

INDIE SEMICONDUCTOR, INC.

CORPORATE GOVERNANCE GUIDELINES (ADOPTED: MARCH 16, 2023)

The following Corporate Governance Guidelines have been adopted by the Board of Directors (the “**Board**”) of indie Semiconductor, Inc. (the “**Company**”) to promote the effective functioning of the Board and its committees, to promote the interests of its stakeholders (including its stockholders, employees, customers, business partners and community), and to ensure a common set of expectations as to how the Board, its various committees, individual directors and management should perform their functions.

The Board believes that the primary responsibility of directors is to oversee the affairs of the corporation for the benefit of the corporation’s stakeholders including stockholders, employees, customers, business partners and communities, while day to day operation of the corporation is the responsibility of management. The Board intends that these guidelines serve as a flexible framework within which the Board may conduct its business, rather than as a set of binding obligations. These Corporate Governance Guidelines are not intended to change or interpret any federal or state law or regulation, including the General Corporation Law of the State of Delaware, or the Company’s Certificate of Incorporation or Bylaws. These Corporate Governance Guidelines are subject to modification from time to time by the Board pursuant to the recommendations of the Nominating and Corporate Governance Committee of the Board (the “**NCG Committee**”).

A. **ROLE OF THE BOARD**

The business and affairs of the Company shall be managed by or under the direction of the Board. The Board elects corporate officers, acts as the management team’s advisor and is expected to monitor the performance of the Company (in relation to its financial objectives, major goals, strategies and competitors). The Board regularly reviews the Company’s long-term strategic business plans with management and other pertinent issues affecting the business of the Company. The Board assesses risks facing the Company and management’s approach to addressing such risks. The Board is also responsible for oversight of the Company’s program to prevent and detect violations of law, regulations or Company policies and procedures. The Board reviews and, if appropriate, approves significant transactions.

B. **BOARD COMPOSITION**

1. **Size of the Board.** The Company’s Bylaws provide that the Board shall have such number of directors as are set by resolution of the Board. The Board should be small enough to permit all directors to participate in thorough discussions of important issues, yet large enough to provide a sufficient variety of views and experiences. The Board currently consists of nine (9) members. The NCG Committee shall periodically review the size of the Board, which may be increased or decreased if determined to be appropriate by the Board.

2. **Independence of the Board.** The Board shall be comprised of a majority of directors who, in the business judgment of the Board, qualify as independent directors (“**Independent**

Directors”) under the applicable rules, regulations and listing standards of the stock exchange upon which the Company’s securities are listed for trading, as such rules, regulations and listing standards may be amended from time to time. No director shall qualify as independent unless and until the Board affirmatively determines that the director meets such standards and has no relationships that would interfere with the exercise of independent judgment in carrying out the responsibilities of a director

3. **Board Membership Criteria.** Directors should possess the highest personal and professional ethics, integrity and values, and be committed to representing the long-term interests of the Company and its stockholders. The NCG Committee shall, on an annual basis, determine the additional appropriate characteristics, skills and experience for the Board as a whole and its individual members. In carrying out this responsibility, the NCG Committee shall consult with the Chairman, the Lead Director and the CEO, and may also consult with other Board members and third parties as appropriate. In evaluating the suitability of individual Board members, the NCG Committee and the Board may take into account many factors, including general understanding of the industry, sales and marketing, finance and other elements relevant to the success of a publicly-traded company in today’s business environment, understanding the Company’s business on a technical level, and educational and professional background. The Board is committed to actively seeking highly qualified women and individuals from minority or under-represented groups to include in the pool from which Board nominees are selected, and includes diverse, qualified candidates in each pool of candidates from which Board nominees are chosen. The Board believes that diversity, including differences in backgrounds, qualifications and personal characteristics is important to the effectiveness of the Board’s oversight of the Company. The goal of the NCG Committee is to have a Board that can best perpetuate the success of the business and represent stockholder interests through the exercise of sound judgment. Board members are expected to rigorously prepare for, attend and participate fully in all Board and applicable committee meetings. Directors must be willing to devote sufficient time to carrying out their duties and responsibilities effectively, including enhancing their knowledge of the Company and the global auto tech semiconductor industry.

4. **Selection of Directors.** The Board is classified into three classes, with the members of each class up for election once every three years. The Board shall be responsible for nominating members for election to the Board and for filling vacancies on the Board that may occur between annual meetings of stockholders. The NCG Committee is responsible for identifying, evaluating and recommending candidates to the Board for Board membership. The NCG Committee may use outside consultants to assist in identifying candidates. When formulating its Board membership recommendations, the NCG Committee shall also consider advice and recommendations from stockholders, management, and others as it deems appropriate.

