



Celonis **Code of Conduct & Ethics**

May 31, 2024

Message from the Co-CEOs

At Celonis, fair and ethical behavior is intrinsic to our values as a company. We always want to **do the right thing**, by maintaining integrity and trust at the forefront of what we do every day, putting our customers, partners, and employees 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 & 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 can 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.



Bastian Nominacher
Co-Founder and Co-CEO



Alexander Rinke
Co-Founder and Co-CEO

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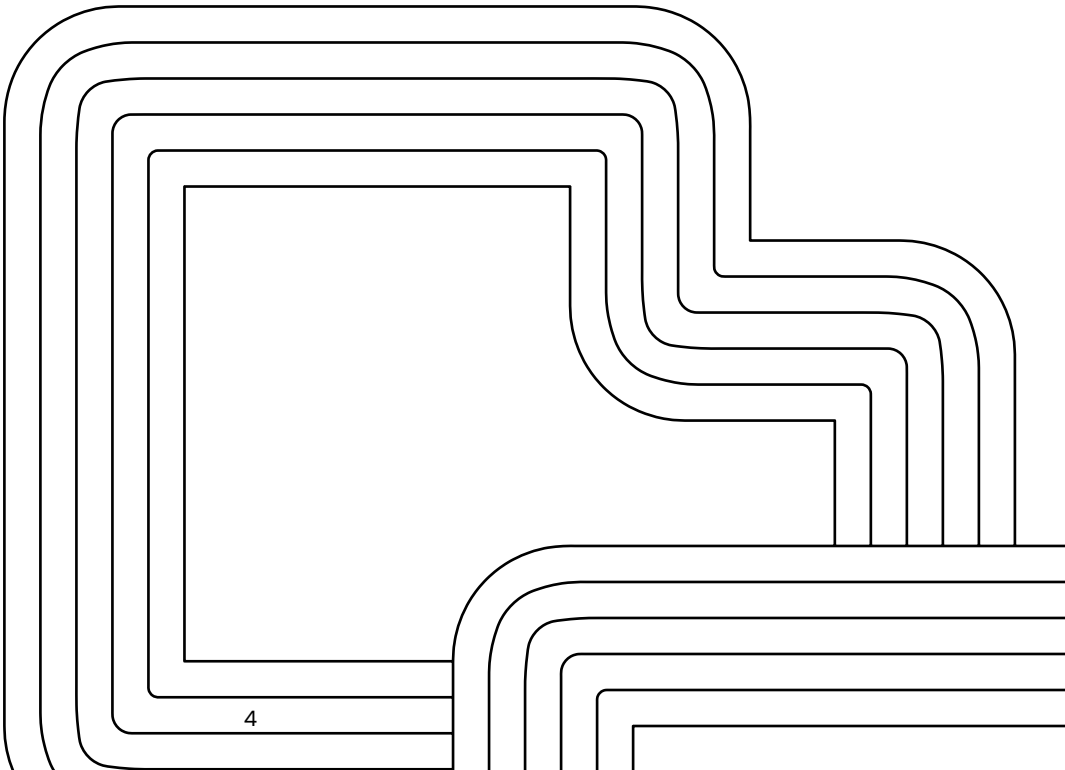
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Celonis' reputation and success depend on us making choices that reflect our values, our policies, and the law. The Celonis Code of Conduct & Ethics ("Code") was created to help you make choices consistent with our high business standards. When you 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. Please note that there is a dedicated [Supplier Code of Conduct](#).

While our Code addresses a wide range of business practices, 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; please contact the resources listed in the "[Do The Right Thing](#)" chapter to help you.

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 Culture

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.

