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Open Letter: Celebrite should not go public without demonstrating human rights compliance

Gary Gensler
Chairman

John Coates
Acting Director
The Division of Corporation Finance

Kelly L. Gibson
Acting Deputy Director of Enforcement
Head of The Climate and ESG Task Force

Melissa R. Hodgman
Acting Director
The Division of Enforcement

U.S. Securities and Exchange Commission
100 F St NE, Washington, DC 20549

Adena T. Friedman
President and Chief Executive Officer
NASDAQ
151 W. 42nd Street
New York City, NY 10036

Adam H. Clammer
Chief Executive Officer
TWC Tech Holdings II Corp.
Four Embarcadero Center, Suite 2100
San Francisco, CA 94111

Amos Meron
Managing Member
Empyrean Capital Partners
10250 Constellation Boulevard, Suite 2950
Los Angeles, CA 90067

Andrew Weiss
Managing Member
Weiss Asset Management LP
222 Berkeley St., 16th floor
Boston, MA 02116

Ari Zweiman
Managing Member
683 Capital Management, LLC
3 Columbus Circle, Suite 2205
New York, NY 10019

Glen Kacher
President, CIO
Light Street Capital
525 University Avenue, Suite 300
Palo Alto, CA 94301



Kenneth Griffin
President, Chief Executive Officer
Citadel GP LLC
131 Dearborn ST, 32nd FLR
Chicago, IL 60603

Israel A. Englander
Chairman, CEO, and Co-CIO
Millennium Management LLC
666 Fifth Avenue
New York, NY 10103

Paul J. Glazer
Managing Member
Glazer Capital, LLC
Four Embarcadero Center, Suite 2100
San Francisco, CA 94111

Alex Lazovsky
Managing Member
West Coast Equity Partners LLC
703 Crestview Dr
San Carlos, CA 94070

Douglas K Edwards
Managing Member
Crescent Park Management, L.P.
1900 University Avenue, Suite 501
East Palo Alto, CA 94549

Eli Schwartz
Managing Member
Phoenix Holdings Ltd
53 Derech Hashalom Givatayim
53454 Israel

Hunter Armistead
Managing Member
Alaris Capital, LLC
4900 Main Street, Suite 600
Kansas City, MO 64112

James H. Greene, Jr.
Manager
Green Investment Partners LLC

Katherine H. Clammer
Adam H. Clammer 2007 Long Term Trust

Mendel Hui
Managing Member
Isomer Partners Fund GP LLC
420 Lexington Avenue, Suite 2007
New York, NY 10170

Michael Stark
Managing Member
Crosslink Capital, Inc
2180 Sand Hill Road, Suite 200
Menlo Park, CA 94025

Mike McCaffery
Chairman, Executive Committee
Makena Capital Management
2755 Sand Hill Road, Suite 200
Menlo Park, CA 94025

Peter Sang Hun Park
Chief Investment Officer
Park West Asset Management LLC
900 Larkspur Landing Circle, Suite 165
Larkspur, CA 94939

Rick Smith
Chief Executive Officer
Axon Enterprise
17800 N. 85th St
Scottsdale, AZ 85255

Shlomo Eliahu
Managing Member
Migdal Sal Domestic Equities
4 Efal Street
Kiryat Aryeh, Petach Tikva, HaMerkaz 4951229
Israel



Dear stakeholders,

We, the undersigned civil society organizations and individuals, have published this open letter to the U.S. Securities and Exchange Commission (the SEC), NASDAQ, and other relevant stakeholders in Cellebrite's bid to go public. **We are calling on the parties to halt this deal until Cellebrite demonstrates that it has taken sufficient measures to comply with human rights.**

Cellebrite itself has admitted that its products pose risks to human rights. In both a presentation to investors and a draft registration statement to the SEC, Cellebrite acknowledges that one of the company's key risks is that some of its "products may be used by customers in a way that is, or that is perceived to be, incompatible with human rights" and that "any such perception could adversely affect [its] reputation, revenue and results of operations." Despite this acknowledgment, Cellebrite continues selling its products to repressive regimes and enabling detentions, prosecutions, and harassment of journalists, civil rights activists, dissidents, and minorities around the world. Many of these activities were originally reported by the Committee to Protect Journalists (CPJ) and media outlets, and are further detailed in Access Now's report dated May 28, 2021.

