

SOLID POWER, INC.

RELATED PERSON TRANSACTIONS POLICY

(Adopted on December 8, 2021)

A. POLICY OVERVIEW

Solid Power, Inc., a Delaware corporation (together with any subsidiaries, collectively the “*Company*”), has adopted this Related Person Transactions Policy (the “*Policy*”) to set forth the guidelines under which certain transactions that present potential or actual conflicts of interest must be reviewed and approved or ratified by the Audit Committee (the “*Committee*”) of the Board of Directors of the Company.

For purposes of this Policy, the Company’s Chief Legal Officer serves as the Compliance Officer. The Compliance Officer may designate others, from time to time, to assist with the execution of his or her duties under this Policy.

B. DEFINITIONS

As used in this Policy, the following terms have the following meanings:

1. “*Related Person*” means any of the following:

- a. any person who is, or at any time since the beginning of the Company’s last fiscal year was, a director or executive officer of the Company or nominees for director of the Company;
- b. any person or entity known by the Company to be the beneficial owner of more than 5% of any class of the Company’s voting securities (a “*5% Stockholder*”); or
- c. any Immediate Family Member.

2. “*Immediate Family Member*” means a child, stepchild, parent, stepparent, spouse, sibling, mother-in-law, father-in-law, son-in-law, daughter-in-law, brother-in-law or sister-in-law of such director, executive officer, nominee for director or 5% Stockholder, and any person (other than a tenant or employee) sharing the household of such director, executive officer, nominee or 5% Stockholder.

3. “*Related Person Transaction*” means any transaction, arrangement or relationship (or any series of similar transactions, arrangements or relationships) or any proposed transaction, arrangement or relationship, in which the Company is a participant and in which any Related Person has, had or will have a direct or indirect material interest (as contemplated by Item 404(a) of Regulation S-K under the Securities Exchange Act of 1934, as amended (the “*Exchange Act*”), and the aggregate amount involved exceeds \$120,000.

C. IDENTIFYING RELATED PERSON TRANSACTIONS

Each of the Company’s directors and executive officers (and, to the extent that they are otherwise employed by or affiliated with the Company, 5% Stockholders) will instruct and periodically inform the Compliance Officer of any potential Related Person Transactions of which they become aware.

Each director and executive officer shall prior to beginning service with the Company and at least annually thereafter submit a director and officer questionnaire to the Compliance Officer. Such questionnaire will include questions designed to identify Related Person Transactions and will be updated as appropriate by the Compliance Officer after consultation with legal counsel. If it is not practicable to submit the information in advance, it shall be submitted as soon as reasonably practicable following the nomination or appointment, as applicable.

Each director and executive officer shall notify the Compliance Officer of any updates to such information. The Compliance Officer shall prepare, maintain and update the list of Related Persons as appropriate.

The Compliance Officer will periodically examine, or cause to be examined, the Securities and Exchange Commission (the “*SEC*”) website and such other resources as the Compliance Officer may deem appropriate in order to identify all persons or entities that may be or have become a 5% Stockholder. At the time the Company becomes aware of a person’s status as a 5% Stockholder, the Compliance Officer shall update, or cause to be updated, the list of Related Persons and, to the extent the information is readily available, maintain information regarding (1) if the person is an individual, the same information as is requested of directors and executive officers under this Policy and (2) if the person is a firm, corporation or other entity, a list of principals or executive officers of the firm, corporation or entity.

The Compliance Officer shall compile the information collected pursuant to the procedures described above and create a master list of Related Persons and make available the list (and the periodic updates thereof) to (1) the business unit and function/department leaders responsible for purchasing goods or services for the Company or licensing or selling the Company’s goods or services and (2) the Company’s Controller and/or Chief Financial Officer. The recipients of the master list shall utilize the information contained therein, in connection with their respective business units, departments and areas of responsibility, to identify potential Related Person Transactions and submit such transactions to the Compliance Officer for review.

D. REVIEW AND APPROVAL OF RELATED PERSON TRANSACTIONS

The Board has determined that the Committee is best suited to review, approve or ratify Related Person Transactions. Accordingly, on at least a quarterly basis, management shall review with the Committee: (1) any proposed Related Person Transactions, or (2) any Related Person Transactions of which they have become aware and which have not previously been approved by the Committee, including, in each case, the terms, business purposes and proposed value of such transactions. After review, the Committee shall approve, ratify or disapprove such transactions. At each subsequent regularly scheduled meeting of the Committee during the fiscal year, management shall update the Committee as to any material change to previously discussed transactions.

If Company management determines that it is undesirable to wait until a meeting of the Committee to consummate a Related Person Transaction, the Chairperson of the Committee may approve such Related Person Transaction in accordance with this Policy if the aggregate amount involved in any such transaction, or series of related transactions, is expected to be less than \$250,000. Any such approval must be reported to the Committee at its next regularly scheduled meeting.

