

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 14A

Proxy Statement Pursuant to Section 14(a) of the
Securities Exchange Act of 1934
(Amendment No.)

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Pursuant to § 240.14a-12

C3.ai, Inc.

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if Other Than the Registrant)

Payment of Filing Fee (Check all boxes that apply):

- No fee required
- Fee paid previously with preliminary materials
- Fee computed on table in exhibit required by Item 25(b) per Exchange Act Rules 14a-6(i)(1) and 0-11



C3.ai, Inc.
1300 Seaport Blvd, Suite 500
Redwood City, California 94063

**NOTICE OF ANNUAL MEETING OF STOCKHOLDERS
To Be Held on October 5, 2022**

Dear Stockholder:

We are pleased to invite you to attend the 2022 Annual Meeting of Stockholders of C3.ai, Inc., a Delaware corporation. The Annual Meeting will be held virtually on Wednesday, October 5, 2022 at 10:00 a.m. Pacific Time, via live webcast at www.virtualshareholdermeeting.com/AI2022.

The Annual Meeting will be held for the following purposes, which are more fully described in the accompanying materials:

1. To elect three Class II directors, each to hold office until our 2025 Annual Meeting of Stockholders, and until his or her successor is duly elected and qualified or until his or her earlier death, resignation, or removal;
2. To approve, on an advisory basis, the compensation of our named executive officers, as disclosed in this proxy statement;
3. To indicate, on an advisory basis, the preferred frequency of stockholder advisory votes on the compensation of our named executive officers;
4. To ratify the appointment of Deloitte & Touche LLP as our independent registered public accounting firm for the fiscal year ending April 30, 2023; and
5. To conduct any other business properly brought before the Annual Meeting.

On or about August 24, 2022, we expect to mail to our stockholders a Notice of Internet Availability of Proxy Materials containing instructions on how to access the Proxy Statement and our Annual Report on Form 10-K for the fiscal year ended April 30, 2022. The Notice of Internet Availability of Proxy Materials provides instructions on how to vote online or by telephone and how to receive a paper copy of proxy materials by mail. The Proxy Statement for the Annual Meeting and our 2022 Annual Report can be accessed directly at www.proxyvote.com using the control number located on your Notice of Internet Availability of Proxy Materials, on your proxy card, or in the instructions that accompanied your proxy materials.

A list of stockholders entitled to vote will be available for 10 days prior to the Annual Meeting at our headquarters located at 1300 Seaport Blvd, Suite 500, Redwood City, California 94063. If you would like to view the stockholder list, please contact our Investor Relations department at ir@c3.ai. A list of stockholders of record will be available online at www.virtualshareholdermeeting.com/AI2022 during the Annual Meeting for inspection by stockholders of record.

Our board of directors has fixed the close of business on August 9, 2022, as the record date for the Annual Meeting. Only stockholders of record at the close of business on August 9, 2022, are entitled to notice of, and to vote at, the Annual Meeting.

By Order of the Board of Directors,



Thomas M. Siebel
Chief Executive Officer and Chairman
August 24, 2022

Your vote is important. Whether or not you plan to attend the Annual Meeting, please ensure that your shares are voted during the Annual Meeting by signing and returning a proxy card or by using our internet or telephonic voting system. Even if you have voted by proxy, you may still vote online if you attend the Annual Meeting. Please note, however, that if your shares are held on your behalf by a broker, bank, or other nominee and you wish to vote at the Annual Meeting, you must obtain a proxy issued in your name from that nominee.



**Proxy Statement for 2022 Annual Meeting of Stockholders
To Be Held on October 5, 2022**

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**Proxy Statement for 2022 Annual Meeting of Stockholders
To Be Held on October 5, 2022**

This proxy statement and the enclosed form of proxy are being provided to you in connection with the solicitation of proxies by our board of directors for use at the 2022 Annual Meeting of Stockholders of C3.ai, Inc., a Delaware corporation. Throughout this proxy statement, we refer to the 2022 Annual Meeting of Stockholders, including any postponements, adjournments, or continuations thereof, as the “Annual Meeting,” and we refer to C3.ai, Inc. as “C3 AI,” “we,” “us,” “our,” and the “Company.”

The Annual Meeting will be held as a virtual meeting on Wednesday, October 5, 2022 at 10:00 a.m. Pacific Time, via a live audio webcast on the internet at www.virtualshareholdermeeting.com/AI2022 where you will be able to listen to the meeting, submit questions, and vote online. The Notice of Internet Availability of Proxy Materials containing instructions on how to access this proxy statement and our annual report is first being mailed on or about August 24, 2022 to all stockholders entitled to vote at the Annual Meeting. The Notice of Internet Availability of Proxy Materials provides instructions on how to vote online or by telephone and how to receive a paper copy of proxy materials by mail. The proxy statement for the Annual Meeting and our 2022 Annual Report can be accessed directly at www.proxyvote.com using the control number located on your Notice of Internet Availability of Proxy Materials, on your proxy card, or in the instructions that accompanied your proxy materials.

The information provided in the “question and answer” format below is for your convenience only and is merely a summary of the information contained in this proxy statement. You should read this entire proxy statement carefully. Information contained on, or that can be accessed through, our website is not intended to be incorporated by reference into this proxy statement, and references to our website address in this proxy statement are inactive textual references only.

QUESTIONS AND ANSWERS

What matters am I voting on?

You will be asked to vote on the following matters at the Annual Meeting:

1. The election of three Class II directors, each to hold office until our 2025 Annual Meeting of Stockholders, and until his or her successor is duly elected and qualified or until his or her earlier death, resignation, or removal;
2. Advisory approval of the compensation of our named executive officers, as disclosed in this proxy statement;
3. Advisory indication of the preferred frequency of stockholder advisory votes on the compensation of our named executive officers;
4. The ratification of the appointment of Deloitte & Touche LLP as our independent registered public accounting firm for the fiscal year ending April 30, 2023; and
5. Any other business properly brought before the Annual Meeting.

How does our board of directors recommend that I vote on these matters?

Our board of directors recommends that you vote:

- “**FOR**” the election of each of Richard C. Levin, Bruce Sewell and Lisa A. Davis as Class II directors;
- “**FOR**” the advisory approval of the compensation of our named executive officers, as disclosed in this proxy statement;

- “**ONE YEAR**” as the preferred frequency of stockholder advisory votes on the compensation of our named executive officers; and
- “**FOR**” the ratification of the appointment of Deloitte & Touche LLP as our independent registered public accounting firm for the fiscal year ending April 30, 2023.

Who is entitled to vote?

Holders of either class of our common stock as of the close of business on August 9, 2022, the record date, may vote at the Annual Meeting. As of the record date, there were 104,881,430 shares of our Class A common stock outstanding and 3,499,992 shares of our Class B common stock outstanding.

Our Class A common stock and Class B common stock will vote as a single class on all matters described in this proxy statement for which your vote is being solicited. Each share of Class A common stock is entitled to one vote on each proposal, and each share of Class B Common Stock is entitled to 50 votes on each proposal. Our Class A common stock and Class B common stock are collectively referred to in this proxy statement as our common stock. Stockholders are not permitted to cumulate votes with respect to the election of directors.

Registered Stockholders. If your shares of our common stock are registered directly in your name with our transfer agent, you are considered the stockholder of record with respect to those shares. As a stockholder of record, you have the right to grant your voting proxy directly to the individuals listed on the proxy card or to vote live at the Annual Meeting.

Street Name Stockholders. If your shares of our common stock are held on your behalf in a brokerage account or by a bank or other nominee, you are considered to be the beneficial owner of shares that are held in “street name.” As the beneficial owner, you have the right to direct your broker, bank, or other nominee as to how to vote your shares. Beneficial owners are also invited to attend the Annual Meeting. However, since a beneficial owner is not the stockholder of record, you may not vote your shares of our common stock live at the Annual Meeting unless you follow your broker, bank, or other nominee’s procedures for obtaining a legal proxy. If you request a printed copy of our proxy materials by mail, your broker, bank, or other nominee will provide a voting instruction form for your use.

How many votes are needed for approval of each proposal?

- *Proposal No. 1.* The election of directors requires a plurality of the voting power of the shares of our common stock present virtually or by proxy at the Annual Meeting and entitled to vote generally thereon to be approved. “Plurality” means that the nominees who receive the largest number of votes cast “FOR” such nominees are elected as directors. As a result, any shares not voted “FOR” a particular nominee (whether due to votes withheld or a broker non-vote) will not be counted in such nominee’s favor and will have no effect on the outcome of the election. You may vote “FOR” or “WITHHOLD” on each nominee for election. Withheld votes and broker non-votes will have no effect on the outcome of this proposal.
- *Proposal No. 2.* This proposal, commonly referred to as the “say-on-pay” vote, must receive “FOR” votes from the holders of a majority of the voting power of the shares of our common stock present virtually or by proxy at the Annual Meeting and entitled to vote generally thereon to be approved. Abstentions are considered votes present and entitled to vote on this proposal, and thus, will have the same effect as a vote “AGAINST” this proposal. Broker non-votes will have no effect on the outcome of this proposal. Since this proposal is an advisory vote, the result will not be binding on our board of directors. However, our board of directors values our stockholders’ opinions, and our board of directors and the compensation committee will take into account the outcome of the advisory vote when considering future executive compensation decisions.
- *Proposal No. 3.* The option of one, two or three years that receives the highest number of “FOR” votes will be approved. Since this proposal is an advisory vote, the result will not be binding on our board of directors. However, our board of directors values our stockholders’ opinions, and our board of directors and the compensation committee will take into account the outcome of the advisory vote when determining how often we should submit to stockholders future “say-on-pay” votes. Abstentions are considered votes present and entitled to vote on this proposal, and thus, will have the same effect as a vote “AGAINST” each proposed frequency. Broker non-votes will have no effect on the outcome of this proposal.

- *Proposal No. 4.* The ratification of the appointment of Deloitte & Touche LLP as our independent registered public accounting firm for the fiscal year ending April 30, 2023, requires the affirmative vote of a majority of the voting power of the shares of our common stock present virtually or by proxy at the Annual Meeting and entitled to vote generally thereon to be approved. Abstentions are considered votes present and entitled to vote, and thus, will have the same effect as a vote “AGAINST” this proposal. Broker non-votes will have no effect on the outcome of this proposal.

What is a quorum?

A quorum is the minimum number of shares required to be present at the Annual Meeting to properly hold an annual meeting of stockholders and conduct business under our amended and restated bylaws and Delaware law. The presence, virtually or by proxy, of a majority of the voting power of all issued and outstanding shares of our common stock entitled to vote at the Annual Meeting will constitute a quorum for the conduct of business at the Annual Meeting. Abstentions, withheld votes, and broker non-votes are counted as shares present and entitled to vote for purposes of determining a quorum.

How do I vote?

If you are a stockholder of record, there are four ways to vote:

- by internet at www.proxyvote.com, 24 hours a day, seven days a week, until 11:59 p.m. Eastern Time, on October 4, 2022;
- by toll-free telephone at 1-800-690-6903 until 11:59 p.m. Eastern Time, on October 4, 2022;
- by completing and mailing your proxy card so it is received prior to the Annual Meeting (if you received printed proxy materials); and
- by attending and voting at the Annual Meeting by visiting www.virtualshareholdermeeting.com/AI2022, where stockholders may vote and submit questions (before and during) the Annual Meeting.

Even if you plan to attend the Annual Meeting, we recommend that you also vote by proxy prior to the Annual Meeting so that your vote will be counted if you later decide not to attend the Annual Meeting.

If you hold your shares in “street name,” you will receive voting instructions from your broker, bank, or other nominee. You must follow the voting instructions provided by your broker, bank, or other nominee in order to direct your broker, bank, or other nominee on how to vote your shares. As discussed above, if you hold shares in “street name,” you may not vote your shares live at the Annual Meeting unless you obtain a legal proxy from your broker, bank, or other nominee.

If I am a stockholder of record and I do not vote, or if I return a proxy card or otherwise vote without giving specific voting instructions, what happens?

If you are a stockholder of record and do not vote through the internet, by telephone, by completing a proxy card, or online during the Annual Meeting, your shares will not be voted.

If you return a signed and dated proxy card or otherwise vote without marking voting selections on each proposal, your shares will be voted in accordance with the recommendations of our board of directors on any proposal for which you have not marked a voting selection:

- “**FOR**” the election of each of our board of directors’ three nominees for Class II director;
- “**FOR**” the advisory approval of the compensation of our named executive officers, as disclosed in this proxy statement;
- “**ONE YEAR**” as the preferred frequency of stockholder advisory votes on the compensation of our named executive officers; and
- “**FOR**” the ratification of the appointment of Deloitte & Touche LLP as our independent registered public accounting firm for the fiscal year ending April 30, 2023.

If any other matter is properly presented at the Annual Meeting, your proxy holder (one of the individuals named on your proxy card) will vote your shares using his or her best judgment.

What if another matter is properly brought before the Annual Meeting?

Our board of directors does not intend to bring any other matters to be voted on at the Annual Meeting, and currently knows of no other matters that will be presented for consideration at the Annual Meeting. If any other matters are properly brought before the Annual Meeting, your proxy holder (one of the individuals named on your proxy card) will vote your shares using his or her best judgment.

Can I change my vote?

Yes. If you are a stockholder of record, you can change your vote or revoke your proxy any time before the Annual Meeting by:

- entering a new vote by internet or by telephone;
- completing and returning a later-dated proxy card; or
- attending and voting at the Annual Meeting (although attendance at the Annual Meeting will not, by itself, revoke a proxy).

If you hold your shares in “street name,” your broker, bank, or other nominee can provide you with instructions on how to change your vote.

How do I attend the Annual Meeting?

We will be hosting the Annual Meeting via live, audio-only webcast. You can attend the Annual Meeting live online by visiting www.virtualshareholdermeeting.com/AI2022 and logging in with your control number. The meeting will start at 10:00 a.m. Pacific Time, on Wednesday, October 5, 2022. We recommend that you log in a few minutes before 10:00 a.m. Pacific Time, to ensure you are logged in when the Annual Meeting starts. The webcast will open 15 minutes before the start of the Annual Meeting. Stockholders attending the Annual Meeting will be afforded the same rights and opportunities to participate as they would at an in-person meeting.

In order to enter the Annual Meeting, you will need your control number, which is included on your Notice of Internet Availability of Proxy Materials or your proxy card if you are a stockholder of record. If you hold your shares in “street name,” your control number is included with your voting instruction card and voting instructions received from your broker, bank, or other nominee. Instructions on how to attend and participate at the Annual Meeting are available at www.virtualshareholdermeeting.com/AI2022.

To help ensure that we have a productive and efficient meeting, and in fairness to all stockholders in attendance, you will find posted our rules of conduct for the Annual Meeting when you log in prior to its start. We will answer as many questions submitted in accordance with the rules of conduct as possible in the time allotted for the Annual Meeting. Only questions that are relevant to an agenda item to be voted on by stockholders at the Annual Meeting will be answered.

What if I have technical difficulties or trouble accessing the Annual Meeting?

We will have technicians ready to assist you with any technical difficulties you may have accessing the Annual Meeting. If you encounter any difficulties accessing the Annual Meeting during the check-in or meeting time, please call the technical support number that will be posted at www.virtualshareholdermeeting.com/AI2022.

Why did I receive a Notice of Internet Availability of Proxy Materials instead of a full set of proxy materials?

In accordance with the rules of the Securities and Exchange Commission, or the SEC, we have elected to furnish our proxy materials, including this proxy statement and our annual report, primarily via the internet. The Notice of Internet Availability of Proxy Materials contains instructions on how to access our proxy materials for the Annual Meeting and vote your shares. You may request to receive all future proxy materials in printed form by mail or electronically by e-mail by following the instructions contained in the Notice of Internet Availability of Proxy Materials. We encourage you to take advantage of the availability of our proxy materials on the internet to help reduce the environmental impact and cost of our annual meetings of stockholders.

What does it mean if I receive more than one Notice of Internet Availability of Proxy Materials?

If you receive more than one Notice of Internet Availability of Proxy Materials, your shares may be registered in more than one name or in different accounts. Please follow the voting instructions on each Notice of Internet Availability of Proxy Materials to ensure that all of your shares are voted.

Can I vote my shares by filling out and returning the Notice of Internet Availability of Proxy Materials?

No. The Notice of Internet Availability of Proxy Materials identifies the items to be voted on at the Annual Meeting, but you cannot vote by marking and returning it. The Notice of Internet Availability of Proxy Materials provides instructions on how to vote by proxy in advance of the Annual Meeting through the internet, by telephone, using a printed proxy card, or online during the Annual Meeting.

How are proxies solicited for the Annual Meeting?

Our board of directors is soliciting proxies for the Annual Meeting. All expenses associated with this solicitation will be borne by us. We will reimburse brokers, banks, or other nominees for reasonable expenses that they incur in sending our proxy materials to you if a broker, bank, or other nominee holds shares of our common stock on your behalf. In addition, our directors and employees may also solicit proxies in person, by telephone, or by other means. Our directors and employees will not be paid any additional compensation for soliciting proxies.

How may my broker, bank, or other nominee vote my shares if I fail to provide timely directions?

Brokers, banks, or other nominees holding shares of our common stock in street name for their customers are generally required to vote such shares in the manner directed by their customers. In the absence of timely directions, your broker will have discretion to vote your shares on “routine” matters, as determined under New York Stock Exchange, or NYSE, rules. The only “routine” matter being considered at the Annual Meeting is the proposal to ratify the appointment of Deloitte & Touche LLP as our independent registered public accounting firm for the fiscal year ending April 30, 2023. Your broker will not have discretion to vote on any other proposals, all of which are considered “non-routine” matters, absent direction from you. **If you are a beneficial owner of shares held in street name, and you do not plan to attend the Annual Meeting, in order to ensure your shares are voted in the way you would prefer, you must provide voting instructions to your broker, bank, or other nominee by the deadline provided in the materials you receive from your nominee.**

What are “broker non-votes”?

As discussed above, when a beneficial owner of shares held in “street name” does not give instructions to the broker, bank, or other nominee holding the shares as to how to vote on matters deemed to be “non-routine,” the broker, bank, or other nominee cannot vote the shares. These unvoted shares are “broker non-votes.”

Where can I find the voting results of the Annual Meeting?

We will announce preliminary voting results at the Annual Meeting. We will also disclose voting results on a Current Report on Form 8-K that we will file with the SEC within four business days after the Annual Meeting. If final voting results are not available in time to file a Current Report on Form 8-K within four business days after the Annual Meeting, we will file a Current Report on Form 8-K to publish preliminary results and will provide the final results in an amendment to the Current Report on Form 8-K as soon as they become available.

I share an address with another stockholder, and we received only one paper copy of the proxy materials. How may I obtain an additional copy of the proxy materials?

We have adopted a procedure called “householding,” which the SEC has approved. Under this procedure, we deliver a single copy of the Notice of Internet Availability of Proxy Materials and, if applicable, our proxy materials to multiple stockholders who share the same address unless we have received contrary instructions from one or more of such stockholders. This procedure reduces our printing costs, mailing costs, and fees. Stockholders who participate in householding will continue to be able to access and receive separate proxy cards. Upon written or oral request, we will deliver promptly a separate copy of the Notice of Internet Availability of Proxy Materials and, if applicable, our proxy materials to any stockholder at a shared address to which we delivered a single copy of any of these materials. To receive a separate copy, or, if a stockholder is receiving multiple copies, to request that we only send a single copy of the Notice of Internet Availability of Proxy Materials and, if applicable, our proxy materials, such stockholder may contact us at the following address:

C3.ai, Inc.
Attention: Investor Relations
1300 Seaport Blvd, Suite 500
Redwood City, California 94063
Tel: (650) 503-2200
Email: ir@c3.ai

If you hold your shares in “street name,” you may contact your broker, bank, or other nominee to request information about householding.

