

**GOVERNANCE AND CORPORATE RESPONSIBILITY COMMITTEE CHARTER
OF
SOLID POWER, INC.**

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

Purpose

The purpose of the Governance and Corporate Responsibility Committee (the “**Committee**”) of the Board of Directors (the “**Board**”) of Solid Power, Inc. (the “**Company**”) is to (i) identify, evaluate and recommend individuals qualified to become members of the Board, consistent with criteria approved by the Board, (ii) recommend that the Board select the director nominees to stand for election at each annual meeting of stockholders of the Company or to fill vacancies on the Board, (iii) develop and recommend to the Board a set of corporate governance guidelines applicable to the Company, (iv) oversee certain environmental, social and governance matters, and (v) oversee the annual performance evaluation of the Board and its committees and management. The Committee shall also recommend directors to serve on all committees of the Board.

Composition of the Committee

The Committee shall be comprised of two or more directors appointed by the Board, each of whom meets the independence requirements of the NASDAQ Stock Market (“**NASDAQ**”), the Company’s corporate governance guidelines and any other requirements deemed by the Board to be applicable. Determinations as to whether a particular director satisfies the requirements for membership on the Committee shall be made by the Board.

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 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 search firms and other consultants, any outside 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 have full, unrestricted access to Company books, records and facilities.

Duties and Responsibilities

In furtherance of its purpose, the Committee shall:

1. Review periodically the size of the Board and make recommendations to the Board regarding any appropriate changes.
2. Recommend to the Board for approval, review the effectiveness of, and recommend modifications as appropriate to the Company's policies and procedures for identifying and screening Board nominee candidates and the process and criteria used to evaluate Board membership, Board committee membership and director independence.
3. Identify, recruit, screen and interview individuals that the Committee believes are qualified to become Board members, consistent with criteria approved by the Board, and recommend that the Board select the director nominees to stand for election at each annual meeting of stockholders of the Company in which directors will be elected.
4. Consider potential director candidates recommended by the Company's management and stockholders in the same manner as nominees identified by the Committee.
5. Assess annually the composition of the Board and committees in light of the Company's operating requirements, desired qualifications, expertise, characteristics and other considerations the Committee deems appropriate and recommend any appropriate changes to the Board for approval.

6. Review director independence and the financial literacy and expertise of Audit Committee members and nominees who may be asked to serve on the Audit Committee, and make recommendations to the Board relating to such matters.
7. In the event there is a vacancy on the Board, identify individuals that the Committee believes are qualified to become Board members, and recommend such individual(s) for appointment to the Board.
8. Review the Board's leadership structure and recommend any appropriate changes to the Board for approval.
9. Review periodically the committee structure of the Board and recommend to the Board any changes to committee structure, the appointment of directors to Board committees and the assignment of committee chairs.
10. Recommend to the Board the action to be taken with respect to any offer of resignation from a director who (i) has experienced a significant change in his or her principal business, professional position, employment or responsibility, (ii) has a significant conflict of interest, (iii) does not receive a majority of the votes cast during director elections, or (iv) offers to resign for any other reason.
11. Monitor any changes in the outside commitments of directors and consider whether such changes may impact their ability to effectively serve on the Board, including service on outside for-profit boards or committees thereof or changes in employment.
12. Review and approve the Company's disclosures regarding the Board's leadership structure, the Company's policies and procedures for identifying and screening Board nominee candidates, and the process and criteria used to evaluate Board membership, Board committee membership and director independence.
13. Develop and recommend to the Board a set of corporate governance guidelines applicable to the Company and monitor compliance with such guidelines.
14. Develop and recommend to the Board a code of business conduct and ethics (the "**Code**") applicable to the Company and monitor compliance with such code, including review of conflicts of interest. Review periodically the adequacy of the Code, including any recommendations from other committees of the Board.
15. Make recommendations in connection with directors' and officers' indemnification and insurance matters.
16. Provide oversight of an annual performance evaluation process to determine whether the Board and its committees are functioning effectively and report the results of the performance evaluation process to the Board.
17. Develop and oversee an orientation program for new directors and a continuing education program for all directors.
18. Develop procedures for shareholders and other interested parties to communicate with the Board.

19. In coordination with the Audit Committee and the Human Resources and Compensation Committee, oversee the Company's environmental, sustainability and governance efforts, progress and disclosures.
20. Review emerging corporate governance issues and practices, including proxy advisory firm policies and recommendations.
21. 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 Committee.
22. Review the adequacy of this Charter annually and recommend any proposed changes to the Board for approval.
23. Conduct or authorize investigations into any matter within the scope of the duties and responsibilities delegated to the Committee as it deems appropriate.
24. 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.