

CELLEBRITE DI LTD.

CORPORATE GOVERNANCE GUIDELINES

The following corporate governance guidelines have been approved and adopted by the Board of Directors (the “**Board**”) of Celebrite DI Ltd. (the “**Company**”), and along with the charters and key practices of the committees of the Board, in order to provide the framework for the governance of the Company.

I. **Mission and Responsibilities of the Board**

The mission of the Board is to oversee the performance of the Chief Executive Officer (the “**CEO**”) and other members of executive management, and to assure that the best interests of shareholders are being served. To satisfy this responsibility, the Board is expected to, among other things and in each case subject to the Israeli Companies Law, 5759-1999 (such law together with the regulations promulgated thereunder, the “**Companies Law**”):

- (i) review, and where appropriate, approve and evaluate the financial and business strategies, major corporate actions and, along with the Audit Committee, internal controls of the Company;
- (ii) regularly monitor the effectiveness of management policies and decisions, including the execution of the Company’s strategies;
- (iii) select, evaluate and compensate the CEO and other members of executive management and review, along with the Nominating and Corporate Governance Committee, management succession planning;
- (iv) assess, along with the Audit Committee, major risks facing the Company and review options for their mitigation; and
- (v) seek to ensure that the Company’s business is conducted with the highest standards of ethical conduct and in conformity with applicable laws and regulations.

In addition to fulfilling its primary mission, the Board should maintain a sense of responsibility to the Company’s business partners, employees and the communities in which the Company operates its business.

II. **Director Qualifications and Selection; Board Structure**

1. Independence and Other Qualifications

A majority of the members of the Board must meet the criteria of independence required by the Nasdaq Stock Market (“**Nasdaq**”). At least two directors must be “external directors” under the Companies Law until such time as the Company is eligible to and does in fact opt out of such requirement. The Nominating and Corporate Governance Committee is responsible for reviewing with the Board, on an annual basis, whether directors satisfy the independence requirements of applicable rules and regulations. No director will qualify as independent unless the Board affirmatively determines that such director is independent.

The Nominating and Corporate Governance Committee is also accountable for annually reviewing with the Board the requisite skills and characteristics required for new directors, as well as the composition of the Board as a whole. This review will focus, among other things, on the following areas of Board composition: (i) diversity, age, background, skills and experience; (ii) personal qualities and characteristics, accomplishments and reputation in the business community; (iii) knowledge and contacts in the communities in which the Company conducts business; (iv) ability and willingness to devote time to serve on the Board and its committees; (v) knowledge and expertise in various activities deemed relevant by the Board; and (vi) fit of the individual’s skills, experience and personality with those of other directors in maintain an effective and responsive Board.

2. Board Size

The number of directors on the Board must be in accordance with the parameters set forth in the Company's amended and restated articles of association (the "Articles") (currently no less than three and no more than 11, including any external directors required to be appointed under the Companies Law).

3. Annual Review by Board Nominating and Corporate Governance Committee of Nomination of New Directors

Subject to any appointment rights set forth in the Articles, the Nominating and Corporate Governance Committee will review with the Board, on an annual basis, the appropriate skills and characteristics required of directors in the context of the current make-up of the Board and any perceived needs. The Nominating and Corporate Governance Committee will screen, select and consider director candidates in accordance with its charter and the Articles. The Board itself will be ultimately responsible for selecting its own members and nominating them for election by shareholders.

In addition, the Board may appoint new directors to fill vacancies (whether such vacancy is due to a director no longer serving or due to the number of directors serving being less than the maximum required in the Company's amended and restated articles of association). The term of a director appointed by the Board to fill any vacancy will be for the remaining term of office of the director(s) whose office(s) have been vacated.

4. Election and Re-election of Directors

Each director shall be elected as provided in the Articles and the Companies Law. Notwithstanding anything to the contrary in the Articles and the Companies Law, each director shall serve until his or her successor is elected and qualified or until such earlier time as such director's office is vacated. Upon the recommendation of the Nominating and Governance Committee, the Board will propose a slate of nominees to the shareholders for election to the Board at such annual general meeting of the shareholders

5. Invitation to Join the Board

The invitation to join the Board should be extended on behalf of the Board, by the Chairperson of the Board and the Chair of the Nominating and Corporate Governance Committee.

III. Board Leadership and Term

1. CEO and Chairperson of the Board

In accordance with the Companies Law, the CEO may not serve as the Chairperson of the Board unless approved by a special majority of shareholders.

2. Lead Director

If the CEO serves as the Chairperson of the Board or if the Chairperson of the Board is not independent, the non-management members of the Board must designate by plurality vote an independent director to act as the Lead Director. Except for the appointment of the initial Lead Director occurring immediately upon the Company becoming listed on Nasdaq (to the extent such appointment is made at that time), the Nominating and Corporate Governance Committee must oversee the process of selecting the Lead Director.

