

**CHARTER OF THE AUDIT COMMITTEE  
OF THE BOARD OF DIRECTORS OF  
SMARTRENT, INC.**

**Ratified as of August 24, 2021**

**I. PURPOSE OF THE COMMITTEE**

The purpose of the Audit Committee (the “*Committee*”) of the Board of Directors (the “*Board*”) of SmartRent, Inc. (the “*Company*”) is to assist the Board in fulfilling its oversight responsibilities by reviewing and reporting to the Board on the integrity of the Company’s financial statements and compliance with legal and regulatory requirements. The Committee also shall review the qualifications, independence, and performance of the Company’s independent registered auditors, review the design, implementation, and performance of the Company’s internal audit function, and prepare an audit committee report as required by the Securities and Exchange Commission (“*SEC*”) for inclusion in the Company’s annual proxy statement. The Committee may also perform such other activities consistent with this Charter, the Company’s charter and bylaws, and governing law, as the Committee or the Board deems necessary or appropriate.

The primary role of the Committee is to oversee the financial reporting and disclosure process. To fulfill this obligation, the Committee relies on: management for the preparation and accuracy of the Company’s financial statements; both management and the Company’s internal audit department for establishing effective internal controls and procedures to ensure the Company’s compliance with accounting standards, financial reporting procedures, and applicable laws and regulations; and the Company’s independent auditors for an unbiased, diligent audit or review, as applicable, of the Company’s financial statements and the effectiveness of the Company’s internal controls. The members of the Committee are not employees of the Company and are not responsible for conducting the audit or performing other accounting procedures.

**II. COMPOSITION OF THE COMMITTEE**

The Committee shall consist of three or more independent directors, as determined from time to time by the Board. Each member of the Committee shall be independent in accordance with the requirements of Rule 10A-3 of the Securities Exchange Act of 1934, as amended, the rules of the New York Stock Exchange (“*NYSE*”), and any additional requirements that the Board deems appropriate.

The chairperson of the Committee shall be designated by the Board, *provided* that if the Board does not so designate a chairperson, the members of the Committee, by a majority vote, may designate a chairperson. The chairperson shall preside at all regular meetings of the Committee and set the agenda for each Committee meeting.

Each member of the Committee shall be appointed by the Board on the recommendation of the Nominating and Corporate Governance Committee and shall serve until his or her successor is duly elected and qualified or until such member’s earlier resignation, removal, or death. Any member of the Committee may be removed or replaced by the Board on the recommendation of the Nominating and Corporate Governance Committee.

Each member of the Committee must be able to read and understand fundamental financial statements, including a balance sheet, income statement and cash flow statement. In addition, at least one member of the Committee must be an “audit committee financial expert” as defined in Item 407(d)(5)(ii) of Regulation S-K, as determined by the Board.

No member of the Committee may serve simultaneously on the audit committee of more than three public companies without prior disclosure to the Committee and the Board and an affirmative determination by the Board that such service does not impair the ability of such member to serve effectively on the Committee, which determination shall be disclosed in the Company’s annual proxy statement.

### III. MEETINGS OF THE COMMITTEE

The Committee shall meet as often as it determines necessary to carry out its duties and responsibilities, but no less frequently than once every fiscal quarter. The Committee, in its discretion, may ask members of management or others to attend its meetings (or portions thereof) and to provide pertinent information as necessary.

A majority of the members of the Committee present in person or by means of a conference telephone or other communications equipment by means of which all persons participating in the meeting can hear each other shall constitute a quorum. The Committee may also act by unanimous written or electronic consent.

The Committee shall maintain minutes of its meetings and records relating to those meetings.

The Committee shall report regularly to the Board on its discussions and actions, including any significant issues or concerns that arise at its meetings, and shall make recommendations to the Board as appropriate.

Following every regularly scheduled meeting of the Committee, the members of the Committee shall meet separately in executive session without members of management. The Committee shall also meet separately periodically with management, members of the Company’s internal audit department, and representatives of the Company’s independent auditors, as it deems appropriate, to assist in carrying out its duties and responsibilities.

### IV. DUTIES AND RESPONSIBILITIES OF THE COMMITTEE

In carrying out its duties and responsibilities, the Committee’s policies and procedures should remain flexible, so that it may be in a position to best address, react or respond to changing circumstances or conditions. The following duties and responsibilities are within the authority of the Committee and the Committee shall, consistent with and subject to applicable law and rules and regulations promulgated by the SEC, the NYSE, or any other applicable regulatory authority:

### *Selection, Evaluation, and Oversight of the Independent Auditors*

(a) To (1) select and retain an independent registered public accounting firm to act as the Company's independent auditors for the purpose of auditing the Company's annual financial statements, books, records, accounts, and internal controls over financial reporting, subject to ratification by the Company's stockholders of the selection of the independent auditors, (2) set the compensation of the Company's independent auditors, (3) oversee the work done by the Company's independent auditors, and (4) terminate the Company's independent auditors, if necessary;

