



**TIGO ENERGY, INC.
AUDIT COMMITTEE CHARTER**

I. Statement of Policy

This Charter specifies the authority and scope of the responsibilities of the Audit Committee (the "**Committee**") of the Board of Directors (the "**Board**") of Tigo Energy, Inc. (the "**Company**") and the manner in which those responsibilities shall be performed, including the Committee's structure, processes and membership requirements. The primary purpose of the Committee is to oversee the accounting and financial reporting processes of the Company, the quality and integrity of the financial reports and other financial information, the audits of the Company's financial statements, the performance of the Company's internal audit function, and the Company's compliance with legal and regulatory requirements applicable to financial statements and accounting and financial reporting processes. The Committee shall also provide oversight with respect to the independent registered accounting firm (the "**independent auditor**"), including the independent auditor's qualifications, performance and independence, management certifications and compliance activities as mandated by Sections 302 and 906 of the Sarbanes-Oxley Act ("**SOX**"), corporate risk management and shall prepare any reports required of the Committee under rules of the Securities and Exchange Commission ("**SEC**").

II. Composition and Membership Requirements

The Committee shall be comprised of three (3) or more Board members (the "**Members**"), each of whom shall be determined by the Board to be "independent" under applicable rules of the Nasdaq Stock Market ("**Nasdaq**") and Rule 10A-3(b)(1) of the Securities Exchange Act of 1934, as amended (the "**Exchange Act**") and shall have the experience, qualifications, attributes and/or skills deemed necessary by the Board to serve on the Committee. In addition, each Member of the Committee must not have participated in the preparation of the financial statements of the Company or any current subsidiary of the Company at any time during the past three years.

Each Member of the Committee must be able to read and understand fundamental financial statements, including the Company's balance sheet, income statement and cash flow statement. At least one member of the Committee must 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.

It is also expected that at least one Member of the Committee will be an "audit committee financial expert" as defined by the applicable rules of the SEC. A director who qualifies as an audit committee financial expert under such SEC rules is presumed to be the same person with the financial sophistication described in the preceding paragraph. Committee members may enhance their familiarity with finance and accounting by participating in educational programs conducted by the Company or by an outside consultant.

The Members shall be appointed by the Board on the recommendation of the Nominating and Governance Committee of the Board and shall serve, at the discretion of the Board, until their



successors are duly elected and qualified or until their earlier resignation, removal or death. Any Member may be removed or replaced by the Board, at any time with or without cause. Unless a chairperson of the Committee (the “*Chair*”) is elected by the full Board, the Members may designate a Chair by majority vote of the full Committee.

The Committee may form and delegate any and all responsibilities to subcommittees, or to one (1) or more Members, when appropriate.

III. Operating Principles, Meetings, and Committee Action

The Committee shall meet at least quarterly, or more frequently as determined necessary or appropriate by the Committee or the Chair. Unless otherwise restricted by the Company’s certificate of incorporation or bylaws, all meetings of the Committee may be held by means of telephone conference or other communications equipment (including video conference) by means of which all persons participating in the meeting can hear each other. The Chair shall preside at all regular meetings of the Committee and set the agenda for each Committee meeting. The Committee shall maintain written minutes of its meetings, which minutes will be filed with the minutes of the meetings of the Board.

The Committee shall meet with the independent auditor, management and the internal auditors, as well as any personnel requested by the Committee, on a quarterly basis to review the Company’s financial statements and financial reports. The Committee shall meet with management, the independent auditor and the internal auditors in separate executive sessions as appropriate. The Committee may request any director, officer or employee of the Company or the Company’s outside counsel or independent auditor to attend a Committee meeting or to meet with any members of, or consultants to, the Committee. All non-management directors who are not members of the Committee may attend meetings of the Committee but may not vote. The Committee may also exclude from its meetings any persons it deems appropriate in order to carry out its responsibilities.

Formal action taken by the Committee shall be by the affirmative vote of at least a majority of the Members present (in person or by telephone conference call) at a meeting at which a quorum is present or by unanimous written consent. A quorum shall consist of at least a majority of the Members of the Committee.

The Company shall provide appropriate funding, as determined by the Committee, to permit the Committee to perform its duties under this Charter, to compensate its advisors and to compensate any independent registered public accounting firm engaged for the purpose of rendering or issuing an audit report or related work or performing other audit, review or attest services for the Company.

The Committee has the authority to initiate investigations into any matter that the Committee deems appropriate, with full and unrestricted access to all books, records, documents, facilities and personnel of the Company and may hire legal, accounting or other outside advisors or experts to assist the Committee, as it deems necessary to fulfill its duties under this Charter.



IV. Authority and Responsibilities

The following functions shall be the common recurring activities of the Committee in carrying out its responsibilities. These functions should serve as a guide with the understanding that the Committee may carry out additional functions and adopt additional policies and procedures as may be required or appropriate in light of business, legislative, regulatory, legal or other conditions or changes. The Committee shall also carry out any other responsibilities and duties delegated to it by the Board from time to time.

