



**AEVA TECHNOLOGIES, INC.**  
**AUDIT COMMITTEE CHARTER**  
**As of February 24, 2025**

**I. Purpose**

The purpose of the Audit Committee (the “Committee”) is to assist the board of directors (the “Board”) of Aeva Technologies, Inc. (the “Company”) in its oversight of: (a) the quality and integrity of the Company’s financial statements, including oversight of the Company’s internal controls and financial statement audits; (b) the Company’s compliance with legal and regulatory requirements; (c) the independent auditor’s qualifications and independence; (d) the performance of the Company’s independent auditor; (e) the performance of the internal audit function, if any; (f) risk assessment and management and (g) the Company’s information technology security program.

The Committee’s responsibilities are limited to oversight. The Company’s management is responsible for establishing and maintaining accounting policies and procedures in accordance with generally accepted accounting principles (“GAAP”) and other applicable reporting and disclosure standards and for preparing the Company’s financial statements. The Company’s independent auditors are responsible for auditing and reviewing those financial statements.

**II. Composition**

The Committee must consist of at least three (3) directors, each of whom must satisfy the independence requirements of (i) Rule 10A-3(b)(1) promulgated under Securities Exchange Act of 1934, as amended (the “Exchange Act”) and (ii) the Nasdaq Stock Market LLC (“Nasdaq”). In addition, no Committee member shall have participated in the preparation of the financial statements of the Company or any subsidiary of the Company at any time during the past three years, and every Committee member must be able to read and understand fundamental financial statements, including company’s balance sheet, income statement and statement of cash flows. In addition, at least one member of the Committee must be a financial expert as defined under Securities and Exchange Commission (the “SEC”) rules and satisfy the applicable financial-sophistication requirements required by Nasdaq (and any other requirement for accounting or related financial management expertise as determined by the Board and required by the SEC and Nasdaq). A person who satisfies the definition of “audit committee financial expert” will be presumed to have financial sophistication.

Committee members may be removed from the Committee, with or without cause, by the Board. Unless a Chair is designated by the Board, the Committee may designate a Chair by majority vote of the full Committee membership. The Chair will set the agenda for, preside over and conduct the proceedings of, Committee meetings.

### **III. Meetings, Procedures and Authority**

The Committee will meet periodically as circumstances dictate but must meet at least once during each fiscal quarter. The Committee must meet separately, periodically, with each of management, the independent auditor and the internal auditor (or other personnel or service providers responsible for the internal audit function, if any).

The Committee has the authority to establish its own rules and procedures for notice and conduct of its meetings so long as they are not inconsistent with any provisions of the Company's bylaws that are applicable to the Committee. The Committee shall maintain written minutes of its meetings, which shall be filed with the minutes of the meetings of the Board.

The Committee may retain any independent counsel, experts or advisors that the Committee believes to be necessary or appropriate. The Company must provide for appropriate funding, as determined by the Committee, for payment of compensation to the independent auditor for the purpose of preparing or issuing an audit report or performing other audit, review or attest services, for payment of compensation to any advisors employed by the Committee and for payment of ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties.

In addition to the duties and responsibilities expressly delegated to the Committee in this Audit Committee Charter (this "Charter"), the Committee may exercise any other powers and carry out any other responsibilities consistent with this Charter, the purposes of the Committee, the Company's bylaws and applicable Nasdaq rules.

The Committee may conduct or authorize investigations into any matters within the scope of the duties and responsibilities delegated to the Committee.

### **IV. Duties and Responsibilities**

#### **Interaction with the Independent Auditor**

*Appointment and Oversight.* The Committee is directly responsible for the appointment, compensation, retention and oversight of the work of the independent auditor (including resolution of any disagreements between Company management and the independent auditor regarding financial reporting) and any other registered public accounting firm engaged for the purpose of preparing or issuing an audit report or related work or performing other audit, review or attest services for the Company, and the independent auditor and each such other registered public accounting firm must report directly to the Committee. The Committee, or the Chair of the Committee, must pre-approve any audit and non-audit service provided to the Company by the independent auditor, unless the engagement is entered into pursuant to appropriate preapproval policies established by the Committee or if such service falls within available exceptions under SEC rules.

