

**CORPORATE GOVERNANCE GUIDELINES
OF
SOLID POWER, INC.**

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

A. POLICY OVERVIEW

The Board of Directors (the “**Board**”) of Solid Power, Inc., a Delaware corporation (the “**Company**”), has adopted the following Corporate Governance Guidelines (the “**Guidelines**”) to assist the Board in the exercise of its responsibilities and to serve the interests of the Company and its stockholders in a manner that is consistent with the Board’s fiduciary duties.

B. THE BOARD

1. Role. The Board’s principal duty is to exercise its powers in accordance with its fiduciary duties to the Company and in a manner it reasonably believes to be in the best interests of the Company and its stockholders. All directors are expected to act with integrity, lead by example and promote the desired culture of the Company. It is also the Board’s duty to oversee senior management in the competent and ethical operation of the Company. Accordingly, the directors provide oversight in the formulation of the long-term strategic, financial and organizational goals of the Company and of the plans designed to achieve those goals. In addition, the Board reviews and approves applicable Company standards and policies to ensure that management carries out their day-to-day operational duties in a competent and ethical manner.

2. Size. The number of directors that constitutes the Board will be fixed from time to time by a resolution adopted by the Board in conformity with the Company’s certificate of incorporation (as amended from time to time, the “**Certificate**”) and bylaws (as amended from time to time, the “**Bylaws**”). The Governance and Corporate Responsibility Committee of the Board (the “**Governance Committee**”) periodically reviews the size of the Board to ensure that the current number of directors most effectively supports the Company.

3. Composition. There will at all times be a majority of independent directors on the Board. No director will be considered “independent” unless the Board affirmatively determines that the director is not an executive officer or employee of the Company or has a relationship which, in the opinion of the Board, would interfere with the exercise of independent judgment in carrying out the responsibilities of a director. The Company defines an “independent” director in accordance with the applicable rules of the Nasdaq Stock Market (“**Nasdaq**”) and the rules and regulations of the Securities and Exchange Commission (the “**SEC Rules**”). The Board shall determine annually whether each director qualifies as an “independent” director pursuant to Nasdaq listing standards and the SEC Rules. In making these determinations, the Board will broadly consider all relevant facts and circumstances, including information provided by the directors and the Company. Each independent director is expected to promptly disclose to the Board any existing or proposed relationships or transactions that could impact his, her or their independence. As the concern is independence from management, the Board does not view ownership of a significant amount of stock, by itself, as a bar to an independence finding.

4. Chairperson; Lead Independent Director. The Board will determine its leadership structure in a manner that it determines to be in the best interests of the Company and its stockholders. The Board will conduct a periodic assessment of its leadership structure to determine that the leadership structure is the most appropriate for the Company at the time. The Chairperson of the Board (“**Chairperson**”) and CEO positions may be filled by the same individual.

The Chairperson, among other things, shall:

- preside at, and chair, Board meetings and meetings of stockholders;
- establish agendas for each Board meeting;
- lead executive sessions of the Board;
- have authority to call Board meetings;
- lead the Board in discussions concerning CEO succession if the Chairperson is independent;
- approve meeting schedules for the Board;
- approve information sent to the Board;
- if requested by major stockholders, be available for consultation and direct communication; and
- perform such other duties and responsibilities as requested by the Board.

However, if the Chairperson is not independent, the independent directors of the Board shall elect a Lead Independent Director who shall:

- serve as a liaison between the Chairperson and the independent directors;
- lead executive sessions of the Board;
- have authority to call meetings of the independent directors and establish agendas for each meeting;
- lead the Board in discussions concerning the CEO’s performance and CEO succession;
- consult with the Chairperson on the agendas for each Board meeting;
- serve as spokesperson for the Company as requested;
- if requested by major stockholders, be available for consultation and direct communication; and
- perform such other duties and responsibilities as requested by the Board.