What is the deadline to propose actions for consideration at next year’s annual meeting of stockholders or to nominate individuals to serve as directors?

Stockholder Proposals. Stockholders may present proper proposals for inclusion in our proxy statement and for consideration at next year’s annual meeting of stockholders by submitting their proposals in writing to our Secretary in a timely manner. For a stockholder proposal to be considered for inclusion in our proxy statement for the 2023 annual meeting of stockholders, our Secretary must receive the written proposal at our principal executive offices not later than April 21, 2023. In addition, stockholder proposals must comply with the requirements of Rule 14a-8 under the Securities Exchange Act of 1934, as amended, or the Exchange Act, regarding the inclusion of stockholder proposals in company-sponsored proxy materials. Stockholder proposals should be addressed to:

C3.ai, Inc.
Attention: Secretary
1300 Seaport Blvd, Suite 500
Redwood City, California 94063

Our amended and restated bylaws also establish an advance notice procedure for stockholders who wish to present a proposal before an annual meeting of stockholders but do not intend for the proposal to be included in our proxy statement. Our amended and restated bylaws provide that the only business that may be conducted at an annual meeting of stockholders is business that is (i) specified in the notice with respect to such annual meeting delivered to stockholders, (ii) brought specifically by or at the direction of our board of directors, or a duly authorized committee of our board of directors, or (iii) properly brought before the meeting in accordance with our amended and restated bylaws by a stockholder of record entitled to vote at the meeting. To be properly brought, notice of the proposal must contain the information required by our amended and restated bylaws and must be received by our Secretary at our principal executive offices not earlier than the close of business on June 7, 2023 and not later than the close of business on July 7, 2023.

In the event that we hold the 2023 annual meeting of stockholders more than 30 days before or after the one-year anniversary of the Annual Meeting, notice of a stockholder proposal that is not intended to be included in our proxy statement must be received no earlier than the close of business on the 120th day before the 2023 annual meeting of stockholders and no later than the close of business on the later of the following two dates:

- the 90th day prior to the 2023 annual meeting of stockholders; or
- the 10th day following the day on which public announcement of the date of our 2023 annual meeting of stockholders is first made.

If a stockholder who has notified us of his, her or its intention to present a proposal at an annual meeting of stockholders does not appear to present his, her or its proposal at such annual meeting, we are not required to present the proposal for a vote at such annual meeting.

Director Nominations. Our amended and restated bylaws permit stockholders to nominate directors for election at an annual meeting of stockholders. To nominate a director candidate, you must provide the information required by our amended and restated bylaws. In addition, you must give timely notice to our Secretary in accordance with our amended and restated bylaws, which, in general, require that the notice be received by our Secretary within the time periods described above for stockholder proposals that are not intended to be included in a proxy statement.

In addition to satisfying the foregoing requirements under our amended and restated bylaws, to comply with the universal proxy rules under the Exchange Act, stockholders who intend to solicit proxies in connection with the 2023 annual meeting in support of director nominees other than our nominees must provide notice that sets forth the information required by Rule 14a-19 under the Exchange Act no later than August 6, 2023.

INFORMATION REGARDING OUR BOARD OF DIRECTORS AND CORPORATE GOVERNANCE

The following table sets forth certain information as of August 9, 2022 concerning the Class II nominees for election at the Annual Meeting and our other directors who will continue in office after the Annual Meeting:

Name	Class	Age	Position	Director Since	Current Term Expires
Director Nominees					
Richard C. Levin	II	75	Director	2010	2022
Bruce Sewell	II	64	Director	2017	2022
Lisa A. Davis	II	58	Director	2021	2022
Continuing Directors					
Patricia A. House	I	68	Vice Chairman	2009	2024
S. Shankar Sastry	I	66	Director	2009	2024
Thomas M. Siebel	I	69	CEO and Chairman	2009	2024
Michael G. McCaffery	III	69	Lead Independent Director	2009	2023
Condoleezza Rice	III	67	Director	2009	2023
Jim H. Snabe	III	56	Director	2021	2023
Stephen M. Ward, Jr.	III	67	Director	2009	2023

Set forth below is biographical information for the Class II director nominees and each person whose term of office as a director will continue after the Annual Meeting. This includes information regarding each director's experience, qualifications, attributes, or skills that led our board of directors to recommend them for board service.

Nominees for Election at the Annual Meeting

Richard C. Levin. Dr. Levin has served as a member of our board of directors since August 2010. Since June 2017, Dr. Levin has served as a Senior Advisor to Coursera Inc., an online learning platform company, for which Dr. Levin served as the Chief Executive Officer from April 2014 until June 2017. Prior to his roles at Coursera, Dr. Levin served as President of Yale University from July 1993 to June 2013. Dr. Levin served as a director of American Express Co. from January 2007 to May 2019. Dr. Levin is currently a Fellow of the American Academy of Arts and Sciences and the American Philosophical Society and is a former trustee of The William and Flora Hewlett Foundation. Dr. Levin also served as an advisor on President Obama's Council of Advisors on Science and Technology. Dr. Levin holds a B.A. in History from Stanford University, a B.Litt. in Politics from Oxford University, and a Ph.D. in Economics from Yale University.

We believe Dr. Levin is qualified to serve as a member of our board of directors because of his significant management experience and financial expertise.

Bruce Sewell. Mr. Sewell has served as a member of our board of directors since May 2017. Mr. Sewell served as the Senior Vice President, General Counsel and Secretary of Apple Inc., a technology company, from September 2009 to December 2017. From October 1996 to September 2009, Mr. Sewell served in various leadership positions with Intel Corporation, including as Senior Vice President, General Counsel from September 2002 to September 2009. Since January 2013, Mr. Sewell has served on the board of directors for Vail Resorts, Inc., a mountain resort company. Mr. Sewell holds a B.S. from Lancaster University (U.K.) and a J.D. from The George Washington University Law School.

We believe Mr. Sewell is qualified to serve as a member of our board of directors because of his significant executive experience in the technology industry.

Lisa A. Davis. Ms. Davis has served as a member of our board of directors since December 2021. Since May 2017, Ms. Davis has served on the board of directors of Penske Automotive Group, Inc. an international transportation services company. Since March 2020 she has also served on the board of directors of Air Products and Chemicals, Inc., an international industrial gasses product and project company. Ms. Davis also serves on the board of directors of Phillips 66, an international downstream oil and gas company, having joined in October 2020. From November 2019 to June 2022, Ms. Davis served on the board of directors of Kosmos Energy Ltd., an international energy and petroleum company. From August 2014 to February 2020, Ms. Davis was a member of the managing board of Siemens AG and a member of the board of directors of Siemens Gamesa Renewable Energy SA, with responsibility as Chief Executive Officer for Siemens Gas and Power. Prior to joining Siemens AG, Ms. Davis served as an Executive Vice President of Downstream Strategy, Portfolio and Alternate Energy for Royal Dutch Shell PLC. From 2000 to 2012, she served in various capacities for Royal Dutch Shell PLC including Refining Operations, Supply and Trading, and Lubricants and Bulk Fuels Sales and Marketing. From 2015 to 2016, Ms. Davis served as on the board of directors of Spectris PLC, an industrial productivity enhancement products company. Ms. Davis holds a B.S., with honors, in Chemical Engineering from the University of California, Berkeley.

We believe Ms. Davis is qualified to serve as a member of our board of directors because of her significant executive and management experience in the energy industry and her service on the boards of directors of various public companies.

Directors Continuing in Office Until the 2023 Annual Meeting of Stockholders

Michael G. McCaffery. Mr. McCaffery has served as a member of our board of directors since March 2009. Since December 2005, Mr. McCaffery has served as the Managing Director for Makena Capital Management, LLC, an investment management firm, and was Chief Executive Officer of Makena Capital Management, LLC from December 2005 to January 2013. Since February 2015, Mr. McCaffery has also served on the board of directors for NVIDIA Corporation, a technology company. Mr. McCaffery holds a B.A. from the Woodrow Wilson School of Public and International Affairs at Princeton University, a B.A. Honours and an M.A. in Politics, Philosophy and Economics from Merton College at Oxford University as a Rhodes Scholar, and an M.B.A. from the Stanford Graduate School of Business.

We believe Mr. McCaffery is qualified to serve as a member of our board of directors because of his extensive market, investment and business expertise in the technology industry.

Condoleezza Rice. Dr. Rice has served as a member of our board of directors since December 2009. Since September 2020, Dr. Rice has served as the Tad and Dianne Taube Director of the Hoover Institution at Stanford University. In addition, Dr. Rice has served as the Denning Professor of Global Business and the Economy for the Stanford Graduate School of Business since September 2010. Since March 2009, Dr. Rice has served as the Thomas and Barbara Stephenson Senior Fellow of Public Policy for the Hoover Institution at Stanford University and as a Professor of Political Science for Stanford University. Dr. Rice has also served as a partner at Rice, Hadley, Gates & Manuel LLC, an international strategic consulting firm that Dr. Rice founded, since November 2009. From January 2005 to January 2009, Dr. Rice served as the Secretary of State of the United States of America and from January 2001 to January 2005, Dr. Rice served as Chief National Security Advisor to President George W. Bush. Dr. Rice currently serves on the board of directors of Makena Capital Management, LLC, a private endowment firm. From April 2014 to May 2021, Dr. Rice served on the board of directors of Dropbox, Inc., a cloud-based file sharing company. Dr. Rice holds a Ph.D. in Political Science from the University of Denver, an M.A. in Political Science from the University of Notre Dame, and a B.A. in Political Science from the University of Denver.

We believe Dr. Rice is qualified to serve as a member of our board of directors because of her global business expertise and service on the boards of directors of various public companies.

Jim H. Snabe. Mr. Snabe has served as a member of our board of directors since February 2021. From September 2020 to February 2021, he served as a senior advisor to our Chief Executive Officer. Mr. Snabe served as Co-Chief Executive Officer of SAP AG, a technology company, from February 2010 to May 2014, and as a member of the SAP AG supervisory board from May 2014 to May 2018. Mr. Snabe currently serves as Chairman of the Supervisory Board of Siemens AG, an industrial technology company. Mr. Snabe served as Vice Chairman of the Supervisory Board of Allianz SE, an insurance and financial asset management company, from 2014 to May 2022, and Chairman of the Board of A.P. Møller – Mærsk A/S, a shipping and transportation company, from 2014 to March 2022. Mr. Snabe also currently serves as a member of the Board of Trustees of the World Economic Forum, a non-profit organization.

We believe Mr. Snabe is qualified to serve as a member of our board of directors because of his extensive management experience and his service on the boards of directors of various public companies.

Stephen M. Ward, Jr. Mr. Ward has served as a member of our board of directors since January 2009. Mr. Ward served as the Chief Executive Officer for Lenovo Group Limited, the international personal computer company formed by the acquisition of IBM's personal computer division by Lenovo, from April 2005 to January 2006. Prior to that acquisition, Mr. Ward held a number of management positions with IBM from September 1978 to April 2005, including Senior Vice President and General Manager of the Personal Systems and Retail Systems Group from March 2003 to April 2005, General Manager of the Industrial Sector from February 2000 to March 2003, General Manager of the Thinkpad and Mobile division from January 1998 to March 2000 and Chief Information Officer from February 1997 to March 2000. Mr. Ward has served on the board of directors of Carpenter Technology Corporation, a specialty metals company, since March 2001. From July 2021 until its sale to LM Ericsson Telephone Company in July 2022, Mr. Ward served as a member of the board of directors of Vonage Holdings Corp., an internet communications company. From December 2014 until its sale to The Boeing Company in October 2018, Mr. Ward served as a member the board of directors of KLX Inc., an aerospace solutions and supply chain company, and from September 2018 to June 2021, he served as a member of the board of directors of KLX Energy Services Holdings, Inc., an oilfield services company spun out from KLX Inc. Mr. Ward also previously served as a member of the board of directors of E2Open, a supply chain SAS company he co-founded, from January 2001 to March 2015, E-Ink Corporation, a maker of electronic paper displays, from December 2006 to December 2009 and QD Vision, Inc., a nanomaterials product company, from June 2014 until its sale to Samsung in November 2016. Mr. Ward holds a B.S. in Mechanical Engineering from California Polytechnic State University, San Luis Obispo.

We believe Mr. Ward is qualified to serve as a member of our board of directors because of his extensive management experience in the technology industry and his service on the boards of directors of various public companies.

Directors Continuing in Office Until the 2024 Annual Meeting of Stockholders

Patricia A. House. Ms. House is a co-founder of our company and has served as the Vice Chairman of our board of directors since September 2009. Until it merged with Oracle Corporation in January 2006, Ms. House served as a co-founder of Siebel Systems, a global CRM software company, and held various leadership positions, most recently as Executive Vice President. Ms. House has served on the board of directors of The William and Flora Hewlett Foundation since March 2011 and on the board of directors of the Carnegie Endowment for International Peace since October 2010. She also previously served on the board of directors of Levi Strauss & Co. from July 2003 until November 2007. Ms. House holds a B.A. in Education from Western Michigan University.

We believe Ms. House is qualified to serve as a member of our board of directors because of her significant knowledge of our company and leadership experience in the technology industry.

S. Shankar Sastry. Dr. Sastry has served as a member of our board of directors since January 2009. Dr. Sastry has served in a number of roles with the University of California, Berkeley, including as the Thomas M. Siebel Professor of Computer Science since January 2019, the director of the Blum Center for Developing Economies since February 2007, and the co-director of the C3.ai Digital Transformation Institute since March 2020. He also served as the Dean and Roy W. Carlson Professor of Engineering from July 2007 to June 2018 and as Chairman, Department of Electrical Engineering and Computer Sciences, University of California, Berkeley from January 2001 through June 2004. From October 2004 to July 2007, Dr. Sastry served the Director of the Center for Information Technology in the Interests of Society, an interdisciplinary center spanning the University of California, Berkeley, Davis, Merced and Santa Cruz. From November 1999 to March 2001, he was the Director of the Information Technology Office at the Defense Advanced Research Projects Agency. He was elected to the National Academy of Engineering in 2001 and the American

Academy of Arts and Sciences in 2004, and elected as a Fellow of IEEE in 1994, and International Federation of Automatic Control Fellow in 2016. Dr. Sastry received the President of India Gold Medal in 1977, the IBM Faculty Development in 1983, and the NSF U.S. Presidential Young Investigator Award in 1985. In 1990, he received the Eckman Award of the American Automatic Control Council, and in 2005, he received the Ragazzini Award for Distinguished Accomplishments in teaching. Dr. Sastry also received the distinguished Alumnus Award of the Indian Institute of Technology in 1999, the Distinguished Alumnus of the International House at the University of California, Berkeley, and the David Marr prize for the best paper at the International Conference in Computer Vision in 1999. Dr. Sastry holds a B.Tech. from the Indian Institute of Technology, Bombay and an M.S. in Electrical Engineering and Computer Science, an M.A. in Mathematics and a Ph.D. in Electrical Engineering and Computer Sciences each from the University of California, Berkeley.

We believe Dr. Sastry is qualified to serve as a member of our board of directors because of his significant leadership experience in the engineering and technology industries.

Thomas M. Siebel. Mr. Siebel is the founder of our company and has served as the Chairman of our board of directors since January 2009, and as our Chief Executive Officer since July 2011. Prior to founding our company, Mr. Siebel founded and served as the Chief Executive Officer of Siebel Systems, a global CRM software company. Siebel Systems merged with Oracle Corporation in January 2006. Mr. Siebel served in various leadership positions with Oracle Corporation from January 1984 to September 1990. Mr. Siebel currently serves as a member of the College of Engineering boards at the University of Illinois at Urbana-Champaign and the University of California, Berkeley. He was elected a member of the American Academy of Arts and Sciences in April 2013. Mr. Siebel holds a B.A. in History, an M.B.A., and an M.S. in Computer Science, each from the University of Illinois at Urbana-Champaign. He is the author of four books, including most recently the best-selling *Digital Transformation: Survive and Thrive in an Era of Mass Extinction* (RosettaBooks, 2019).

We believe Mr. Siebel is qualified to serve as a member of our board of directors because of his perspective and experience as our founder and Chief Executive Officer, as well as his extensive experience with technology companies.

Director Independence

Our Class A common stock is listed on the NYSE. Under NYSE listing standards, independent directors must comprise a majority of our board of directors. In addition, NYSE listing standards require that, subject to specified exceptions, each member of our audit, compensation, and nominating and corporate governance committees be independent. Under NYSE listing standards, a director will only qualify as an “independent director” if our board of directors determines that the director does not have a relationship that would interfere with the exercise of independent judgment in carrying out the responsibilities of a director. In addition, members of the audit and compensation committees must satisfy heightened independence requirements. For compensation committee members, our board of directors must consider all factors specifically relevant to determining whether each compensation committee member has a relationship with us that is material to the director’s ability to be independent from management in connection with the duties of a compensation committee member. Audit committee members must satisfy the independence criteria set forth in Rule 10A-3 under the Exchange Act. To be considered independent for purposes of Rule 10A-3, a member of an audit committee of a listed company may not, other than in his or her capacity as a member of the audit committee, the board of directors, or any other board committee accept, directly or indirectly, any consulting, advisory, or other compensatory fee from the listed company or any of its subsidiaries, or be an affiliated person of the listed company or any of its subsidiaries.

Our board of directors has undertaken a review of the independence of each director. Based on information provided by each director concerning his or her background, employment, and affiliations, our board of directors has determined that each of Mses. House, Rice, and Davis and Messrs. Levin, McCaffery, Sastry, Sewell, and Ward do not have relationships that would interfere with the exercise of independent judgment in carrying out the responsibilities of a director and that each of these directors is “independent” as that term is defined under NYSE listing standards. In making these determinations, our board of directors considered the current and prior relationships that each non-employee director has with our company and all other facts and circumstances our board of directors deemed relevant in determining their independence, including the beneficial ownership of our shares held by each non-employee director and the transactions described in the section titled “Transactions with Related Persons.”

Board Leadership Structure

Our nominating and governance committee periodically considers the leadership structure of our board of directors and makes such recommendations to our board of directors as our nominating and governance committee deems appropriate. Currently, Mr. Siebel serves as both Chief Executive Officer and Chairman of our board of directors. Our corporate governance guidelines provide that if the chairman of the board of directors is not an independent director, our independent directors will designate one of the independent directors to serve as lead independent director, and if the chairman of the board of directors is an independent director, our board of directors may determine whether it is appropriate to appoint a lead independent director. The corporate governance guidelines provide that if our board of directors elects a lead independent director (currently Mr. McCaffery), such lead independent director will work with our Chief Executive Officer to develop board meeting schedules and agendas, provide our Chief Executive Officer feedback on the quality, quantity and timeliness of the information provided to our board of directors, develop the agenda for and moderate executive sessions of the independent members of our board of directors, preside over board meetings when the chairperson is not present, act as principal liaison between the independent members of the board and our Chief Executive Officer, convene meetings of the independent directors as appropriate, be available for consultation with major stockholders if requested and appropriate, and perform other duties as our board of directors may determine from time to time.