The Committee shall be given full access to the Company's internal auditors (or other personnel or service providers responsible for the internal audit function), Board, corporate executives, employees and independent registered public accounting firm as necessary to carry out these responsibilities.

Notwithstanding the foregoing, the Committee is not responsible for certifying the Company's financial statements or guaranteeing the independent registered public accounting firm's report. The fundamental responsibility for the Company's financial statements and disclosures rests with management while the independent registered public accounting firm is responsible for conducting the annual audit in accordance with the standards of the Public Company Accounting Oversight Board (the "*PCAOB*").

A. Oversight of the Company's Independent Auditor

1. Be directly responsible for the appointment, compensation, retention, oversight and termination of any independent auditor engaged by the Company for the purpose of preparing or issuing an audit report or performing other audit, review or attest services for the Company (including resolution of disagreements between management and the independent auditor regarding financial reporting) and shall assure that each independent auditor shall report directly to the Committee.
2. Periodically review and discuss with the independent auditor the overall scope and plans for their audits and other financial reviews, as well as matters required to be discussed by the applicable auditing standards adopted by the PCAOB and approved by the SEC from time to time, including any critical audit matters.
3. Evaluate annually the qualifications, performance and independence of the independent auditor, including a review of whether the independent auditor's quality-control procedures are adequate and a review and evaluation of the lead partner of the independent auditor, taking into account the opinions of management and any internal auditors of the Company, and report to the Board on its conclusions, together with any recommendations for additional action.
4. Obtain and review annually a report from the independent auditor describing (i) the independent auditor's internal quality-control procedures, (ii) any material issues raised by the most recent internal quality-control review or peer reviews or by any inquiry or investigation by governmental or professional authorities within the preceding five (5) years respecting one or more independent audits carried out by the firm, and any steps taken to deal with such issues, and (iii) all relationships between the independent auditor and the Company.



5. Inquire from the independent auditor whether the financial statements of the Company have been selected by the PCAOB for inspection. The Committee shall be apprised on a “real time” basis of any material developments in connection with any such inspection.

6. Consult with the independent auditor regarding the rotation of the lead audit partner having primary responsibility for the audit and the audit partner responsible for reviewing the audit every five (5) years, consider issues related to the timing of such rotation and the transition to new lead and reviewing partners, and consider whether, in order to assure continuing auditor independence, there should be regular rotation of the audit firm, and report to the Board on its conclusions.

7. Approve in advance the engagement of the independent auditor for all audit services and non-audit services, based on independence, qualifications and, if applicable, performance, and approve the fees and other terms of any such engagement; *provided, however*, that (i) the Committee may establish pre-approval policies and procedures for any engagement to render such services, provided that such policies and procedures (a) are detailed as to particular services, (b) do not involve delegation to management of the Committee’s responsibilities hereunder and (c) provide that, at its next scheduled meeting, the Committee is informed as to each such service for which the independent auditor is engaged pursuant to such policies and procedures, and (ii) the Committee may delegate to one (1) or more Members the authority to grant pre-approvals for such services, provided that the decisions of such Member(s) to grant any such pre-approval shall be presented to the Committee at its next scheduled meeting.

8. Meet with the independent auditor prior to the audit to discuss the planning and staffing of the audit.

9. Approve as necessary the termination of the engagement of the independent auditor and select a replacement independent auditor.

10. Establish policies for and review the Company’s hiring of employees or former employees of the independent auditor who participated in any capacity in the audit of the Company, as required by applicable legal or regulatory requirements of the SEC or Nasdaq.

11. Regularly review with the independent auditor any significant difficulties encountered during the course of the audit, any restrictions on the scope of work or access to required information and any significant disagreement among management and the independent auditor in connection with the preparation of the financial statements. Review with the independent auditor any accounting adjustments that were noted or proposed by the independent auditor but that were “passed” (as immaterial or otherwise), any communications between the audit team and the independent auditor’s national office respecting auditing or accounting issues presented by the engagement, any “management” or “internal control” letter or schedule of unadjusted differences issued, or proposed to be issued, by the independent auditor to the Company, and any other material written communication provided by the independent auditor to the Company’s management.

12. Review with the independent auditor the critical accounting policies and practices used by the Company, all alternative treatments of financial information within accounting principles generally accepted in the United States (“**GAAP**”) that the independent auditor has discussed with management,



the ramifications of the use of such alternative disclosures and treatments and the treatment preferred by the independent auditor.

B. Review of Financial Reporting Policies and Processes

1. Review and discuss with management and the independent auditor the Company's annual audited financial statements and any certification, report, opinion or review rendered by the independent auditor, and recommend to the Board whether the audited financial statements should be included in the Company's annual report on Form 10-K.

