

POLESTAR
AUDIT COMMITTEE CHARTER
(Version 5.0)

The Audit Committee is established by the Board of Directors of Polestar Automotive Holding UK PLC. This Audit Committee Charter (“the Charter”) defines the role and responsibilities of the Audit Committee.

1 Purpose

The purpose of the Audit Committee is to oversee Polestar’s¹ accounting and financial reporting processes and the audits of Polestar’s financial statements, as well as to identify, oversee and report on relevant issues to the Board of Directors within the Audit Committee’s areas of responsibility, as outlined in this Charter.

The Audit Committee shall monitor the integrity of Polestar’s financial reporting system, internal controls, operating procedure and enterprise risk management framework. It shall recommend to the Board of Directors the appointment, removal and remuneration of the Independent Auditor², monitor the independence of the Independent Auditor as well as reviewing the effectiveness of the Internal Audit and the Compliance & Ethics functions.

In fulfilling its purpose, the Audit Committee is responsible for maintaining free and open communication between itself and the Independent Auditor, Internal Audit function and Polestar Management Team, and for determining that all parties are aware of their responsibilities.

The Audit Committee’s principal responsibility is one of oversight. Polestar Management Team is responsible for preparing the Company’s financial statements determining that they are complete, accurate, and in accordance with generally accepted accounting principles and establishing satisfactory disclosure controls and internal control over financial reporting. The Independent Auditor is responsible for auditing Polestar’s financial statements and the effectiveness of the Company’s internal control over financial reporting. Polestar’s internal and outside counsel are responsible for assuring compliance with laws and regulations and the Company’s corporate governance policies.

2 Membership

Size

The Audit Committee shall consist of at least three Board members, at least one of whom should have recent and relevant financial experience.

Independence

Each member of the Audit Committee shall be independent in accordance with the requirements of Rule 10A-3 of the Securities Exchange Act of 1934 and the rules of the NASDAQ. No member of the Audit Committee can have participated in the preparation of the Company’s or any of its subsidiaries’ financial statements at any time during the past three years.

¹ “**Polestar**” or “**the Company**” means Polestar Automotive Holding UK PLC. and its subsidiaries (i.e. all persons and entities directly or indirectly controlled by Polestar Automotive Holding UK PLC, where control may be by management authority, equity interest or otherwise).

² “**Independent Auditor**” means the independent registered public accounting firm that the Company has appointed.

Financial Expertise

Each member of the Audit 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 Audit Committee must have past employment experience in finance or accounting, requisite professional certification in accounting or other comparable experience or background that leads to financial sophistication, including being or having been a chief executive officer, chief financial officer or other senior officer with financial oversight responsibility. At least one member of the Audit Committee must be an audit committee financial expert. A person who satisfies this definition of audit committee financial expert will also be presumed to have financial sophistication.

Overboarding

No member of the Audit Committee may serve simultaneously on the audit committee of more than three public companies (including the Company's Audit Committee).

Appointment/Term/Removal

The members of the Audit Committee shall be appointed by the Board, and the Board may remove any member from the Audit Committee at any time with or without cause. Membership will be for a period of one year and will be subject to re-election on an annual basis.

3 Structure and Operations

Leadership

The Board shall designate a member of the Audit Committee as the Chairperson (the "Committee Chairperson). The Audit Committee reports to the Board of Directors.

Meetings

The Audit Committee will meet at least four times a year and at other times as deemed necessary by the Committee Chairperson.

The Committee Chairperson may invite other individuals as required (e.g. Heads of functional departments, representatives from Internal Control and external representatives from the Independent Auditor etc.).

The General Counsel (or his/her delegate) shall act as Audit Committee Secretary. The Audit Committee Secretary is responsible for ensuring that meeting minutes are recorded and that all formal communications are circulated to all participants. The records shall be kept by the General Counsel at Polestar Headquarters.

The Committee Chairperson shall, with the support of the CFO, prepare the Agenda for the Audit Committee Meetings.

Notice of each meeting to confirm the venue, timing and agenda should be given at least seven days prior to the meeting.

Any member of the Audit Committee may request additional meetings of the Audit Committee.

The Audit Committee will meet the Independent Auditor at least once a year without the CEO, CFO or any other members of the Polestar Management Team present.

Voting

Voting will be on the basis of a simple majority. In the event of a deadlock, the Committee Chairperson will have the casting vote.