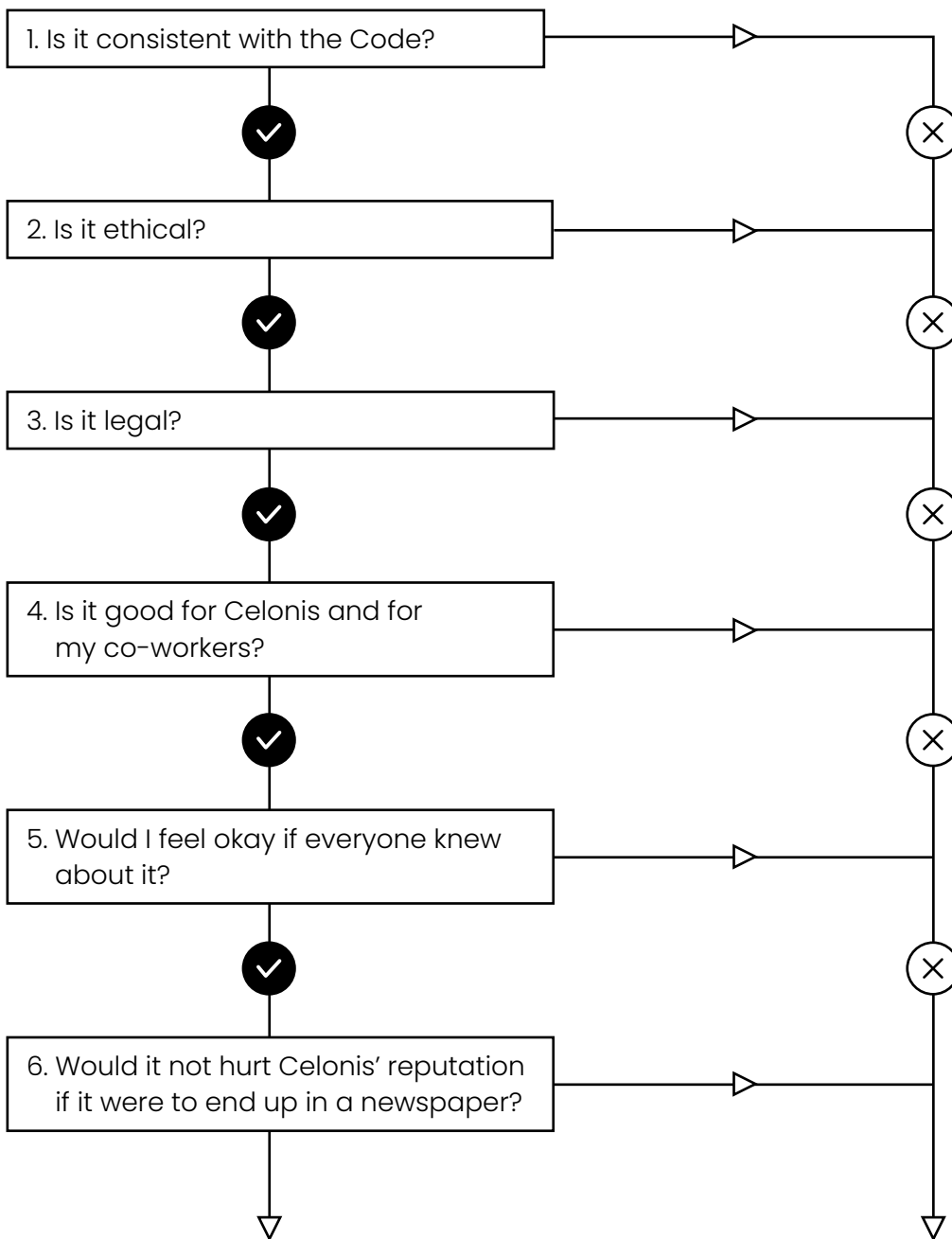
We believe in doing business that is good for people and the planet. With our product, we have the unique opportunity and responsibility to help the world's businesses run more efficiently and sustainably. Together, we tackle the biggest challenge of our generation – acting today for a more sustainable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

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

These are our operating principles (aka "FISA") that apply to all our values, allowing us to understand and execute them.

Making Ethical Decisions

When making a decision, ask yourself the following:



It is always appropriate – in any situation and under any circumstances – to ask for guidance.

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.

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.

