

13 July 2021

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

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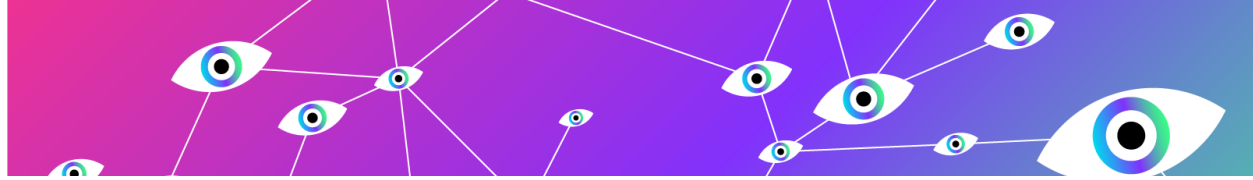
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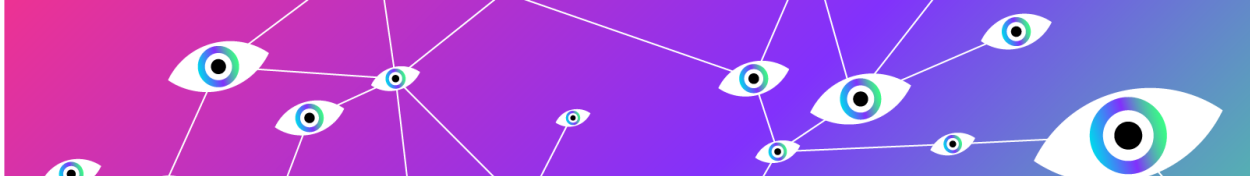
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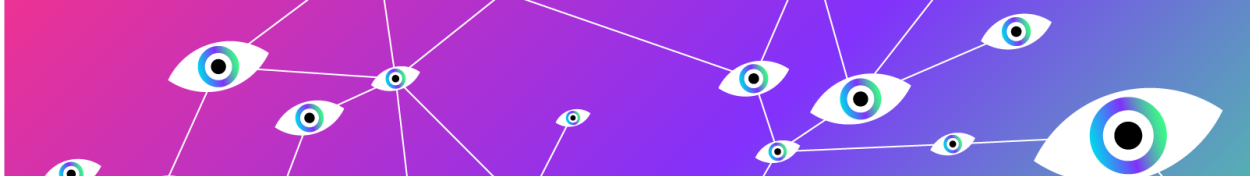
Dear stakeholders,

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.

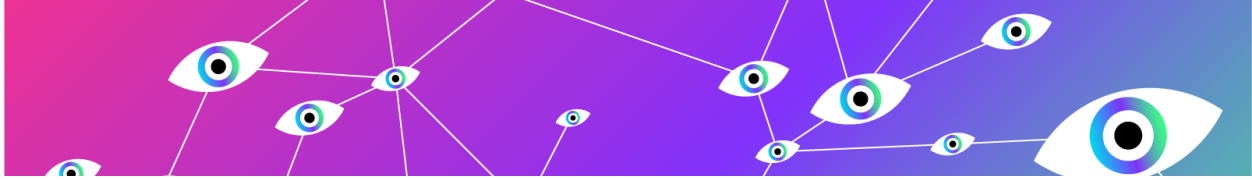
To SPAC Shareholders:

- 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**

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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**

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