Role of the Board in Risk Oversight

Risk is inherent with every business, and we face a number of risks, including strategic, financial, business and operational, cyber security, legal and compliance, and reputational. We have designed and implemented processes to manage risk in our operations. Management is responsible for the day-to-day management of risks we face, while our board of directors, as a whole and assisted by its committees, has responsibility for the oversight of risk management. In its risk oversight role, our board of directors has the responsibility to satisfy itself that the risk management processes designed and implemented by management are appropriate and functioning as designed.

While our board of directors is ultimately responsible for risk oversight, our board committees assist our board of directors in fulfilling its oversight responsibilities in certain areas of risk. Our audit committee assists our board of directors in fulfilling its oversight responsibilities with respect to risk management in our major financial risk exposures and the areas of internal control over financial reporting and disclosure controls and procedures. Our nominating and corporate governance committee assists our board of directors in fulfilling its oversight responsibilities with respect to risk management associated with board organization, membership and structure, and corporate governance. Our compensation committee assesses risks created by the incentives inherent in our compensation policies and practices. Our board of directors appreciates the evolving nature of our business and industry and is actively involved with monitoring new threats and risks as they emerge.

Our board of directors believes that open communication with management is essential for effective risk management and oversight. Our board of directors meets with our Chief Executive Officer and other members of our senior management team at quarterly meetings of our board of directors, where, among other topics, management reports to and seeks guidance from our board of directors and its committees with respect to the most significant risks that could affect our business, such as legal risks, information security, cyber security, and privacy risks, and financial, tax, and compliance related risks. In addition, among other matters, management provides our audit committee periodic reports on our compliance programs and investment policy and practices.

Board Meetings and Committees

Our board of directors is responsible for the oversight of management and the strategy of our company and for establishing corporate policies. Our board of directors meets periodically during the year to review significant developments affecting us and to act on matters requiring the approval of our board of directors. Our board of directors met eight times during our last fiscal year and acted by unanimous written consent five times following discussions between meetings.

Our board of directors has also established a standing audit committee, compensation committee, and nominating and governance committee to aid our board of directors in the discharge of its duties. The composition and responsibilities of each of the standing committees of our board of directors are described below. Members serve on these committees until their resignation or until otherwise determined by our board of directors. Our board of directors may establish other committees as it deems necessary or appropriate from time to time.

Directors are expected to attend meetings of our board of directors and of committees on which they serve and to spend the time needed and meet as frequently as necessary to properly discharge their responsibilities. During our last fiscal year, each director attended at least 75% of (i) the total number of meetings of our board of directors held during the period for which he or she had been a director and (ii) the total number of meetings held by all committees of our board of directors on which he or she served during the periods that he or she served.

Although we do not have a formal policy regarding attendance by members of our board of directors at annual meetings of stockholders, we encourage all directors to attend.

Audit Committee

Our audit committee consists of Ms. Davis and Messrs. Levin and McCaffery. Our board of directors has determined that each member of the audit committee satisfies the independence requirements under NYSE listing standards and Rule 10A-3(b)(1) of the Exchange Act. The chair of our audit committee is Mr. McCaffery. Our board of directors has determined that each of Ms. Davis and Messrs. Levin and McCaffery is an “audit committee financial expert” within the meaning of SEC regulations. Each member of our audit committee can read and understand fundamental financial statements in accordance with applicable requirements. In arriving at these determinations, our board of directors has examined each audit committee member’s scope of experience and the nature of his employment.

The primary purpose of the audit committee is to discharge the responsibilities of our board of directors with respect to our corporate accounting and financial reporting processes, systems of internal control and financial statement audits, and to oversee our independent registered public accounting firm. Specific responsibilities of our audit committee include:

- helping our board of directors oversee our corporate accounting and financial reporting processes;
- managing the selection, engagement, qualifications, independence, and performance of a qualified firm to serve as the independent registered public accounting firm to audit our financial statements;
- discussing the scope and results of the audit with the independent registered public accounting firm, and reviewing, with management and the independent accountants, our interim and year-end operating results;
- developing procedures for employees to submit concerns anonymously about questionable accounting or audit matters;
- reviewing and approving related person transactions;
- obtaining and reviewing a report by the independent registered public accounting firm at least annually that describes our internal quality control procedures, any material issues with such procedures and any steps taken to deal with such issues when required by applicable law; and
- approving or, as permitted, pre-approving, audit and permissible non-audit services to be performed by the independent registered public accounting firm.

Our audit committee operates under a written charter that satisfies the applicable NYSE listing standards. A copy of the charter of our audit committee is available on the Governance section of our investor relations website ir.c3.ai. During the fiscal year ended April 30, 2022, our audit committee held five meetings and acted by unanimous written consent one time following discussions outside of meetings.

Compensation Committee

Our compensation committee consists of Ms. House and Messrs. Sewell and Ward. The chair of our compensation committee is Mr. Ward. Our board of directors has determined that each member of the compensation committee is independent under NYSE listing standards and a “non-employee director” as defined in Rule 16b-3 promulgated under the Exchange Act.

The primary purpose of our compensation committee is to discharge the responsibilities of our board of directors in overseeing our compensation policies, plans and programs and to review and determine the compensation to be paid to our executive officers, directors and other senior management, as appropriate. Specific responsibilities of our compensation committee include:

- reviewing and recommending to our board of directors the compensation of our chief executive officer and other executive officers;
- reviewing and recommending to our board of directors the compensation of our directors;
- administering our equity incentive plans and other benefit programs;
- reviewing, adopting, amending and terminating incentive compensation and equity plans, severance agreements, profit sharing plans, bonus plans, change-of-control protections and any other compensatory arrangements for our executive officers and other senior management; and
- reviewing and establishing general policies relating to compensation and benefits of our employees, including our overall compensation philosophy.

Our compensation committee operates under a written charter that satisfies the applicable NYSE listing standards. A copy of the charter of our compensation committee is available on the Governance section of our investor relations website ir.c3.ai. During the fiscal year ended April 30, 2022, our compensation committee held seven meetings and acted by unanimous written consent ten times following discussions outside of meetings.

Under its charter, our compensation committee has the right to retain or obtain the advice of compensation consultants, independent legal counsel, and other advisers. For the fiscal year ended April 30, 2022 and for prior fiscal years, our compensation committee retained Compensia, Inc. (Compensia), a compensation consulting firm with compensation expertise relating to technology companies, to provide it with market information, analysis, and other advice relating to executive compensation on an ongoing basis. Compensia was engaged directly by our compensation committee to, among other things, assist in developing an appropriate group of peer companies to help us determine the appropriate level of overall compensation for our executive officers and non-employee directors, as well as to assess each separate element of executive officer and non-employee director compensation, with a goal of ensuring that the compensation we offer to our executive officers and non-employee directors is competitive, fair, and appropriately structured. Compensia does not provide any non-compensation related services to us, and maintains a policy that is specifically designed to prevent any conflicts of interest. In addition, our compensation committee has assessed the independence of Compensia, taking into account, among other things, the factors set forth in Exchange Act Rule 10C-1 and the listing standards of the NYSE, and concluded that no conflict of interest exists with respect to the work that Compensia performs for our compensation committee.

Nominating and Corporate Governance Committee

Our nominating and corporate governance committee consists of Messrs. McCaffery, Sewell, and Ward. The chair of our nominating and corporate governance committee is Mr. Sewell. Our board of directors has determined that each member of the nominating and corporate governance committee is independent under NYSE listing standards.

The primary purpose of our nominating and corporate governance committee is to discharge the responsibilities of our board of directors in overseeing our corporate governance functions and identifying and evaluating candidates to serve on our board of directors and its committees. Specific responsibilities of our nominating and corporate governance committee include:

- identifying and evaluating candidates, including the nomination of incumbent directors for reelection and nominees recommended by stockholders, to serve on our board of directors;
- considering and making recommendations to our board of directors regarding the composition and chairmanship of the committees of our board of directors;
- developing and making recommendations to our board of directors regarding corporate governance guidelines and related matters; and
- overseeing periodic evaluations of the board of directors' performance, including committees of the board of directors.

Our nominating and corporate governance committee operates under a written charter that satisfies the applicable NYSE listing standards. A copy of the charter of our nominating and corporate governance committee is available on the Governance section of our investor relations website ir.c3.ai. During the fiscal year ended April 30, 2022, our nominating and corporate governance committee held two meetings.

Compensation Committee Interlocks and Insider Participation

None of the members of our compensation committee is currently or has been at any time one of our officers or employees, except for Ms. House who served as our Chief Executive Officer from our founding until September 2009 and as our Senior Vice President of Strategy from September 2009 until December 2013. None of our executive officers currently serves, or has served during the last year, as a member of the board of directors or compensation committee of any entity that has one or more executive officers serving as a member of our board of directors or compensation committee.

Considerations in Evaluating Director Nominees

Our nominating and corporate governance committee is responsible for identifying, reviewing, evaluating and recommending candidates to serve as directors, and our board of directors is responsible for nominating persons for election to the board by our stockholders. Our nominating and corporate governance committee and our board of directors use a variety of qualifications for identifying and evaluating director nominees. In considering and evaluating candidates, our nominating and corporate governance committee and our board of directors consider, among other relevant factors, age, skills, character, integrity, judgment, independence, potential conflicts of interest, diversity (including diversity of gender, ethnic background, and country of origin), relevant expertise, the ability to offer relevant and meaningful support and guidance to our management, ability to devote sufficient time to company affairs, personal excellence in his or her field, the ability to exercise sound business judgment, and a commitment to represent the long-term interests of our stockholders. In evaluating director candidates, our nominating and corporate governance committee and our board of directors will also consider the current composition of our board of directors, our company's operating requirements, and the long-term interests of our stockholders.

Our board of directors believes that our board of directors should be a diverse body, and our nominating and corporate governance committee and our board of directors consider a broad range of backgrounds and experiences in evaluating director candidates. In making determinations regarding nominations of directors, our nominating and corporate governance committee and our board of directors take into account the benefits of diverse viewpoints and the candidate's status as a member of an underrepresented community.

Stockholder Recommendations for Nominations to Our Board of Directors

Our nominating and corporate governance committee will consider candidates for director recommended by stockholders, so long as the recommendations comply with our amended and restated certificate of incorporation and amended and restated bylaws and all applicable laws, rules, and regulations. Our nominating and corporate governance committee will evaluate stockholder recommendations in accordance with its charter, our amended and restated bylaws, our corporate governance guidelines, our policies and procedures for director candidates, and the regular director nominee criteria described above. This process is designed to ensure that our board of directors includes members with diverse backgrounds, skills, and experience, including appropriate financial and other expertise relevant to our business. Stockholders wishing to recommend a candidate for nomination should contact our Secretary in writing at C3.ai, Inc., Attention: Secretary, 1300 Seaport Blvd, Suite 500, Redwood City, California 94063. Our nominating and corporate governance committee has discretion to decide which individuals to recommend for nomination as directors.

Under our amended and restated bylaws, stockholders may also nominate persons for our board of directors. Any nomination must comply with the requirements set forth in our amended and restated certificate of incorporation, our amended and restated bylaws, and all applicable laws, rules, and regulations, and should be sent in writing to our Secretary at C3.ai, Inc., Attention: Secretary, 1300 Seaport Blvd, Suite 500, Redwood City, California 94063. To be timely for our 2023 annual meeting of stockholders, our Secretary must receive the nomination at our principal executive offices not earlier than the close of business on June 7, 2023 and not later than the close of business on July 7, 2023.

Communications with Our Board of Directors

Interested parties wishing to communicate with our board of directors or with an individual member or members of our board of directors may do so by writing to our board of directors or to the particular member or members of our board of directors, and mailing the correspondence to our Secretary at C3.ai, Inc., Attention: Secretary, 1300 Seaport Blvd, Suite 500, Redwood City, California 94063. Our Secretary, in consultation with appropriate members of our board of directors as necessary, will review all incoming communications and, if appropriate, all such communications will be forwarded to the appropriate member or members of our board of directors, or if none is specified, to the chairperson of our board of directors or to the lead independent director if the chairperson of our board of directors is not independent.

Corporate Governance Guidelines and Code of Business Conduct and Ethics

Our board of directors has adopted corporate governance guidelines that address items such as the qualifications and responsibilities of our directors and director candidates and corporate governance policies and standards applicable to us in general. In addition, our board of directors has adopted a code of business conduct and ethics that applies to all of our employees, officers, and directors, including our Chief Executive Officer, Chief Financial Officer, and other executive and senior financial officers. The full text of our corporate governance guidelines and our code of business conduct and ethics is posted on the Governance section of our investor relations website ir.c3.ai. We intend to post on our website all disclosures that are required by law or NYSE listing standards concerning any amendments to, or waivers from, any provision of the code.

Prohibition on Hedging, Short Sales, and Pledging

Our board of directors has adopted an insider trading policy that applies to all of our employees, officers, and directors. This policy prohibits hedging or similar transactions designed to decrease the risks associated with holding shares of our common stock. In addition, our insider trading policy prohibits trading in derivative securities related to our common stock, which include publicly traded call and put options, engaging in short selling of our common stock, purchasing our common stock on margin or holding it in a margin account, and pledging our shares as collateral for a loan.

NON-EMPLOYEE DIRECTOR COMPENSATION

During the fiscal year ended April 30, 2022, we did not pay cash compensation to any of our non-employee directors for service on our board of directors. We have reimbursed and will continue to reimburse all of our non-employee directors for their reasonable out-of-pocket expenses incurred in attending board and committee meetings.

Fiscal Year 2022 Director Compensation Table

The following table sets forth information regarding the compensation earned or paid to our directors during the fiscal year ended April 30, 2022, other than Thomas M. Siebel, our Chief Executive Officer, who is also a member of our board of directors but did not receive any additional compensation for service as a director. The compensation paid to Mr. Siebel as a named executive officer is set forth in “Executive Compensation.”

Name	Option Awards \$(1)(2)	Total (\$)
Lisa A. Davis(3)	900,000	900,000
Patricia A. House(3)(4)	359,948	359,948
Richard C. Levin(3)	340,489	340,489
Michael G. McCaffery(3)(5)	403,724	403,724
Condoleezza Rice(3)	340,489	340,489
S. Shankar Sastry(3)	340,489	340,489
Bruce Sewell(3)(6)	359,948	359,948
Lorenzo Simonelli(7)	—	—
Jim H. Snabe(3)(8)	340,489	340,489
Stephen M. Ward, Jr.(3)(9)	359,948	359,948

- (1) The amounts disclosed represent the aggregate grant date fair value of the options granted under our 2020 Equity Incentive Plan (the “2020 Plan”), as applicable, in each case computed in accordance with Financial Accounting Standard Board (FASB) Accounting Standards Codification (ASC) Topic 718. The assumptions used in calculating the grant date fair value of the options are set forth in the notes to our audited consolidated financial statements included in our Annual Report on Form 10-K for the fiscal year ended April 30, 2022. This amount does not reflect the actual economic value that may be realized by each non-employee director.
- (2) Generally, five percent of the shares subject to the option vest on a quarterly basis over the five-year period following the grant date subject to continuous service with us on each vesting date, provided, however, that if the director fails to attend any regularly scheduled meeting of our board of directors during a quarter, vesting for such quarter shall not occur and will be suspended. If the director satisfies the attendance requirements in subsequent quarters, then any shares that did not vest during prior quarters will vest upon the fifth anniversary of the applicable grant date. Each option also vests in full upon a change of control (as defined in the option agreement with each director), subject to the director remaining in service until the closing of the change in control. In addition, the options permit early exercise, whereby the director may purchase shares subject to such options prior to vesting, subject to our right to repurchase such shares, lapsing over time in accordance with the vesting schedule of the option.
- (3) As of April 30, 2022, the number of shares subject to outstanding equity awards held by each non-employee director was as follows: 59,984 shares subject to outstanding options for Ms. Davis; 267,633 shares subject to outstanding options for Ms. House; 253,955 shares subject to outstanding options for Dr. Levin; 222,021 shares subject to outstanding options for Mr. McCaffery; 468,457 shares subject to outstanding options for Dr. Rice; 587,497 shares subject to outstanding options for Dr. Sastry; 616,997 shares subject to outstanding options for Mr. Sewell; 600,500 shares subject to outstanding options for Mr. Snabe; and 545,965 shares subject to outstanding options for Mr. Ward.
- (4) The amounts disclosed include certain options granted under the 2020 Plan in connection with Ms. House’s service to the board of directors in connection with certain special projects of the board of directors with a grant date fair value approximately equal to \$20,000.
- (5) The amounts disclosed include certain options granted under the 2020 Plan in connection with Mr. McCaffery’s service as lead independent director and chair of the audit committee, each with a grant date fair value approximately equal to \$45,000 and \$20,000, respectively.
- (6) The amounts disclosed include certain options granted under the 2020 Plan in connection with Mr. Sewell’s service as chair of the nominating and corporate governance committee with a grant date fair value approximately equal to \$20,000.
- (7) Mr. Simonelli resigned from our board of directors, effective December 17, 2021.

- (8) 541,667 shares subject to Mr. Snabe's outstanding options were initially granted in fiscal year 2021 as consideration for his services as special advisor to our Chief Executive Officer, with vesting tied to Mr. Snabe's continued provision of such advice and counsel under his amended and restated advisor agreement with us. Since becoming a member of our board of directors, these options vest based on Mr. Snabe's service as a director. Five percent of these options vest on a quarterly basis over the five-year period following the grant date subject to continuous service with us on each vesting date, provided, however, that if Mr. Snabe fails to attend any regularly scheduled meeting of our board of directors during a quarter, vesting for such quarter shall not occur and will be suspended. Any options where vesting is suspended will instead vest in a subsequent fiscal quarter following the fifth anniversary of the grant date if Mr. Snabe satisfies the attendance requirements in such subsequent fiscal quarter, subject to the limitation that no more than five percent of these options may vest in any fiscal quarter. Each option also vests in full upon a change of control (as defined in the option agreement with Mr. Snabe) so long as Mr. Snabe remaining in service as a director until the closing of the change in control. In addition, the options permit early exercise, whereby Mr. Snabe may purchase shares subject to such options prior to vesting, subject to our right to repurchase such shares, lapsing over time in accordance with the vesting schedule of the option.
- (9) The amounts disclosed include certain options granted under the 2020 Plan in connection with Mr. Ward's service as chair of the compensation committee with a grant date fair value approximately equal to \$20,000.

Non-Employee Director Equity Compensation

Pursuant to our non-employee director compensation program for the fiscal year ended April 30, 2022, we compensated our non-employee directors with stock options for such fiscal year as described below. We believe this program reinforces alignment with our stockholders and is consistent with our overall compensation philosophy.

Each new non-employee director who joined the board of directors was granted an option to purchase shares of our Class A common stock having a value of no more than \$900,000 based on the grant date fair value of the option for financial reporting purposes (the "Initial Award"). Each Initial Award vests over five years, with 5% of the Initial Award vesting quarterly after the date of grant, provided the grantee remains as a director and attends in person the regularly scheduled meeting of the board of directors during each fiscal quarter commencing following such grant (such shares, the "Initial Quarterly Shares"); however, if the grantee fails to attend any such regularly scheduled meeting, then vesting for the Initial Quarterly Shares will not occur and will be suspended (any such shares being referred to collectively as the "Initial Suspended Shares"). For any Initial Suspended Shares, such shares will vest following the fifth anniversary of the date of grant, if the director satisfies the attendance requirements in subsequent periods. Such Initial Awards were "early exercisable" such that the non-employee director may purchase shares underlying the Initial Award prior to vesting, subject to our right of repurchase, lapsing in accordance with the vesting schedule of the Initial Award. Each Initial Award vests in full upon a change of control (as defined in the option agreement with each director), subject to the director remaining in service until the closing of the change in control.

