

# INDIE SEMICONDUCTOR, INC.

## AUDIT COMMITTEE CHARTER (ADOPTED JUNE 10, 2021)

### A. PURPOSE AND SCOPE

The primary functions of the Audit Committee (the “**Committee**”) of the Board of Directors (the “**Board**”) are to oversee (i) the audit of the consolidated financial statements of indie Semiconductor, Inc. (the “**Company**”) provided to the U.S. Securities and Exchange Commission (the “**SEC**”), the Company’s stockholders and the general public, (ii) the Company’s internal financial and accounting processes, and (iii) the independent audit process.

The function of the Committee is oversight. Management of the Company is responsible for the preparation, presentation and integrity of the Company’s financial statements, as well as the Company’s financial reporting process, accounting policies, internal audit function, internal accounting controls and disclosure controls and procedures. The independent accounting firm is responsible for performing an audit of the Company’s annual financial statements, expressing an opinion as to the conformity, in all material respects, of such annual financial statements with U.S. generally accepted accounting principles (“**GAAP**”) and reviewing the Company’s quarterly financial statements. It is not the responsibility of the Committee to plan or conduct audits or to determine that the Company’s financial statements and disclosures are complete and accurate or that they were prepared in accordance with GAAP and applicable laws, rules and regulations. Absent actual knowledge to the contrary, each member of the Committee shall be entitled to rely on the integrity of those persons within the Company and of the professionals and experts from whom the Committee receives information (including the Company’s finance team and the Company’s independent accounting firm) and the accuracy of the financial and other information provided to the Committee by such persons, professionals or experts.

### B. COMPOSITION

The Committee shall consist of a minimum of three directors appointed by the Board, who shall each meet the independence and other membership requirements of The Nasdaq Stock Market LLC (“**Nasdaq**”) and the SEC’s rules and regulations, as may be in effect from time to time (subject to applicable exemptions).

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. Members of the Committee are not required to be engaged in the accounting and auditing profession and, consequently, some members may not be expert in financial matters, or in matters involving auditing or accounting. However, at least one member of the Committee shall have past employment experience in finance or accounting, requisite professional certification in accounting, or any other comparable experience or background which results in the individual’s financial sophistication, including being or having been a chief executive officer, chief financial officer or other senior officer with financial oversight responsibilities. In addition, at least one member of the Committee shall be an “**audit committee financial expert**” as defined by the SEC rules.

The members of the Committee, including the Chairperson of the Committee, shall be appointed by the Board. Committee members may be removed from the Committee by the Board,

with or without cause and without prior notice. Unless otherwise determined by the Committee, any action duly taken by the Committee shall be valid and effective, even if the members of the Committee at the time of such action are later determined not to have satisfied the requirements for membership on the Committee.

### **C. RESPONSIBILITIES AND DUTIES**

To fulfill its responsibilities and duties the Committee shall:

#### Document Review

1. Review and assess the adequacy of this Charter as conditions dictate, but at least annually, and recommend any proposed changes to this Charter to the Board for approval.

2. Review with representatives of management and representatives of the independent accounting firm the Company's audited annual financial statements prior to their filing as part of the Company's annual report on Form 10-K. After such review and discussion, the Committee shall recommend to the Board whether such audited financial statements should be included in the Company's annual report on Form 10-K. The Committee shall also review with representatives of management and representatives of the independent accounting firm the Company's interim financial statements prior to their inclusion in the Company's quarterly reports on Form 10-Q.

3. Review with management and the independent accounting firm significant financial reporting issues and judgments made in connection with the preparation of the Company's financial statements, including: (i) any significant changes in the Company's selection or application of accounting principles; (ii) any significant issues or changes regarding accounting and auditing principles or practices; (iii) any significant issues regarding the adequacy of the Company's internal controls; (iv) the development, selection and disclosure of critical accounting estimates; and (v) analyses of the effect of alternative assumptions, estimates or GAAP methods on the Company's financial statements.

4. Discuss with management and the independent accounting firm the effect of regulatory and accounting initiatives, as well as off-balance sheet structures on the Company's financial statements.