Onboarding / Education

The Company will provide new members of the Audit Committee with appropriate onboarding briefings, and the full Audit Committee with educational resources and opportunities related to accounting principles and procedures, current accounting topics pertinent to the Company and other matters as may be appropriate or requested by the Audit Committee.

Outside Advisors

The Audit Committee shall have the authority, in its sole discretion, to retain and terminate an Independent Auditor, outside legal counsel and such other advisors as it deems necessary to fulfil its duties and responsibilities under this Charter. However, the Audit Committee shall not be required to implement or act consistently with the advice or recommendations of the Independent Auditor, outside legal counsel or other advisor, and the authority granted in this Charter shall not affect the ability or obligation of the Audit Committee to exercise its own judgment in fulfilment of its duties under this Charter. The Audit Committee shall set the compensation and retention terms and oversee the work of such Independent Auditor, outside legal counsel or any other advisors. Any communication between the Audit Committee and outside legal counsel will be privileged communication.

Participation of the CEO

The CEO shall not be a member of the Audit Committee. The CEO shall, however, always be invited to the Audit Committee and may attend when appropriate.

Funding

The Audit Committee shall receive appropriate funding from the Company, as determined by the Audit Committee in its capacity as a committee of the Board, for the payment of compensation to any Independent Auditor, outside legal counsel and any other advisors, and the ordinary administrative expenses of the Audit Committee that are necessary or appropriate in carrying out its duties.

Delegation of Authority

The Audit Committee shall have the authority to delegate any of its responsibilities, along with the authority to take action in relation to such responsibilities, to one or more subcommittees as the Audit Committee may deem appropriate in its sole discretion, provided that decisions of such subcommittees to grant pre-approvals shall be presented to the full Audit Committee at its next scheduled meeting.

Books and Records

The Audit Committee will have access to the Company's books, records, facilities and personnel.

4 Duties and Responsibilities

The Audit Committee is responsible for the following matters, or as delegated by the Board of Directors:

Auditor Appointment

- Propose the election, removal and remuneration of the Independent Auditor; set the compensation of the Independent Auditor; and oversee the work done by the Independent Auditor. The Independent Auditor shall report directly to the Audit Committee.

Pre-Approval

- Pre-approve all audit and permitted non-audit and tax services that may be provided by the Independent Auditor, and establish policies and procedures for the Audit Committee's pre-approval of permitted services in compliance with applicable SEC rules and review such pre-approval policies at least annually.

Audit

- Assess the independence of the Independent Auditor; monitor the Independent Auditor's compliance with relevant ethical and professional guidance; and discuss problems and reservations arising from the interim and final audits and any matters the Independent Auditors may wish to discuss.

Critical Audit Matters

- Engage in a dialogue with the Independent Auditor to understand the nature of each identified critical audit matter, the auditor's basis for identifying a matter as a critical audit matter and how each such identified matter will be described in the auditor's report.
- Review findings and recommendations of the Independent Auditors and monitor progress in implementing recommendations.

Internal Audit

- Ensure the Internal Audit function has direct access to the Committee Chairperson and is accountable to the Audit Committee.
- Consider the major recommendations of internal audit investigations and Management's responses.
- Review and approve the risk-based Internal Audit plan, review significant audit findings, and monitor progress in implementing recommendations by Management.
- Approve the Internal Audit function's charter.
- Approve the Internal Audit function's budget and resource plan.
- Approve decisions regarding the appointment and removal of the Chief Audit Executive.
- Approve the remuneration of the Chief Audit Executive.

Internal Controls

- Review with Management, Group Control Assurance, and the Independent Auditor the result of the testing of internal controls over financial reporting and the severity assessment and remediation of significant deficiencies and material weaknesses.
- Review with Management, Internal Audit, and the Independent Auditor the adequacy and effectiveness of the Company's internal control over any fraud involving Management or other employees with a significant role in such internal controls.
- Review and discuss with Management and the Independent Auditor the disclosure

relating to the Company's controls, Management's and the Independent Auditor's report on the effectiveness of the Company's internal control over financial reporting and the required Management certifications to be included in or attached as exhibits to the Company's annual report on Form 20-F.

- Review annually the Delegation of Authorities and approve any changes thereto, other than changes within the approved authority limits as outlined in the Delegation of Authorities. Any increase of the highest level of authority limits will require the Board's approval.

Cybersecurity Oversight

- Review the Company's risk management relating to cybersecurity, including disclosure controls and procedures related to internal reporting and processing of information about material cybersecurity risks and incidents to ensure that such information is reported to the appropriate individuals.