The Lead Director's responsibilities include the following:

- (i) Presiding at all meetings of the Board at which the Chairperson is not present, including executive sessions of the independent directors;
- (ii) Serving as a liaison between the Chairperson and the independent directors;
- (iii) Approving information sent to the Board;

- (iv) Approving meeting agendas for the Board;
- (v) Approving meeting schedules to assure that there is sufficient time for discussion of all agenda items;
- (vi) If so determined by the Board at such time, providing leadership and serving as temporary Chairperson of the Board in the event of the inability of the Chairperson of the Board to fulfill his/her role due to crisis or other event or circumstance which would make leadership by existing management inappropriate or ineffective, in which case the Lead Director shall have the authority to convene meetings of the full Board;
- (vii) Having the authority to call meetings of the independent directors; and
- (viii) If requested by major shareholders, ensuring that he is available for consultation and direct communication.

The Lead Director will serve until the Board meeting immediately following the next annual meeting of shareholders, unless otherwise determined by the Board. The Lead Director should generally serve for a minimum of one year. Service as Lead Director generally should not exceed five (5) consecutive years but is subject to the Board's discretion to set other guidelines in specific instances.

IV. Duties of Directors

1. Director Time Commitment

Directors must be willing to devote sufficient time and effort to learning the business of the Company and the Board, and must ensure that other existing and planned future commitments do not materially interfere with his or her service as a director. Directors are expected to attend Board meetings and meetings of committees on which they serve, and to meet as frequently as necessary to properly discharge their responsibilities. Directors are also strongly encouraged to attend the Company's annual meeting of shareholders.

2. Service on Other Boards / Committees

Acknowledging the negative impact of competing time commitments when directors serve on multiple boards, directors are encouraged to limit the number of other boards on which they serve (excluding boards of non-profit organizations with which the Company has no substantial relationship), taking into account the potential impact on attendance, participation and effectiveness with respect to the Company's Board.

Directors should advise the Nominating and Corporate Governance Committee in advance of accepting an invitation to serve on another company board. Additionally, directors may not (i) join the board of another public company, (ii) become a member of the board of any private or non-profit company with which the Company has any substantial relationship or (iii) accept any affiliation (board or otherwise) with any other business or governmental unit with which the Company has any substantial relationship, without, in each case, (a) the prior approval of the Chair of the Nominating and Corporate Governance Committee or (b) subsequent ratification by the Nominating and Corporate Governance Committee.

Approval to join a public company board will generally be granted, so long as there is no negative impact to the director's ability to continue serving on the Company's Board. Approval to join a non-public company or non-profit board or otherwise accept any such affiliation set forth in clause (iii) above will generally be granted, so long as the relationship does not compromise the director's independence or pose any anti-trust or other regulatory issues.

3. Conflicts of Interest

Directors are required to disclose to the Board (and any applicable committee) any financial interest or personal interest that they have in any contract or transaction that is being considered by the Board or Audit Committee for approval. After such disclosure and responding to any questions the Board may have, unless

otherwise allowed under the Companies Law, the interested director should abstain from voting on the matter and, in most cases or if otherwise required by the Companies Law, should leave the meeting while the remaining directors discuss and vote on such matter. The existence of a conflict of interest that has been disclosed must be noted in the minutes of the meeting.

4. Change in Primary Employment and Other Changes

In the event of a director's retirement, change in primary employment, other significant change in professional roles and responsibilities or other change in circumstances that adversely affects his or her capacity to serve as a member of the Board, that director must tender for consideration by the Board his or her irrevocable, conditional resignation that will be effective only upon Board acceptance of such resignation. The Nominating and Corporate Governance Committee will review such resignation and recommend to the Board for its decision whether or not to accept such resignation after consideration of the new circumstances. The Board expects the director whose resignation is under consideration to abstain from participating in any recommendation or decision regarding that resignation. The Board may consider any factors it deems relevant in deciding whether to accept a director's resignation.

5. Company Loans and Corporate Opportunities

Directors must make business opportunities related to the Company's business available to the Company before pursuing the opportunity for the director's own or another's account. The Company will not make any personal loans or extensions of credit to directors or executive officers, other than consumer loans or credit card services on terms offered to the general public.

6. Director Orientation and Continuing Education

The Company may determine to establish an orientation and continuing education program for the Board that includes meetings with and presentations by management. To the extent established, each new director orientation should be conducted following the meeting at which a new director is elected and familiarize each new director with the Company's strategic plans; its significant financial, accounting and risk management issues; its compliance programs; its Code of Business Conduct and Ethics; its executive officers; and its internal and independent auditors.

Directors are encouraged to attend ongoing corporate governance and other educational programs related to their service on the Board.

V. Board Meetings and Communications

1. Agendas

The Chairperson of the Board should preside over and set the agenda for all meetings of the shareholders and of the full Board. The Chairperson of the Board should also perform such other duties and may exercise such other powers as may from time to time be assigned by the Articles or by the Board.

