

C3.AI, INC.

CODE OF BUSINESS CONDUCT AND ETHICS

**APPROVED BY THE BOARD OF DIRECTORS
NOVEMBER 12, 2020**

C3.ai, Inc. (“**C3 AI**”) is committed to conducting its affairs honestly and ethically. We expect every employee, officer and director to act with integrity, apply good judgment and observe the highest personal ethical standards in making business decisions.

Do not hesitate to ask questions about certain conduct, to voice concerns or to clarify gray areas. You should also be alert to possible violations and report them without fear of retaliation. See Section 15 below for instructions on how to ask questions or report violations.

Conduct that is dishonest, unethical, illegal or unsafe is not tolerated at C3 AI. Any employee who violates the standards in this Code of Business Conduct and Ethics (this “**Code**”) may be subject to disciplinary action, that, depending on the nature of the violation and the history of the employee, may range from a warning or reprimand to termination of employment and, in appropriate cases, civil legal action or referral for criminal prosecution.

While this Code covers a wide range of business conduct, it is not the only document that addresses the conduct of C3 AI employees, officers and directors. For instance, this Code references separate more detailed policies relating to Anti-Corruption and Insider Trading. Also, C3 AI’s Employee Handbook includes policies relating to, among other things, harassment and discrimination. Finally, C3 AI employees remain subject to the terms of the Confidential Information and Inventions Agreement and Arbitration Agreement that they signed in connection with their employment. If you have any questions about whether your behavior or any behavior you observe is appropriate, under this Code or any other C3 AI policy, it is your responsibility to ask the General Counsel. See Section 15 below for instructions on how to ask questions or report violations.

1. HONEST AND ETHICAL CONDUCT

It is our policy to promote high standards of integrity by conducting our affairs in an honest and ethical manner. C3 AI’s integrity and reputation depend on the fairness and integrity brought to the job by each person associated with us. Personal integrity and sound judgment are the foundation of C3 AI’s corporate integrity.

2. LEGAL COMPLIANCE

Our success depends upon each employee operating within legal guidelines and cooperating with local, national and international authorities. We expect employees, officers and directors to understand the legal and regulatory requirements applicable to their business units and areas of responsibility and to be familiar with and comply with other C3 AI policies relating to legal compliance, including C3 AI’s Anti-Corruption Policy and Insider Trading Policy. Violation of domestic or foreign laws, rules and regulations may subject an individual, as well as C3 AI, to civil and/or criminal penalties, and may be grounds for disciplinary action, upto and including termination of employment.

3. INSIDER TRADING

Employees, officers and directors who have access to material, non-public (or “inside”) information are not permitted to use or share that information for stock trading purposes. To use material non-public information in connection with buying or selling securities, including “tipping” others who might make an investment decision on the basis of this information, is illegal. Please refer to C3 AI’s Insider Trading Policy for more detailed information.

4. INTERNATIONAL BUSINESS LAWS

Our employees, officers and directors are expected to comply with the applicable laws in all countries to which they travel, in which they operate and where we otherwise do business, including laws prohibiting bribery, corruption or the conduct of business with specified individuals, companies or countries. The fact that, in some countries, certain laws are not enforced or that violation of those laws is not subject to public criticism will not be accepted as an excuse for noncompliance. Please also refer to C3 AI’s Anti-Corruption Policy.

5. ANTITRUST

Antitrust laws are designed to protect the competitive process and impose severe penalties for certain types of violations, including criminal penalties. These laws are based on the premise that the public interest is best served by vigorous competition and will suffer from illegal agreements or collusion among competitors. Certain kinds of information, such as pricing, production and inventory, should not be exchanged with competitors, regardless of how innocent or casual the exchange may be.

6. CONFLICTS OF INTEREST

C3 AI expects its employees, officers and directors to be free from influences that conflict with the best interests of C3 AI or might deprive C3 AI of their undivided loyalty in business dealings. Making judgments, taking decisions, or pursuing actions when facing a conflict of interest may make it difficult to perform duties objectively and effectively and may have legal or regulatory consequences. Employees, officers and directors should avoid situations where their personal interests (financial or otherwise) may conflict with or compromise C3 AI’s interest, could potentially result in a conflict of interest or could otherwise have the appearance of impropriety.

While it is not possible to list all potential conflicts of interest, some of the more common conflicts would include: (a) outside employment, consulting, or board service; (b) holding a financial or other interest in a customer, vendor or partner of C3 AI, an entity seeking to do business with us or a competitor; or (c) soliciting or accepting gifts, favors, loans or preferential treatment from any person or entity that does business or seeks to do business with us. Additional detail on each of these potential conflicts of interest—as well as other areas of potential concern—may be found in the C3 AI Employee Handbook.

Employees, officers and directors must disclose any conflicts of interest to the General Counsel as soon as it is identified that there may be a conflict of interest and, wherever possible, before engaging in the conduct in question. If you are unsure whether certain conduct or actions may constitute a conflict of interest or lead to a conflict of interest, you should discuss with the General Counsel.

7. CORPORATE OPPORTUNITIES

You may not take personal advantage of opportunities for C3 AI that are presented to you or discovered by you as a result of your position with us or through your use of corporate property or information. Even opportunities that are acquired privately by you may be questionable if they are related to our existing or

proposed lines of business. Significant participation in an investment or outside business opportunity that is directly related to our current or planned lines of business must be pre-approved by the Chief Executive Officer. You may not use your position with us or corporate property or information for improper personal gain, nor should you compete with us in any way. If you have any concerns about how to comply with this policy, you should discuss with the General Counsel.