There are several options for communicating, including our [Do The Right Thing Ethics Helpline](#). Through the Helpline you can choose to provide your information with your name 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
- **Chief Legal & Trust Officer** CLO@celonis.com
- **Celonis Ethics Helpline** [Do The Right Thing Helpline](#)
- **Chief People and Culture Officer** CPCO@celonis.com
- **Your local People Business Partner or one of the VPs of People - Americas or EMEA** [HR Management](#)

Handling Complaints and Investigations

All questions, concerns, and reports of possible misconduct are taken seriously. Investigations will be overseen by Ethics & Compliance. 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.

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.

At Celonis 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 resources](#) 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.

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.

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, supplier, 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 resource](#).

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).

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

Q I was on a video call with several coworkers 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 resource](#), such as your People Business Partner, as soon as possible.

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, a remote work location, or a work-related event.

Everyone is expected to:

- Carry out assignments in a way that prevents injury to ourselves and others;
- Follow safety and health rules and comply with applicable health agency regulations;
- Stay out of the office when suffering from a contagious illness.

Celonis prohibits threats of violence, weapons or other dangerous devices, as well as the use of illegal drugs or other illegal substances, the unlawful use of prescription drugs, and working under the influence of any drug or alcohol that impairs your ability to perform work.

Promptly report workplace safety concerns, including accidents, hazards, injuries, threats of violence, as well as any unsafe equipment, practices or conditions in accordance with the Global Health and Safety Policy and Violence-Free Workplace Policy.

For life-threatening emergencies, contact your local emergency authority first.

Read More:

[Global Health and Safety Policy and Violence-Free Workplace Policy](#)

Our Business

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 our 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, or even just the appearance of conflict, can harm Celonis' reputation, damage trust with our customers, suppliers and other business partners, and cause serious financial harm to the Company. A "conflict of interest" can arise when your personal activities and relationships interfere with your ability to act in Celonis' best interest. For example:

Personal relationships and interests

Always disclose in advance, to everyone who is involved in the selection process, any personal relationship with, or personal interest in, a job candidate or supplier.

Outside Activities

Do not accept side employment, contract work, advisory positions, board seats or other affiliations with Celonis competitors, customers, suppliers, or other business partners that could, or could appear to, influence your judgment in a way that could harm the Company. Furthermore, do 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.

Personal Investments

Avoid any personal private investments that may appear to interfere or conflict with the activities or business of Celonis or our customers.

Business Opportunities Found Through Your Work

Business opportunities discovered through your 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?

Remember

We are all expected to lawfully advance the Company's interests. If any activity, investment, situation, and or relationship raises a potential conflict of interest, promptly contact ethics@celonis.com or another [Do The Right Thing](#) resource.

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.

Gifts and Entertainment

Giving or receiving gifts or sharing meals, travel and entertainment (also 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 courtesies must not be used to gain unfair advantages with customers. Accordingly, no courtesies 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.

Business courtesies should not 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, Celonis management;
- 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 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 and guidelines regarding business courtesies.

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.

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](#)

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 supplier 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](#)

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 or another [Do The Right Thing resource](#).

Global Trade Laws & Sanctions

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 that is not authorized by the U.S. and EU governments

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 ethics@celonis.com.

Safeguarding Information

Confidential and proprietary information (“confidential information”) about our people, operations, activities, and business affairs, as well as confidential data that belongs to other parties, such as customers and 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, supplier lists, customer information, personnel data including employee compensation and performance information, costs, pricing or service strategies, non-public sales, earnings, or other financial information, and information related to investments, mergers, and acquisitions.

Always keep the following in mind:

- Only store and save confidential information in Celonis approved tools (including SaaS) and devices.
- Only access or use our confidential information for Celonis’ benefit.
- You must not discuss or disclose confidential company information with anyone outside of Celonis unless
 - you are authorized to share such information,
 - the recipient has a legitimate business need on behalf of Celonis to know the information,
 - you are not sharing more than is necessary, and
 - you have put safeguards in place to protect it (such as a non disclosure agreement).
- Do not reveal confidential information on the internet, including through social media.
- Even within Celonis, only share confidential information with people who are authorized to access it and need it to do their jobs. Please note that your non-disclosure obligations continue even after your employment with Celonis ends.
- 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 questions about what and how you can share confidential information, contact legal@celonis.com. If you have or receive confidential information that should not be in your possession, do not use it, access it, or delete it, but contact the Legal, Ethics & Compliance Department immediately.

