



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

I. Purpose

The purpose of the Compensation Committee (the “Committee”) is to oversee the discharge of the responsibilities of the board of directors (the “Board”) of Aeva Technologies, Inc. (the “Company”) relating to compensation of the Company’s executive officers and directors.

II. Composition

The Committee must consist of at least two (2) directors, each of whom must (i) satisfy the independence requirements of the Nasdaq Stock Market LLC (“Nasdaq”), except as otherwise permitted by applicable Nasdaq rules (the “Listing Rules”), (ii) be a “non-employee director,” as defined in the rules promulgated under Section 16 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), and (iii) meet all other eligibility requirements of applicable laws. Committee members must be appointed and may be removed, 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 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, in its sole discretion, retain or obtain advice from compensation consultants, legal counsel or other advisers (independent or otherwise), provided that, preceding any such retention or advice, the Committee must take into consideration all factors, including any applicable factors under Listing Rules, relevant to the adviser’s independence from management. The Committee will be directly responsible for the appointment, compensation and oversight of any adviser it retains. The Company must provide for appropriate funding, as determined by the Committee, for payment of reasonable compensation to any adviser retained by the Committee.

In addition to the duties and responsibilities expressly delegated to the Committee in this Compensation 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 Listing Rules.

The Committee has the authority to conduct or authorize investigations into any matters within the scope of its responsibilities as it deems appropriate, including the authority to request

any officer, employee or adviser of the Company to meet with the Committee or any advisers engaged by the Committee.

IV. Duties and Responsibilities

CEO Compensation. The Committee will review and approve the corporate goals and objectives with respect to the compensation of the Chief Executive Officer at least annually. The Committee will evaluate the Chief Executive Officer's performance in light of these goals and objectives and, based upon this evaluation (either alone or, if directed by the Board, in conjunction with a majority of the independent directors on the Board), will set the Chief Executive Officer's compensation. The Chief Executive Officer may not be present during voting or deliberations on his or her compensation.

Other Executive Officer Compensation. The Committee will review and set or make recommendations to the Board regarding the compensation of the executive officers other than the Chief Executive Officer.

Director Compensation. The Committee will review and make recommendations to the Board regarding the form and amount of director compensation to be paid to non-employee members of the Board.

Incentive and Equity Compensation. The Committee will review and approve or make recommendations to the Board regarding the Company's incentive compensation and equity-based plans and arrangements (the "Plans"). The Committee has full authority to administer the Plans (except to the extent the terms of a Plan require administration by the full Board), and to approve grants of cash-based and equity-based awards under the Plans and set the terms and conditions (including any performance conditions) of such awards. To the extent permitted by applicable law, applicable Listing Rules and the applicable Plan, the Committee may delegate to one or more executive officers of the Company the authority to grant, and make determinations and administer the Plan with respect to, equity-based awards under a Plan to employees and consultants of the Company who are not officers (as defined in Rule 16a-1(f) under the Securities Exchange Act of 1934, as amended) or directors of the Company.

Compensation Discussion and Analysis. To the extent that the Company is required to include a "Compensation Discussion and Analysis" ("CD&A") in the Company's Annual Report on Form 10-K or annual proxy statement, the Committee will review and discuss with management the Company's CD&A and will consider whether it will recommend to the Board that the Company's CD&A be included in the appropriate filing.

Clawback Policy. The Committee will administer and oversee the Company's compliance with the compensation recovery policy required by applicable Securities and Exchange Commission and Listing Rules.

Stockholder Approval Matters. The Committee will oversee all matters relating to stockholder approval of executive compensation, including advisory votes on executive compensation ("say-on-pay" votes), the frequency of such votes ("say-when-on-pay" votes), and the appropriate Committee or recommended Board response to such votes. The Committee will also oversee all matters related to shareholder proposals related to compensation and human

capital management and, if the Committee deems it appropriate, recommend to the Board the appropriate Committee or Board response to such proposals.

Employment Agreements and Severance Agreements. The Committee will review and make recommendations to the Board, all employment agreements and severance agreements for the Company's executive officers.

Risk Management. The Committee will oversee the management of risks associated with the Company's compensation policies and programs.

Compensation Committee Report. The Committee will prepare the annual Compensation Committee Report.

Reports to the Board. The Committee must report regularly to the Board regarding the activities of the Committee.

Committee Self-Evaluation. The Committee must annually perform an evaluation of the performance of the Committee.

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

V. Delegation of Duties

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