8. FINANCIAL INTEGRITY

The integrity of our records and public disclosure depends upon the validity, accuracy and completeness of the information supporting the entries to our books of account. Therefore, our corporate and business records should be completed accurately and honestly. The making of false or misleading entries is strictly prohibited. Our records serve as a basis for managing our business and are important in meeting our obligations to customers, suppliers, creditors, employees and others. We also rely upon our accounting and other business and corporate records in preparing publicly filed reports. Securities laws require that these reports provide full, fair, accurate, timely and understandable disclosure and fairly present our financial condition and results of operations. Employees who contribute in any way in preparing or verifying these reports should strive to ensure that our financial disclosure is complete, accurate and transparent. If you have any concerns about how to comply with this policy, or if you observe conduct or actions that do not seem to comply with this policy, you should immediately discuss such concerns with the General Counsel.

9. FAIR DEALING

Advantages over our competitors are to be obtained through superior performance of our products and services, not through unethical or illegal business practices. Statements regarding C3 AI's services must not be untrue, misleading, deceptive or fraudulent. Acquiring proprietary information from others through improper means, possessing trade secret information that was improperly obtained, or inducing improper disclosure of confidential information from employees of other companies is prohibited. You are expected to deal fairly with our customers, suppliers, employees and anyone else with whom you have contact in the course of performing your job. Employees involved in procurement have a special responsibility to adhere to principles of fair competition in the purchase of products and services by selecting suppliers based exclusively on normal commercial considerations, such as quality, cost, availability, service and reputation, and not on the receipt of special favors.

10. GIFTS AND ENTERTAINMENT

Gifts and entertainment relating to government officials is addressed in C3 AI's Anti-Corruption Policy. Business gifts and entertainment with counterparts in the private sector are addressed in the C3 AI Employee Handbook. If you have any concerns about whether any gifts or entertainment offered or received by you are appropriate under this Code or other C3 AI policies, you are expected to review the potential gifts or entertainment with the General Counsel in advance of such gifts or entertainment being offered or accepted.

11. COMPANY ASSETS

All employees, officers and directors are expected to protect our assets and ensure their efficient use. Our property, such as office supplies, computer equipment, buildings and products, are to be used only for legitimate business purposes, although incidental personal use may be permitted. You may not use our corporate name, any brand name or trademark owned or associated with C3 AI or any letterhead stationery for any personal purpose.

12. CONFIDENTIALITY

As an employee, officer or director of C3 AI, you may learn information about C3 AI or other companies that is confidential and proprietary. You must take care to keep this information confidential. Materials that contain confidential information should be stored securely. Unauthorized posting or discussion of any information concerning our business, information or prospects on the Internet is prohibited. Be cautious when discussing sensitive information in public places like elevators, airports, restaurants and “quasi-public” areas within C3 AI, such as cafeterias. All C3 AI emails, voicemails and other communications are presumed confidential and should not be forwarded outside of C3 AI, except where required for legitimate business purposes. C3 AI employees are bound by the terms of the Confidential Information and Inventions Agreement and Arbitration Agreement or similar terms that they agree to in connection with their employment.

13. MEDIA/PUBLIC DISCUSSIONS

It is our policy to disclose material information concerning C3 AI to the public only through specific limited channels to avoid inappropriate publicity and to ensure that all those with an interest in the company will have equal access to information. All inquiries or calls from the press and financial analysts should be referred to the Chief Financial Officer or the Chief Executive Officer. Please also refer to C3 AI’s Corporate Disclosure Policy.

14. WAIVERS

Any waiver of this Code for executive officers or directors may be authorized only by our Board of Directors or, to the extent permitted by the rules of any stock exchange on which our capital stock is listed and our Corporate Governance Guidelines, a committee of the Board of Directors and will be disclosed to stockholders as required by applicable laws, rules and regulations.

15. QUESTIONS AND REPORTING POTENTIAL VIOLATIONS

If you are aware of a suspected or actual violation of this Code, you have a responsibility to promptly report it to the General Counsel.

You may report violations of this Code, including concerns regarding C3 AI auditing and accounting matters in one of the following ways:

- via electronic mail to the Company’s General Counsel at C3legal@c3.ai;
- online via www.lighthouse-services.com/c3.ai;
- via a third-party hosted telephone hotline at 833-222-4158 in the United States or 800-603-2869 for all other countries.
- via regular mail to the Company at: 1300 Seaport Blvd, Suite 500, Redwood City, CA 94063; Attn: General Counsel

You may submit a report online or call the toll-free number anonymously if you prefer, but in that case the General Counsel will be unable to obtain follow-up details from you that may be necessary to investigate the matter. Whether you identify yourself or remain anonymous, your contact with the anonymous reporting service will be kept strictly confidential to the extent reasonably possible within the objectives of this Code.

The General Counsel will investigate all reported possible Code violations promptly and with the highest degree of confidentiality that is possible under the specific circumstances. If any investigation indicates that a violation of this Code has probably occurred, we will take such action as we believe to be appropriate under the circumstances. If we determine that an employee, officer or director is responsible for a Code violation, he or she will be subject to disciplinary action up to, and including, termination and, in appropriate cases, civil action or referral for criminal prosecution.

Please note that retaliation against employees reporting violations of this Code is prohibited and we will take prompt disciplinary action against any employee, officer or director who attempts to retaliate against you for reporting violations.