media accounts that the views you express are your own.

**Read More:** [Social Media Policy](#), [Global Anti-Harassment Policy](#)



# Code Administration

Each part of this Code applies to the fullest extent that it is compatible with applicable law. This Code does not alter the terms and conditions of your employment. Rather, it helps each of us to know what is expected of us to make sure we always act ethically.

**Revisions and Modifications**

This Celonis Code of Conduct and Ethics is subject to modification from time to time by Celonis executive leadership. We are committed to reviewing, and updating as appropriate, this Code at least every two years.

**Waivers**

Only in extremely limited circumstances, may Celonis find it appropriate to waive a provision of our Code. All waivers require the pre-approval of one of the Co-CEOs and the Chief Legal Officer.

**Q:** I am not generally responsible for communicating on behalf of the Company, but today, a journalist emailed me and asked to interview me for an upcoming story on our industry. What should I do?

**A:** If a member of the press contacts you directly, be courteous and cooperative but do not answer any questions without permission. Promptly forward the inquiry to the right leaders in the Marketing Department for guidance. If you do receive authorization to speak to the media, assume that anything you say is “on the record,” and do not disclose any confidential, proprietary, or other sensitive information.



# Thank You.

Thank you for taking the time to review the Code. You are on the front lines of protecting and safeguarding our reputation and upholding our high standards of ethics and integrity. If you have any comments or questions about this Code or would like additional information, please contact Legal, Ethics & Compliance, or another Do The Right Thing resource.

Remember, you always have these Do The Right Thing resources available to you if you have a question or want to report a concern:

- Ethics & Compliance - [Ethics@celonis.com](mailto:Ethics@celonis.com)
- Chief Legal Officer - [CLO@celonis.com](mailto:CLO@celonis.com)
- Celonis' [Do The Right Thing Ethics Helpline](#)
- Chief People and Culture Officer - [CPCO@celonis.com](mailto:CPCO@celonis.com)
- Your local Human Resources Business Partner (HRBP) or one of the VPs of People - Americas or EMEA - [HR Management](#)