(b) To select, retain, compensate, oversee and terminate, if necessary, any other 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;

(c) To approve all audit engagement fees and terms, to pre-approve all audit and permitted non-audit and tax services that may be provided by the Company's independent auditors or other registered public accounting firms, and to establish policies and procedures for the Committee's pre-approval of permitted services by the Company's independent auditors or other registered public accounting firms on an on-going basis;

(d) At least annually, to obtain and review a report by the Company's independent auditors that describes (1) the accounting firm's internal quality control procedures, (2) any material issues raised by the most recent internal quality control review, peer review or Public Company Accounting Oversight Board ("**PCAOB**") review, or inspection of the firm by any other inquiry or investigation by governmental or professional authorities, in the past five years, regarding one or more audits carried out by the firm and any steps taken to deal with any such issues, and (3) all relationships between the firm and the Company or any of its subsidiaries, including each non-audit service provided to the Company and at least the matters required by the applicable requirements of the PCAOB regarding the independent auditor's communications with the Committee concerning independence; and to discuss with the independent auditors this report and any relationships or services that may impact the objectivity and independence of the auditors;

(e) At least annually, to evaluate the qualifications, performance, and independence of the Company's independent auditors, including an evaluation of the lead audit partner; and to assure the regular rotation of the lead audit partner at the Company's independent auditors and consider regular rotation of the accounting firm serving as the Company's independent auditors;

(f) To review and discuss with the Company's independent auditors (1) the auditors' responsibilities under generally accepted auditing standards and the responsibilities of management in the audit process, (2) the overall audit strategy, (3) the scope and timing of the annual audit, (4) any significant risks identified during the auditors' risk assessment procedures and (5) when completed, the results, including significant findings, of the annual audit;

(g) To review and discuss with the Company's independent auditors (1) all critical accounting policies and practices to be used in the audit; (2) all alternative treatments of financial

information within generally accepted accounting principles (“GAAP”) that have been discussed with management, the ramifications of the use of such alternative treatments and the treatment preferred by the auditors; and (3) other material written communications between the independent auditors and management, such as any “management” letter or schedule of unadjusted differences;

(h) To review and discuss with the Company’s independent auditors and management any significant matters arising from any audit, including (1) any audit problems or difficulties, including difficulties encountered by the Company’s independent auditors during their audit work (such as restrictions on the scope of their activities or their access to information), (2) any significant disagreements with management, and (3) management’s response to these problems, difficulties or disagreements; and to resolve any disagreements between the Company’s auditors and management;

(i) To review with management and the Company’s independent auditors: any major issues regarding accounting principles and financial statement presentation, including any significant changes in the Company’s selection or application of accounting principles; any significant financial reporting issues and judgments made in connection with the preparation of the Company’s financial statements, including the effects of alternative GAAP methods; and the effect of regulatory and accounting initiatives and off-balance sheet structures on the Company’s financial statements;

(j) To keep the Company’s independent auditors informed of the Committee’s understanding of the Company’s relationships and transactions with related parties that are significant to the company; and to review and discuss with the Company’s independent auditors the auditors’ evaluation of the Company’s identification of, accounting for, and disclosure of its relationships and transactions with related parties, including any significant matters arising from the audit regarding the Company’s relationships and transactions with related parties;

(k) To set Company hiring policies for employees or former employees of the Company’s independent auditors;

#### ***Oversight of Annual Audit and Quarterly Reviews***

(l) To review and discuss with the Company’s independent auditors and management the Company’s annual audited financial statements (including the related notes), the form of audit opinion to be issued by the independent auditors on the financial statements and the disclosure under “Management’s Discussion and Analysis of Financial Condition and Results of Operations” to be included in the Company’s annual report on Form 10-K before the report is filed with the SEC;

(m) To recommend to the Board that the audited financial statements and the disclosure under “Management’s Discussion and Analysis of Financial Condition and Results of Operations” be included in the Company’s annual report on Form 10-K and whether the annual report on Form 10-K should be filed with the SEC; and to produce the audit committee report required to be included in the Company’s annual proxy statement;

(n) To review and discuss with the Company's independent auditors and management the Company's quarterly financial statements and the disclosure under "Management's Discussion and Analysis of Financial Condition and Results of Operations" to be included in the Company's quarterly report on Form 10-Q before the report is filed with the SEC;

***Oversight of Financial Reporting Process and Internal Controls***

(o) To review with management, the internal audit department, and the Company's independent auditors, the adequacy and effectiveness of the Company's financial reporting processes, internal control over financial reporting and disclosure controls and procedures, including any significant deficiencies or material weaknesses in the design or operation of, and any material changes in, the Company's internal controls and any special audit steps adopted in light of any material control deficiencies, and any fraud involving management or other employees with a significant role in such internal controls, and review and discuss with management and the Company's independent auditors disclosure relating to the Company's financial reporting processes, internal control over financial reporting and disclosure controls and procedures, the independent auditors' report on the effectiveness of the Company's internal control over financial reporting and the required management certifications to be included in or attached as exhibits to the Company's annual report on Form 10-K or quarterly report on Form 10-Q, as applicable;