2. Review and discuss with management and the independent auditor the Company's quarterly financial statements.

3. Review and discuss with management and the independent auditor the Company's disclosure under "Management's Discussion and Analysis of Financial Condition and Results of Operations" appearing in the Company's periodic reports.

4. Review and discuss with management press releases regarding the Company's financial results and any other information provided to securities analysts and rating agencies, including any "pro-forma," "non-GAAP" or adjusted financial information. Such discussions may be general (consisting of discussing the types of information to be disclosed and the types of presentations to be made) and need not take place in advance of each earnings release or each instance in which the Company may provide earnings guidance.

5. Review with management and the independent auditor any significant judgments made in management's preparation of the financial statements, including any significant changes in the Company's selection or application of accounting principles, any major issues as to the adequacy of the Company's internal controls, any special steps adopted in light of material control deficiencies and the adequacy of disclosures about changes in internal control over financial reporting, the development, selection and disclosure of critical accounting estimates, and analyses of the effect of alternative assumptions, estimates or GAAP methods on the Company's financial statements.

6. Review with management its assessment of the effectiveness and adequacy of the Company's internal control structure and procedures for financial reporting ("**Internal Controls**") and SOX compliance, review with the independent auditor the attestation to and report on the assessment made by management and consider whether any changes to the Internal Controls are appropriate in light of management's assessment or the independent auditor's attestation and report.

7. To the extent that it deems appropriate, review with management its evaluation of the Company's procedures and controls designed to assure that information required to be disclosed in the Company's periodic reports is recorded, processed, summarized and reported in such reports within the time periods specified by the SEC for the filing of such reports ("**Disclosure Controls**"), and consider whether any changes are appropriate in light of management's evaluation of the effectiveness of such Disclosure Controls.

8. Review disclosures made to the Committee by the Company's Chief Executive Officer and



the Chief Financial Officer during their certification process for the annual report on Form 10-K and quarterly report on Form 10-Q about any significant deficiencies in the design or operation of the Internal Controls that could adversely affect the Company's ability to record, process, summarize or report financial data, any material weaknesses therein, and any fraud, whether or not material, that involves management or other employees who have a significant role in the Internal Controls.

9. Review and discuss with management and the independent auditor the effect of regulatory and accounting initiatives as well as any off-balance sheet transactions or structures and their effect on the Company's financial results and operations, as well as the disclosure regarding such transactions and structures in the Company's public filings.

10. Oversee the Company's internal audit function, which may be outsourced to a third-party service provider, including by reviewing the appointment and replacement of the head of any internal audit function at the Company and reviewing and discussing with any internal auditors the charter, purpose, authority and organizational reporting lines of the internal audit function.

11. Review and discuss with any internal auditors the annual audit plan and changes to the audit plan. Review significant reports to management prepared by any internal auditors and management's responses.

12. Consult with management and the head of internal audit function the responsibilities, budget and staffing of the internal audit function and the planning and execution of internal audit activities.

C. Risk Management, Related Party Transactions, Legal Compliance and Ethics

1. Review and approve or ratify any transactions between the Company and any related parties in accordance with the Company's ***Related Party Transaction Policy***.

2. Establish procedures for the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls or auditing matters, and the confidential, anonymous submission by employees of the Company of concerns regarding questionable accounting or auditing matters. Adopt, as necessary, appropriate remedial measures or actions with respect to such complaints or concerns.

3. In consultation with the Nominating and Governance Committee, review and recommend to the Board for adoption any revisions to the Company's Code of Conduct (the "***Code***"), which meets the requirements of Item 406 of Regulation S-K.

4. Discuss with management, the independent auditor and the internal auditor the Company's compliance with applicable laws and regulations and any material reports, correspondence or inquiries from regulators or governmental agencies and any employee complaints or published reports that raise material issues regarding the Company's financial statements or accounting policies.

5. Discuss guidelines and policies to govern the process by which corporate risk assessment and management is undertaken and handled. Discuss with management the Company's major financial risk



exposures and the steps management has taken to monitor and control such exposures.

6. Periodically review with the Company's legal counsel any legal matters that have been brought to the Committee's attention and that could have a significant impact on the Company's financial statements.

7. Prepare the Committee's report required by the rules of the SEC to be included in the Company's annual proxy statement.

8. Periodically review its own performance and report such evaluation to the Board.

9. Regularly report to the Board on the Committee's activities, recommendations and conclusions.

10. Perform any other activities consistent with this Charter, the Company Bylaws and governing law, as the Committee or the Board deems necessary or appropriate.

V. Periodic Review

The Committee shall, at least annually review and reassess the adequacy of this Charter. Any proposed changes to this Charter or the scope of the Committee's responsibilities hereunder shall be referred to the Board for appropriate action.

Effective Date: May 24, 2023