5. Discuss with management the quarterly earnings press releases, including "pro forma" and other "adjusted" non-GAAP information, as well as financial information and earnings guidance provided to analysts, rating agencies and others.

6. Meet periodically to review with management and the independent accounting firm their views on the Company's major financial risk exposures, including the Company's risk assessment and risk management policies, and the steps management has taken to monitor and control such exposures.

## Independent Accounting Firm Oversight

1. Have the sole authority to appoint or replace the independent accounting firm, and approve in advance the fees, scope, planning, staffing and terms of any audit and non-audit engagements of the independent accounting firm. The independent accounting firm shall report directly to the Committee. The Committee is empowered, without further action by the Board, to cause the Company to pay the compensation of the independent accounting firm approved by the Committee.

2. Specifically identify and approve in advance all non-audit services performed by the independent accounting firm; provided, however, that de minimis non-audit services may instead be approved in accordance with applicable SEC rules. Conduct a periodic review of any ongoing non-audit services to review and approve their continued provision and scope. All non-audit services performed by the independent accounting firm shall be disclosed in the applicable periodic or annual report filed with the SEC, and the Committee shall review the substance of any such disclosure and the considerations relating to the compatibility of such services with maintaining the independence of the accounting firm.

3. Oversee and evaluate the work of the independent accounting firm, including resolution of any disagreement between management and the independent accounting firm regarding financial reporting.

4. Review the experience and qualifications of the senior members of the independent accounting firm engaged on the Company's account. Also, review the number of years that the lead audit partner and the audit partner responsible for reviewing the audit have performed audit services for the Company in the previous five fiscal years in order to address compliance with the five-year mandatory audit partner rotation requirement. Consider whether, in order to assure continuing auditor independence, it is appropriate to adopt a policy of rotating the independent accounting firm on a regular basis.

5. Obtain and review the written disclosures from the independent accounting firm required by applicable requirements of the Public Company Accounting Oversight Board (the "PCAOB") regarding the independent accounting firm's independence. The Committee shall actively engage in a dialogue with the independent accounting firm as to any disclosed relationships or services that may impact the objectivity and independence of the independent accounting firm.

6. Discuss with representatives of the independent accounting firm, the matters required to be communicated by the independent accounting firm to the Committee under the standards of the PCAOB.

7. Obtain and review reports from the independent accounting firm at least annually regarding: (i) the independent accounting firm's internal quality-control procedures; (ii) any material issues raised by most recent quality-control review, or peer review, of the firm, or by any inquiry or investigation by governmental or professional authorities within the preceding five years respecting one or more independent audits carried out by the firm; (iii) any steps taken to deal with any such issues; and (iv) all relationships between the independent accounting firm and the Company.

8. Evaluate the qualifications, performance and independence of the independent accounting firm, including whether the adequacy of the independent accounting firm's quality controls

and the provision of any permitted non-audit services is compatible with maintaining the independent accounting firm's independence and taking into account the opinions of management.

9. Review reports and other communications as appropriate from the independent accounting firm related to: (i) all critical accounting policies and practices used; (ii) all alternative treatments of financial information within GAAP that have been discussed with management, ramifications of the use of such alternative disclosures and treatments, and the treatment preferred by the independent accounting firm; and (iii) other material written communications between the independent accounting firm and management, such as any management letter or schedule of unadjusted differences.

10. Establish and maintain clear policies regarding the hiring of employees or former employees of the independent accounting firm who were engaged on the Company's account.

11. Obtain from the independent accounting firm adequate assurances: (i) that Section 10A of the Securities Exchange Act of 1934, as amended by the Sarbanes-Oxley Act of 2002, has not been implicated; and (ii) as to the compliance with (g), (h), (j), (k) and (l) of Section 10A of the Securities Exchange Act of 1934, as amended by the Sarbanes-Oxley Act of 2002.

