

**HUMAN RESOURCES AND COMPENSATION COMMITTEE CHARTER  
OF  
SOLID POWER, INC.**

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

**Purpose**

The purpose of the Human Resources and Compensation Committee (the “**Committee**”) of the Board of Directors (the “**Board**”) of Solid Power, Inc. (the “**Company**”) is to (i) discharge the Board’s responsibilities relating to compensation of the Company’s executive officers and directors; (ii) review and recommend to the Board compensation plans, policies and programs, as well as approve individual executive officer compensation, intended to attract, retain and appropriately reward employees in order to motivate their performance in the achievement of the Company’s business objectives and align their interests with the long-term interests of the Company’s stockholders; and (iii) oversee the Company’s human resources policies and programs. The Committee shall also prepare the compensation committee report on executive compensation required to be included in the Company’s annual report or proxy statement relating to the election of directors.

**Composition of the Committee**

The Committee shall be comprised of two or more directors appointed by the Board, each of whom (i) 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; and (ii) otherwise satisfies the applicable requirements for compensation committee service by the Securities Exchange Act of 1934, as amended, and NASDAQ. 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 any compensation consultant, 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. To the extent required by NASDAQ rules, the Committee shall assess the independence of any Committee Adviser taking into account the factors specified by applicable NASDAQ rules. 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**

In furtherance of its purpose, the Committee shall:

#### *Compensation Plans, Policies and Programs*

1. Review and approve annually corporate goals and objectives relevant to chief executive officer ("**CEO**") compensation, evaluate at least annually the CEO's performance in light of those goals and objectives and determine and approve the CEO's compensation, including salary, bonus, fees, benefits, incentive awards and perquisites, based on this evaluation. The CEO may not be present during the voting or deliberations regarding his, her, or their compensation or performance.
2. In consultation with the CEO, review and approve the compensation of the Company's executive officers other than the CEO, including salaries, bonuses, fees, benefits, incentive awards and perquisites.

3. Review and make recommendations to the Board regarding the adoption or material modification of the Company's compensation plans as they apply to the CEO and other executive officers of the Company, including with respect to employee benefit plans, incentive compensation plans and equity-based plans, policies and programs.
4. Approve grants and/or awards of restricted stock, stock options and other forms of equity-based compensation under the Company's stock option, incentive compensation and equity-based plans. The Committee may delegate its authority under this section to a subcommittee comprised of members of management when it deems appropriate and in the best interests of the Company and when such delegation would not violate applicable law, regulation, plan or securities exchange requirements.
5. Review and approve, for the CEO and other executive officers of the Company, when and if appropriate, employment agreements, severance agreements, consulting agreements and change in control or termination agreements.
6. Evaluate and recommend to the full Board appropriate compensation for the Company's non-employee directors, including compensation and expense reimbursement policies for attendance at Board and committee meetings.
7. Review and discuss with management the compensation discussion and analysis required to be included in the Company's annual report or proxy statement. Based on such review and discussion, the Committee shall make a recommendation to the Board as to whether such compensation discussion and analysis shall be included in such annual report or proxy statement and shall prepare the compensation committee report required to be included in such annual report or proxy statement.
8. Consider at least annually whether risks arising from the Company's compensation plans, policies and programs for its employees are reasonably likely to have a material adverse effect on the Company, including whether the Company's incentive compensation plans encourage excessive or inappropriate risk taking.
9. Review the results of any advisory stockholder votes on executive compensation and consider whether to recommend adjustments to the Company's executive compensation policies and practices in light of such votes.
10. Develop and implement policies with respect to the recovery or "clawback" of any excess compensation (including stock options) paid to any of the Company's executive officers based on erroneous data, to the extent required by law or determined appropriate by the Committee.
11. Determine stock ownership guidelines for the CEO, other executive officers, and non-employee directors of the Company and monitor compliance with such guidelines.

#### *Human Resources*

12. Ensure that appropriate programs and procedures are established to provide for the development, selection, retention, and succession of the executive officers, including long-

range plans for development and selection of key managers and plans for emergency succession in case of unexpected disability or departure of a senior executive officer.

13. Establish an evaluation process for annual review of the CEO, recommend to the Board the specific criteria on which the performance of the CEO is to be evaluated, and conduct an annual review of the CEO.
14. Review organizational and leadership development plans and programs, as well as programs designed to identify, attract and retain high potential employees.
15. Oversee the development, implementation and effectiveness of the Company's strategies and policies related to human resources, including with respect to matters such as company culture, diversity, equity and inclusion, employee engagement and other human resources programs having significant change or effect on operations.

#### *Committee Evaluation and Charter*

16. 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 Nominating and Corporate Governance Committee.
17. Review the adequacy of this Charter annually and recommend any proposed changes to the Board for approval.
18. Conduct or authorize investigations into any matter within the scope of the duties and responsibilities delegated to the Committee as it deems appropriate.
19. 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 or required under the provisions of any compensation or benefit plan maintained by the Company.