In its draft registration statement to the SEC, Cellebrite also notes the risks caused by its past transactions with the governments of Hong Kong, Russia, and Bangladesh, including reports that its flagship Universal Forensic Extraction Device (UFED) tool, capable of unlocking and extracting data from mobile phones and other devices, was used against pro-democracy protests. However, Cellebrite omits to disclose a number of other reported transactions that carry human rights risks, including with the governments of Botswana, Ghana, Nigeria, Myanmar, Indonesia, India, Bahrain, and Saudi Arabia. **This omission is misleading as it underplays the probability of misuse of Cellebrite's products.** Cellebrite failed to disclose whether it conducted an investigation or due diligence into other customers with a record of human rights violations or whether it has any plans to stop business in these countries. Further, **Cellebrite claims that it has a human rights compliance system, without providing further details as to what the system is or how it practically functions to mitigate human rights risks.** For example, in response to CPJ's questions in mid-2021, Cellebrite declined to provide details about how their human rights due diligence processes and mechanisms were applied to cases where their technology was used by Botswana police to search the phones of journalists, one of whom alleged he was tortured. Finally, **Cellebrite does not explain how it ensures that its customers do not continue using its products (or resell or donate them) after license expiration or termination of the contract.**

On June 11, U.S. Representative Tom Malinowski had issued a number of recommendations to the SEC, NASDAQ, TWC Tech Holdings II Corp., a special-purpose acquisition company (or SPAC) which is planning to merge with Cellebrite, and Cellebrite's future investors to decline approval of the firm's public listing until Cellebrite sufficiently addresses the human rights risks resulting from its



transactions. Today, the undersigned civil society organizations and individuals make the following recommendations, which are aligned with the U.S. Representative Malinowski's letters, to the respective stakeholders:

To the SEC:

- Decline to approve Cellebrite's draft Form F-4 unless it sufficiently addresses the lack of safeguards that led to the sale, support for, and continuous use of Cellebrite's technology by human rights violating regimes, under 17 CFR § 229.503(c); and
- In case of approval, continue stringent monitoring of all subsequent filings by Cellebrite.

To NASDAQ:

- Decline to approve the listing of Cellebrite unless Cellebrite demonstrates that its human rights compliance system is robust and transparent enough to mitigate human rights risks, in accordance with Rule 5101 and the U.S. State Department guidance on export of technologies with surveillance capabilities.
- In case of approval, continue stringent monitoring of Cellebrite.

To SPAC:

- Delay the closing of the merger until Cellebrite demonstrates that its human rights compliance system is robust and transparent enough to mitigate human rights risks, in accordance with the Guidance.

To SPAC Shareholders:

- Demand SPAC robust disclosure of all aspects of Cellebrite's human rights compliance programs, in policy and practice, as well as forward-going commitments to respect human rights. This includes asking Cellebrite to:
 - disclose the results of its human rights due diligence and risk assessments to the investors; and
 - refrain from selling technology to governments at risk of committing human rights violations.
- Vote against the merger and redeem your SPAC shares unless Cellebrite demonstrates that its human rights compliance system is robust and transparent enough to mitigate human rights risks.

To PIPE investors:

- Decline to purchase Cellebrite shares unless Cellebrite demonstrates that its human rights compliance system is robust and transparent enough to mitigate human rights risks.

As stakeholders in this transaction, you are uniquely placed to ensure that Cellebrite's tools will not be used to perpetuate human rights abuses. We urge you to use your influence to protect human rights.



Sincerely,

ORGANIZATIONS

Access Now

Africa Open Data and Internet Research
Foundation (AODIRF)

Asociación por los Derechos Civiles (ADC)

Electronic Frontier Foundation (EFF)

Defend the Defenders, Vietnam

Derechos Digitales

Digital Rights Foundation (DRF)

Gulf Centre for Human Rights

Heartland Initiative

Human Constanta

Humano Derecho Radio Estación

International Federation for Human Rights (FIDH)

International Press Centre (IPC) Lagos-Nigeria

Internet Protection Society (O3I), Russia

Investor Alliance for Human Rights

Privacy International

Laboratório de Políticas Públicas e Internet
(LAPIN)

LaLibre Tecnologías Comunitarias, Ecuador

Net Freedoms Project, Russia

Open Media and Information Companies
Initiative (Open MIC)

PEN America

Penplusbytes

Redes Ayuda

R3D: Red en Defensa de los Derechos Digitales

Southeast Asia Freedom of Expression Network
(SAFENet)

Venezuela Inteligente / VEsinFiltro

Vietnam Human Rights Network (VNHRN)

7amleh - The Arab Center for the Advancement
of Social Media

INDIVIDUALS

Jon Penney, Assistant Professor, Osgoode Hall
Law School / the Citizen Lab at the University of
Toronto's Munk School of Global Affairs and
Public Policy

Ron Deibert, Professor of Political Science and
Director, the Citizen Lab at the University of
Toronto's Munk School of Global Affairs and
Public Policy