5. Executive Sessions. All directors who are not Company employees, including both independent directors and such directors who are not independent directors by virtue of a material relationship, former status or family relationship, or for any other reason (collectively, “**non-employee directors**”), will meet in executive sessions without management directors or management present on a periodic basis but not less than twice per year.

In addition, if the non-employee directors include directors who are not independent directors, the independent directors will also meet on a periodic basis but not less than twice per year in executive sessions. Such meetings should typically be held following regularly scheduled meetings or at such other times as requested by an independent director.

During these executive sessions, the non-employee or independent directors shall have access to members of management and other guests as they may determine.

6. Director Qualifications. The Governance Committee is responsible for periodically reviewing and assessing with the Board the desired qualifications, expertise and characteristics sought of Board members. While the Board has not established specific minimum qualifications for Board members, the Board believes that the assessment of director qualifications may include numerous factors, such as character, professional ethics and integrity, judgment, business acumen, proven achievement and competence in one's field, the ability to exercise sound business judgment, tenure on the Board and skills that are complementary to the Board, an understanding of the Company's business, an understanding of the responsibilities that are required of a member of the Board, other time commitments, diversity with respect to professional background, education, race, ethnicity, gender, age and geography, as well as other individual qualities and attributes that contribute to the total mix of viewpoints and experience represented on the Board (the "**Director Criteria**"). In evaluating the Director Criteria, the Governance Committee does not assign any particular weighting or priority to any of those factors.

Because the Board believes it is important to create a Board with a diversity of experience, expertise, gender, race, and ethnicity, the Governance Committee will strive to include in each search candidates who reflect diverse backgrounds, including diversity of gender, race, and ethnicity. The Board should represent the balanced, best interests of the stockholders as a whole rather than special interest groups or constituencies. In determining whether to recommend a director for re-election, the Governance Committee also will consider the director's past attendance at meetings, participation in and contributions to the activities of the Board and the Company, the Director Criteria, and the results of the Board evaluation process.

The priorities and emphasis of the Governance Committee and of the Board with regard to these factors change from time to time to take into account changes in the Company's business and other trends, as well as the portfolio of skills and experience of current and prospective Board members. The Governance Committee and the Board will review and assess the continued relevance of and emphasis on these factors as part of the Board's annual self-assessment process and in connection with candidate searches to determine if they are effective in helping to satisfy the Board's goal of creating and sustaining a Board that can appropriately support and oversee the Company's activities.

7. Policies and Procedures for Director Candidates. The Board is divided into three classes and, as a result, approximately one-third of the Board will stand for election for a three-year term by the stockholders of the Company each year at the Company's annual meeting of stockholders. Each year, at the Company's annual meeting of stockholders, the Board will nominate a slate of directors for election by the stockholders. In accordance with the Bylaws, the Board will also be responsible for filling vacancies or newly-created directorships on the Board that may occur between annual meetings of stockholders. The Governance Committee is responsible for identifying and screening candidates for Board membership and recommending candidates to the entire Board for Board membership. After the Governance Committee makes its

recommendations, the Board will have final authority on determining the selection of those director candidates for nomination to the Board.

If the Governance Committee determines that an additional or replacement director is needed, the Governance Committee may take such measures that it considers appropriate in connection with its evaluation of a director candidate, including candidate interviews, inquiry of the person or persons making the recommendation or nomination, engagement of an outside search firm to gather additional information, or reliance on the knowledge of the members of the Governance Committee, the Board or management. The Governance Committee may propose to the Board a candidate recommended or offered for nomination by a stockholder as a nominee for election to the Board.

The policies and procedures for director candidates are administered by the Governance Committee.