On the date of the annual meeting of our stockholders, each person who was then a non-employee director was granted an option to purchase shares of our Class A common stock having a value of \$350,000 based on the grant date fair value of the option for financial reporting purposes on the date of such annual meeting (the "Annual Award"); however, for a non-employee director who was appointed to the board of directors less than 365 days prior to the annual meeting of our stockholders, the \$350,000 value was pro-rated based on the number of days from the date of appointment until such annual meeting. Each Annual Award vests over five years, with 5% of the Annual Award vesting quarterly after the date of grant, provided the grantee remains as a director and attends in person the regularly scheduled meeting of the board of directors during each fiscal quarter commencing following such grant (such shares, the "Annual Quarterly Shares"); however, if the grantee fails to attend any such regularly scheduled meeting, then vesting for the Annual Quarterly Shares will not occur and will be suspended (any such shares being referred to collectively as the "Annual Suspended Shares"). For any Annual Suspended Shares, such shares will vest following the fifth anniversary of the date of grant, if the director satisfies the attendance requirements in subsequent periods. Such Annual Awards were "early exercisable" such that the non-employee director may purchase shares underlying the Annual Award prior to vesting, subject to our right of repurchase, lapsing in accordance with the vesting schedule of the Annual Award. Each Annual Award vests in full upon a change of control (as defined in the option agreement with each director), subject to the director remaining in service until the closing of the change in control.

In addition to the Initial Awards and Annual Awards described above, for the fiscal year ended April 30, 2022, certain non-employee directors were granted the following stock options as equity fee compensation for services on our board of directors and its committees, as applicable, with each such option vesting in the same manner as the Annual Awards:

- an additional option to purchase shares of our Class A common stock having a value of \$45,000 based on the average fair market value of the underlying Class A common stock on the date of grant for service as lead independent director of the board of directors, if any;

- an additional option to purchase shares of our Class A common stock having a value of \$20,000 based on the average fair market value of the underlying Class A common stock on the date of grant for service as the Chair of a committee of the board of directors; and
- an additional option to purchase shares of our Class A common stock having a value of \$20,000 based on the average fair market value of the underlying Class A common stock on the date of grant for service in a special projects role for the board of directors (equivalent to Chair status).

Our non-employee director compensation program and compensation outside such program for non-employee directors are reviewed periodically by our compensation committee and our board of directors.

PROPOSAL ONE

ELECTION OF DIRECTORS

Our board of directors currently consists of ten members and is divided into three classes. Each class consists, as nearly as possible, of one-third of the total number of directors, and each class has a three-year term. At each annual meeting of stockholders, the successors to directors whose terms then expire will be elected to serve from the time of election until the third annual meeting following the election and until his or her successor is duly elected and qualified, or until his or her earlier death, resignation, or removal.

At the Annual Meeting, stockholders are being asked to elect three Class II directors, each to serve a three-year term as outlined above to succeed the current Class II directors.

Director Nominees

Our nominating and corporate governance committee has recommended, and our board of directors has approved, Richard C. Levin, Bruce Sewell and Lisa A. Davis as nominees for election as Class II directors at the Annual Meeting. If elected, each of Ms. Davis and Messrs. Levin and Sewell will serve as Class II directors for a full term of three years and until their successors are duly elected and qualified, or until his or her earlier death, resignation, or removal. Each of the nominees is currently a director serving on our board of directors. For information concerning each of the nominees, please see the section titled "Information Regarding Our Board of Directors and Corporate Governance."

If you are a stockholder of record and you sign your proxy card or vote by telephone or over the internet but do not give instructions with respect to the voting of directors, your shares will be voted "FOR" the election of Ms. Davis and Messrs. Levin and Sewell. If you hold your shares of our common stock in "street name" and you do not give voting instructions to your broker, bank, or other nominee, your shares will not be voted on this matter.

Vote Required

Directors are elected by a plurality of the votes of the holders of shares present by virtual attendance or represented by proxy and entitled to vote on the election of directors. Accordingly, the three nominees receiving the highest number of "FOR" votes will be elected. Shares represented by executed proxies will be voted, if authority to do so is not withheld, for the election of the three nominees named above. If any nominee becomes unavailable for election as a result of an unexpected occurrence, shares that would have been voted for that nominee will instead be voted for the election of a substitute nominee proposed by our board of directors.

OUR BOARD OF DIRECTORS RECOMMENDS A VOTE FOR THE ELECTION OF EACH DIRECTOR NOMINEE NAMED ABOVE.

PROPOSAL TWO

APPROVAL, ON A NON-BINDING, ADVISORY BASIS, OF THE COMPENSATION OF OUR NAMED EXECUTIVE OFFICERS

In accordance with the requirements of Section 14A of the Exchange Act, we are providing our stockholders the opportunity to vote to approve, on a non-binding, advisory basis, the compensation of our named executive officers (as disclosed under “Executive Compensation—Compensation Discussion and Analysis,” the compensation tables included under the heading “Executive Compensation” and the accompanying narrative).

You are encouraged to review the section titled “Executive Compensation” and, in particular, the section titled “Executive Compensation—Compensation Discussion and Analysis” in this proxy statement, which provide a comprehensive review of our executive compensation program and its elements, objectives and rationale.

The vote on this resolution is not intended to address any specific element of compensation, rather the vote relates to the compensation of our named executive officers in its totality, as described in this proxy statement in accordance with the compensation disclosure rules of the SEC.

In accordance with Section 14A of the Exchange Act rules, stockholders are asked to approve the following non-binding resolution:

“RESOLVED, that the Company’s stockholders hereby approve, on a non-binding, advisory basis, the compensation of the Company’s named executive officers, as disclosed in the Company’s proxy statement for the 2022 Annual Meeting of Stockholders, pursuant to the compensation disclosure rules of the Securities and Exchange Commission, including the Compensation Discussion and Analysis, the compensation tables and the accompanying narrative.”

The approval of this non-binding proposal requires the affirmative vote of a majority of the voting power of the shares of our common stock present at the meeting (by virtual attendance) or by proxy and entitled to vote thereon.

Since this proposal is an advisory vote, the result will not be binding on our board of directors or our compensation committee. However, our board of directors values our stockholders’ opinions, and our board of directors and the compensation committee will take into account the outcome of the advisory vote when considering future executive compensation decisions.

OUR BOARD OF DIRECTORS RECOMMENDS A VOTE FOR THE APPROVAL OF THE NON-BINDING RESOLUTION ON NAMED EXECUTIVE OFFICER COMPENSATION.

PROPOSAL THREE

APPROVAL, ON A NON-BINDING, ADVISORY BASIS, OF THE FREQUENCY OF FUTURE NON-BINDING, ADVISORY VOTES TO APPROVE THE COMPENSATION OF OUR NAMED EXECUTIVE OFFICERS

Section 14A of the Exchange Act provides that every six years we must provide stockholders an opportunity to vote, on a non-binding, advisory basis, for their preference on how frequently we should seek future non-binding, advisory votes to approve the compensation of our named executive officers (such as the one described in Proposal Two above). Specifically, stockholders may indicate whether they would prefer these advisory resolutions on named executive officer compensation to be presented for stockholder approval every one, two or three years.

Our board of directors believes at this time that an annual frequency is appropriate for our Company. The board of directors believes that an annual vote on named executive officer compensation provides stockholders with the opportunity to provide timely and direct input to the board of directors and the compensation committee about our executive compensation philosophy, policies and practices as disclosed in the proxy statement each year. The board of directors believes that an annual vote is therefore consistent with our efforts to engage in an ongoing dialogue with our stockholders on executive compensation and corporate governance matters. The board of directors will continue to evaluate the appropriate frequency for the stockholder executive compensation vote.

Please note that stockholders are not voting to approve or disapprove the recommendation of the board of directors with respect to this proposal. Instead, the proxy card provides four choices: a one, two or three year frequency or stockholders may abstain from voting on the proposal. The option that receives the highest number of votes of the holders of shares of common stock present virtually or by proxy at the meeting and entitled to vote thereon will be deemed to be the frequency preferred by our stockholders.

Since this proposal is an advisory vote, the result will not be binding on our board of directors. As such, the results of the vote will not be construed to create or imply any change to the fiduciary duties of our board of directors. Our board of directors may decide that it is in the best interests of our Company and our stockholders to hold a non-binding, advisory vote on our named executive officer compensation more or less frequently than the option approved by our stockholders. However, our board of directors values our stockholders' opinions, and our board of directors and the compensation committee will take into account the outcome of the advisory vote when determining how often we should submit to stockholders future "say-on-pay" votes.

OUR BOARD OF DIRECTORS RECOMMENDS A VOTE FOR A "ONE-YEAR" FREQUENCY FOR FUTURE ADVISORY VOTES ON NAMED EXECUTIVE OFFICER COMPENSATION.

PROPOSAL FOUR

RATIFICATION OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

Our audit committee has selected Deloitte & Touche LLP, or Deloitte, as our independent registered public accounting firm to audit our consolidated financial statements for the fiscal year ending April 30, 2023. Deloitte has served as our independent registered public accounting firm since 2018. Representatives of Deloitte are expected to be present during the Annual Meeting. They will have an opportunity to make a statement if they so desire and will be available to respond to appropriate questions.

Neither our amended and restated bylaws nor law require stockholder ratification of the appointment of Deloitte as our independent registered public accounting firm. However, our audit committee is asking our stockholders to ratify its appointment of Deloitte because it values the views of our stockholders. If the stockholders fail to ratify the appointment, our audit committee may review the appointment of Deloitte as our independent registered public accounting firm but is under no obligation to review the appointment. Even if the appointment is ratified, our audit committee may, in its sole discretion, appoint different independent auditors at any time during the fiscal year if they determine that such a change would be in our best interests and the best interests of our stockholders.

Fees Paid to Our Independent Registered Public Accounting Firm

The following table presents fees billed to us by Deloitte for the fiscal years ended April 30, 2022 and 2021.

	Fiscal Year Ended April 30,	
	2022	2021
Audit Fees(1)	\$ 2,063,038	\$ 2,153,937
Audit-Related Fees(2)	—	—
Tax Fees(2)	—	—
All Other Fees(3)	3,790	—
Total Fees	<u>\$ 2,066,828</u>	<u>\$ 2,153,937</u>

- (1) Audit fees consist of fees for professional services provided in connection with the audit of our annual consolidated financial statements, reviews of our quarterly condensed consolidated financial statements, and statutory and regulatory filings or engagements. For the fiscal year ended April 30, 2022, this category also included fees for attestation services related to Section 404 of the Sarbanes-Oxley Act of 2002. For the fiscal year ended April 30, 2021, this category also included fees for services provided in connection with our initial public offering.
- (2) There were no audit-related or tax fees billed by Deloitte & Touche LLP during the fiscal years ended April 30, 2022 and 2021.
- (3) All other fees consist of software subscription fees. There were no other fees billed by Deloitte & Touche LLP during the fiscal year ended April 30, 2021.

Pre-Approval Policies and Procedures

Our audit committee approves all audit and non-audit services provided to us by our independent registered public accounting firm in accordance with our Audit Committee Pre-Approval Policy for Services of Independent Auditor. Pre-approval may be given as part of our audit committee's approval of the scope of the engagement of the independent registered public accounting firm or on an individual, explicit, case-by-case basis before the independent registered public accounting firm is engaged to provide each service. All of the services relating to the fees described in the table above were pre-approved by our audit committee in accordance with our audit committee's pre-approval policies and procedures.

Vote Required

The ratification of the appointment of Deloitte as our independent registered public accounting firm for the fiscal year ending April 30, 2023, requires the affirmative vote of a majority of the voting power of the shares of our common stock present virtually or by proxy at the Annual Meeting and entitled to vote generally thereon to be approved. Abstentions are considered votes present and entitled to vote on this proposal, and thus, will have the same effect as a vote "AGAINST" this proposal.

OUR BOARD OF DIRECTORS RECOMMENDS A VOTE FOR THE RATIFICATION OF DELOITTE & TOUCHE LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM.

REPORT OF THE AUDIT COMMITTEE OF THE BOARD OF DIRECTORS

The audit committee is a committee of the Company's board of directors composed solely of independent directors as required by the NYSE listing rules and the rules and regulations of the SEC. The audit committee operates under a written charter adopted by the Company's board of directors. This written charter is reviewed periodically for changes, as appropriate.

With respect to the Company's financial reporting process, the Company's management is responsible for establishing and maintaining internal controls, and for preparing the Company's consolidated financial statements. Deloitte & Touche, LLP, the Company's independent registered public accounting firm, is responsible for performing an independent audit of the Company's consolidated financial statements. It is the responsibility of the audit committee to oversee these activities. It is not the responsibility of the audit committee to prepare the Company's consolidated financial statements. In the performance of its oversight function, the audit committee has:

- reviewed and discussed the audited consolidated financial statements with management and Deloitte & Touche LLP;
- discussed with Deloitte & Touche LLP the matters required to be discussed by the applicable requirements of the Public Company Accounting Oversight Board, or PCAOB, and the SEC; and
- received the written disclosures and the letter from Deloitte & Touche LLP required by the applicable requirements of the PCAOB regarding the independent accountant's communications with the audit committee concerning independence and has discussed with Deloitte & Touche LLP its independence.

Based on the review and discussions noted above, the audit committee recommended to the Company's board of directors that the audited consolidated financial statements be included in the Company's Annual Report on Form 10-K for the fiscal year ended April 30, 2022 for filing with the SEC.

Respectfully submitted by the members of the audit committee of the board of directors:

Michael G. McCaffery (Chair)
Richard C. Levin
Lisa A. Davis

The material in this report is not "soliciting material," is not deemed "filed" with the SEC and is not to be incorporated by reference in any filing of the Company under the Securities Act of 1933 or the Securities Exchange Act of 1934, whether made before or after the date hereof and irrespective of any general incorporation language in any such filing.

EXECUTIVE OFFICERS

The following table identifies certain information about our executive officers as of August 9, 2022. Our executive officers are appointed by, and serve at the discretion of, our board of directors. There are no family relationships among any of our directors or executive officers.

Name	Age	Position
Thomas M. Siebel	69	Chief Executive Officer and Chairman of the Board
Juho Parkkinen	38	Senior Vice President and Chief Financial Officer
Edward Y. Abbo	57	President and Chief Technology Officer
Houman Behzadi	44	President and Chief Product Officer

For Mr. Siebel's biography, see "Information Regarding Our Board of Directors and Corporate Governance."

Juho Parkkinen. Mr. Parkkinen has served as our Senior Vice President and Chief Financial Officer since March 2022 and as our principal accounting officer since December 2021. From February 2021 to December 2021, Mr. Parkkinen served as our Vice President and Corporate Controller. From March 2017 to January 2021, Mr. Parkkinen held various positions in the financial reporting group at MongoDB, Inc., a software company, most recently serving as its Senior Director and Assistant Corporate Controller. From September 2009 to February 2017, Mr. Parkkinen held positions at Ernst & Young LLP. Mr. Parkkinen holds a B.S. in Business with an emphasis in Accounting and Mathematics from Santa Clara University and is a Certified Public Accountant in the State of California.

Edward Y. Abbo. Mr. Abbo has served as our Chief Technology Officer since July 2011. He previously served as our Chief Executive Officer from September 2009 to July 2011 and a member of our board of directors from August 2009 to November 2020. Prior to joining us, Mr. Abbo served as Senior Vice President of Engineering and Chief Technology Officer for Siebel Systems from July 1994 until it merged with Oracle Corporation in January 2006, and Senior Vice President of Oracle Corporation from January 2006 to July 2009. Mr. Abbo holds a B.S. in Mechanical and Aerospace Engineering from Princeton University and an M.S. in Mechanical Engineering from the Massachusetts Institute of Technology.

Houman Behzadi. Mr. Behzadi has served as our Chief Product Officer since October 2016. Mr. Behzadi previously served as our Senior Vice President and Chief Product Officer from October 2016 to July 2020, our Senior Vice President of Products and Engineering from July 2012 to October 2016, and our Vice President of Engineering from January 2010 to July 2012. Prior to joining us, Mr. Behzadi held various leadership roles with Siebel Systems from January 2001 until it merged with Oracle Corporation in January 2006, and then served as Director, Application Development at Oracle Corporation from January 2006 to January 2010. Mr. Behzadi holds a B.A. in Economics from the University of California, Santa Barbara.

EXECUTIVE COMPENSATION

Compensation Discussion and Analysis

Overview

This Compensation Discussion and Analysis discusses our executive compensation policies and how and why our compensation committee arrived at specific compensation decisions for the individuals who served as our “named executive officers” including our Chairman and Chief Executive Officer, our Chief Financial Officer and the three other most highly compensated executive officers during the fiscal year ended April 30, 2022.

Our named executive officers for the fiscal year ended April 30, 2022 were:

<u>Name</u>	<u>Position(s)</u>
Thomas M. Siebel	Chief Executive Officer and Chairman of our Board of Directors
Juho Parkkinen	Senior Vice President and Chief Financial Officer ¹
Edward Y. Abbo	President and Chief Technology Officer
Houman Behzadi	President and Chief Product Officer
Richard J. Lutton Jr.	Senior Vice President and General Counsel ²
David Barter	Former Senior Vice President and Chief Financial Officer
Adeel Manzoor	Former Senior Vice President, Chief Administrative Officer and Chief Financial Officer

Mr. Siebel, Mr. Abbo, and Mr. Behzadi are the original senior executive team of the Company, and collectively have decades of leadership experience in both building C3 AI and in the enterprise software industry. We believe that the members of our current executive team represent best-in-class talent in their respective positions and that retaining and incentivizing each of these individuals is critical for our future success.

Executive Summary

Business Overview

Our Culture of High Performance

We are dedicated to achieving our mission to accelerate digital transformation of organizations globally by enabling the deployment of Enterprise AI at scale. Our people are domain experts in their fields and are individuals with exceptional education and professional backgrounds. We are uncompromising in the quality of our work product. We build deep relationships with our customers grounded upon the highest levels of business ethics and professionalism, with a laser focus on customer success. We execute with precision.

Rich Human Capital

Our strongest asset is unquestionably the human capital that we have been able to attract, retain, and motivate. We have won the *Glassdoor Best Place to Work Award*, were named a *Battery Ventures/Glassdoor Highest-Rated Cloud Companies To Work For*, and are consistently ranked among the best places to work. We attract exceptionally talented, highly educated, experienced, and motivated employees.

We have built a culture of high performance based on four core values:

¹ Mr. Parkkinen has served as our Vice President and Corporate Controller and as our Chief Accounting Officer and was promoted during the last fiscal year to be our Senior Vice President and Chief Financial Officer.

² Mr. Lutton departed the Company after the fiscal year end.

- *Drive and Innovation Propelling Growth.* We self-select for people who love to work hard, think with rigor, speak with purpose, and act to achieve great things.
- *Natural Curiosity to Solve the Impossible.* We are self-learners, always seeking knowledge to accelerate innovation.
- *Professional Integrity Governing All Endeavors.* We comport ourselves with unwavering ethical integrity, respect, and courtesy.
- *Collective Intelligence.* We believe the unity of our team is substantially greater than the sum of its parts.

Over the past fiscal year, in part due to conditions related to the COVID-19 pandemic, we have faced a particularly competitive market for talent, including at the executive level. Still, during the last fiscal year, our executives and employees were able to grow our customer base by 48%, yielding revenue growth of 38%³. Generating this leadership in the rapidly growing artificial intelligence/machine learning market sector has required rapid growth in our hiring needs.