2. Attendance at Board Meetings

The Board should have no less than four regularly scheduled meetings each year. In addition, special meetings are called as necessary or appropriate. It is the responsibility of the directors to attend on a regular basis meetings of the Board and committees on which such director sits, with the understanding that on occasion a director may be unable to attend a meeting. A director who is unable to attend a meeting is expected to notify the Chairperson of the Board or the Chair of the appropriate committee in advance of such meeting.

3. Board Material Distribution

Board materials related to agenda items should, to the extent practicable, be distributed to the Board sufficiently in advance of Board meetings to allow the directors to prepare for discussion of the items at the meeting.

4. Access to Management and Independent Advisors

Directors have access to officers and employees of the Company. Any meetings or contacts that a director wishes to initiate may be arranged through the CEO, the Chief Financial Officer or the VP Legal Affairs & General Counsel or directly by the director in appropriate circumstances. The directors will use their judgment to ensure that any such contact is not disruptive to the business operations of the Company and will, to the extent deemed appropriate by the director, inform the CEO that such communications are taking place.

The Board has the power to direct the hiring of independent legal, financial or other advisors as they may deem necessary, without obtaining the approval of any officer of the Company in advance.

5. Executive Sessions of Non-Management Directors

To ensure that independent directors serve as an effective check on management and to encourage open discussion among such non-management directors, the Company's independent directors will meet in executive sessions without management directors or management present on a periodic basis but no less than twice a year.

VI. Evaluation and Succession

1. Annual Performance Evaluation

The Board will conduct an annual self-evaluation to determine whether it and its committees are functioning effectively. The Nominating and Corporate Governance Committee will establish a process for the evaluation of the performance of the Board and each of its committees, which should include a solicitation of comments from all directors and a report annually to the Board on the results of this evaluation. This will be discussed with the full Board following the end of each fiscal year. The assessment will focus on the contribution of the Board or the relevant committee to the Company, and specifically focus on areas in which the Board or management believes that the Board or the committee could improve.

2. CEO Evaluation

The independent members of the Board will conduct an annual review of the CEO's performance. The evaluation should be based on objective criteria including performance of the business, accomplishment of long-term strategic objectives, the handling of extraordinary events and development of management. The criteria should ensure that the CEO's interests are aligned with the long-term interests of the Company's shareholders. The evaluation will be used by the Compensation Committee in the course of its deliberations when considering the compensation of the CEO.

3. Management Succession

The Nominating and Corporate Governance Committee should provide an annual update to the Board on succession planning which should include, without limitation, policies and principles for CEO selection and performance review as well as policies regarding succession in the event of an emergency or the retirement of the CEO. The CEO should at all times make available his or her recommendations and evaluations of potential successors, along with a review of any development plans recommended for such individuals.

VII. Board Committees

1. Establishment of Committees

The Board will have at least the following three standing committees: Audit Committee, Compensation Committee and Nominating and Corporate Governance Committee. All of the members of these committees will satisfy the requirements of the Securities and Exchange Commission, Nasdaq and the Companies Law, as well as the Articles.

Subject to limitations in the Articles and the Companies Law, the Board may from time to time establish additional committees as necessary or appropriate, delegating to such committees all or part of the Board's powers. In general, committees of the Board are utilized to focus on issues that may require more in-depth scrutiny. All significant findings of a committee are presented to the full Board for discussion and review.

2. Committee Charters and Responsibilities

The Board will adopt charters setting forth the purposes, goals and responsibilities of each of its standing committees and any other committees the Board deems appropriate, as well as qualifications for committee membership, procedures for committee member appointment and removal, committee structure and operations and committee reporting to the Board.

3. Committee Meetings and Agendas

The Chair of each committee, in consultation with the committee members, should determine the frequency and length of the committee meetings consistent with any requirements set forth in the committee's charter. The Chair of each committee, in consultation with the appropriate members of the committee and management, will develop the committee's agenda. At the beginning of the year each committee should establish a schedule of agenda subjects to be discussed during the year. The schedule for each committee should be furnished to all directors.

VIII. Code of Business Conduct and Ethics

All directors, officers and employees must comply with the Company's Code of Business Conduct and Ethics which provides that the Company will conduct business according to high moral and ethical principles and in compliance with applicable law. In the unlikely event of a waiver, any such waiver of this code for directors or officers must be approved by the Board and such waiver must be promptly disclosed [as and when required by law or stock exchange regulation](#).

IX. Administration of Corporate Governance Guidelines

1. Periodic Review of the Guidelines

These guidelines must be reviewed annually by the Nominating and Corporate Governance Committee. If necessary, these guidelines will be revised and updated by the Board, based upon the recommendations of the Nominating and Corporate Governance Committee.

2. Availability

These guidelines will be posted on the Company's public website.

Adopted: August 5, 2021