8. Stockholder-Recommended Director Candidates. The Governance Committee considers recommendations and nominations for candidates to the Board from stockholders so long as such recommendations and nominations comply with the Certificate and Bylaws, all applicable Company policies and all applicable laws, rules and regulations, and in the same manner as candidates recommended to the Governance Committee from other sources. Stockholders may recommend director nominees for consideration by the Governance Committee by writing to the Secretary of the Company. The recommendation must include the candidate's name, home and business contact information, detailed biographical data, relevant qualifications, a signed letter from the candidate confirming willingness to serve, information regarding any relationships between the candidate and the Company and evidence of the recommending stockholder's ownership of Company stock. Such recommendations must also include a statement from the recommending stockholder in support of the candidate. Stockholder recommendations must be received by December 31st of the year prior to the year in which the recommended candidates will be considered for nomination. Following verification of the stockholder status of the person submitting the recommendation and verification that all requirements have been met, all properly submitted recommendations will be promptly brought to the attention of the Governance Committee.

Stockholders that instead desire to nominate persons directly for election to the Board at the Company's annual meeting of stockholders must meet the deadlines and other requirements set forth in the Bylaws, as amended from time to time, and the SEC Rules.

9. Resignation Policy with Respect to Plurality Voting. The Bylaws provide for plurality voting in director elections. However, any director nominee who does not receive a majority of the votes cast (that is, the number of shares voted "for" a director must exceed the number of shares "withheld" from that director) shall tender his, her or their resignation to the Board promptly following certification of the stockholder vote. The Governance Committee shall consider the tendered resignation and make a recommendation to the Board as to whether to accept or reject the resignation or whether other action should be taken. The Board shall act on the recommendation and publicly disclose its decision (by press release, SEC filing or any other public means of disclosure deemed appropriate) regarding the tendered resignation within 90 days following certification of the election results. The director who tenders his, her or their resignation shall not participate in the recommendation of the Governance Committee or the decision of the Board with respect to his, her or their resignation.

10. Resignation Policy with Respect to Significant Change in Personal Circumstances.

The Board does not believe that directors who experience a significant change in their personal circumstances, including a change in their principal employment, should necessarily leave the Board. A director who experiences a significant change in his, her or their principal business, professional position, employment or responsibility, or who has a significant conflict of interest that cannot be resolved, must offer his, her or their resignation from the Board. Management directors must offer their resignation from the Board upon their resignation, removal or retirement as an officer of the Company. The Governance Committee then reviews the appropriateness of that director's continued service on the Board in light of the new circumstances and makes a recommendation to the Board as to whether the resignation should be accepted. The Board, upon recommendation from the Governance Committee, may accept or reject the offer of resignation in its sole discretion. The Board, through the Governance Committee, will review the appropriateness of the continued service of a director who changes the role, position or areas of responsibility that he, she or they held when he, she or they was elected to the Board.

11. Limitation on Other Board Service. Directors should advise the Governance Committee prior to accepting a directorship or audit committee membership of any other public company. No director should serve on more than three additional public company boards. Sitting public company CEOs who serve on the Board, including the Company's CEO, should not serve on more than one additional public company board. Audit Committee members shall not serve on the audit committees of more than two other public companies unless the Audit Committee member is a retired CPA, CFO or controller or has similar experience, in which case the limit shall be three other public companies.

Service on other boards or committees should be consistent with the Company's conflict of interest policies set forth below.

12. Age and Term Limits. Term limits and a fixed retirement age may result in the loss of long-serving directors who over time have developed unique and valuable insights into the Company's business and therefore can provide a significant contribution to the Board. The Board does not believe it should limit the number of terms an individual may serve as a director. Directors who have served on the Board for multiple terms are often able to provide valuable contributions and insight into the Company's operations based on their experience with, and understanding of, the Company's business, history and objectives.

13. Confidentiality. The proper functioning of the Board requires a candid and open exchange of information, ideas and opinions among directors in an atmosphere of trust, confidence and mutual respect. Directors have an affirmative duty to protect and hold confidential all non-public information obtained in the role of a Board or committee member.