5. **Tenure; Term Limits.** The Board does not believe it should establish term limits. While term limits could help ensure that there are fresh ideas and viewpoints available to the Board, they hold the disadvantage of losing the contribution of directors who have been able to develop, over a period of time, increasing insight into the Company and its operations and, therefore, provide an increasing contribution to the Board as a whole. The Board believes the annual assessment of the Board’s performance provides each director a convenient opportunity to confirm his/her desire to continue as a member of the Board. Directors will not be nominated for election to the Board after their seventy-second (72nd) birthday, although the full Board may waive this requirement on a

case-by-case basis under appropriate circumstances after concluding that it would be in the best interest of the Company and its stockholders.

6. **Service on Other Boards.** The Board does not believe that its members should be prohibited from serving on boards or committees of other organizations and believes that such experience can benefit the Company. The NCG Committee and the full Board will take into account the nature of a director's service on other boards and the time involved in such service in evaluating the suitability of individual directors for new or existing positions and in making its recommendations to the stockholders. Serving on the Company's Board requires significant time and attention. To ensure that Board members have the necessary time to devote to the Company, the Board has decided to limit the number of public company boards on which a director may serve (including his or her service on the Company's Board) to four, or, in the case of directors who also serve as an executive officer of the Company (an "Executive Director"), to two (including his or her service on the Company's Board). The full Board may waive this requirement on a case-by-case basis under appropriate circumstances. In addition, service on boards and board committees of other companies should be consistent with the Company's conflict of interest policies.

7. **Change in Director's Status.** Directors (including the Executive Directors) must promptly inform the Chairperson or Lead Independent Director of any change in his or her principal occupation or business association or status as an executive officer of the Company, if applicable, or as a member of the board of any other public company, including retirement, and tender his or her resignation from the Board. An Independent Director must inform the Chairperson or Lead Independent Director promptly of any change in circumstance that may cause his or her ability to exercise independent judgment on behalf of the Company's stockholders to be compromised or otherwise adversely impact his or her status as an Independent Director. The NCG Committee will consider the circumstances in each case and may make a recommendation to the Board whether such resignation be accepted or that the relevant Independent Director submit his or her resignation, as the case may be, at which time the Board (excluding the director in question) shall discuss the NCG Committee's recommendation and make a determination regarding the continued appropriateness of Board or Committee membership by such director.

8. **Succession Planning.** The NCG Committee shall have primary responsibility for developing a succession plan for the Board and making recommendations to the full Board on director succession matters. In so doing, the NCG Committee will determine the appropriate and desirable mix of characteristics, skills, expertise, diversity and experience for the Board and each of its committees, taking into account the qualifications of both existing directors and opportunities to nominate others for election and in support of the Company's strategic plan. The NCG Committee seeks to consider individuals with a broad range of business experience and background. Any individual skills, expertise and experience that would complement or expand that of the current directors and enhance the diversity (including but not limited to gender, ethnicity, geographic, age, and/or sexual orientation.) and effectiveness of the Board as a whole are actively sought.

C. **BOARD LEADERSHIP AND MEETINGS.**

1. **Chairman of the Board; Lead Director.** The Board believes that the objective of unified Board leadership and direction can be achieved whether or not the positions of CEO and Chairperson of the Board ("**Chairperson**") are combined and whether or not the Chairperson is

independent. During times when the Chairperson is not independent, the Independent Directors will elect an Independent Director as the presiding director (the “**Lead Independent Director**”). The Lead Independent Director’s responsibilities are as follows:

- Presides at all meetings of the Board at which the Chairperson is not present, and presides over executive sessions of the Independent Directors;
- Serves as a liaison between the Chairperson and the Independent Directors;
- Has the authority to call meetings of the Independent Directors;
- Has the authority to retain independent advisors on behalf of the Board as the Board or Independent Directors may deem necessary or appropriate; and
- Provides advice, counsel and support to the Chairman of the Board and the CEO.

If the Chairperson is an independent director, the Chairperson shall assume each of the responsibilities of the Lead Independent Director.

2. **Setting Board Agenda.** The independent Chairperson or Lead Independent Director, as applicable, and the CEO, in consultation with other members of the Board, will set the agenda for each Board meeting and will distribute the agenda in advance. Each director may add additional agenda items at, or in advance of, the meeting. Management will distribute to the Board, before each Board meeting, such information and data that is relevant to the Board’s understanding of matters to be discussed at such meeting. Directors are expected to review these materials before the meeting.

3. **Board meetings.** The Board has four scheduled meetings per year at which it reviews and discusses reports by management on the performance of the Company, its plans and prospects, as well as immediate issues facing the Company. In addition, the Board will hold special meetings when appropriate. The Board may invite Company management and/or advisors to the Company to attend, from time to time, meetings of the Board (or a portion thereof). Directors are expected to attend all scheduled Board and Committee meetings.