Read More:

[Global Information Classification Policy](#)

Q The Celonis office where I work has an open floor plan. 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 workstation.

Celonis is subject to various data protection and privacy laws in the jurisdictions in which we operate. These laws generally require us to be transparent about how we collect, use, and disclose personal data of employees, job applicants, suppliers, customers, other business partners, and any other individuals whose personal data we process, and to have an appropriate legal basis to do so. 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 regarding how Celonis uses their data.

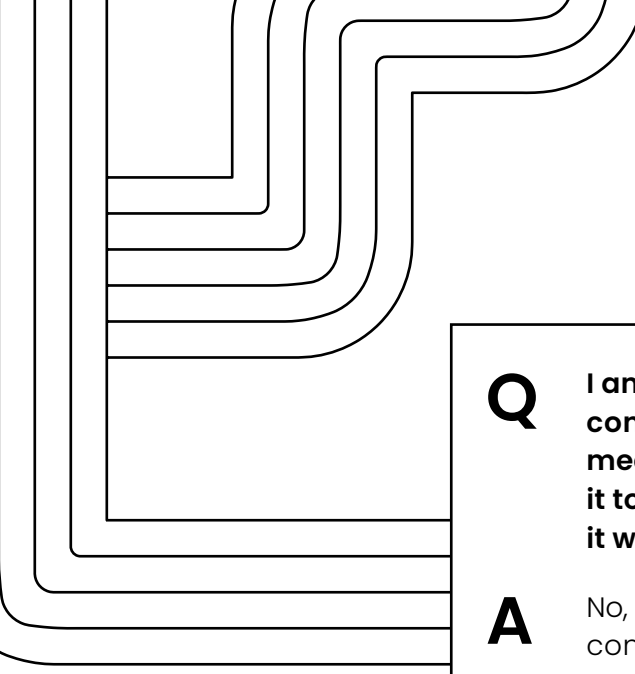
The definition of “personal data” can vary but generally includes information that can be used to identify an individual, such as name, email address, physical address, photographs, or identification numbers.

When processing personal data keep the following principles in mind:

- Keep personal data 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;
- Only process/share personal data that is necessary to fulfill a particular purpose and ensure that the data 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 privacy@celonis.com.

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. Company documents must remain in our business systems.

Artificial Intelligence

Artificial Intelligence (AI) has the potential to bring great opportunities to businesses and our society, including enhanced internal collaboration, increased productivity and state of the art innovation.

To enable the use of AI at Celonis, an advanced governance framework supports our AI initiatives for both internal and customer/product related use and allows us to advance our use of Responsible AI in a way that maintains trust with our customers and business partners. This framework is based on industry-recognized Responsible AI principles and is designed to enhance fairness, transparency, security and reliability, data privacy, and accountability.

Read More:
[Global AI Policy](#)

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 systems and data, you must:

- Follow our IT and Security-related policies when leveraging the Company's network or systems, whether you do so with Celonis-issued, or permitted personal 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
- 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, including reporting a lost or stolen laptop or mobile device, suspicious system activity, as well as compromised passwords or credentials.
- Never use personally owned devices when accessing customer data.

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

Company Assets and Intellectual Property

Our assets – including information, physical assets, financial data, and intellectual property – are essential to operating our company successfully. We all have a responsibility to use company assets appropriately for company business and not allow them to be used for any type of personal gain. You are responsible for safeguarding company assets 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.

You must also be careful not to misappropriate original materials from other sources as your own, or on behalf of Celonis. Do not use copyrighted materials – including graphics, videos, and music – without a license. This includes your use of AI. Users could be held personally liable for consequences that could arise under applicable intellectual property law.

Company assets also include the equipment and supplies you use and the computer resources you access, including but not limited to hardware, software, email, 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).

You must not download, use or copy software without a license appropriate for use. You must return all company assets before or on your last day worked.

Financial Integrity and Accurate Records

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. You must never mislead, or provide inaccurate information to any of our finance or accounting resources.