For purposes of these Guidelines, "Confidential Information" is information (whether embodied in a tangible or intangible form) that is (i) related to the Company's current or potential business, including, without limitation, plans, financial information, customer lists, business forecasts, marketing plans and information, (ii) competitively sensitive, proprietary or a trade secret and (iii) not generally or publicly known. Confidential Information does not include information that (a) is or has been independently developed or conceived without the use of the Confidential Information outside of the director's service as a director, (b) is or has been made known or disclosed by a third party without a breach of any obligation of confidentiality such third

party may have to the Company, or (c) was previously known or in the possession of the recipient prior to the initial disclosure of such information to the recipient.

For further guidelines regarding confidentiality as it relates to Investor Directors, please see the Addendum.

14. Code of Business Conduct and Ethics and Conflicts of Interest. All directors must comply with the applicable provisions of the Company's Code of Business Conduct and Ethics, including the section on Conflicts of Interest. The Governance Committee will periodically review and recommend to the Board the Company's Code of Business Conduct and Ethics. The Audit Committee will review and recommend to the Board the Company's procedures for handling complaints regarding accounting, internal accounting controls or auditing matters. For further guidelines regarding conflicts of interest as it relates to Investor Directors, please see the Addendum.

15. Access, Resources, Reliance on Information and Others. The Board and its directors shall at all times have direct, independent and confidential access to the Company's executive officers, management and personnel to carry out the Board's purposes and fulfill its duties. The Board is authorized to obtain, at the Company's expense, data, advice, consultation and documentation as the Board considers appropriate and to retain consultants, independent counsel or other advisers to advise or assist the Board in the performance of any of its responsibilities and duties or for any other matter related to the Board's purposes.

A director is entitled when discharging his, her or their duties to rely in good faith on reports or other information provided by the Company's management, its independent auditors, legal counsel or other advisers as to matters the director reasonably believes to be within such other person's professional or expert competence and who has been selected with reasonable care by or on behalf of the Company.

Nothing in these guidelines is intended to preclude or impair the protection provided under applicable law for good faith reliance by directors on reports, advice or other information provided by others (including reports, advice or other information provided by the Company's management, legal counsel, consultants, independent auditors or independent professional advisors retained by the Board).

16. Director Orientation and Continuing Education. The directors and the Company are committed to ensuring that all directors receive appropriate orientation and continuing education. The Governance Committee oversees the Company's director orientation and continuing education programs as further described in the Governance Committee's charter. Portions of certain Board meetings will be devoted to educational topics at which senior management and outside subject matter experts present information regarding matters such as the Company's industry, business operations, strategies, objectives, risks, opportunities, competitors and important legal and regulatory issues. The Company encourages directors to periodically pursue or obtain appropriate programs, sessions or materials and the Company will reimburse directors for reasonable expenses in accordance with Company policy.

17. Annual Self-Evaluation. The Governance Committee will oversee an annual self-evaluation by the Board and each committee of the Board. The Governance Committee will be responsible for establishing the evaluation criteria and implementing the process for this

evaluation, as well as considering other corporate governance principles that may, from time to time, merit consideration by the Board. The Board should discuss each evaluation to determine what, if any, actions should be taken to improve the effectiveness of the Board or any committee thereof

C. BOARD MEETINGS; STOCKHOLDER MEETINGS, INVOLVEMENT OF SENIOR MANAGEMENT

1. Board Meeting Attendance. The Board will meet on a periodic basis, in person, by teleconference or by videoconference, at such times and places as the Board determines. Directors are expected to attend each Board meeting and, as applicable, Board committee meeting (and, in no event, fewer than 75% of either the Board or Board committee meetings), to invest the time and effort necessary to understand the Company's business and financial strategies and challenges. The basic duties of the directors include being prepared for and attending Board meetings and actively participating in Board discussions. Directors are also expected to make themselves available outside of Board meetings for advice and consultation. A director who is unable to attend a Board or committee meeting should notify the Chairperson or the Lead Independent Director (if one is appointed) or the committee chairperson, as applicable, and the CEO in advance of the meeting.