In determining whether to approve or ratify a Related Person Transaction, the Committee (or the Chairperson of the Committee, if applicable) will consider, among other factors, the following factors to the extent relevant to the Related Person Transaction:

- a. whether the Related Person Transaction is fair to the Company and on terms no less favorable than terms generally available to an unaffiliated third party under the same or similar circumstances;
- b. the extent of the Related Person's interest in the transaction;
- c. whether there are business reasons for the Company to enter into the Related Person Transaction;
- d. whether the Related Person Transaction would impair the independence of an outside director, including the ability of any director to serve on the Committee or the Compensation Committee of the Company's Board of Directors; and
- e. whether the Related Person Transaction would present an improper conflict of interest for any director or executive officer of the Company, taking into account the size of the transaction, the overall financial position of the director, executive officer or Related Person, the direct or indirect nature of the director's, executive officer's or Related Person's interest in the transaction and the ongoing nature of any proposed relationship, and any other factors the Committee deems relevant.

Upon completion of its review of the transaction, the disinterested members of the Committee may determine to permit or to prohibit the Related Person Transaction.

If a Related Person Transaction is of the type that will be ongoing, the Committee may establish guidelines for the Company to follow in its ongoing dealings with the Related Person. Thereafter, the Committee, from time to time as the Committee deems appropriate, shall review and assess such ongoing relationships with the Related Person to confirm that such relationships remain in compliance with the Committee's guidelines, if any, and that the Related Person Transaction remains appropriate, in which case the Committee will ratify any resulting Related Person Transactions.

A Related Person Transaction entered into without pre-approval of the Committee will not violate this Policy, or be invalid or unenforceable, so long as the Related Person Transaction is brought to and ratified by the Committee as promptly as reasonably practical after it is entered into or after it becomes reasonably apparent that the transaction is covered by this Policy.

If a conflict of interest exists between the Company and a Related Person, a conflicted director will recuse himself or herself from any discussion or vote of the Committee on the transaction creating the conflict, except that such director must provide all material information concerning such transaction to the Committee as requested.

E. STANDING PRE-APPROVAL FOR CERTAIN RELATED PERSON TRANSACTIONS

The Committee has reviewed the types of Related Person Transactions described below and determined that each of the following Related Person Transactions are preapproved by the Committee (in such transaction's capacity as a Related Person Transaction only), even if the aggregate amount involved will exceed \$120,000:

1. Compensation. Any compensation paid to a director or executive officer if such compensation (a) is approved by the Company's Compensation Committee or Board of Directors, (b) is required to be reported in the Company's annual proxy statement or (c) in the case of an executive officer who is not an Immediate Family Member of any other executive officer, would have been required to be

reported in the Company's annual proxy statement if the executive officer was a "named executive officer."

2. Transactions with Other Companies other than as a result of executive officer relationship.

Any transaction with another company, other than an acquisition by the Company of that company, if the only relationship that the Related Person has with such company is as a non-executive employee, director or beneficial owner of less than 10% of such company's equity, provided that the aggregate amount involved in such transaction does not exceed the greater of \$200,000 or 5% of that company's total annual revenues and that the transaction is on terms no less favorable than terms generally available to an unaffiliated third-party under the same or similar circumstances.

3. Charitable Contributions. Any charitable contribution, grant or endowment by the Company to a charitable organization, foundation or university, if the only relationship that the Related Person has with such organization is as a non-executive employee or director, provided that the aggregate amount involved in such transaction does not exceed the greater of \$200,000 or 5% of such organization's total annual receipts.

4. Stockholder Transactions. Any transaction in which the Related Person's interest arises solely from beneficially owning the Company's common stock if all of the Company's stockholders receive the same benefit on a pro rata basis (e.g., dividends).

5. Indemnification. Any indemnification or advancement of expenses made pursuant to the Company's Certificate of Incorporation (the "*Charter*") or Bylaws or pursuant to any agreement.

F. DISCLOSURE

All Related Person Transactions that are required to be disclosed in the Company's filings with the SEC, as required by the Securities Act of 1933, as amended, the Exchange Act, and the related rules and regulations, shall be so disclosed in accordance with such laws, rules and regulations.

The material features of this Policy shall be disclosed in the Company's proxy statement or Annual Report on Form 10-K, as required by applicable laws, rules and regulations.

G. BOARD NOTICE

The Committee shall update the Board with respect to any Related Person Transactions as part of its regular updates to the Board regarding Committee activities.

H. INTERPRETATION

This Policy will be interpreted and construed in the context of all applicable laws, rules and regulations and the Charter, the Bylaws and other corporate governance policies of the Company.

I. AMENDMENTS

The Committee reserves the right to amend this Policy at any time, for any reason, subject to applicable laws, rules and regulations.