Celonis' financial records must be materially accurate and complete. The records you create, such as accounting records, time and billing reports, expense reports, invoices, purchase orders, 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, 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 materially 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, in writing, that contain terms to which Celonis can adhere.
- Create records that accurately reflect all the terms of the agreement. **There must not be any "side letters" or verbal agreements.**

Everyone at Celonis is expected to make responsible decisions about how you spend Celonis' money. You must act only within your approved authority when negotiating 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 or another [Do The Right Thing](#) resource promptly.

Business & Travel Expenses

Any business and travel expenses must be authorized, accurately documented, and timely submitted in accordance with internal policies. You should consult your manager or Finance in advance if you are not sure whether a certain expense is eligible.

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 delete 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 Legal, Ethics & Compliance.

Read More:

[Global Legal Hold Policy](#)

Our Communities

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 are against any form of human trafficking, child labor, slavery, indentured labor, unequal pay for equal work and expertise, or forced labor. We allow “Freedom of Association”, as well other worker rights required by law.

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 set forth specific requirements for our suppliers, including requirements regarding human rights, labor standards, business ethics, environmental sustainability, diversity, equity, and inclusion, safety, and general compliance with applicable laws.

Read More:
[Celonis Supplier Code of Conduct](#)

Sustainable Growth & Environmental Compliance

Celonis is committed to protecting and preserving our environment and natural resources and ensuring that the impact we have 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 products and services, including Process Intelligence, 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 carbon emission reduction, waste disposal, and hazardous materials.

Working with Governments

Special laws, regulations and rules regarding ethics and compliance apply to selling to and doing business with government entities. For example, the U.S. False Claims Act imposes liability on any person who submits a claim to the federal government that he or she knows (or should know) is false. This can include misrepresenting compliance with certain requirements in a contract, so the Commercial Legal Team must approve all bids submitted to, and all agreements with, government entities, even if they are through a third party. In addition, you must not seek or use 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 you sell to, or do business with governments, it is critical that you understand and comply with these, as well as related Celonis policies.

If you have any questions about how to appropriately conduct business with a particular government entity, contact legal@celonis.com.

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 representative of Celonis. You must never suggest that Celonis endorses any political cause or candidate without prior approval from the Chief Legal & Trust Officer. Further, unless explicitly allowed by local law:

- You must not engage in any political activities 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 Celonis-related contributions, gifts, or payment may be made for any political purpose, including to any lobbying organization, without prior approval from Legal, Ethics & Compliance.

Internal and External Communication

Ensure your communication is clear, concise, accurate and professional. Avoid communication that is misleading, offensive, disparaging, or otherwise inappropriate, whether it be via email, meetings, social media platforms, or any other form of communication. At best, poor communication causes confusion. At worst, it has the potential to alienate stakeholders, damage our reputation, and can result in legal consequences.

Communications related to work must only be conducted through Company approved communications systems and channels. Revealing confidential information or engaging in harassing behavior toward co-workers or customers is as unacceptable online as it is in person.

External communications in particular reflect on our brand and reputation. We must ensure that communications about Celonis are correct, consistent, and delivered only by those authorized to speak on behalf of the Company. Unless you are explicitly authorized to do so, you should not make any public statements on Celonis' behalf. Always refer inquiries from any media outlet or analyst to press@celonis.com.

Celonis cooperates with government authorities and regulators in connection with requests for information, audits, or investigations. If you receive any form of request from a government authority, you must immediately notify legal@celonis.com.

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 press@celonis.com 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.

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.

Read More:
[Global Social Media Policy](#)