Our compensation program has been designed to align our executives with the Company's objectives and with the Company's shareholders through equity and performance-based compensation, to attract top talent as the Company grows, and, importantly, to retain our employees and leadership team in the face of significant competition for talent.

Executive Compensation Program Highlights

The important features of our executive compensation program include the following:

- **A majority of executive pay is variable.** We structure a majority of our named executive officers' compensation to be variable rather than fixed to achieve our retention and performance goals.
- **We emphasize long-term equity incentives, including many with five-year vesting schedules.** Equity awards with multi-year vesting periods are an integral part of our executive compensation program and comprise the primary "at-risk" portion of our named executive officers' compensation packages. We award our named executive officers both stock options (including many with five-year vesting schedules) and restricted stock unit ("RSU") awards. These awards strongly align our named executive officers' interests with our stockholders by providing a long term financial incentive to maximize value for our stockholders and by encouraging our named executive officers to remain as leaders in C3.AI.
- **More than half of the stock options granted to our Chief Executive Officer during the prior fiscal year were "premium priced options" with an exercise price above fair market value** on the grant date, thus requiring achievement of an additional increase in stock price before the stock option is "in the money."
- **We have not provided our named executive officers with excise tax gross ups.**
- **We have provided limited or no perquisites** to our named executive officers, except as discussed in more detail below under the section entitled "Other Benefits; Perquisites."
- **We have not provided "single-trigger" accelerated vesting of equity awards to our named executive officers on a change in control** of the Company. Instead, we require both a change in control of the Company and a qualifying termination of employment (or "double trigger") to receive accelerated vesting of equity awards.
- **Our compensation committee has retained an independent compensation consultant** for guidance and advice in making compensation decisions. The compensation consultant advises the compensation committee on competitive market practices, including identifying a peer group of companies and their compensation practices, so that our compensation committee can regularly assess the Company's

³ Please refer to such earnings releases for detailed business highlights throughout the year. To supplement our consolidated financial statements, which are prepared and presented in accordance with generally accepted accounting principles (GAAP), we provide investors with certain non-GAAP financial measures. For an explanation of these non-GAAP measures and a full reconciliation to the most directly comparable financial measure stated in accordance with GAAP, please see our earnings press releases for the fiscal quarters and full fiscal year ended April 30, 2022 filed as Exhibit 99.1 to our Current Reports on Form 8-K filed with the SEC on June 1, 2022, March 2, 2022, December 1, 2021 and September 1, 2021.

compensation programs and executives' compensation against these peer companies, the general marketplace, and other relevant industry data points.

- **Our compensation committee is comprised of independent members of our board of directors.**
- **We prohibit hedging, short sales and pledging of Company stock as collateral for a loan.**

Objectives, Philosophy and Elements of Executive Compensation

Our executive compensation program aims to achieve the following main objectives:

- attracting and retaining highly qualified executives;
- providing incentives that motivate and reward for achievement of our key performance goals over the long-term;
- aligning our executives' interests with those of our stockholders; and
- linking pay to Company performance.

Our executive compensation program generally consists of, and is intended to strike a balance among, the following three principal elements: base salary, annual discretionary performance-based bonuses and long-term incentive compensation in the form of equity awards. We also provide our executive officers with benefits available to all our employees, including retirement benefits under the Company's 401(k) plan and participation in employee health and welfare benefit plans. The following chart summarizes the three main elements of compensation, their objectives and key features.

Element of Compensation	Objectives	Key Features
Base Salary (fixed cash)	Provides financial stability and security through a fixed amount of cash for performing job responsibilities.	Generally reviewed annually and determined based on a number of factors (including individual performance and the overall performance of our Company) and competitive market data provided by the independent compensation consultant. Our Chief Executive Officer has historically taken no base salary or a minimal base salary.
Performance-based Bonus ("at-risk" cash)	Serves as a reward for both individual and corporate performance.	Actual bonus amounts earned are determined after the end of the year by the compensation committee taking into account corporate performance, individual contributions to that performance, and the recommendation of the CEO (other than for his own compensation).
Long-Term Incentive Compensation ("at-risk" equity)	Serves as a reward for long-term Company performance. Aligns executives' interests with stockholder interests and changes in stockholder value. Attracts highly qualified executives and encourages their continued employment over the long-term.	Equity awards are generally reviewed annually and may also be granted for new hires, promotions, or other special circumstances, such as to encourage retention, or as a reward for significant achievement. Individual equity awards are determined based on a number of factors, including current corporate and individual performance and competitive market data provided by the independent compensation consultant.

We focus on providing a competitive compensation package to our executive officers, which provides significant short and long-term incentives for the achievement of measurable corporate objectives. We believe that this approach provides an appropriate blend of short-term and long-term incentives to maximize stockholder value creation.

The majority of our named executive officer compensation is based on equity grants and performance-based compensation. We do not have a fixed ratio of base salary, annual discretionary performance-based bonus awards, and equity awards. Instead, the compensation committee uses the competitive market data obtained from its independent compensation consultant, along with judgement, to establish a total compensation program for each executive officer that is a mix of current, short-term and long-term incentive compensation, and cash and non-cash compensation that it believes appropriate to achieve the goals of our executive compensation program and our corporate objectives.

How We Determine Executive Compensation

Role of our Compensation Committee, Management and our Board of Directors

The compensation committee is appointed by our board of directors and has responsibilities related to the compensation of the Company's non-employee directors, executive officers, and other members of senior management and the development and administration of the Company's compensation plans. For details on the compensation committee's oversight of the executive compensation program, see the section titled "Board Meetings and Committees—Compensation Committee."

The compensation committee reviews all compensation paid to our executive officers, including our named executive officers. For purposes of executive officers other than himself, the Chief Executive Officer evaluates and provides to the compensation committee performance assessments and compensation recommendations, which are then subject to compensation committee approval. The Chief Executive Officer does not participate in the deliberations concerning, or the determination of, his own compensation.

The compensation committee meets periodically throughout the year to review our executive compensation and programs. The compensation committee does not delegate authority to approve named executive officer compensation. The compensation committee does not maintain a fixed schedule regarding the timing of equity awards to our named executive officers.

Role of Compensation Consultant

The compensation committee has the authority to retain compensation consultants to advise them, to provide research and data, and to assist in its evaluation of executive compensation. This includes the authority to approve the consultant's reasonable fees and terms. The compensation committee has retained Compensia as its compensation consultant. Compensia evaluated current executive pay practices and considered different compensation programs to aid the compensation committee in making executive pay decisions for the fiscal year ended April 30, 2022. Compensia also conducted competitive market research and analysis to assist the compensation committee in developing executive compensation levels.⁴

The compensation committee has analyzed whether the work of Compensia as its compensation consultant raises any conflict of interest, taking into account relevant factors in accordance with SEC rules and the NYSE listing standards. Based on its analysis, our compensation committee determined that the work of Compensia and the individual compensation advisors employed by Compensia does not create any conflict of interest pursuant to the SEC rules and NYSE listing standards.

In addition, for purposes of evaluating appropriate and competitive pay for each executive position other than Chief Executive Officer, the Company's human resources department has historically used competitive compensation data from Compensia and/or Radford (the latter being part of the Rewards Solutions practice at Aon plc) to make recommendations on executive compensation levels for our executives other than our Chief Executive Officer.

⁴ Compensia also conducted a review of our non-employee director compensation policies and practices for review by our board of directors. Director compensation is discussed in more detail in the section entitled "Non-Employee Director Compensation."

Use of Competitive Market Compensation Data and Equity Award Holdings for Compensation Decisions

The compensation committee believes that it is important when making its decisions to be informed as to the current practices of comparable public companies with which we compete for top talent. To this end, the following list of peer companies was used in connection with assessing the compensation practices of the publicly traded companies with whom we compete. The compensation committee believes this group to be appropriate, as it is based on companies with whom we are competing for talent and who have similar or comparable positions and needs for comparable skills. The peer group with respect to the fiscal year ended April 30, 2022 was as follows⁵:

Alteryx	Palantir Technologies	VMware
Coupa Software	Pegasystems	Workday
Datadog	ServiceNow	Yext
JFrog	Snowflake	
MongoDB	Splunk	

In making compensation decisions, the compensation committee also takes into account the value of existing Company equity awards held by our executives and the vested and unvested status of such awards.

Executive Compensation Program for Fiscal Year Ended April 30, 2022

Annual Base Salary

The base salaries for our named executive offices are generally determined by our compensation committee based on its assessment of the base salaries of executives holding comparable positions at the companies in our compensation peer group, its desire to maintain parity in the base salaries of our executive officers, and consideration of the recommendations of our Chief Executive Officer (other than with respect to himself). Set forth below are the annual base salaries of our named executive officers for the last fiscal year.

Named Executive Officer	Annual Base Salary at the Start of the Last Fiscal Year(\$)(1)	Annual Base Salary at the End of the Last Fiscal Year(\$)
Thomas M. Siebel	5,646	5,700
Juho Parkkinen	300,000	375,000
Edward Y. Abbo	550,000	550,000
Houman Behzadi	500,000	500,000
Richard J. Lutton, Jr.	400,000	400,000
Adeel Manzoor	450,000	—(2)
David Barter	400,000	—(2)

- (1) In the case of named executive officers that started after the beginning of the last fiscal year, the salary shown in this column is as of the named executive officer's first day of employment with the Company.
- (2) The named executive officer was no longer employed by the Company at the end of the last fiscal year.

Annual Discretionary Performance-Based Bonus

Each of our named executive officers (other than Mr. Siebel) was eligible to receive an annual discretionary performance-based bonus payment with a specified target amount for the fiscal year ended April 30, 2022. No adjustments were made to the annual discretionary target bonus opportunity for such named executive officers during the fiscal year ended April 30, 2022, except for Mr. Parkkinen's target bonus opportunity. His target bonus was increased when he was promoted to Senior Vice President and Chief Financial Officer from 30% of his annual base salary while serving as Vice President and Corporate Controller (which was \$300,000) to 50% of his new annual base salary (\$375,000).

The aggregate bonus pool for employees and executive officers was determined based on the Company's performance, and then the amount of each individual bonus was determined by the compensation committee based

⁵ In addition to the specific comparator company data, the compensation committee and Compensia also looked at current compensation trends for a larger cross-section of specific technology industry leaders and considered other compensation data bases, such as those provided by Radford.

on a recommendation and assessment of the named executive officer's individual achievements provided by the Chief Executive Officer. To receive an annual bonus for the last fiscal year, a named executive officer generally must have been employed by the Company and in good standing on the date of payment. Set forth in the table below are the target annual bonus opportunity and the actual annual bonus amount that our compensation committee approved.

Named Executive Officer	Target Annual Bonus(\$)	Actual Annual Bonus Paid(\$)(1)
Juho Parkkinen	106,500(2)	122,475(2)
Edward Y. Abbo	150,000	500,000(3)
Houman Behzadi	150,000	250,000(3)
Richard J. Lutton, Jr.	200,000	126,923(4)
Adeel Manzoor	225,000	—(5)
David Barter	200,000	—(5)

(1) The annual bonuses in this column were paid in cash to the applicable named executive officers in June 2022.

(2) The target annual bonus for Mr. Parkkinen is prorated to reflect the increase in his target annual discretionary performance-based bonus opportunity described above.

(3) Based on Messrs. Abbo's and Behzadi's extraordinary contributions to Company performance during the last fiscal year, the compensation committee determined it was appropriate to pay them an annual discretionary performance-based bonus in an amount in excess of their target bonus opportunity for the last fiscal year.

(4) Additional details regarding this bonus are provided in the section entitled "Potential Payments upon Termination or Change of Control."

(5) The named executive officer was no longer employed by the Company at the end of the last fiscal year and was not eligible to receive an annual bonus.

In addition, following the end of the fiscal year ended April 30, 2022, based upon the Company's performance and his individual performance for such fiscal year, and being mindful that Mr. Siebel is paid only a minimal base salary, the compensation committee determined that it was appropriate to consider a discretionary performance-based bonus for Mr. Siebel, and after its review of such performance, the compensation committee approved a bonus of \$2,000,000, which he received in August 2022.

Equity Awards

We view long-term incentive compensation in the form of equity awards as a critical element of our executive compensation program. The realized value of these equity awards bears a direct relationship to our stock price, and, therefore, these awards are an incentive for our executive officers to create value for our stockholders. Equity awards are also a critical component of our plan to retain top leadership talent.

Long-term incentive compensation in the form of equity awards is granted to our Chief Executive Officer and our other executive officers by the compensation committee. As with other elements of compensation, the compensation committee generally determines the amount of long-term incentive compensation for our executive officers as part of its annual compensation review and after taking into consideration the individual executive officer's responsibilities and performance and existing equity retention profiles, our total annual projected equity budget, and the other factors described above. For awards to executive officers other than the Chief Executive Officer, the compensation committee also takes into account the recommendations of the Chief Executive. The equity awards are intended to provide total direct compensation that the compensation committee believes is appropriate taking into consideration the factors described herein.

We have historically granted equity awards to our executive officers primarily in the form of stock options (many of which have a five-year vesting period).

Beginning in the fiscal year ended April 30, 2022, we added RSU awards to the equity award mix we offer our executive officers. Each RSU represents the right to receive one share of our Class A common stock on or following vesting. RSU awards reward our executive officers for superior stock price performance, and also encourage executive retention as these awards typically vest over multiple years (one to five-year vesting periods) and can maintain value during periods when there is volatility in the stock market.

In addition to grants for new hires and promotions, and grants made during our annual and mid-year compensation review processes, the compensation committee determined that retention grants to certain executive officers (not including our Chief Executive Officer) were needed, given the significant growth of the Company and extremely competitive market for talent we faced during our last fiscal year. These awards are discussed in more detail below.

Certain of the equity awards we granted to our named executive officers during the last fiscal year are subject to vesting acceleration rights, as described below in the section entitled “Potential Payments upon Termination or Change of Control.”

Annual Equity Awards

As part of our annual review process, the compensation committee granted Messrs. Siebel, Abbo, and Behzadi the stock options, and Mr. Parkkinen the RSU award, set forth in the table below under the Company’s 2020 Equity Incentive Plan (the “2020 Plan”) in July 2021, in the case of Mr. Siebel, and in June 2021, in the case of the other named executive officers above. Mr. Parkkinen, who had not yet been promoted to the senior executive level, received the same form of equity award as all other employees below the senior executive level.

Mr. Siebel was granted a “premium-priced” stock option and a time-based stock option as part of the annual review process. The “premium-priced” stock option is exercisable for up to 655,000 shares of our Class A common stock at a per share exercise price equal to 125% of the fair market value of a share of Class A common stock on the grant date, thus requiring the achievement of an additional stock price increase for the stock option to become “in the money.”

Named Executive Officer	Stock Option Award (# of Shares of Class A Common Stock)(1)	RSU Award (# of Shares of Class A Common Stock Covered)	Premium-Priced Stock Option Award (# of Shares of Class A Common Stock)(1)
Thomas M. Siebel	554,000(2)	—	655,000(2)
Juho Parkkinen	—	15,000(3)	—
Edward Y. Abbo	400,000(4)	—	—
Houman Behzadi	400,000(4)	—	—

(1) Each stock option in this table was granted with a per share exercise price equal to the fair market value of a share of our Class A common stock on the grant date, other than the stock option to purchase 655,000 shares of our Class A common stock granted to Mr. Siebel, which was granted with a per share exercise price equal to 125% of the fair market value of a share of our Class A common stock on the grant date.

(2) Three percent of the shares subject to the stock option vest and become exercisable monthly for 12 months following July 16, 2021, and the remainder of the unvested shares subject to the stock option vest and become exercisable in equal monthly installments over the 48 month period thereafter, subject to the named executive officer’s continuous service with the Company through each vesting date.

(3) Twenty percent of the units subject to the RSU award vest on the one-year anniversary of the grant date, and 5% of the units subject to the RSU award vest quarterly thereafter, subject to the named executive officer’s continuous service with the Company through each applicable vesting date.

(4) Twenty percent of the shares subject to the stock option vest and become exercisable on the one-year anniversary of the grant date, and 1/60th of the shares subject to the stock option vest and become exercisable in equal monthly installments thereafter, subject to the applicable named executive officer’s continuous service with the Company through each applicable vesting date.

Special RSU Awards (Excluding CEO)

On June 23, 2021, the compensation committee granted Messrs. Abbo and Behzadi special RSU awards as part of a targeted retention program of grants to employees (other than the Chief Executive Officer) intended to address gaps between current retention and the equity award holdings necessary to retain such individuals in a competitive market for talent. Each of the special RSU awards could be settled for 500 shares of our Class A common stock and each vested in full on June 23, 2022.

Retention Equity Awards (Excluding CEO)

The Company and compensation committee, along with Compensia, monitored the competitive market for talent closely and in August 2021, the compensation committee determined that it was in the best interests of the Company to grant retention equity awards in the form of RSU awards and long term (five year vesting) stock options under our 2020 Plan to certain of our named executive officers, not including the Chief Executive Officer, effective immediately in the case of RSU awards and effective on September 3, 2021, in the case of the stock options. Set forth below are these retention awards.

Named Executive Officer	Stock Option Award (# of Shares of Class A Common Stock)(1)	RSU Award (# of Shares of Class A Common Stock Covered)
Juho Parkkinen	50,000(2)	20,000(3)
Edward Y. Abbo	500,000(2)	100,000(4)
Houman Behzadi	500,000(2)	100,000(4)

(1) Each stock option in this table was granted with a per share exercise price equal to the fair market value of a share of our Class A common stock on the grant date.

(2) Twenty percent of the shares subject to the stock option vest and become exercisable on the one-year anniversary of August 15, 2021, and 1/60th of the shares subject to the stock option vest and become exercisable in equal monthly installments thereafter, subject to the applicable named executive officer's continuous service with the Company through each applicable vesting date.

(3) One-third of the units subject to the RSU award vest on each of March 15, 2022, September 15, 2022 and March 15, 2023, subject to the named executive officer's continuous service with the Company through each applicable vesting date.

(4) One-hundred percent of the RSU award vests on September 15, 2022 subject to the named executive officer's continuous service with the Company through such date.

Mid-Year Review Cycle Stock Options (Excluding CEO)

In connection with our mid-year review process, on December 23, 2021, the compensation committee determined it was appropriate to grant each of Messrs. Parkkinen, Abbo, and Behzadi a stock option under the 2020 Plan as set forth in the table below.

Named Executive Officer	Stock Option Award (# of Shares of Class A Common Stock)(1)
Juho Parkkinen	50,000(2)
Edward Y. Abbo	300,000(2)
Houman Behzadi	300,000(2)

(1) Each stock option in this table was granted with a per share exercise price equal to the fair market value of a share of our Class A common stock on the grant date.

(2) Twenty percent of the shares subject to the stock option vest on December 15, 2022, and 1/60th of the shares subject to the stock option vest monthly thereafter, subject to the named executive officer's continuous service with the Company through each applicable vesting date.

New Hire Equity Awards

When he was appointed Senior Vice President, Chief Administrative Officer and Chief Financial Officer, Mr. Manzoor received a stock option to purchase 270,000 shares of our Class A common stock at a per exercise price equal to the fair market of a share of our Class A common stock on the grant date, and also granted him a RSU award that may be settled for 180,000 shares of our Class A common stock. Twenty percent of both the stock option and the RSU award were scheduled to vest on December 15, 2022, and 1/60th of the stock option and 5% of the RSU award were scheduled to vest monthly and quarterly, respectively, thereafter, subject to Mr. Manzoor's continuous service with the Company through each applicable vesting date.