(p) To review and discuss with the Company's independent auditors any other matters required to be discussed by PCAOB Auditing Standards No. 1301, *Communications with Audit Committees*, including, without limitation, the auditors' evaluation of the quality of the company's financial reporting, information relating to significant unusual transactions and the business rationale for such transactions and the auditors' evaluation of the company's ability to continue as a going concern, and other applicable requirements of the PCAOB and the SEC;

(q) To review, discuss with the Company's independent auditors, and approve the functions of the Company's internal audit department, including its purpose, authority, organization, responsibilities, budget and staffing; to review the scope and performance of the department's internal audit plan, including the results of any internal audits, any reports to management and management's response to those reports; and to review and approve the hiring or dismissal of the head of the Company's internal audit department;

(r) To review and discuss with management and the Company's independent auditors: the Company's earnings press releases, including the type of information to be included and its presentation and the use of any pro forma, adjusted or other non-GAAP financial information, before their release to the public; and any financial information and earnings guidance provided to analysts and ratings agencies, including the type of information to be disclosed and type of presentation to be made;

(s) To review and discuss with management and the internal audit department the risks faced by the Company and the policies, guidelines and procedures governing the process by which senior management of the Company and the relevant departments of the Company assess and

manage the Company's exposure to risk, including the Company's major financial risk exposures and the steps management has taken to monitor and control such exposures;

(t) To review, with legal counsel, legal, compliance, and regulatory matters, including legal cases against or regulatory investigations of the Company and its subsidiaries, that could have a significant impact on the Company's financial statements or the Company's business or compliance policies, including material notices to or inquiries received from governmental agencies;

### *Miscellaneous*

(u) To establish and oversee procedures for the receipt, retention, and treatment of complaints received by the Company regarding accounting, internal accounting controls, or auditing matters, and for the confidential, anonymous submission by Company employees of concerns regarding questionable accounting or auditing matters;

(v) To review the Company's compliance with applicable laws and regulations and to review and oversee the Company's policies, procedures and programs designed to promote and monitor legal, ethical and regulatory compliance;

(w) To monitor compliance with the Company's Code of Business Conduct and Ethics (the "**Code**"), to investigate any alleged breach or violation of the Code, and to enforce the provisions of the Code;

(x) To establish and implement policies and procedures for the Committee's review and approval or disapproval of proposed related person transactions or courses of dealings with respect to which executive officers or directors or members of their immediate families have an interest (including all transactions required to be disclosed by Item 404(a) of Regulation S-K);

(y) To review, approve and oversee any transaction between the Company and any related person (as defined in Item 404 of Regulation S-K) and any other potential conflict of interest situations on an ongoing basis, in accordance with Company policies and procedures; and

(z) To review this Charter at least annually and recommend any proposed changes to the Board for approval.

## V. DELEGATION OF AUTHORITY

The Committee may, in its discretion, form subcommittees for any purpose that the Committee deems appropriate and may delegate all or a portion of its duties and responsibilities to such subcommittees of the Committee, *provided* that the Committee shall not delegate to a subcommittee any power or authority required by any law, regulation, or listing standard to be exercised by the Committee as a whole. The Committee may, in its discretion, delegate to its chairperson the authority to pre-approve any audit or non-audit services to be performed by the

Company's independent auditors, *provided* that any such approvals are presented to the Committee at its next scheduled meeting.

## VI. EVALUATION OF THE COMMITTEE

The Committee shall, no less frequently than annually, evaluate its performance of its duties under this Charter. The Committee shall conduct this evaluation in such manner as it deems appropriate and shall address all matters that the Committee considers relevant to its performance. The Committee shall deliver to the Board a report setting forth the results of its evaluation, including any recommended amendments to this Charter and any recommended changes to the Company's or the Board's policies or procedures.

## VII. RESOURCES AND AUTHORITY

The Committee shall have the resources and authority appropriate to fulfill its duties and responsibilities, including the authority, in its sole discretion, to select, retain, terminate, and approve the fees and other retention terms of special or independent outside counsel, accountants or other experts and advisors, as it deems necessary or appropriate. The Committee shall set the compensation, and oversee the work, of any outside counsel and other advisors.

The Committee shall receive appropriate funding from the Company, as determined by the Committee in its capacity as a committee of the Board, for the payment of compensation to the Company's independent auditors and any other accounting firm engaged to perform services for the Company, compensation of any outside counsel and any other advisors to the Committee, and ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties.

\*\*\*\*\*

While the members of the Committee have the duties and responsibilities set forth in this Charter, nothing contained in this Charter is intended to create, or should be construed as creating, any responsibility or liability of members of the Committee, except to the extent otherwise provided under applicable federal or state law.