*Annual Report on Independence and Quality Control.* The Committee will take appropriate action to oversee the independence of any independent auditor. The Committee must, at least annually, obtain and review a report from the independent auditor describing (a) the auditing firm's internal quality-control procedures; (b) any material issues raised by the most

recent internal quality-control review or peer review of the auditing firm, or by any inquiry or investigation by governmental or professional authorities within the preceding five years relating to any independent audit conducted by the auditing firm, and any steps taken to deal with any such issues; and (c) all relationships and services between the independent auditor and the Company in order to assess the independent auditor's independence. If the Committee determines that further inquiry is advisable, it must take appropriate action in response to the independent auditor's report to satisfy itself of the auditor's independence.

#### *Annual Financial Statements and Annual Audit*

*Annual Audit Results.* The Committee will review with the Company's management and the independent auditors the results of the annual audit, including:

- the independent auditors' assessment of the quality of the Company's accounting principles and practices;
- the independent auditors' views, and any analyses prepared by management or the independent auditor, about qualitative aspects of the Company's significant accounting practices, the reasonableness of significant judgments, and estimates (including material changes in estimates and analyses of the effects of alternative GAAP methods on the financial statements);
- all known and likely misstatements identified during the audit (other than those the independent auditors believe to be trivial);
- the effect of any off-balance sheet structures on the Company's financial statements;
- significant or complex transactions not a normal part of the Company's operations; and
- any other matters that the independent auditor must communicate to the Audit Committee under applicable accounting or auditing standards.

*Audit Problems.* The Committee must discuss with the independent auditor any audit problems or difficulties and management's response.

*Form 10-K Review.* The Committee must review and discuss the annual audited financial statements with management and the independent auditor, including the Company's disclosures under "Management's Discussion and Analysis of Financial Condition and Results of Operations." The Committee is responsible for recommending to the Board whether the proposed annual audited financial statements should be included in the Company's Annual Report on Form 10-K.

*Audit Committee Report.* The Committee must provide the Company with the report of the Committee with respect to the audited financial statements for inclusion in each of the Company's annual proxy statements.

### Quarterly Financial Statements

*Form 10-Q Review.* The Committee will review and discuss the quarterly financial statements with management and the independent auditor, including the Company's disclosures under "Management's Discussion and Analysis of Financial Condition and Results of Operations."

### Internal Control over Financial Reporting; Disclosure Controls.

The Committee will confer with the Company's management, the internal audit function (if any), and the independent auditors concerning the scope, design, adequacy, and effectiveness of the Company's internal control over financial reporting and its disclosure controls and procedures. The Committee will review reports on significant findings and recommendations with respect to internal controls over financial reporting (including any changes, significant deficiencies or material weaknesses in those controls), together with management responses and any special audit steps adopted in light of any material control deficiencies, as well as any fraud, whether or not material, that involves management or other Company employees who have a significant role in the Company's internal controls.

### Other Duties and Responsibilities

*Review of Earnings Releases.* The Committee will discuss the Company's earnings press releases, including the use of "pro forma" or "non-GAAP" information, as well as financial information and earnings guidance provided to analysts and rating agencies.

*Risk Assessment and Risk Management.* The Committee oversees financial-related risks, including the guidelines and policies that govern the process by which the Company's exposure to financial, accounting and financial statement risk is assessed and managed by management.

*Cybersecurity.* The Committee will assist the Board in its review and assessment of the Company's cybersecurity, data privacy, and data security policies, practices, and procedures protecting the Company's information technology systems, data, products, and services across all business functions, and report such findings to the Board.

*Related Person Transactions.* The Committee must review the relevant facts and circumstances of each Related Person Transaction, as defined in the Company's Related Person Transaction Policy, other than pre-approved transactions as described in the Related Person Transaction Policy, and either approve or disapprove the Related Person Transaction.*Hiring of Independent Auditor Employees.* The Committee will set clear hiring policies for employees or former employees of the Company's independent auditor.

*Complaint Procedures.* The Committee is responsible for overseeing 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 and anonymous submission by Company employees of concerns regarding questionable accounting or auditing matters.

*Reports to the Board of Directors.* The Committee will report regularly to the Board regarding the activities of the Committee.

*Committee Self-Evaluation.* The Committee will at least annually perform an evaluation of the performance of the Committee.

*Review of this Charter.* The Committee will annually review and reassess the adequacy of this Charter and submit any recommended changes to the Board for its consideration.

## **V. Delegation of Duties**

In fulfilling its responsibilities, the Committee is entitled to delegate any or all of its responsibilities to a subcommittee of the Committee.