

**AUDIT COMMITTEE CHARTER
OF
SOLID POWER, INC.**

As adopted by the Board of Directors, effective February 24, 2023

Purpose

The purpose of the Audit Committee (the “**Committee**”) of the Board of Directors (the “**Board**”) of Solid Power, Inc. (the “**Company**”) is to assist the Board in fulfilling its oversight responsibilities relating to the Company’s accounting and financial reporting processes and the audit of the Company’s financial statements.

Composition of the Committee

The Committee shall be comprised of three or more directors appointed by the Board, each of whom (i) meets the independence requirements of the NASDAQ Stock Market (“**NASDAQ**”) and the Company’s corporate governance guidelines, and (ii) otherwise satisfies the applicable requirements for audit committee service imposed by the Securities Exchange Act of 1934, as amended, and NASDAQ; provided that the Board may elect to take advantage of any exception from such requirements provided in the NASDAQ rules. Determinations as to whether a particular director satisfies the requirements for membership on the Committee shall be made by the Board.

At least one member of the Committee shall be an “audit committee financial expert” in accordance with the rules of the Securities and Exchange Commission (the “**SEC**”), and at least one member (who may also serve as the audit committee financial expert) shall have past employment experience in finance or accounting, requisite professional certification in accounting or other comparable experience or background that leads to financial sophistication. All other Committee members shall be able to read and understand fundamental financial statements, including the Company’s balance sheet, income statement and cash flow statement, as required by NASDAQ. No Committee member shall have participated in the preparation of the Company’s or any of its subsidiaries’ financial statements at any time during the past three years.

Any action duly taken by the Committee during a period in which one or more of the members subsequently is determined to have failed to meet the membership qualifications described herein shall nevertheless constitute duly authorized action of the Committee and shall be valid and effective for all purposes, except to the extent required by law or determined appropriate by the Committee to satisfy regulatory standards.

Meetings

The Committee shall meet with such frequency and at such intervals as it determines necessary to carry out its duties and responsibilities. The Committee shall meet separately and periodically with management, Company personnel responsible for the internal audit function (“**Internal Audit**”), and the Company’s independent registered public accounting firm (the “**Independent Auditor**”). The Board shall designate one member of the Committee to serve as its chairperson. The chairperson will preside, when present, at all meetings of the Committee. The Committee will meet at such times as determined by its chairperson or as requested by any two of its members. Notice of all Committee meetings shall be given, and waiver thereof determined, in

accordance with the notice and waiver of notice requirements applicable to the Board. The Committee may meet by telephone, video conference or similar means of remote communication.

Each member of the Committee shall have one vote. A majority of the Committee members shall constitute a quorum. The Committee shall be authorized to take any permitted action only (i) by the affirmative vote of a majority of the Committee members at any meeting at which a quorum is present or (ii) by the unanimous written consent of all of the Committee members.

The Committee shall maintain copies of minutes of each meeting of the Committee, and each written consent to action taken without a meeting, reflecting the actions so authorized or taken by the Committee. A copy of the minutes of each meeting and all consents shall be placed in the Company's minute book, and the Committee shall give regular reports to the Board on its meetings and other activities.

Delegation

The Committee may form and delegate authority to subcommittees consisting of one or more Committee members when it deems appropriate.

Authority

The Committee shall have the authority, in its sole discretion, to retain or obtain the advice of any legal counsel, experts and other advisors (each, a "**Committee Adviser**") as it deems appropriate to assist with the execution of its duties and responsibilities as set forth in this Charter. The Committee shall be directly responsible for appointing, compensating and overseeing the work of any Committee Adviser retained by the Committee and shall receive appropriate funding from the Company, as determined by the Committee, for payment of reasonable compensation to such Committee Adviser as well as for any costs or expenses related to the ordinary administrative expenses of the Committee that are necessary or appropriate for carrying out its duties. The Committee shall also have authority to obtain advice and assistance from any officer or employee of the Company and shall have full, unrestricted access to Company books, records and facilities.

Duties and Responsibilities

While the Board has delegated to the Committee oversight duties and responsibilities pursuant to this Charter, the fundamental responsibility for the accuracy of the Company's financial statements and disclosures, and the quality of the Company's accounting and financial reporting processes, remains with management and the Independent Auditor.

In furtherance of its purpose, the Committee shall:

Independent Audit, Financial Statements and Internal Controls

1. Be directly responsible for the appointment, compensation, retention, oversight of the work and termination of the Independent Auditor and any other independent registered public accounting firm engaged for the purpose of preparing or issuing an audit report or performing other audit, review or attest services for the Company. The Committee shall also be responsible for the resolution of disagreements between management and the Independent Auditor, or any

other such firm, regarding accounting and financial reporting. The Independent Auditor and any other such firm shall report directly to the Committee.

