

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES**

OMB APPROVAL	
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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>Witteveen Mere</u> <hr/> (Last) (First) (Middle) C/O C3.AI, INC. 1400 SEAPORT BLVD <hr/> (Street) REDWOOD CA 94063 CITY <hr/> (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 06/19/2024	3. Issuer Name and Ticker or Trading Symbol <u>C3.ai, Inc. [ AI ]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director _____ 10% Owner _____ <input checked="" type="checkbox"/> Officer (give title below) _____ Other (specify below) _____ <p style="text-align: center;">Interim COO</p>	5. If Amendment, Date of Original Filed (Month/Day/Year)  6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Class A Common Stock	1,229	D	

**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Stock Option (Right to Buy)	(1)	06/12/2029	Class A Common Stock	108	4.56	D	
Stock Option (Right to Buy)	(2)	07/31/2030	Class A Common Stock	6,247	4.56	D	
Stock Option (Right to Buy)	(3)	12/22/2031	Class A Common Stock	36,667	34.25	D	
Restricted Stock Units	(4)	(4)	Class A Common Stock	13,500	(5)	D	
Restricted Stock Units	(6)	(6)	Class A Common Stock	25,000	(5)	D	
Restricted Stock Units	(7)	(7)	Class A Common Stock	130,000	(5)	D	
Restricted Stock Units	(8)	(8)	Class A Common Stock	30,000	(5)	D	
Restricted Stock Units	(9)	(9)	Class A Common Stock	50,000	(5)	D	

**Explanation of Responses:**

- 20% of the shares subject to the option grant vested on May 1, 2020, and the remaining 80% of the shares vest on a monthly basis for the following four years, so long as the Reporting Person continues to provide services through such vesting dates. The original grant was for 1,667 of which 1,559 shares have been exercised.
- 20% of the shares subject to the option grant vested on May 1, 2021, and the remaining 80% of the shares vest on a monthly basis for the following four years, so long as the Reporting Person continues to provide services through such vesting dates. The original grant was for 25,001 of which 18,754 shares have been exercised.
- 20% of the shares subject to the option grant vested on December 15, 2022, and the remaining 80% of the shares vest on a monthly basis for the following four years, so long as the Reporting Person continues to provide services through such vesting dates. The original grant was for 50,000 of which 13,333 shares have been exercised.
- 20% of such restricted stock award ("RSU") award vested on June 23, 2022 and 5% of such RSU award vest on a quarterly basis thereafter, so long as the Reporting

Person continues to provide services through such vesting date. The original grant was for 30,000 of which 16,500 shares have vested and been released.

5. Each RSU represents a contingent right to receive one share of the Issuer's Class A Common Stock upon settlement.

6. 6.25% of such RSU award vested on the third month following July 6, 2022 and 6.25% of each RSU award vest on a quarterly basis thereafter, so long as the Reporting Person continues to provide services through such vesting date. The original grant was for 50,000 of which 25,000 shares have vested and been released.

7. 20% of such RSU award vested August 16, 2023 and 5% of such RSU award vest on a quarterly basis thereafter, so long as the Reporting Person continues to provide services through such vesting date. The original grant was for 200,000 of which 70,000 shares have vested and been released.

8. 6.25% of such RSU award vest in a series of equal quarterly installments on the last day of each fiscal quarter following May 1, 2025, so long as the Reporting Person continues to provide services through such vesting date.

9. 20% of such RSU award vest on June 15, 2025 and 5% of such RSU award vest on a quarterly basis thereafter, so long as the Reporting Person continues to provide services through such vesting date.

/s/ Eric Jensen, Attorney-  
in-Fact 06/28/2024

\*\* Signature of Reporting Person                      Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

\* If the form is filed by more than one reporting person, see Instruction 5 (b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.**

## POWER OF ATTORNEY

Know all by these presents that the undersigned hereby constitutes and appoints each of Thomas M. Siebel and Hitesh Lath of C3.ai, Inc. (the “**Company**”), and Eric Jensen of Cooley LLP, signing individually, as the undersigned’s true and lawful attorneys-in-fact and agents to:

- (1) Prepare, execute for and on behalf of the undersigned, and submit to the Securities and Exchange Commission (the “**SEC**”), in the undersigned’s name and capacity as an officer, director and/or beneficial owner more than 10% of a registered class of securities of the Company, Forms 3, 4 and 5 (including any amendments thereto and joint filing agreements in connection therewith) in accordance with Section 16 of the Securities Exchange Act of 1934, as amended, and the rules thereunder (the “**Exchange Act**”);
- (2) do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to prepare and execute any such Forms 3, 4 or 5, prepare and execute any amendment or amendments thereto, and joint filing agreements in connection therewith, and file such forms with the SEC and any stock exchange, self-regulatory association or similar authority; and
- (3) take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required of, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in such attorney-in-fact’s discretion.

The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary, or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or such attorney-in-fact’s substitute or substitutes, shall lawfully do or cause to be done by virtue of this power of attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorneys-in-fact, and their substitutes, in serving in such capacity at the request of the undersigned, are not assuming, nor is the Company assuming, any of the undersigned’s responsibilities to comply with Section 16 of the Exchange Act.

This Power of Attorney shall remain in full force and effect until the earliest to occur of (a) the undersigned is no longer required to file Forms 3, 4 and 5 with respect to the undersigned’s holdings of and transactions in securities issued by the Company, (b) revocation by the undersigned in a signed writing delivered to the Company and the foregoing attorneys-in-fact or (c) as to any attorney-in-fact individually, until such attorney-in-fact is no longer employed by the Company or employed by or a partner at Cooley LLP, or another law firm representing the Company, as applicable.

The undersigned has caused this Power of Attorney to be executed as of June 25, 2024.

By: /s/ Merel Witteveen

Name: Merel Witteveen