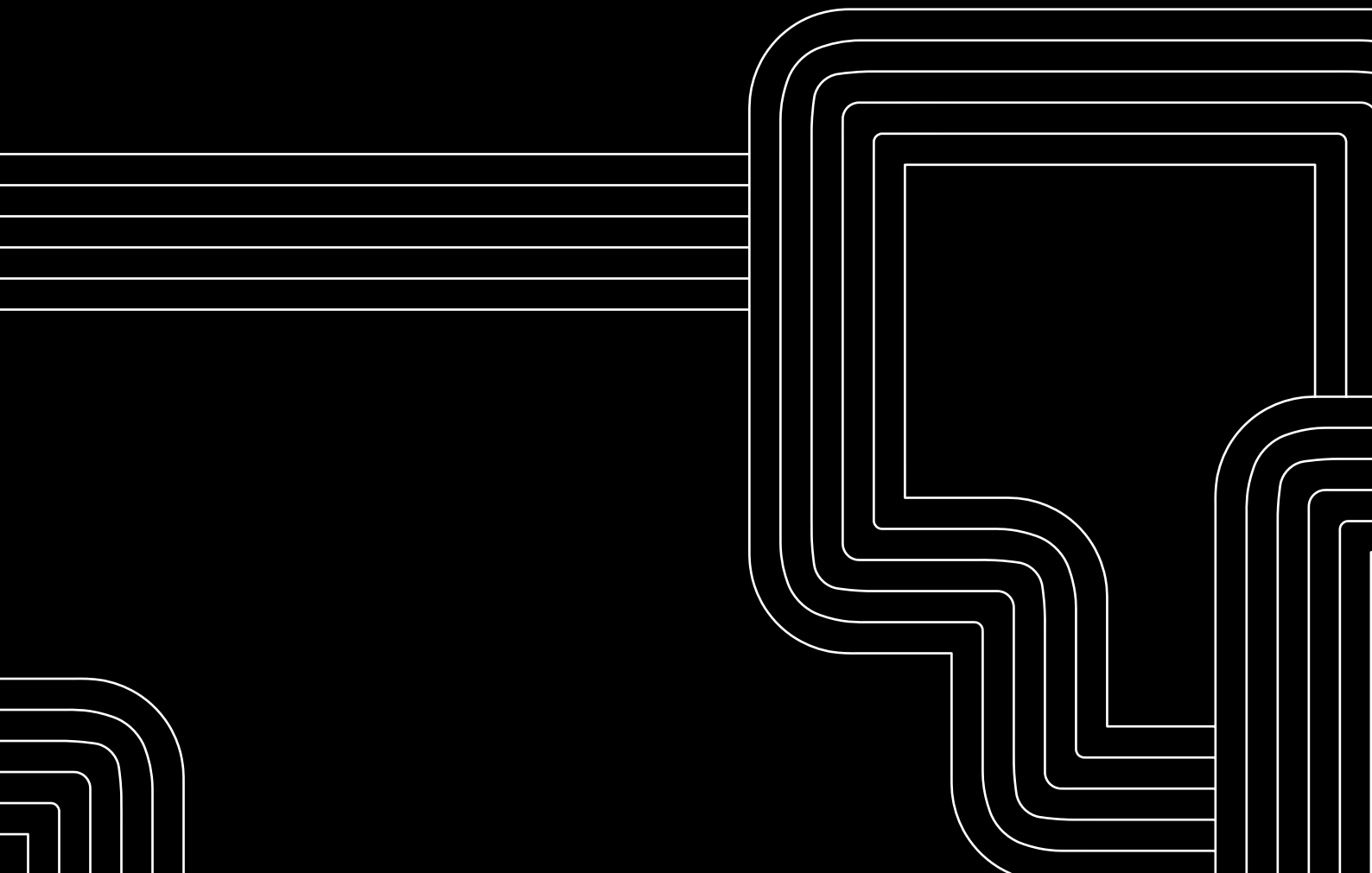
Code Administration

Each part of this Code applies to the fullest extent that it is compatible with applicable law. If at any point, an applicable law or regulation requires stricter requirements than this Code provides, the applicable law or regulation shall supersede the Code. 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.

This Code was issued by Celonis, SE and adopted by all subsidiaries.

This Celonis Code of Conduct & 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.

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 & Trust Officer.



Thank you for taking the time to read 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 Ethics & Compliance, or another [Do The Right Thing](#) resource.

Thank You.

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

Chief Legal Officer CLO@celonis.com

Celonis Ethics Helpline [Do The Right Thing Helpline](#)

Chief People and Culture Officer CPCO@celonis.com

Your local People Business Partner or one of the VPs of People - Americas or EMEA [HR Management](#)