2. Obtain and review, at least annually, a report by the Independent Auditor describing: (i) the Independent Auditor's internal quality control procedures, (ii) any material issues raised by the most recent internal quality control review or peer review of the Independent Auditor, or by any inquiry or investigation by governmental or professional authorities, within the preceding five years respecting one or more independent audits carried out by the Independent Auditor, (iii) any steps taken to deal with any such issues, (iv) all relationships between the Independent Auditor and the Company, and (v) any other information pertaining to the independence of the Independent Auditor. The Committee shall discuss with the Independent Auditor any issues or relationships disclosed in such report that, in the judgment of the Committee, may have an impact on the competence or independence of the Independent Auditor.
3. Review and evaluate the lead audit partner of the Independent Auditor (taking into account the opinions of management and Internal Audit) and assure the regular rotation of the lead audit partner, the concurring partner and other audit partners engaged in the Independent Auditor's annual audit of the Company's year-end financial statements (the "**Annual Audit**"), to the extent required by law.
4. Pre-approve all audit and permitted non-audit and tax services to be provided to the Company by the Independent Auditor, in accordance with a pre-approval policy adopted by the Committee.
5. Meet to review and discuss the annual audited financial statements and quarterly financial statements with management and the Independent Auditor, including the annual and quarterly report disclosures under the caption "Management's Discussion and Analysis of Financial Condition and Results of Operations." The Committee shall make a recommendation to the Board as to whether the annual audited financial statements and quarterly financial statements should be included in the Company's Annual Report on Form 10-K and Quarterly Report on Form 10-Q, respectively.
6. Oversee sustainability- and climate-related matters impacting the Company's financial reporting, including disclosures included in the Company's financial statements, if any, as well as oversight of any assurance, validation or attestation of ESG and other non-financial disclosures, including climate- and emissions-related data.
7. Review and discuss earnings press releases, earnings guidance provided to the public, analysts and rating agencies and financial information provided to the public, analysts and ratings agencies.
8. Review reports to management prepared by the Independent Auditor or Internal Audit and any responses by management.
9. Obtain and review annually, prior to the completion of the Annual Audit, a report from the Independent Auditor describing (i) all critical accounting policies and practices to be reflected in the Annual Audit, (ii) (a) all alternative treatments of financial information within generally accepted accounting principles ("**GAAP**") for policies and procedures related to material items that have been discussed with management, (b) ramifications of the use of such alternative

disclosures and treatments and (c) the treatment preferred by the Independent Auditor and (iii) other material written communications between the Independent Auditor and management, such as any management letter or schedule of unadjusted differences. Review any reports on such topics or similar topics prepared by management. Discuss with the Independent Auditor any material issues raised in such reports.

10. Review the Company's financial reporting processes and internal controls in consultation with management, the Independent Auditor and Internal Audit.
11. Discuss with the Independent Auditor the Independent Auditor's judgment about the quality, not just the acceptability, of the accounting principles applied in the Company's financial reporting.
12. Review with the Independent Auditor any audit problems or difficulties and management's response thereto. Such review shall include: a review of any difficulties the Independent Auditor encountered in the course of the audit work, including any restrictions on the scope of the Independent Auditor's activities or access to requested information; any significant disagreements with management; any accounting adjustments that were noted or proposed by the Independent Auditor but were "passed" (as immaterial or otherwise); any communications between the audit team and the Independent Auditor's national office respecting auditing or accounting issues presented by the engagement; and any "management" or "internal control" letter issued, or proposed to be issued, by the Independent Auditor to the Company.
13. Review with the Independent Auditor, Internal Audit and management the extent to which changes or improvements in financial or accounting practices and internal controls that were previously reviewed and/or approved by the Audit Committee have been implemented.
14. Review periodically the effect of off-balance sheet arrangements, if any, on the Company's financial statements.
15. Review and discuss with the Independent Auditor any critical audit matter ("**CAM**") addressed in the audit of the Company's financial statements and the relevant financial statement accounts and disclosures that relate to each CAM.
16. Review and discuss with the Independent Auditor the matters required to be discussed by the applicable requirements of the Public Company Accounting Oversight Board and the SEC, including, but not limited to, review of the external audit plan and revisions thereto.
17. Approve hiring policies for employees or former employees of the Independent Auditor and oversee the hiring of any personnel from the Independent Auditor in accordance with applicable law.

Internal Audit

18. Review and assess the annual internal audit plan, the process used to develop the plan and the status of activities, significant findings, recommendations and management's response. Provide oversight of Internal Audit, including by reviewing and discussing with management reports and other communications prepared by Internal Audit.

19. Oversee Internal Audit's structure, objectivity, responsibilities, staffing, resources and budget. Recommend for Board approval (i) the appointment and, if appropriate, replacement or termination of (a) the head of Internal Audit, where the head of Internal Audit is a Company employee, or (b) any third party service provider (other than the Independent Auditor) that is providing Internal Audit services to the Company, and (ii) the Internal Audit budgets.

Compliance and Risk Management

20. Review and approve any transaction between the Company and any related person (as defined in Item 404 of Regulation S-K promulgated by the SEC) in accordance with the Company's Related Person Transactions Policy.

21. Discuss policies with respect to risk assessment and risk management, the Company's major litigation and financial risk exposures and the steps management has taken to monitor and control such exposures.

22. Discuss with the Company's senior legal officer and/or outside legal counsel any legal and regulatory matters, including legal cases against or regulatory investigations of the Company that may have a material impact on the Company's financial statements or compliance policies.

23. Review and discuss with management, at least annually, the Company's cybersecurity risk exposures and the steps the Company has taken to monitor or mitigate such exposures.

24. Establish procedures for (i) the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls or auditing matters and (ii) the confidential, anonymous submission by employees of the Company of concerns regarding questionable accounting or auditing matters. Review periodically with management and Internal Audit these procedures and review all complaints received by the Company regarding accounting, internal controls or auditing matters.

Committee Report, Evaluation and Charter

25. Prepare the report of the Committee required to be included in the Company's annual report and proxy statement.

26. Conduct an annual performance evaluation of the Committee and its members, including a review of adherence to this Charter, in accordance with the process established by the Governance and Corporate Responsibility Committee.

27. Review the adequacy of this Charter annually and recommend any proposed changes to the Board for approval.

28. Conduct or authorize investigations into any matter, including, but not limited to, complaints relating to accounting, internal accounting controls or auditing matters within the scope of the duties and responsibilities delegated to the Committee as it deems appropriate.

29. Perform such other duties and responsibilities, consistent with this Charter, the Company's bylaws, governing law, the rules and regulations of NASDAQ, the federal securities laws and such other requirements applicable to the Company, or as further delegated to the Committee by the Board.