12. Review with the independent accounting firm any significant problems or difficulties the independent accounting firm may have encountered and any management letter provided by the independent accounting firm and the Company's response to that letter, including any restrictions on the scope of activities or access to required information, significant changes to the audit plan and any disagreement with management, which if not satisfactorily resolved would have affected the independent accounting firm's opinion.

### Compliance and Reporting

1. Engage independent counsel, accounting consultants or other advisors the Committee deems necessary or advisable to advise the Committee in connection with any matter within its duties and responsibilities. The Committee is empowered, without further action by the Board, to cause the Company to pay the compensation of such advisors as established by the Committee.

2. Monitor compliance by the employees of the Company and any of its subsidiaries and/or controlled affiliated entities with applicable legal requirements and the Company's standards of business conduct policies.

3. Review with the Company's General Counsel legal matters that may materially affect the financial statements, the Company's compliance policies and any material reports or inquiries received from regulators or governmental agencies.

4. Review annually, in consultation with the independent accounting firm and management, the adequacy of the Company's internal financial and accounting processes.

5. Prepare and submit, in accordance with the rules of the SEC as modified or supplemented from time to time, a written report of the Committee to be included in the Company's annual proxy statement for each annual meeting of the Company's stockholders.

6. Review and approve all related-party transactions of the Company required to be disclosed pursuant to Item 404 of Regulation S-K.

Other

1. Meet at least quarterly with the Company's senior executive officers and the independent accounting firm in separate executive sessions.

2. Review any other matter brought to the Committee's attention within the scope of its duties, including any issue of significant financial misconduct.

3. Establish procedures for (i) the receipt, review, retention and treatment of complaints regarding accounting, internal accounting controls or auditing matters, as well as potential or suspected violations of the Company's Code of Business Conduct and Ethics; and (ii) the confidential or anonymous submission by employees of the Company of concerns regarding questionable accounting or auditing matters, and the receipt and review thereof.

4. Review with the Company's Chief Executive Officer and Chief Financial Officer, prior to their quarterly or annual report certification submission to the SEC: (i) all significant deficiencies in the design or operation of internal controls that could adversely affect the Company's ability to record, process, summarize and report financial data, and any material weaknesses in the Company's internal controls that they have identified for the Company's independent accounting firm; (ii) any fraud, whether or not material, that involves management or other employees who have a significant role in the Company's internal controls; and (iii) whether or not there were significant changes in internal controls or in other factors that could significantly affect internal controls subsequent to the date of the Chief Executive Officer's and the Chief Financial Officer's evaluation thereof, including any corrective actions with regard to significant deficiencies and material weaknesses.

5. In consultation with the Company's management, periodically review the adequacy of the Company's disclosure controls and procedures.

6. Oversee the steps management has taken to monitor and control the Company's cybersecurity risk exposure, and review and oversee the Company's IT and cybersecurity strategy, processes and practices

7. Make regular reports to the Board.

8. Cause the Company to pay, without further action by the Board, the ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties.

9. The Committee may take such other actions regarding the Company's financial reporting obligations that are in the best interests of the Company as the Committee shall deem appropriate or as shall otherwise be required by Nasdaq or any other applicable laws.

#### **D. MEETINGS**

The Committee shall meet as often as it deems necessary in order to perform its responsibilities, but at least four (4) times each year. The Committee may, in its discretion, invite members of management or others to attend Committee meetings and provide pertinent information as the Committee may request on the issues being considered. Meetings can be called by the Chairperson of the Committee at the request of any member of the Committee. At all Committee meetings, a majority of the then-current members of the Committee shall constitute a quorum. The Committee may also act by unanimous written consent in lieu of a meeting.

The Committee shall keep written minutes of its meetings and record such minutes with the books and records of the Company. Minutes of each meeting will be distributed to the members of the Board and the Secretary of the Company, and the Committee shall provide a report of such meeting to the full Board.

#### **E. INDEPENDENT ADVICE**

The Committee may conduct or authorize inquiries into or studies of matters within the Committee's scope of responsibilities and duties as described above as it shall deem appropriate (including the authority to request any officer, employee or advisor of the Company to meet with the Committee or any consultants or advisors engaged by the Committee).