2. Annual Meeting of Stockholders Attendance. Each director is strongly encouraged to attend the Company's annual meetings of stockholders.

3. Attendance of Non-Directors. The Board encourages invitations to management and outside advisors or consultants from time to time to participate in Board or committee meetings to (a) make presentations and provide insight into items being discussed by the Board that involve the invitee and (b) bring managers with high potential into contact with the Board. Attendance of any non-directors at Board meetings is at the discretion of the Board.

4. Advance Receipt of Meeting Materials. Information regarding the topics to be considered at a meeting is essential to the Board's understanding of the business and the preparation of the directors for a productive meeting. To the extent feasible, the meeting agenda and any written materials relating to each Board meeting will be distributed to the directors sufficiently in advance of each meeting to allow for review of the agenda and materials. Directors are expected to have reviewed and be prepared to discuss all materials distributed in advance of any meeting.

D. COMMITTEE MATTERS

1. Number, Names, Responsibilities and Independence of Committees. The Board currently has three standing committees: the Audit Committee, Human Resources and Compensation Committee (the "**HRC Committee**") and Governance Committee. The Audit Committee, HRC Committee and Governance Committee are each composed of independent directors. From time to time, the Board may form or disband an ad hoc or standing Board committee, depending upon the circumstances. Each committee will perform its duties as assigned by the Board in compliance with the Bylaws and the committee's charter.

2. Assignment and Rotation of Committee Members. Based on the recommendation of the Governance Committee and subject to the applicable laws and Nasdaq listing standards, the Board appoints committee members and committee chairpersons according to criteria set

forth in the applicable committee charter and other criteria that the Board determines to be relevant to the responsibilities of each committee, in accordance with applicable laws, rules and regulations. Committee membership and the position of committee chairpersons will not be rotated on a mandatory or regular basis unless the Board determines that rotation is in the best interest of the Company.

3. Frequency of Committee Meetings and Agendas. The committee chairpersons and appropriate members of management, in accordance with the committee's charter and, as appropriate, in consultation with the committee members, will determine the frequency and length of the committee meetings and develop the meeting agendas. Committee chairpersons will summarize committee discussions and actions with the full Board.

4. Committee Charters. Each standing Board committee will have a charter that sets forth the purpose, membership requirements, authority and responsibilities of the committee. Each committee will annually review its charter and recommend to the Board any changes it deems necessary.

E. LEADERSHIP DEVELOPMENT AND ESG MATTERS

1. Annual Review of Chief Executive Officer. The Board has ultimate responsibility for evaluating the performance of the CEO. To assist the Board in discharging that responsibility, the HRC Committee will conduct a review at least annually of the performance of the CEO. The HRC Committee will establish the evaluation process and recommend to the Board the specific criteria on which the performance of the CEO is evaluated in accordance with the charter and principles of the HRC Committee. The chairperson of the HRC Committee shall report the results of the evaluation at an executive session of the non-employee directors and the results of the review will be communicated to the CEO.

2. Succession Planning. The Board and the HRC Committee share responsibility for succession planning. The Board retains primary responsibility for CEO succession planning, including the development of plans for interim succession for the CEO in the event the need for a successor arises unexpectedly. The Board has delegated responsibility to the HRC Committee to plan for the development, selection, retention, and succession of each of the executive officers, as well as to develop plans for interim succession of such executives in the event the need for a successor arises unexpectedly. In conjunction with this succession planning, the CEO should report to the Board on the Company's management development program.

3. ESG Matters. The Board, in coordination with management and the standing committees, reviews and considers strategic issues and corporate efforts relating to environmental, sustainability and governance matters that may affect the business, operations, performance or reputation of the Company.