Annual Financials

- Review and discuss with the Independent Auditor and Management the Company's interim and full annual audited financial statements (including the related notes) before submission to the Board of Directors, paying particular attention to accounting policies and practices; the form of audit opinion to be issued by the Independent Auditor on the financial statements and the disclosure to be included in the Company's annual report on Form 20-F before the Form 20-F is filed. The Audit Committee shall recommend to the Board whether the audited financial statements should be included in the Company's annual report on Form 20-F.

Financial Statements Issues

- Review with Management and the Company's Independent Auditor:
 - 1) any major issues regarding accounting policies and practices and financial statement presentations, including any significant changes in the Company's selection or application of accounting principles;
 - 2) analyses prepared by Management setting forth significant financial reporting issues and judgments made in connection with the preparation of the Company's financial statements, including analyses of the effects of alternative GAAP methods on the Company's financial statements;
 - 3) consideration of the judgment of both Management and the Independent Auditor about the quality, not just the acceptability, of accounting principles; and;
 - 4) the completeness and clarity of the disclosures in the financial statements;
 - 5) methods used to account for significant or unusual transactions;
 - 6) compliance with accounting standards;
 - 7) significant adjustments resulting from the audit; and
 - 8) compliance with legal and regulatory requirements, including any major litigation or claims matters against the Company which may have a material impact on the financial statements.

Auditor Communications

- Review and discuss with the Company's Independent Auditor (1) all critical accounting policies and practices to be used; (2) all alternative treatments of financial information within generally accepted accounting principles ("GAAP") that have been discussed with Management, the ramifications of the use of such alternative treatments and the treatment preferred by the Independent Auditor; and (3) other material written communications between the Independent Auditor and Management, such as any Management letter or schedule of unadjusted differences.

Quality Control/Independence Report

- At least annually, obtain and review a report by the Company's Independent Auditor that describes (1) the Independent Auditor's internal quality control procedures, (2) any material issues raised by the most recent internal quality control review, peer review or Public Company Accounting Oversight Board review or inspection of the firm or by any other inquiry or investigation by governmental or professional authorities in the past five years regarding one or more audits carried out by the Independent Auditor and any steps taken to deal with any such issues, and (3) all relationships between the independent auditor and the Company or any of its subsidiaries in order to assess the Independent Auditor's independence.

Audit Committee Report

- Review the disclosure in the Company's proxy statement regarding the Audit Committee.

Compliance & Ethics Programs and Whistleblowing

- Evaluate the effectiveness of and compliance with the Company's compliance and ethics programs, investigate any alleged breach of violation of the Code of Conduct and corporate policies and directives. Ensure the Head of Compliance & Ethics has direct access to the Committee Chairman if needed.
- 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 Company employees of concerns regarding questionable accounting or auditing matters. Review of the effectiveness of the whistleblowing reporting system and monitor significant compliance matters reported.

Related Party Transactions

- Review, approve and oversee any transaction between the Company and any related person (as defined in Item 404 of Regulation S-K) on an ongoing basis, in accordance with Company policies and procedures.
- Keep the Company's Independent Auditor informed of the Audit Committee's understanding of the Company's relationships and transactions with related parties that are significant to the Company and whether any of the Audit Committee members has concerns regarding relationships or transactions with related persons and, if so, the substance of those concerns.
- Review and discuss with the Company's Independent Auditor the Independent Auditor's evaluation of the Company's identification of, accounting for, and disclosure of its relationships and transactions with related parties, including any significant matters arising from the audit regarding the Company's relationships and transactions with related parties.

Tax Planning

- Review with Management the Company's policies and processes for tax planning and compliance.

Risk Management

- Review the enterprise risk management system of the Company and present any issues or important matters to the Board for approval.
- Review the directives and processes for identifying and assessing business risks and the management of these risks.
- Monitor the Company's internal financial reporting and reporting of risk; and

- Review Management's procedures for receiving and handling information about inappropriate practices.

Audit Committee Performance Evaluation

- Conduct the evaluation of the performance of its duties under this Charter and to present the results of the evaluation to the Board. The Audit Committee shall conduct this evaluation in such manner as it deems appropriate.

Audit Committee Charter Review

- Review and approve of this Charter at least annually and recommend any proposed changes to the Board for approval.
- Changes to the Audit Committee's duties are subject to approval by the Board of Directors.