When he was appointed as our Senior Vice President and General Counsel, Mr. Lutton received an RSU award that may be settled for 500,000 shares of our Class A common stock. Twenty percent of the RSU award was scheduled to vest on October 15, 2022, and 5% of the RSU award was scheduled to vest quarterly thereafter, subject to Mr. Lutton's continuous service with the Company through each applicable vesting date.

Promotion Equity Awards Granted to Mr. Parkkinen

When he was promoted to Senior Vice President and Chief Financial Officer, Mr. Parkkinen received a stock option to purchase 170,000 shares of our Class A common stock at a per exercise price equal to the fair market of a share of our Class A common stock on the grant date, and also granted him an RSU award that may be settled for 120,000 shares of our Class A common stock. One sixtieth of the stock option and 5% of the RSU award vest monthly and on the last day of each fiscal quarter, respectively, following March 1, 2022.

Other Features of Our Executive Compensation Program

Employment Offer Letters

We have executed employment offer letters containing the terms and conditions of employment with each of our named executive officers, except for Mr. Siebel. Each offer letter has no specific term and provides for at-will employment. The other material terms of each offer letter are described below. In addition, each named executive officer has executed our standard form of confidential information and inventions assignment agreement.

Thomas M. Siebel

We do not maintain an employment offer letter or employment agreement with Thomas M. Siebel, our Chief Executive Officer and the Chairman of our board of directors. Mr. Siebel's current annual base salary is \$5,700.

Juho Parkkinen

We entered into a new employment letter with Juho Parkkinen, in March 2022 when he was promoted to Senior Vice President and Chief Financial Officer, under which he receives an annual base salary of \$375,000 and is eligible for an annual discretionary performance-based bonus.

Edward Y. Abbo

We entered into an employment offer letter agreement with Edward Y. Abbo, our President and Chief Technology Officer in July 2009, which was amended in 2011. Under this letter, Mr. Abbo receives an annual base salary, which is currently \$550,000, and is eligible for an annual discretionary performance-based bonus.

Houman Behzadi

We entered into an employment offer letter with Houman Behzadi, our President and Chief Product Officer, in January 2010 under which he receives an annual base salary, which is currently equal to \$500,000, and is eligible for an annual discretionary performance-based bonus.

Richard J. Lutton, Jr.

We entered into an employment offer letter with Richard J. Lutton, Jr. in August 2021, under which he received an annual base salary of \$400,000 and was eligible for an annual discretionary performance-based bonus and a signing bonus of \$100,000. Mr. Lutton's employment with us ended on June 21, 2022.

Adeel Manzoor

We entered into an employment offer letter with Adeel Manzoor in October 2021, under which he received an annual base salary of \$450,000 and was eligible for an annual discretionary performance-based bonus and a signing bonus of up to \$500,000. Mr. Manzoor's employment with us ended on February 28, 2022.

David Barter

We entered into an employment offer letter agreement with Mr. Barter in October 2020, under which he received an annual base salary of \$400,000 and was eligible to receive an annual discretionary performance-based bonus. Mr. Barter's employment with us ended on December 11, 2021.

Severance and Change in Control Benefits

Equity Awards

Certain equity awards we have granted to our named executive officers are subject to vesting acceleration rights as further described below in the section entitled "Potential Payments upon Termination or Change of Control."

Severance Benefits

David Barter's employment with us ended on December 11, 2021. Mr. Barter did not receive any severance benefits in connection with his departure.

Adeel Manzoor's employment with us ended on February 28, 2022. We entered into a separation agreement with Mr. Manzoor, and payments received under this separation agreement are set forth below in the section entitled "Potential Payments upon Termination or Change of Control."

Richard J. Lutton Jr.'s employment with us ended following the end of the last fiscal year on June 21, 2022. We entered into a separation agreement with Mr. Lutton, and payments received under this agreement are set forth below in the section entitled "Potential Payments upon Termination or Change of Control."

Other Benefits; Perquisites

All of our current named executive officers are eligible to participate in our broad-based employee benefit plans, generally available to our employees, including our medical, dental, vision, life, disability, and accidental death and dismemberment insurance plans, in each case on the same basis as all of our other employees. We pay the premiums for the life, disability, and accidental death and dismemberment insurance for all of our employees, including our named executive officers.

We maintain a 401(k) plan that provides eligible U.S. employees, including our named executive officers, with an opportunity to save for retirement on a tax advantaged basis. Eligible employees are able to defer eligible compensation up to certain Internal Revenue Code limits, which are updated annually. Currently, we do not make matching contributions or discretionary contributions to the 401(k) plan. The 401(k) plan is intended to be qualified under Section 401(a) of the Code, with the related trust intended to be tax exempt under Section 501(a) of the Code. As a tax-qualified retirement plan, contributions to the 401(k) plan are deductible by us when made and contributions and earnings on those amounts are not generally taxable to the employees until withdrawn or distributed from the 401(k) plan.

We generally do not provide perquisites or personal benefits to our named executive officers, except certain security-related services for our Chief Executive Officer. We believe the security related services provided to Mr. Siebel serve the Company's interest by allowing Mr. Siebel to securely and safely perform his duties and conduct Company business and that the expenses we incur for such security services are reasonable and necessary and for the benefit of the Company (and not a personal benefit) given Mr. Siebel's position as Chief Executive Officer, Chairman of our board of directors, and his high public profile.

Prohibition on Hedging, Short Sales, and Pledging

Our board of directors has adopted an insider trading policy that applies to all of our employees, officers, and directors. This policy prohibits hedging or similar transactions designed to decrease the risks associated with holding shares of our common stock. In addition, our insider trading policy prohibits trading in derivative securities related to our common stock, which include publicly traded call and put options, engaging in short selling of our common stock, purchasing our common stock on margin or holding it in a margin account, and pledging our shares as collateral for a loan.

Accounting and Tax Considerations

Under ASC 718, we are required to estimate and record an expense for each award of equity compensation over the vesting period of the award. We record share-based compensation expense on an ongoing basis according to ASC 718.

Under Section 162(m) of the Internal Revenue Code ("Section 162(m)"), compensation paid to each of our "covered employees" that exceeds \$1 million per taxable year is generally non-deductible. Although the compensation committee will continue to consider tax implications as one factor in determining executive compensation, the compensation committee also looks at other factors in making its decisions and retains the flexibility to provide compensation for our named executive officers in a manner consistent with the goals of our executive compensation program and the best interests of our stockholders, which may include providing for compensation that is not deductible due to the deduction limit under Section 162(m).

Compensation Risk Assessment

The compensation committee has reviewed our compensation policies and practices, in consultation with Compensia and outside counsel, to assess whether they encourage employees to take inappropriate risks. After conducting this review of compensation-related risk, the compensation committee has concluded that our compensation policies and practices are not reasonably likely to have a material adverse effect on our Company.

Compensation Committee Report*

The compensation committee has reviewed and discussed with management the “Compensation Discussion and Analysis” contained in this proxy statement. Based on this review and discussion, the compensation committee has recommended to our board of directors that the “Compensation Discussion and Analysis” be included in this proxy statement and incorporated into our Annual Report on Form 10-K for the fiscal year ended April 30, 2022.

Respectfully submitted by the members of the compensation committee of the board of directors:

Stephen M. Ward, Jr. (Chair)
Patricia A. House
Bruce Sewell

**The material in this report is not “soliciting material,” is furnished to, but not deemed “filed” with, the SEC and is not deemed to be incorporated by reference in any of our filings under the Securities Act or the Exchange Act, other than our Annual Report on Form 10-K for the fiscal year ended April 30, 2022, where it shall be deemed to be “furnished,” whether made before or after the date hereof and irrespective of any general incorporation language in any such filing.*

Summary Compensation Table

The following table presents all of the compensation awarded to or earned by or paid to our named executive officers during the fiscal years ended April 30, 2022, 2021 and 2020.

Name and Principal Position	Fiscal Year	Salary (\$)	Bonus (\$)	Stock Awards (\$) (1)	Option Awards (\$) (1)	Non-Equity Incentive Plan Compensation (\$)(2)	All Other Compensation (\$)	Total (\$)
Thomas M. Siebel	2022	5,524	2,000,000(3)	—	24,701,889	—	158,566(4)	26,865,979
Chief Executive Officer and Chairman	2021	5,646	—	—	29,791,785	—	—	29,797,431
	2020	5,676	—	—	10,303,215	—	—	10,308,891
Juho Parkkinen(5)(6)	2022	312,500	—	4,554,150(7)	3,442,506(7)	122,475	846(8)	8,432,477
Senior Vice President and Chief Financial Officer								
Edward Y. Abbo	2022	550,000	—	4,581,825	26,629,090	500,000	3,432(9)	32,264,347
President and Chief Technology Officer	2021	550,000	—	—	898,438	150,000	—	1,598,438
	2020	550,000	—	—	313,697	250,000	6,665,489 (10)	7,779,186
Houman Behzadi(11)	2022	500,000	—	4,581,825	26,629,090	250,000	1,650(12)	31,962,565
President and Chief Product Officer								
Richard J. Lutton Jr. (13)	2022	254,546(14)	100,000(15)	22,120,000	—	126,923(16)	1,191(17)	22,602,660
Former Senior Vice President and General Counsel								
David Barter(18)	2022	245,455	—	—	—	—	5,147(19)	250,602
Former Senior Vice President and Chief Financial Officer	2021	223,398	100,000(20)	—	8,674,187	116,667	—	9,114,252
Adeel Manzoor(21)	2022	108,121(23)	250,000(24)	5,727,600(25)	4,051,080(25)	—	2,619(26)	10,139,420
Former Senior Vice President and Chief Financial Officer								

- (1) The amounts disclosed represent the aggregate grant date fair value of the RSUs and options granted under the C3.ai, Inc. 2020 Equity Incentive Plan, computed in accordance with Financial Accounting Standard Board (FASB) Accounting Standards Codification (ASC) Topic 718. The assumptions used in calculating the grant date fair value of the RSUs and options are set forth in the notes to our audited consolidated financial statements included in our Annual Report on Form 10-K for the fiscal year ended April 30, 2022. This amount does not reflect the actual economic value that may be realized by each named executive officer.
- (2) The amounts disclosed in this column include bonus payments made under our annual discretionary cash performance-based bonus program, the terms of which are summarized under “Compensation Discussion and Analysis—Executive Compensation Programs for Fiscal Year Ended April 30, 2022—Annual Discretionary Performance-Based Bonus,” as determined by our compensation committee.
- (3) The amount reported represents a discretionary bonus paid to Mr. Siebel.
- (4) The amount reported represents (a) amounts paid by us for personal security services for Mr. Siebel provided based on an independent security study, in an aggregate amount of approximately \$158,561, with such costs being calculated based on an allocation of total costs incurred by us attributable to personal use of such security services and (b) life insurance premiums paid by us on behalf of Mr. Siebel.
- (5) The table reflects Mr. Parkkinen’s increased base salary and additional equity awards in connection with his appointment as Senior Vice President and Chief Financial Officer in March 2022.
- (6) Mr. Parkkinen was not a named executive officer in 2021 or 2020.

- (7) The amounts reported include one-time equity awards in connection with Mr. Parkkinen's appointment as Senior Vice President and Chief Financial Officer as follows: (a) RSUs with a grant date fair value of \$2,719,200 and (b) options with a grant date fair value of \$1,559,121.
- (8) The amount reported represents life insurance premiums paid by us on behalf of Mr. Parkkinen.
- (9) The amount reported represents life insurance premiums paid by us on behalf of Mr. Abbo and the nominal value of a gift card.
- (10) The amount disclosed represents the net proceeds paid as part of a tender offer where we repurchased 101,437 shares of common stock and options to purchase 121,458 shares of common stock from Mr. Abbo.
- (11) Mr. Behzadi was not a named executive officer in 2021 or 2020.
- (12) The amount reported represents life insurance premiums paid by us on behalf of Mr. Behzadi and the nominal value of a gift card.
- (13) Mr. Lutton was not a named executive officer in 2021 or 2020.
- (14) Mr. Lutton was hired as our Senior Vice President and General Counsel in September 2021. His annualized base salary as of April 30, 2022 was \$400,000.
- (15) Represents a one-time, sign-on bonus payment made in connection with Mr. Lutton's employment.
- (16) Mr. Lutton became entitled to receive the annual bonus shown in the table above pursuant to the terms of the separation agreement he entered into with us in connection with the termination of his employment, as discussed above in the section entitled "Compensation Discussion and Analysis—Other Features of Our Executive Compensation Program—Severance and Change in Control Benefits."
- (17) The amount reported represents life insurance premiums paid by us on behalf of Mr. Lutton.
- (18) Mr. Barter was not a named executive officer in 2020. Mr. Barter's employment with us ended in December 2021.
- (19) The amount reported represent life insurance premiums paid by us on behalf of Mr. Barter and amounts paid by us in connection with Mr. Barter's departure.
- (20) Represents a one-time, sign-on bonus payment made in connection with Mr. Barter's employment which was subsequently repaid in connection with Mr. Barter's departure.
- (21) Mr. Manzoor was not a named executive officer in 2021 or 2020.
- (22) Mr. Manzoor's employment with us ended in February 2022.
- (23) Mr. Manzoor was hired as our Senior Vice President and Chief Financial Officer in November 2021. His annualized base salary as set forth in his offer letter was \$450,000.
- (24) Represents the first installment of a one-time, sign-on bonus payment made in connection with Mr. Manzoor's employment. The second installment of such sign-on bonus was not paid.
- (25) All equity awards granted to Mr. Manzoor in the fiscal year ended April 30, 2022 were forfeited upon his resignation in February 2022.
- (26) The amount reported represents life insurance premiums paid by us on behalf of Mr. Manzoor and amounts paid by us in connection with Mr. Manzoor's departure.

Grants of Plan-Based Awards in 2022

The following table shows, for the fiscal year ended April 30, 2022, certain information regarding grants of plan-based awards to our named executive officers:

Name	Grant Type	Grant Date	Estimated Future Payouts Under Non-Equity Incentive Plan Awards(1)			All Other Stock Awards: Number of Shares of Stock or Units (#)(2)	All Other Option Awards: Number of Securities Underlying Options (#)(2)	Exercise or Base Price of Option Awards (\$/Sh)	Grant Date Fair Value of Stock and Option Awards \$(3)
			Threshold (\$)	Target (\$)	Max (\$)				
Thomas M. Siebel	Option	7/16/2021	—	—	—	—	655,000	63.30	12,411,399
	Option	7/16/2021	—	—	—	—	554,000	50.64	12,290,490
Juho Parkkinen	Cash	N/A	—	106,500(4)	—	—	—	—	—
	Option	9/3/2021	—	—	—	—	50,000	50.61	1,119,015
	Option	12/23/2021	—	—	—	—	50,000	34.25	764,370
	Option	3/4/2022	—	—	—	—	170,000	20.05	1,559,121
	RSU	6/23/2021	—	—	—	15,000	—	—	924,750
	RSU	8/21/2021	—	—	—	20,000	—	—	910,200
	RSU	3/2/2022	—	—	—	120,000	—	—	2,719,200
Edward Y. Abbo	Cash	N/A	—	150,000	—	—	—	—	—
	Option	6/23/2021	—	—	—	—	400,000	61.65	10,852,720
	Option	9/3/2021	—	—	—	—	500,000	50.61	11,190,150
	Option	12/23/2021	—	—	—	—	300,000	34.25	4,586,220
	RSU	6/23/2021	—	—	—	500	—	—	30,825
	RSU	8/21/2021	—	—	—	100,000	—	—	4,551,000
Houman Behzadi	Cash	N/A	—	150,000	—	—	—	—	—
	Option	6/23/2021	—	—	—	—	400,000	61.65	10,852,720
	Option	9/3/2021	—	—	—	—	500,000	50.61	11,190,150
	Option	12/23/2021	—	—	—	—	300,000	34.25	4,586,220
	RSU	6/23/2021	—	—	—	500	—	—	30,825
	RSU	8/21/2021	—	—	—	100,000	—	—	4,551,000
Richard J. Lutton Jr.	Cash	N/A	—	200,000	—	—	—	—	—
	RSU	10/15/2021	—	—	—	500,000	—	—	22,120,000
David Barter	—	—	—	200,000	—	—	—	—	—
Adeel Manzoor	Cash	N/A	—	225,000	—	—	—	—	—
	RSU	12/20/2021	—	—	—	180,000	—	—	5,727,600
	Option	12/21/2021	—	—	—	—	270,000	33.64	4,051,080

- (1) Represents annual cash bonus target opportunity pursuant to our annual discretionary cash performance-based bonus program, the terms of which are summarized under “Compensation Discussion and Analysis—Executive Compensation Programs for Fiscal Year Ended April 30, 2022—Annual Discretionary Performance-Based Bonus” and “Compensation Discussion and Analysis—How We Determine Executive Compensation” above and do not represent actual compensation earned by our named executive officers for the year ended April 30, 2022. For the actual amounts paid to each of the other named executive officers, see the “Summary Compensation Table” above and the applicable footnotes. The plan does not provide for threshold or maximum payout amounts.
- (2) Shares reported represent awards of RSUs and options granted pursuant to our 2020 Plan. Each award is subject to service-based vesting criteria described in the footnotes to the table below titled “Outstanding Equity Awards as of April 30, 2022,” except as otherwise indicated in the footnotes to this table.
- (3) The amounts disclosed represent the aggregate grant date fair value of the RSUs and options granted under the C3.ai, Inc. 2020 Equity Incentive Plan (the “2020 Plan”), computed in accordance with Financial Accounting Standard Board (FASB) Accounting Standards Codification (ASC) Topic 718. The assumptions used in calculating the grant date fair value of the RSUs and options are set forth in the

notes to our audited consolidated financial statements included in our Annual Report on Form 10-K for the fiscal year ended April 30, 2022. This amount does not reflect the actual economic value that may be realized by each named executive officer.

- (4) The target annual bonus for Mr. Parkkinen has been prorated to reflect the change in his target bonus opportunity from 30% of his base salary to 50% as Vice President and Corporate Controller (which was \$300,000) to 50% of his base salary as Senior Vice President and Chief Financial Officer, based on the number of days he served in each position during the fiscal year ended April 30, 2022.

Outstanding Equity Awards as of April 30, 2022

The following table presents the outstanding equity incentive plan awards held by each named executive officer as of April 30, 2022.