4. **Attendance of Non-Directors at Board Meetings.** The Board considers it desirable that senior management selected by the Chairman, the Lead Independent Director, or the CEO regularly attend Board meetings. The Chairman, the Lead Independent Director, or the CEO may, as particular circumstances warrant, invite other executives, counsel or other consultants or advisors to attend Board meetings or appropriate portions thereof.

5. **Distribution of Board Materials.** Information and data important to the Board’s understanding of the business shall be distributed to the Board regularly. This material is to include, but not be limited to, financial information comparing results with plan and prior year, and other important information relating to the business and its strategic plans and outlook. Management will ensure that this material is sufficient in content and scope to provide the desired information.

6. **Meetings of Independent Directors.** Independent directors will meet periodically in executive session (without employee directors or management present). Such sessions shall be held

at least quarterly in conjunction with the Board's quarterly meetings. Executive sessions shall be called and chaired by the independent Chairperson or Lead Independent Director, as applicable.

7. **Board Committees.** The Board has established the following Committees to assist the Board in discharging its responsibilities: (i) Audit Committee; (ii) Compensation Committee; and (iii) Nominating and Corporate Governance Committee. The current charters of these Committees are published on the Company's website and will be mailed to stockholders on written request. The Board may, from time to time, establish other Board committees at its discretion. The Committees may occasionally hold meetings in conjunction with the full Board. The NCG Committee, in consultation with the Chairperson, will recommend Committee assignments and Committee rotation to the entire Board for final approval. Minutes of each Committee meeting will be provided to each Board member to assure that the Board remains fully apprised of topics discussed and actions taken. The Committee Chairs shall report the highlights of their meetings to the full Board following each meeting of the respective Committees.

8. **Director Attendance at the Annual Meeting of Stockholders.** Directors are invited and encouraged to attend the Annual Meeting of Stockholders, either in person or telephonically.

D. DIRECTOR COMPENSATION

Non-employee directors are eligible to receive reasonable compensation for their service on the Board and its Committees, as well as reimbursement of reasonable expenses in accordance with the Company's expense reimbursement policy. Employee directors are not paid additional compensation for their services as a director. The Compensation Committee reviews the form and amount of compensation to be awarded to non-employee directors for service on the Board and its Committees and provides a recommendation for the Board to approve the same.

E. DIRECTOR DUTIES AND RESPONSIBILITIES.

1. **General Responsibilities.** A director is expected to discharge his or her director duties, including duties as a member of a Committee on which the director serves, in good faith and in a manner the director reasonably believes to be in the best interest of the Company and its stakeholders.

2. **Succession Planning.** On an ongoing basis, the Board shall review and approve a succession plan for the CEO and senior management.

3. **Review of CEO.** The annual evaluation of the CEO shall be based on objective criteria including performance of the business, accomplishment of long-term strategic objectives, development of management, adherence to good corporate governance and other metrics as may be deemed appropriate. The Compensation Committee shall make this evaluation. One element of the evaluation shall be input from the NCG Committee regarding the CEO's performance with regard to corporate governance issues. This input, along with other relevant input, shall be used by the Compensation Committee in the course of its deliberations when considering the compensation of the CEO, and shall be communicated to the CEO by the Chairperson of the Compensation Committee.

4. **Access to Management and Independent Advisors.** The Board shall have full access to the Company's management, counsel and auditors. Any meetings or contacts that the Board or an individual director wishes to initiate may be arranged through the Company's CEO or Corporate Secretary or directly by the Board. The Board will use its judgment to ensure that any such contact is not disruptive to the business operations of the Company and may, to the extent not inappropriate, copy the CEO on any written communications between any directors and an officer or employee of the Company. The Board and its Committees shall have the right at any time to retain independent outside financial, legal or other advisors.

5. **Director Orientation and Continuing Education.** The Board believes director education and training is an important ongoing function that enhances directors' effectiveness through a better understanding of the Company and its strategic objectives, as well as their legal responsibilities. For new members, the CEO will arrange an orientation program conducted by the CEO and members of his or her senior leadership team. The content of the program will be customized with materials and meetings that best comport with the new director's skills, experience and anticipated role (i.e., Committee membership). Directors are also encouraged to attend appropriate Company and external continuing director education programs to help ensure that they stay current on corporate governance, best Board practices, financial and accounting practices, ethical issues for directors and management, and similar matters. Continuing education relating to the Company's business matters shall occur regularly.

6. **Director Self-Evaluation.** The Board and each Committee will perform an annual self-evaluation to assess director performance, Committee(s) and Board effectiveness in light of its responsibilities. All directors are free to make suggestions or improvement of the Board's practices at any time and are encouraged to do so.

7. **Risk Oversight.** The Board should understand the principal risks associated with the Company's business on an on-going basis and it is the responsibility of management to ensure that the Board and its committees are kept well informed of these changing risks on a timely basis. To this end, the Board shall participate in and receive a report on the results of the Company's annual enterprise risk management process.