F. DIRECTOR COMMUNICATIONS

It is the policy of the Board that as a general matter management should speak for the Company. Each director will refer inquiries from investors, analysts, the press or customers to the CEO or his, her or their designee. When management deems it appropriate, statements from the Board will be made by the Chairperson in compliance with the Company's External Communications Policy. If the Chairperson is an affiliated director or member of Company

management, the Lead Independent Director generally speaks for the Board, although there may be circumstances when the Board designates another director to participate in and lead the communication effort. Individual directors will only speak with investors, analysts, the press or customers about the Company if expressly authorized by the full Board and in accordance with the policies of the Company.

In cases where stockholders and other interested parties wish to communicate directly with the Company's non-management directors, messages should be in writing and should be sent to the Secretary by mail to the principal executive office of the Company.

The Company's Secretary, in consultation with appropriate directors as necessary, shall review all incoming communications and screen for communications that (1) are solicitations for products and services, (2) relate to matters of a personal nature not relevant for the Company's stockholders to act on or for the Board to consider and (3) matters that are of a type that render them improper or irrelevant to the functioning of the Board or the Company, including without limitation, mass mailings, product complaints or inquiries, job inquiries, business solicitations and patently offensive or otherwise inappropriate material. If appropriate, the Company's Secretary will route such communications to the appropriate director(s) or, if none is specified, to the Chairperson of the Board or the Lead Independent Director (if one is appointed) if the Chairperson of the Board is not independent.

The Company's Secretary may decide in the exercise of his, her or their judgment whether a response to any communication is necessary and shall provide a report to the Board on a quarterly basis of any communications received for which the Secretary has responded.

These policies and procedures for communications with the non-management directors are administered by the Governance Committee. These policies and procedures do not apply to (a) communications to non-management directors from officers or directors of the Company who are stockholders or (b) stockholder proposals submitted pursuant to Rule 14a-8 under the Securities Exchange Act of 1934, as amended.

Any requests for investor relations materials should be made to the Company's Investor Relations Department.

G. INTERPRETATION

These Guidelines shall be interpreted and construed in the context of all applicable laws, rules and regulations and the Certificate, the Bylaws and other corporate governance policies of the Company.

H. AMENDMENTS

The Board reserves the right to amend these Guidelines at any time, for any reason, subject to applicable laws, rules and regulations.

ADDENDUM – SUPPLEMENTAL GUIDELINES FOR INVESTOR DIRECTORS

This addendum includes the following supplemental guidelines applicable to all Investor Directors, as defined below.

1. **Confidentiality.** The continued success of the Company depends upon the use and protection of a large body of confidential and proprietary information. Certain of such confidential and proprietary information now existing or to be developed in the future will be referred to in this Addendum as “**Confidential Information**” which is defined in the Guidelines in Section B.13.