Name	Grant Date	Option Awards (1)				Stock Awards (1)	
		Number of Securities Underlying Unexercised Options (#) Exercisable	Number of Securities Underlying Unexercised Options (#) Unexercisable	Option Exercise Price (2)	Option Expiration Date	Number of Shares or Units of Stock that have not Vested (#)	Market Value of Shares of Units of Stock that have not Vested (\$)(3)
Thomas M. Siebel	11/30/2016 (4)(5)	1,336,066	—	\$1.86	11/29/2026	—	—
	11/8/2017 (4)(5)	3,000,000	—	\$2.04	11/7/2027	—	—
	11/28/2018 (4)(5)	3,000,000	—	\$3.90	11/27/2028	—	—
	10/19/2019 (4)(5)	5,428,182	—	\$4.68	10/18/2029	—	—
	8/27/2020 (4)(5)	6,166,667	—	\$11.16	8/26/2030	—	—
	7/16/2021(6)	176,850	478,150	\$63.30(7)	7/15/2031	—	—
	7/16/2021(6)	149,580	404,420	\$50.64	7/15/2031	—	—
Juho Parkkinen	9/3/2021(8)	—	50,000	\$50.61	9/2/2031	—	—
	12/23/2021(9)	—	50,000	\$34.25	12/22/2031	—	—
	3/4/2022(10)	2,833	167,167	\$20.05	3/3/2032	—	—
	3/19/2021(11)	—	—	—	—	20,000	339,800
	6/23/2021(11)	—	—	—	—	15,000	254,850
	8/21/2021(12)	—	—	—	—	13,334	226,545
	3/2/2022(13)	—	—	—	—	114,000	1,936,860
Edward Y. Abbo	1/21/2014 (14)(5)	179,191	—	\$1.56	1/20/2024	—	—
	7/13/2016 (14)(5)	107,143	—	\$1.68	7/12/2026	—	—
	11/30/2016 (14)(5)	250,000	—	\$1.86	11/29/2026	—	—
	5/23/2018 (15)(5)	47,874	—	\$2.82	5/22/2028	—	—
	6/13/2019 (15)(5)	144,738	—	\$4.56	6/12/2029	—	—
	7/6/2020 (15)(5)	144,738	—	\$4.56	7/5/2030	—	—
	6/23/2021(15)	—	400,000	\$61.65	6/22/2031	—	—
	9/3/2021(8)	—	500,000	\$50.61	9/2/2031	—	—
	12/23/2021(9)	—	300,000	\$34.25	12/22/2031	—	—
	6/23/2021(16)	—	—	—	—	500	8,495
	8/21/2021(17)	—	—	—	—	100,000	1,699,000
Houman Behzadi	7/13/2016(14)(5)	85,673	—	\$1.68	7/12/2026	—	—
	11/30/2016(14)(5)	63,807	—	\$1.86	11/29/2026	—	—
	6/8/2017(15)(5)	218,781	—	\$1.86	6/7/2027	—	—
	5/23/2018(15)(5)	41,667	—	\$2.82	5/22/2028	—	—
	6/13/2019(15)(5)	125,001	—	\$4.56	6/12/2029	—	—
	7/6/2020(15)(5)	166,667	—	\$4.56	7/5/2030	—	—
	6/23/2021(15)	—	400,000	\$61.65	6/22/2031	—	—
	9/3/2021(8)	—	500,000	\$50.61	9/2/2031	—	—
	12/23/2021(9)	—	300,000	\$34.25	12/22/2031	—	—
	6/23/2021(16)	—	—	—	—	500	8,495
	8/21/2021(17)	—	—	—	—	100,000	1,699,000
Richard J. Lutton Jr.	10/15/2021(11)	—	—	—	—	500,000	8,495,000
David Barter (18)	—	—	—	—	—	—	—

- (1) All equity awards listed in this table were granted under the C3.ai, Inc. 2012 Equity Incentive Plan (the "2012 Plan") or the C3.ai, Inc. 2020 Equity Incentive Plan (the "2020 Plan"), as applicable.
- (2) Except as otherwise noted, all options were granted with a per share exercise price equal to the fair market value of one share of our Class A common stock on the grant date, as determined in good faith by our board of directors or compensation committee, as applicable.
- (3) Market value is calculated based on the closing price of our Class A common stock on April 29, 2022, which was \$16.99, as reported on NYSE.
- (4) The shares subject to this option vest in equal quarterly installments over five years, subject to Mr. Siebel's continuous service as our Chief Executive Officer or Executive Chairman as of each vesting date. The stock option is subject to acceleration upon certain events as described in the section titled "Potential Payments upon Termination or Change of Control."
- (5) All options may be early exercised prior to vesting.
- (6) Three percent of the shares subject to the stock option vest monthly for 12 months following July 16, 2021 and the remainder of the unvested shares subject to the stock option vest and become exercisable in equal monthly installments over the 48-month period thereafter, subject to Mr. Siebel's continuous service through each vesting date. The stock option is subject to acceleration upon certain events as described in the section titled "Potential Payments upon Termination or Change of Control."
- (7) The shares subject to this option were granted with a per share exercise price equal to 125% of the fair market value of one share of our Class A common stock on the grant date, as determined in good faith by our board of directors or compensation committee, as applicable.
- (8) Twenty percent of the shares subject to this option vest on August 15, 2022, and the remaining 80% of the shares subject to this option vest in equal monthly installments over the four years thereafter, subject to the option holder's continuous service with us as of each vesting date. The stock option is subject to acceleration upon certain events as described in the section titled "Potential Payments upon Termination or Change of Control."
- (9) Twenty percent of the shares subject to this option vest on December 15, 2022, and the remaining 80% of the shares subject to this option vest in equal monthly installments over the four years thereafter, subject to the option holder's continuous service with us as of each vesting date. The stock option is subject to acceleration upon certain events as described in the section titled "Potential Payments upon Termination or Change of Control."
- (10) The shares subject to this option vest in equal monthly installments over five years beginning on March 1, 2022, subject to option holder's continuous service with us as of each vesting date. The stock option is subject to acceleration upon certain events as described in the section titled "Potential Payments upon Termination or Change of Control."
- (11) Twenty percent of the shares underlying this RSU vest on the one-year anniversary of the grant date, and the remaining 80% of the shares underlying this RSU vest in equal quarterly installments over the following four years, subject to the holder's continuous service with us as of each vesting date. The RSU is subject to acceleration upon certain events as described in the section titled "Potential Payments upon Termination or Change of Control."
- (12) 1/3 of the shares underlying this RSU vest in equal installments on March 15, 2022, September 15, 2022 and March 15, 2023, subject to the holder's continuous service with us as of each vesting date. The RSU is subject to acceleration upon certain events as described in the section titled "Potential Payments upon Termination or Change of Control."
- (13) Five percent of the shares underlying this RSU vest in equal quarterly installments over the following five years, subject to the holder's continuous service with us as of each vesting date. The RSU is subject to acceleration upon certain events as described in the section titled "Potential Payments upon Termination or Change of Control."
- (14) Fully vested.
- (15) Twenty percent of the shares subject to this option vest on the one-year anniversary of the grant date, and the remaining 80% of the shares subject to this option vest in equal monthly installments over the four years thereafter, subject to the option holder's continuous service with us as of each vesting date.
- (16) One hundred percent of the shares underlying this RSU vest on the one-year anniversary of the grant date, subject to the holder's continuous service with us as of such vesting date.
- (17) One hundred percent of the shares underlying this RSU vest on September 15, 2022, subject to the holder's continuous service with us as of such vesting date. The RSU is subject to acceleration upon certain events as described in the section titled "Potential Payments upon Termination or Change of Control."
- (18) Mr. Barter's employment with us ended in December 2021 and he had no outstanding equity awards as of April 30, 2022.
- (19) Mr. Manzoor's employment with us ended in February 2022 and he had no outstanding equity awards as of April 30, 2022.

Option Exercises and Stock Vested

The following table shows for the fiscal year ended April 30, 2022, certain information regarding option exercises and stock vested during the last fiscal year with respect to our named executive officers:

Name	Option Awards		Stock Awards	
	Number of Shares Acquired on Exercise (#)	Value Realized on Exercise (\$)(1)	Number of Shares Acquired on Vesting (#)	Value Realized on Vesting (\$)(2)
Thomas M. Siebel	—	—	—	—
Juho Parkkinen	—	—	17,666	328,195
Edward Y. Abbo	187,468	7,826,594	—	—
Houman Behzadi	263,548	13,958,080	—	—
Richard J. Lutton Jr.(3)	—	—	—	—
Adeel Manzoor(3)	—	—	—	—
David Barter	272,221	7,268,287	—	—

- (1) The value realized on exercise is based on the difference between the closing price of our Class A common stock on the date of exercise and the applicable exercise price of those options, and does not represent actual amounts received by our named executive officers as a result of the option exercises.
- (2) The value realized on vesting is determined by multiplying the number of vested RSUs by the closing price of our Class A common stock on the vesting date. The value realized on vesting does not reflect the actual value received by each named executive officer because a portion of the shares reflected in the table above were withheld by us to satisfy the named executive officer's tax withholding obligations.
- (3) Messrs. Lutton and Manzoor joined us in 2021 and did not vest in any equity awards before their respective departures.

Potential Payments upon Termination or Change of Control

Certain of our named executive officers serving as of the end of the fiscal year ended April 30, 2022 hold equity awards that provide for vesting acceleration benefits or are entitled to severance benefits in the event of involuntary termination of employment without cause or a change in control. The following table presents information concerning estimated payments and benefits that would be provided to such named executive officers upon a termination or a change of control. The payments and benefits set forth below are estimated assuming that the termination or change in control event occurred on the last business day of our fiscal year ended April 30, 2022 using the closing market price of our Class A common stock on that date. Actual payments and benefits could be different if such events were to occur on any other date or at any other price or if any other assumptions are used to estimate potential payments and benefits.

Name	Equity Acceleration: Termination in Connection with a Change of Control (1)(\$)	Equity Acceleration: Termination of Employment Without Cause (1)(\$)	Cash Severance: Termination of Employment Without Cause (6)(\$)
Thomas M. Siebel	79,110,137(2)	—	—
Juho Parkkinen	2,758,054(3)	—	—
Edward Y. Abbo	1,699,000(4)(5)	—	—
Houman Behzadi	1,699,000(4)(5)	—	—
Richard J. Lutton Jr.	—	1,699,000(6)(7)	600,000(6)(7)

- (1) The value of stock option and RSU award vesting acceleration is based on the closing price of \$16.99 per share of our Class A common stock as of April 29, 2022 (the last business day of the fiscal year ended April 30, 2022), minus, in the case of stock options, the exercise price of the unvested stock options subject to acceleration.
- (2) If a Change in Control (as defined in the 2012 Plan) occurs while Mr. Siebel is serving as either our Chief Executive Officer or Executive Chairman of our board of directors, 100% of the unvested shares subject to stock options granted to Mr. Siebel on November 30, 2016, November 18, 2017, November 28, 2018, October 18, 2019, and August 27, 2020 will immediately vest and become exercisable. In addition, if a Change in Control (as defined in the 2020 Plan) occurs while Mr. Siebel is serving as either our Chief Executive Officer or Executive Chairman of our board of directors and his service is terminated without Cause (as defined in the 2020 Plan) by us or as a result of a Constructive Termination (as defined in the applicable award agreement) in each case, in connection with or following the Change in Control, 100% of the unvested shares subject to stock options granted to Mr. Siebel on July 16, 2021 will immediately vest and become exercisable.

- (3) If a Change in Control (as defined in the applicable award agreement) occurs while Mr. Parkkinen is serving as our Senior Vice President and Chief Financial Officer and his employment is terminated by us without Cause (as defined in the applicable award agreement) or he is not offered an equivalent position with us or our successor entity, (a) 100% of the unvested shares subject to all stock options held by Mr. Parkkinen will immediately vest and become exercisable, and (b) 100% of the unvested portion of all RSU awards held by Mr. Parkkinen will vest 12 months following the Change in Control or upon his earlier termination of employment.
- (4) If a Change of Control (as defined in the applicable award agreement) occurs and the named executive officer's continuous service in his position prior to the Change of Control is terminated or the named executive officer has a Constructive Termination (as defined in the applicable award agreement), 100% of the unvested shares subject to the stock option granted to such named executive officer in September 2021 will immediately vest and become exercisable.
- (5) Upon both the occurrence of (i) a Change in Control (as defined in the 2020 Plan) and (ii) either the named executive officer's continuous service in his position prior to the Change in Control is terminated, or the named executive officer has a Constructive Termination (as defined in the applicable award agreement), then 100% of the unvested portion of the RSU award granted to such named executive officer in August 2021 will immediately vest.
- (6) Pursuant to the terms of his offer letter, if Mr. Lutton was terminated without Cause (as defined in his offer letter) within the first year of his employment: (i) he was entitled to a cash severance payment equivalent to twelve months of his base salary and annual bonus subject to federal and state taxation and (ii) 20% of the RSU awards held by Mr. Lutton would immediately vest. Such severance benefits were contingent upon Mr. Lutton executing a separation agreement in form and substance mutually acceptable to us and Mr. Lutton (or our successor entity), including at a minimum, a general release of claims in our favor.
- (7) Mr. Lutton left us in June 2022, after the end of the fiscal year ended April 30, 2022. Pursuant to the terms of the separation agreement entered into in June 2022, and in exchange for timely signing the separation agreement, which included a general release of claims in our favor, Mr. Lutton was entitled to (i) an aggregate separation payment of \$600,000, payable in equal bi-monthly installments over 12 months, (ii) retain the entire amount of his \$100,000 sign-on bonus, which was subject to a right of repayment in our favor, (iii) receive a prorated annual bonus for his services in the fiscal year ended April 30, 2022 in the amount of \$126,923, and (iv) the equity acceleration benefit described in footnote six above.

In addition, during the fiscal year ended April 30, 2022, certain of our named executive officers left their positions with us. The following table presents information concerning the payments and benefits that were provided to each such named executive officer. The payments and benefits set forth below reflect actual payments and benefits provided to such named executive officers.

<u>Name</u>	<u>Cash Severance (S)</u>
David Barter (1)	—
Adeel Manzoor (2)	250,000

- (1) Mr. Barter did not receive any severance benefits in connection with his departure in December 2021.
- (2) Pursuant to the terms of the separation agreement entered into in February 2022, Mr. Manzoor was entitled to retain the \$250,000 installment of his signing bonus that was paid to him, which he otherwise would have been required to repay to us under the terms of his offer letter as a result of his voluntary resignation, in exchange for timely signing the separation agreement, which included a general release of claims in our favor.

EQUITY COMPENSATION PLAN INFORMATION

The following table summarizes our equity compensation plan information as of April 30, 2022. Information is included for equity compensation plans approved by our stockholders. We do not have any equity compensation plans not approved by our stockholders:

Plan Category	(a) Number of Securities to be Issued Upon Exercise of Outstanding Options, Warrants and Rights(1)	(b) Weighted Average Exercise Price of Outstanding Options, Warrants and Rights(2)	(c) Number of Securities Remaining Available for Future Issuance Under Equity Compensation Plans (Excluding Securities Reflected in Column (a))
Equity plans approved by stockholders(4)	36,338,030	\$12.44	16,232,017(3)
Equity plans not approved by stockholders	—	—	—

- (1) Includes the 2012 Plan and the 2020 Plan, but does not include future rights to purchase Class A common stock under our 2020 ESPP, which depend on a number of factors described in our 2020 ESPP and will not be determined until the end of the applicable purchase period.
- (2) The weighted-average exercise price excludes any outstanding RSUs, which have no exercise price.
- (3) Includes the 2020 Plan and 2020 ESPP. Options, RSUs, or other stock awards granted under the 2012 Plan that are forfeited, terminated, expired, or repurchased become available for issuance under the 2020 Plan.
- (4) The 2020 Plan provides that the total number of shares of our Class A common stock reserved for issuance thereunder will automatically increase on May 1st of each fiscal year for a period of up to ten years commencing on May 1, 2021 and ending on (and including) May 1, 2030, in an amount equal to 5% of the total number of shares of Class A and Class B common stock outstanding on April 30th of the preceding fiscal year, or such lesser number of shares as determined by our board of directors prior to May 1st of a given fiscal year. In addition, the 2020 ESPP provides that the total number of shares of our Class A common stock reserved for issuance thereunder will automatically increase on May 1st of each fiscal year for a period of up to ten years commencing on May 1, 2021 and ending on (and including) May 1, 2030, in an amount equal to the least of:
- (i) 1% of the total number of shares of common stock outstanding on April 30th of the preceding fiscal year;
 - (ii) 4,500,000 shares of Class A common stock; and
 - (iii) such lesser number of shares of Class A common stock as determined by our board of directors prior to May 1 of a given fiscal year. Accordingly, on May 1, 2022, the number of shares of Class A common stock available for issuance under the 2020 Plan and the 2020 ESPP increased by 5,311,251 shares and 1,062,250 shares, respectively, pursuant to these provisions. These increases are not reflected in the table above.

SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT

The following table sets forth information regarding the ownership of our common stock as of August 9, 2022 by:

- each named executive officer;
- each of our directors;
- our directors and executive officers as a group; and
- each person known by us to own beneficially more than 5% of our Class A or Class B common stock.

We have determined beneficial ownership in accordance with SEC rules and regulations, and the information is not necessarily indicative of beneficial ownership for any other purpose. Except as indicated by the footnotes below, we believe, based on information furnished to us, that the persons and entities named in the table below have sole voting and sole investment power with respect to all shares that they beneficially own, subject to community property laws.

We have based percentage ownership on 104,881,430 shares of Class A common stock and 3,499,992 shares of Class B common stock outstanding as of August 9, 2022. In computing the number of shares beneficially owned by a person and the percentage ownership of such person, we deemed to be outstanding all shares subject to options held by the person that are currently exercisable or would be exercisable within 60 days of August 9, 2022 and any shares convertible by such person. However, except as described above, we did not deem such shares outstanding for the purpose of computing the percentage ownership of any other person.

Unless otherwise indicated, the address for each beneficial owner listed in the table below is c/o C3.ai, Inc., 1300 Seaport Blvd, Suite 500, Redwood City, California 94063.

Name	Class A Common Stock		Class B Common Stock		% of Total Voting Power(1)
	Shares	%	Shares	%	
5% Stockholders					
Thomas M. Siebel(2)(3)	28,706,623	22.6	3,072,820	87.8	57.3
Baker Hughes Holdings LLC(4)	8,650,476	8.2	—	—	3.1
Entities affiliated with Vanguard Group(5)	6,134,997	5.8	—	—	2.2
Directors and Named Executive Officers					
Thomas M. Siebel(2)	28,697,407	22.6	2,572,820	73.5	48.4
Shares subject to voting proxy(3)	9,216	*	500,000	14.3	8.9
Total	28,706,623	22.6	3,072,820	87.8	57.3
Edward Y. Abbo(6)	1,826,295	1.7	—	—	*
David Barter	—	—	—	—	—
Houman Behzadi(7)	1,324,444	1.2	—	—	*
Lisa A. Davis(8)	59,984	*	—	—	*
Patricia A. House(9)	1,081,599	1.0	500,000	14.3	9.0
Richard C. Levin(10)	511,619	*	—	—	*
Richard J. Lutton Jr.	—	—	—	—	—
Adeel Manzoor	—	—	—	—	—
Michael G. McCaffery(11)	1,209,649	1.2	—	—	*
Juho Parkkinen(12)	51,440	*	—	—	*
Condoleezza Rice(13)	543,431	*	—	—	*
S. Shankar Sastry(14)	612,137	*	—	—	*
Bruce Sewell(15)	616,997	*	—	—	*
Jim H. Snabe(16)	638,500	*	—	—	*
Stephen M. Ward, Jr.(17)	1,026,054	1.0	—	—	*
All directors and executive officers (16 persons)	38,199,556	28.6%	3,072,820	87.8%	58.4%

* Less than 1%.