8. **Code of Business Conduct Compliance.** The Board expects all directors, officers and employees to act ethically at all times. Each director shall annually acknowledge adherence to the Company's Code of Business Conduct and Ethics.

9. **Confidentiality; External Communications.** Upon election to the Board, each member shall execute a standard non-disclosure agreement in order to (i) acknowledge that he or she will be the recipient of non-public proprietary information in connection with service on the Board and (ii) agree to maintain such information in the strictest confidence. It is the policy of the Board that non-employee directors should generally not communicate with third parties on matters related to the Company, will respond "no comment" if contacted with a Company-related inquiry, and will notify the Chairperson of the Board, the CEO and the Corporate Secretary immediately to communicate the inquiry. In cases where Independent Director communication is necessary, it will be limited to the independent Chairperson/Lead Independent Director, or his or her designated spokesperson.

10. **Transparency.** The Board believes that it is important that the Company's

stockholders and others are able to review its corporate governance. Accordingly, the Company's Corporate Governance Guidelines, the Committee Charters, the Code of Business Conduct and Ethics, and the Code of Conduct for Principal Financial Officers are published on the Company's website for review and inspection.

F. STOCK OWNERSHIP REQUIREMENTS.

1. **Non-employee Directors:** The Board believes that it is important for directors to have a financial stake in the Company to help align the director's interests with those of the Company's stockholders. Non-employee directors are each required to hold Company stock in an amount equal to or greater than five times their annual cash retainer (excluding additional retainers for chairperson or Committee memberships) while serving as a director.

2. **Section 16 Officers:** The CEO of the Company is required to hold Company stock in an amount equal to six times his or her annual base salary. All other Section 16 Officers are required to hold Company stock in an amount equal to three times his or her annual base salary.

3. Unless a director or Section 16 Officer has satisfied his or her required minimum stock ownership level as set forth above, each director and Section 16 Officer is required to retain 50% of the Net Shares received as a result of the exercise, vesting or payment of any Company equity awards granted after March 16, 2023 to the director and Section 16 Officer. For purposes hereof, Net Shares means those shares of the Company's common stock that remain after shares are sold or withheld, as the case may be, to (i) pay any applicable exercise price for an equity award or (ii) satisfy any applicable withholding tax obligations arising in connection with the exercise, vesting or payment of an equity award (and for non-employee directors, the number of Net Shares will be determined using a 50% assumed withholding tax rate).

4. Each director and Section 16 Officer is required to meet the stock ownership requirement by the later of March 16, 2028 or five years from the date such person is appointed as a director or Section 16 Officer of the Company.

5. Ownership guidelines are reviewed each year to ensure they continue to be effective in aligning directors' and shareholder interests. The Board understands that there may be instances where these stock ownership requirements would place a hardship on a director or Section 16 Officer. In these instances, the director or Section 16 Officer must submit a request in writing to the Chairperson of the NCG Committee (or if such Chairperson is the affected director, the Chairperson of the Audit Committee) that summarized the circumstances and describes the extent to which an exemption is being requested. The Chairperson of the NCG Committee (or Audit Committee, as applicable) will make the final decision as to an alternative stock ownership requirement that balances the goals of this section with the affected director's or Section 16 Officer's personal circumstances.

6. To ensure compliance with applicable securities laws, and pursuant to the Company's Insider Trading Policy, all directors and Section 16 Officers are required to notify the Company's Corporate Secretary prior to transacting in Company securities.

G. EMPLOYEE AND STOCKHOLDER COMMUNICATION WITH THE BOARD

Employees may communicate concerns about the Company's conduct, or about its accounting, internal accounting controls or auditing matters, by following the procedures outlined in the Company's Open Door Policy for Reporting Complaints located on the Human Resources section of the Company's intranet.

Anyone who has a concern about the Company's conduct may express that concern directly to the Board. Any complaints about the Company's accounting, internal accounting controls or auditing matters will be communicated to the Chairperson of the Audit Committee. Any other concerns addressed to the Board will be communicated to the independent Chairperson/Lead Independent Director, who is the presiding director for executive sessions of the non-management directors. Stockholders and other interested parties may communicate with the Board as a whole, the independent Chairperson/Lead Independent Director or the Independent Directors as a group by writing to the Board of Directors, indie Semiconductor, Inc., 32 Journey, Aliso Viejo, California 92656 Attn: General Counsel. All communications will be opened by the Company's General Counsel for the sole purpose of determining whether the contents represent a message to directors. The General Counsel will not forward certain items which are unrelated to the duties and responsibilities of the Board, including junk mail, mass mailings, product inquiries, product complaints or services, patently offensive materials, advertisements, or complaints that contain only unspecified or broad allegations of wrongdoing without appropriate information support.