No director shall, during or after their service as a director of the Company, disclose Confidential Information to any third party, including, with respect to any director designated by a stockholder of the Company that is an entity (an “Investor Director” and a “Designating Stockholder,” respectively), any third person in such Designating Stockholder’s organization other than Designating Stockholder’s Authorized Recipients (as defined below), or use for their own account, or for the account of any Designating Stockholder (other than as permitted below), any Confidential Information without the prior written consent of the majority of the other members of the Board (or, to the extent delegated to the Chief Executive Officer or the President of the Company by a majority of the Board, with such person’s written consent), unless and to the extent as may be required by law, regulation, rule, court order or subpoena, provided that prior to making such required disclosure, Designating Stockholder shall, to the extent permitted by law and when commercially reasonably possible, (1) provide prompt written notice of such requirement so that Company may, at the Company’s cost, seek a protective order or other remedy to limit such required disclosure; and (2) provide commercially reasonable assistance to the Company, at the Company’s cost, in the Company’s efforts to oppose such disclosure or seek a protective order or other limitation on disclosure. The foregoing notwithstanding, an Investor Director shall be permitted to disclose Confidential Information (but not Sensitive Information, unless expressly stated otherwise herein) to professionals within the applicable Designating Stockholder’s or its affiliate’s organization who are (A) subject to confidentiality restrictions substantially similar to those set out in these Guidelines, (B) responsible for the organization’s legal (“Investor Director Counsel”), tax or financial management and reporting, Approved Advisors (as defined below), or personal assistant of the Investor Director (“Investor Director Personal Assistant”), collectively referred to as “Investor Director’s Authorized Recipients,” and (C) who need to know such information to provide strategic or financial advice to Investor Director for the benefit of the Company, legal or tax advice to the Investor Director in his, her or their duties as an Investor Director, or for financial management and reporting, or in the case of the Investor Director Personal Assistant, to personally assist the Investor Director in his, her or their duties as an Investor Director; provided, however, that (1) in no event shall the applicable Investor Director disclose any Sensitive Information to any third person within the applicable Designating Stockholder’s or within any of the Designating Stockholder’s affiliates organization (other than Approved Advisors (as defined below)) and (2) no such disclosee shall use any Confidential Information on their own account or on account of the applicable Designating Stockholder for any purpose other than to personally assist the Investor Director in his, her or their duties as Investor Director. For purposes of the foregoing, “Approved Advisors” means Investor Director Counsel and up to two additional advisors including the Investor Director Personal Assistant who need to know Sensitive Information to render advice to the Investor Director in his, her or their capacity as a director of the Company, are subject to confidentiality restrictions substantially similar to those set out in these Guidelines, and who, in addition, maintain such information in electronic data repositories that safeguard such information securely and separately from the Designating

Stockholder, such as through electronic firewalls and similar procedures that are designed to prevent unauthorized data and information sharing. Investor Directors shall notify the Company in the event of any change in identity of the Approved Advisors.

Notwithstanding the foregoing, an Investor Director may discuss Confidential Information (but, for the avoidance of doubt, not Sensitive Information) with (i) the individual who is then acting as the Board Observer (as defined below) of such Investor Director's Designating Stockholder pursuant to and subject to contractual board observer rights to the extent, and only to the extent, such information was disclosed to such Board Observer by the Company pursuant to the Designating Stockholder's contractual board observer rights and (ii) Investor Director's Authorized Recipients for purposes of managing the Designating Stockholder's investment in the Company's capital stock and the resulting legal, tax and financial management and reporting consequences thereof, but only to the extent that such Confidential Information was rightfully disclosed to the Board Observer of such Designating Stockholder.

In the event that any Confidential Information is disclosed (inadvertently or otherwise) in a manner that materially deviates from these Guidelines, except as authorized by these Guidelines, the director responsible for such disclosure and who becomes aware of such disclosure shall promptly notify the Board of the circumstances of such disclosure.

As promptly as possible, at the end of a director's service as a director of the Company, at the reasonable request of the Company, such director shall deliver to the Company or destroy all documents and other tangible objects containing or representing Confidential Information, along with all copies thereof (except to the extent such actions are technically not possible or would require an unreasonable effort from such director as a result of customary back-up routines for the storage of electronic data, whereby such Confidential Information shall continue to be Confidential Information until it is finally destroyed or deleted by such director or the archiving or the backup services provider); provided that such director may retain Confidential Information to the extent (and only as long as) required by law, document retention or other policies, in which case Confidential Information shall continue to be Confidential Information until such Confidential Information is destroyed or deleted by such director). To the extent requested by the Company, such director shall provide a certification that such Confidential Information has been destroyed or deleted in compliance with this Section.