- (1) Represents the voting power with respect to all shares of our Class A common stock and Class B common stock, voting together as a single class. Each share of Class A common stock will be entitled to one vote per share, and each share of Class B common stock will be entitled to 50 votes per share. The Class A common stock and Class B common stock will vote together on all matters (including the election of directors) submitted to a vote of stockholders, except under limited circumstances.
- (2) Consists of (a) 9,216 shares of Class A common stock held by First Virtual Holdings, LLC, (b) 1,703,265 shares of Class A common stock held by Thomas M. Siebel, (c) 170,294 shares of Class A common stock held by Siebel Asset Management, L.P., (d) 72,695 shares of Class A common stock held by Siebel Asset Management III, L.P., (e) 1,237,115 shares of Class A common stock held by The Siebel 2011 Irrevocable Children's Trust, (f) 3,523,609 shares of Class A common stock held by The Siebel Living Trust u/a/d 7/27/1993, (g) 19,408,393 shares of Class A common stock subject to options exercisable within 60 days of August 9, 2022, of which 12,361,216 were vested and unexercised as of August 9, 2022, (h) 500,000 shares of Class B common stock held by First Virtual Holdings, LLC, (i) 2,059,592 shares of Class B common stock held by The Siebel Living Trust u/a/d 7/27/1993, (k) 6,614 shares of Class B common stock held by The Siebel 2020 Annuity Trust III u/a/d 3/4/2020, and (l) 6,614 shares of Class B common stock held by The Siebel 2020 Annuity Trust IV u/a/d 3/4/2020.
- (3) Consists of 9,216 shares of Class A common stock and 500,000 shares of Class B common stock over which Mr. Siebel holds an irrevocable proxy pursuant to a voting agreement between Mr. Siebel and Patricia A. House. We do not believe that the parties to these voting agreements constitute a "group" under Section 13 of the Exchange Act as Mr. Siebel exercises voting control over these shares.
- (4) Based solely on the Schedule 13G/A filed on August 11, 2022. All shares of Class A common stock are held by Baker Hughes Holdings LLC, or Baker Hughes. The address for Baker Hughes is 17021 Aldine Westfield Road, Houston, Texas 77073.

- (5) Based upon the information provided by The Vanguard Group - 23-1945930, or Vanguard, in a Schedule 13G filed on February 9, 2022, and reporting ownership as of December 31, 2021. The principal business address of Vanguard is 100 Vanguard Blvd., Malvern, PA 19355. Vanguard has sole voting power over zero shares of Class A common stock, shared voting power over 29,425 shares of Class A common stock, sole dispositive power over 6,057,165 shares of Class A common stock and shared dispositive power over 77,832 shares of common stock.
- (6) Consists of (a) 112,473 shares of Class A common stock held by Mr. Abbo, (b) 149,577 shares of Class A common stock held by the Abbo 2012 Children's Trust FBO Casey Cecile Abbo, (c) 149,578 shares of Class A common stock held by the Abbo 2012 Children's Trust FBO Dana Lauren Abbo, (d) 149,578 shares of Class A common stock held by the Abbo 2012 Children's Trust FBO Layla Grace Abbo, (e) 1,082,016 shares of Class A common stock subject to options exercisable within 60 days of August 9, 2022, 932,028 of which were vested and unexercised as of August 9, 2022, and (f) 183,073 shares of Class A common stock issuable upon vesting of RSUs within 60 days of August 9, 2022.
- (7) Consists of (a) 231,433 shares of Class A common stock held by Mr. Behzadi, (b) 909,928 shares of Class A common stock subject to options exercisable within 60 days of August 9, 2022, 778,688 of which were vested and unexercised as of August 9, 2022, and (c) 183,073 shares of Class A common stock issuable upon vesting of RSUs within 60 days of August 9, 2022.
- (8) Consists of 59,984 shares of Class A common stock subject to options held by Ms. Davis which are exercisable within 60 days of August 9, 2022, 5,998 of which were vested as of such date.
- (9) Consists of (a) 96,211 shares of Class A common stock held by Ms. House, (b) 217,755 shares of Class A common stock held by the Patricia A. House 2020 2 Year GRAT created UTA dated September 22, 2020, (c) 500,000 shares of Class B common stock held by Ms. House, and (d) 267,633 shares of Class A common stock subject to options exercisable within 60 days of August 9, 2022, 65,993 of which were vested and unexercised as of August 9, 2022.
- (10) Consists of (a) 257,664 shares of Class A common stock held by Dr. Levin, 23,996 of which were subject to a right of repurchase by us as of August 9, 2022, and (b) 253,955 shares of Class A common stock subject to options exercisable within 60 days of August 9, 2022, 117,690 of which were vested and unexercised as of August 9, 2022.
- (11) Consists of (a) 321,699 shares of Class A common stock held by Mr. McCaffery, 123,594 of which were subject to a right of repurchase by us as of August 9, 2022, (b) 665,929 shares of Class A common stock held by the McCaffery Family Trust as amended 12/18/00, and (c) 222,021 shares of Class A common stock subject to options exercisable within 60 days of August 9, 2022, none of which were vested and unexercised as of August 9, 2022.
- (12) Consists of (a) 12,108 shares of Class A common stock held by Mr. Parkkinen, (b) 30,665 shares of Class A common stock subject to options exercisable within 60 days of August 9, 2022, 30,665 of which were vested and unexercised as of August 9, 2022, and (c) 8,667 shares of Class A common stock issuable upon vesting of RSUs within 60 days of August 9, 2022.
- (13) Consists of (a) 74,387 shares of Class A common stock held by Dr. Rice, (b) 587 shares of Class A common stock held by the Condoleezza Rice Trust U/A/D 11/24/99 and (c) 468,457 shares of Class A common stock subject to options exercisable within 60 days of August 9, 2022, 304,680 of which were vested and unexercised as of August 9, 2022.
- (14) Consists of (a) 24,640 shares of Class A common stock held by Mr. Sastry and (b) 587,497 shares of Class A common stock subject to options exercisable within 60 days of August 9, 2022, 419,554 of which were vested and unexercised as of August 9, 2022.
- (15) Consists of 616,997 shares of Class A common stock subject to options exercisable held by Mr. Sewell which are within 60 days of August 9, 2022, 328,668 of which were vested and unexercised as of August 9, 2022.
- (16) Consists of (a) 10,000 shares of Class A common stock held by Mr. Snabe, (b) 28,000 shares of Class A common stock held by BJHS Invest ApS, of which Mr. Snabe is the sole member, and (c) 600,500 shares of Class A common stock subject to options exercisable within 60 days of August 9, 2022, 252,584 of which were vested and unexercised as of August 9, 2022.
- (17) Consists of (a) 480,089 shares of Class A common stock held by Mr. Ward and (b) 545,965 shares of Class A common stock subject to options exercisable within 60 days of August 9, 2022, 320,962 of which were vested and unexercised as of August 9, 2022.

TRANSACTIONS WITH RELATED PERSONS

The following is a summary of transactions since May 1, 2021, to which we have been a participant in which the amount involved exceeded or will exceed \$120,000, and in which any of our directors, executive officers, or holders of more than five percent of our capital stock, or any member of the immediate family of the foregoing persons, had or will have a direct or indirect material interest.

Transactions with Baker Hughes

In June 2019, we entered into agreements with Baker Hughes Company, or Baker Hughes, under which Baker Hughes received a three-year subscription to use our software, as well as the exclusive right to resell our offerings worldwide in the oil and gas market and non-exclusively in other markets. These agreements were revised in June 2020 to extend the term to a total of five years and to modify the subscription fees due. Under the revised agreements, Baker Hughes has made minimum, non-cancellable revenue commitments, which are inclusive of their direct subscription fees and third party revenue generated through a joint marketing arrangement with Baker Hughes, in the amount of \$46.7 million, \$53.3 million, \$75.0 million, \$125.0 million, and \$150.0 million, in the fiscal years ending April 30, 2021, 2022, 2023, and 2024, respectively. We also agreed to pay Baker Hughes a sales commission on subscriptions and services offerings it resold in excess of these minimum revenue commitments.

We and Baker Hughes further revised these agreements in October 2021 to extend the term by an additional year, for a total of six years, with an expiration date in the fiscal year ending April 30, 2025, to modify the amount of Baker Hughes' annual commitments to \$85.0 million, \$110.0 million, and \$125.0 million in the fiscal years ending April 30, 2023, 2024 and 2025, respectively, and to revise the structure of the arrangement to further incentivize Baker Hughes' sales of our products and services.

A portion of the transaction price in our arrangement with Baker Hughes is variable. Beginning in the fiscal year ending April 30, 2023, Baker Hughes' annual commitments will be reduced by any revenue we generate from certain customers. Known and estimable revenue from certain customers related to the arrangement is a form of variable consideration, which was determined at contract inception and reduces the revenues recognized from the arrangement. At the end of each reporting period, we review and update the estimate as additional information becomes available.

Pursuant to the revised arrangement, we acknowledged that Baker Hughes had met its minimum annual revenue commitment for the fiscal year ended April 30, 2022 and recognized \$16.0 million of sales commission as deferred costs during the fiscal quarter ended October 31, 2021 related to this arrangement, which will be amortized over an expected period of five years.

Revenues recognized under the arrangement were as follows (in thousands):

	Fiscal Year Ended April 30,		
	2022	2021	2020
Direct subscription	\$ 60,425	\$ 30,557	\$ 40,425
Direct professional services	16,872	4,825	292
Total revenue from direct subscription and professional services	77,297	35,382	40,717
Total revenue from certain customers in oil and gas field related to the Baker Hughes arrangement	27,732	20,491	5,929
Total revenue related to the arrangement	\$ 105,029	\$ 55,873	\$ 46,646

In addition, we purchase services from Baker Hughes from time to time to support our end customers in relation to our contracts with those customers. These costs are recorded as cost of subscription revenue. We recognized cost of subscription revenue related to services purchased from Baker Hughes of \$0.6 million, \$0.1 million and nil for the fiscal years ended April 30, 2022, 2021 and 2020, respectively. We recognized sales and marketing expenses related to Baker Hughes of \$8.2 million, less than \$0.1 million and nil for the fiscal years ended April 30, 2022, 2021 and 2020, respectively.

Mr. Simonelli, a former member of our board of directors, serves as Chairman, President, and Chief Executive Officer of Baker Hughes. Mr. Simonelli was appointed to our board of directors in connection with the strategic collaboration agreements described above. Concurrently with the execution of such agreements, we entered into a voting agreement with Mr. Siebel and Baker Hughes, which provided that we would nominate and Mr. Siebel would vote all shares held by him and his affiliates so as to elect one individual designated by Baker Hughes, provided that such person was reasonably approved by our board of directors. This voting agreement terminated in connection with our initial public offering.

Travel Expense Reimbursement

Our board of directors has approved an aircraft reimbursement policy which provides for reimbursement for an eligible executive who uses his or her own aircraft for business travel at a rate determined by the audit committee to be below market rates for the charter of similar aircraft. Thomas M. Siebel, our Chief Executive Officer, owns an aircraft which he uses from time to time for business travel. In addition, Mr. Siebel has personally leased aircraft which he uses from time to time for business travel. Pursuant to this policy, approximately \$808,000 has been, or will be, paid to Mr. Siebel with respect to eligible business travel occurring during the fiscal year ended April 30, 2022, representing reimbursement for such period of business-related travel. Due to the fact that the hourly reimbursement rate for the use of the aircraft is less than the actual operational costs incurred by Mr. Siebel as owner of the aircraft or lessor of the leased aircraft, as applicable, Mr. Siebel does not profit from the use of the aircraft or the aircraft reimbursement policy.

Transactions with Immediate Family

A son of Thomas M. Siebel, our Chief Executive Officer, is employed by us. He does not share a household with Mr. Siebel and is not one of our executive officers. His compensation was established by us in accordance with its compensation practices applicable to employees with comparable qualifications and responsibilities and holding similar positions and without the involvement of Mr. Siebel. His total cash compensation for the fiscal year ended April 30, 2022 was approximately \$264,953.84. He has received and continues to be eligible for equity awards on the same general terms and conditions as applicable to employees in similar positions who do not have such family relationship.

Registration Rights Agreement

We are party to an amended and restated registration rights agreement, or the Registration Rights Agreement, with certain holders of our capital stock, including entities affiliated with each of Mr. Siebel and Baker Hughes. The Registration Rights Agreement provides parties thereto with certain registration rights, including the right to demand that we file a registration statement or request that their shares be covered by a registration statement that we are otherwise filing. The registration rights provided pursuant to the Registration Rights Agreement will expire three years after the completion of our initial public offering or, with respect to any particular stockholder, (1) the time that such stockholder can sell all of its shares entitled to registration rights under Rule 144 of the Securities Act during any 90-day period or (2) the time that such stockholder owns less than 1% of our outstanding Class A common stock. We will pay the registration expenses, not to exceed \$25,000, of the shares registered pursuant to the Registration Rights Agreement.

Policies and Procedures for Related Person Transactions

We currently have a written related person transaction policy that sets forth our procedures for the identification, review, consideration, and approval or ratification of related person transactions. For purposes of our policy only, a related person transaction is a transaction, arrangement, or relationship, or any series of similar transactions, arrangements, or relationships, in which we and any related person are, were or will be participants. Transactions involving compensation for services provided to us as an executive officer or director are not considered related person transactions under this policy. A transaction, arrangement, or relationship in which a related person's participation is solely due to such related person's position as a director of an entity that is participating in such transaction, arrangement or relationship would not be considered a related party transaction under this policy. A related person is any executive officer, director, nominee for election as a director, or beneficial owner of more than 5% of any class of our voting securities, including any of the immediate family members of the foregoing persons and any entity controlled by such persons.

Under the policy, if a transaction has been identified as a related person transaction, including any transaction that was not a related person transaction when originally consummated or any transaction that was not initially identified as a related person transaction prior to consummation, our management must present information regarding the related person transaction to our audit committee for review, consideration and approval or ratification. Under the policy, we will collect information that we deem reasonably necessary from each director, nominee for election as a director, executive officer and, to the extent feasible, significant stockholder to enable us to identify any existing or potential related person transactions and to effectuate the terms of the policy.

OTHER MATTERS

Delinquent Section 16(a) Reports

Section 16(a) of the Exchange Act requires our directors and executive officers, and persons who own more than 10% of a registered class of our equity securities, to file with the SEC reports of changes in ownership of such securities. To our knowledge, based solely on a review of such reports filed with the SEC and written representations that no other reports were required, during the fiscal year ended April 30, 2022, we believe that all required reports were timely filed.

Matters for Consideration

Neither we nor our board of directors know of any other matters that will be presented for consideration at the Annual Meeting. If any other matters are properly brought before the Annual Meeting, it is the intention of the persons named in the accompanying proxy to vote on such matters in accordance with his or her best judgment.

Fiscal Year 2022 Annual Report and SEC Filings

Our financial statements for the fiscal year ended April 30, 2022 are included in our Annual Report on Form 10-K, which we will make available to stockholders at the same time as this proxy statement. This proxy statement and our annual report are posted on our investor relations website at ir.c3.ai and are available from the SEC at its website at www.sec.gov.

A copy of our Annual Report to the SEC on Form 10-K for the fiscal year ended April 30, 2022 is available without charge upon written request to:

C3.ai, Inc.
Attention: Investor Relations
1300 Seaport Blvd, Suite 500
Redwood City, California 94063
Tel: (650) 503-2200
Email: ir@c3.ai

It is important that your shares of our common stock be represented at the Annual Meeting, regardless of the number of shares that you hold. You are, therefore, urged to vote by telephone or by using the internet as instructed on the enclosed proxy card or execute and return, at your earliest convenience, the enclosed proxy card in the envelope that has also been provided.



C3.AI, INC.
1300 SEASPORT BLVD.
SUITE 500
REDWOOD CITY, CA 94063



SCAN TO
VIEW MATERIALS & VOTE



VOTE BY INTERNET

Before The Meeting - Go to www.proxyvote.com or scan the QR Barcode above

Use the Internet to transmit your voting instructions and for electronic delivery of information. Vote by 11:59 p.m. Eastern Time on October 4, 2022. Have your proxy card in hand when you access the web site and follow the instructions to obtain your records and create an electronic voting instruction form.

During The Meeting - Go to www.virtualshareholdermeeting.com/AI2022

You may attend the meeting via the Internet and vote during the meeting. Have the information that is printed in the box marked by the arrow available and follow the instructions.

VOTE BY PHONE - 1-800-690-6903

Use any touch-tone telephone to transmit your voting instructions. Vote by 11:59 p.m. Eastern Time on October 4, 2022. Have your proxy card in hand when you call and follow the instructions.

VOTE BY MAIL

Mark, sign and date your proxy card and return it in the postage-paid envelope we have provided or return it to Vote Processing, c/o Broadridge, 51 Mercedes Way, Edgewood, NY 11717.

TO VOTE, MARK BLOCKS BELOW IN BLUE OR BLACK INK AS FOLLOWS:

D89949-P79118

KEEP THIS PORTION FOR YOUR RECORDS
DETACH AND RETURN THIS PORTION ONLY

THIS PROXY CARD IS VALID ONLY WHEN SIGNED AND DATED.

C3.AI, INC.		For All	Withhold All	For All Except	To withhold authority to vote for any individual nominee(s), mark "For All Except" and write the number(s) of the nominee(s) on the line below.	
The Board of Directors recommends you vote FOR the following:						
1.	Election of Class II Directors	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	_____	
Nominees:						
	01) Richard C. Levin					
	02) Bruce Sewell					
	03) Lisa A. Davis					
The Board of Directors recommends you vote FOR the following proposal:						
2.	Advisory vote to approve the compensation of our named executive officers.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>		
The Board of Directors recommends you vote 1 YEAR on the following proposal:						
3.	Advisory vote to recommend the frequency of stockholder advisory votes on the compensation of our named executive officers.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	
The Board of Directors recommends you vote FOR the following proposal:						
4.	Ratification of the appointment of Deloitte & Touche LLP as the independent registered public accounting firm for the fiscal year ending April 30, 2023.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>		
NOTE: In their discretion, the proxies are authorized to vote on any other business that may properly come before the meeting or any adjournment or postponement thereof.						
Please sign exactly as your name(s) appear(s) hereon. When signing as attorney, executor, administrator, or other fiduciary, please give full title as such. Joint owners should each sign personally. All holders must sign. If a corporation or partnership, please sign in full corporate or partnership name by authorized officer.						
<input type="text"/>		<input type="text"/>		<input type="text"/>		<input type="text"/>
Signature [PLEASE SIGN WITHIN BOX]		Date		Signature (Joint Owners)		Date

Important Notice Regarding the Availability of Proxy Materials for the Annual Meeting:
The Notice and Proxy Statement and Annual Report are available at www.proxyvote.com.

D89950-P79118

**C3.ai, Inc.
Annual Meeting of Stockholders
October 5, 2022 10:00 AM Pacific Time
This proxy is solicited by the Board of Directors**

The stockholder(s) hereby appoint(s) Thomas M. Siebel and Juho Parkkinen, or either of them, as proxies, each with the power to appoint his substitute, and hereby authorize(s) each of them to represent and to vote, as designated on the reverse side of this ballot, all of the shares of Class A common stock and Class B common stock of C3.ai, Inc. that the stockholder(s) is/are entitled to vote at the Annual Meeting of Stockholders to be held at 10:00 AM Pacific Time on Wednesday, October 5, 2022, via live webcast on the Internet at www.virtualshareholdermeeting.com/AI2022, and any adjournment or postponement thereof.

THIS PROXY, WHEN PROPERLY EXECUTED, WILL BE VOTED AS DIRECTED BY THE STOCKHOLDER(S). IF NO SUCH DIRECTIONS ARE MADE, THIS PROXY WILL BE VOTED IN ACCORDANCE WITH THE RECOMMENDATIONS OF THE BOARD OF DIRECTORS.

Continued and to be signed on reverse side