"Sensitive Information" shall, unless the Board expressly and in writing determines otherwise, mean Confidential Information (i) regarding any actual or prospective relationship, agreement or transaction that the Company in good faith determines would result in the actual or potential existence of a conflict of interest involving the board observer of a Designating Stockholder, the Designating Stockholder or any of their respective affiliates; (ii) which is highly confidential, competitively sensitive, proprietary, or a trade secret of the Company, including, without limitation, pricing data, costs of goods sold, and technical specifications or information; or (iii) regarding the Company's current or prospective customers or partners, including, without limitation, those who are or plan to be competitors of a Designating Stockholder. For the avoidance of doubt, all Sensitive Information is included within the definition of Confidential Information. Sensitive Information shall include, but shall not be limited to, information explicitly noted or designated as such in the applicable Board meeting agenda and/or materials. Information shall no longer qualify as Sensitive Information (but may still qualify as Confidential Information) if and as from the time the Company confirms that such information shall not be considered Sensitive Information. The Company shall upon written request of Investor Directors or

Board Observers promptly confirm in writing whether information is considered to be Sensitive Information. It is the Company's policy that Sensitive Information shall not be provided to any Board observer of any Designating Stockholder (each a "**Board Observer**"). Each Board Observer shall be informed of such policy. If the Company, any Investor Director or any other member of the Board shall inadvertently disclose Sensitive Information to a Board Observer, such person shall use commercially reasonable efforts to inform such Board Observer and such Board Observer's Designating Stockholder of such inadvertent disclosure and use commercially reasonable efforts to ensure destruction of such Sensitive Information.

2. Conflicts of Interest. In general, directors are expected to avoid any action, position or interest that conflicts with the interests of the Company or gives the appearance of a conflict. If a director becomes aware of an actual or potential conflict of interest, the director will promptly report all facts regarding the matter to the Board. Any material conflict that is not temporary must be resolved or the director should resign. If a director has a personal interest in a matter before the Board, the director must disclose the interest to the Board, excuse themselves from discussion and abstain from voting on the matter. Without limiting the generality of the foregoing, if a majority of the other members of the Board (the "**Disinterested Board Members**") determine in good faith, based on the advice of legal counsel, that the exclusion of a specific member of the Board (a "**Restricted Director**") from one or more meetings of the Board or meetings of any Committee of the Board (or portions thereof) and/or the omission of the receipt of Confidential Information otherwise provided to the members of the Board is reasonably necessary (i) to prevent or avoid a conflict of interest, including, without limitation, (a) any matter involving an actual or prospective relationship, agreement or transaction between the Company and a direct competitor of the Restricted Director or its affiliates, or the Designating Stockholder of the Restricted Director or its affiliates, or otherwise involving confidential information of such direct competitor, and (b) any matter involving an actual or prospective relationship, agreement or transaction between the Company and Restricted Director or such director's affiliates, or the Designating Stockholder of the Restricted Director or its affiliates ("**Restricted Subject Matter**"), or (ii) to allow the Board to consider and/or discuss a Restricted Subject Matter, then the Company shall have the right to exclude the relevant Restricted Director from all or any portion of such Board or Committee meeting and/or from receipt of such confidential information or Restricted Subject Matter; provided, however, that the exclusion shall be limited in scope, time and duration as may be reasonably necessary to directly prevent such conflict of interest or the disclosure of Restricted Subject Matter or to allow for such consideration and discussion, in each case as reasonably determined in good faith by the Disinterested Board Members based on the advice of legal counsel; provided, further, that the Company shall notify the relevant Restricted Director if the Company's legal counsel has specifically advised the Disinterested Board Members that such exclusion from all or part of the particular meeting and/or the withholding of the particular information is necessary or advisable for such purposes; provided, however, that the Disinterested Board Members shall only be permitted to exercise its right to exclude the Restricted Director or omit to provide the Restricted Director with information and materials pursuant to the preceding clauses to the extent that the Company also excludes, and does not provide information and materials to, each other similarly situated director on the same basis. In the event that the Restricted Director is excluded from a meeting of the Board, then, to the extent practicable, the Company shall explain the Disinterested Board Members' rationale for their decision to exclude the Restricted Director, and the Restricted Director shall have the opportunity to object; provided, however, that in no event shall the failure to provide the notice or explanation described above invalidate in any way any action taken at a meeting of the Board or any meeting of any committee thereof.