

NXU, INC.
AUDIT COMMITTEE
PRE-APPROVAL POLICY

Effective as of May 11, 2023

1. Statement of Principles

Under the Sarbanes-Oxley Act of 2002 (the “*Act*”), the Audit Committee (the “*Audit Committee*”) of the Board of Directors of Nxu, Inc. (the “*Company*”) is responsible for the appointment, compensation and oversight of the work of the independent auditor of the Company. As part of this responsibility, the Audit Committee is required to pre-approve the audit, audit-related, tax and non-audit services performed by the independent auditor in order to assure that the provision of such services does not impair the auditor’s independence from the Company. To implement these provisions of the Act, the United States Securities and Exchange Commission (the “*SEC*”) has issued rules specifying the types of services that an independent auditor may not provide to the Company, as well as rules relating to the Audit Committee’s administration of the engagement of the independent auditor. Accordingly, the Audit Committee has adopted, and the Board of Directors has ratified, this Audit Committee Pre-Approval Policy, which sets forth the procedures and the conditions pursuant to which services proposed to be performed by the independent auditor may be pre-approved.

2. Pre-Approval Process and Delegation of Authority

The primary review and pre-approval of services to be obtained from the independent auditor and related fees will be scheduled for the Audit Committee meeting held in the last quarter of each fiscal year for the following fiscal year. If fees might otherwise exceed pre-approved amounts for any category of permissible services, then incremental amounts can be reviewed and pre-approved at subsequent Audit Committee meetings prior to commitment. If needed, time will be set aside in any scheduled Audit Committee meeting for review and pre-approval of additional services. The term of any pre-approval applies to all work performed for a particular fiscal year of the Company. Thus audit fees for the fiscal year may include work performed after the close of the fiscal year. The pre-approval for audit-related and tax fees is on a calendar year basis. Unused pre-approval amounts will not be carried forward to the next year. Pre-approvals will be made by category of service, and cannot be transferred between categories.

The Audit Committee may delegate pre-approval authority to one or more of its members. The member or members to whom such authority is delegated must report, for informational purposes only, any pre-approval decisions to the Audit Committee at its next scheduled meeting. The Audit Committee may not delegate its responsibilities to pre-approve services performed by the independent auditor to management.

3. Audit Services

The annual audit services engagement terms and fees will be subject to the specific pre-approval of the Audit Committee. The Audit Committee will also approve, if necessary, any changes in terms, conditions and fees resulting from changes in audit scope, Company structure or other items.

4. Audit-Related Services

Audit-related services are assurance and related services that are reasonably related to the performance of the audit or review of the Company's financial statements or that are traditionally performed by the independent auditor. The Audit Committee believes that the provision of certain audit-related services does not impair the independence of the auditor or the auditor's ability to render an opinion that is accurate and indicative of the Company's financial position.

5. Tax Services

The Audit Committee may grant pre-approval to those permissible tax compliance and preparation services that it believes are routine and recurring, would not impair the independence of the auditor, and would not compromise the auditor's ability to render an opinion that is accurate and indicative of the Company's financial position. Services classified as tax services must be separately and specifically pre-approved by the Audit Committee.

Services classified as tax services include the preparation of original and amended tax returns, refund claims, and tax payment planning. All other tax-related services, such as tax advice, planning, or consulting should be added to the "*non-audit*" services category. If fees for tax services cannot be itemized, all such fees should be included in the "*non-audit*" services category. Tax services must be separately and specifically pre-approved by the Audit Committee.

6. Non-Audit Services

The Audit Committee may grant pre-approval to those permissible non-audit services that it believes are routine and recurring, would not impair the independence of the auditor, and would not compromise the auditor's ability to render an opinion that is accurate and indicative of the Company's financial position. Services classified as non-audit services must be separately and specifically pre-approved by the Audit Committee.

A list of the SEC's prohibited non-audit services is attached to this policy as Exhibit 1. The SEC's rules and relevant guidance should be consulted to determine the precise definitions of these services and the applicability of exceptions to certain of the prohibitions.

7. Pre-Approval Fee Levels or Budgeted Amounts

Pre-approval fee levels or budgeted amounts for services to be provided by the independent auditor will be established periodically by resolution of the Audit Committee. Any proposed services exceeding these levels or amounts will require specific pre-approval by the Audit Committee.

8. Procedures

Requests to provide services that require specific approval by the Audit Committee will be submitted to the Audit Committee by both the independent auditor and the Chief Financial Officer, and must include a joint statement as to whether, in their view, the request or application is consistent with the SEC's rules on auditor independence.

Upon request and not less than annually, the Chief Financial Officer will provide to the Audit Committee a summary of the services rendered by and the fees paid to the independent auditor at the Audit Committee's next scheduled meeting.

9. Amendments

This policy may be amended or modified only by the Board of Directors of the Company. Any such amendments or modifications shall be disclosed to the Company's stockholders and the public as required by the Act, as amended, the applicable rules thereunder, and applicable Nasdaq Stock Market LLC rules.

EXHIBIT 1

Prohibited Non-Audit Services

- Bookkeeping or other services related to the accounting records or financial statements of the Company or its subsidiaries or affiliates
- Financial information systems design and implementation
- Appraisal or valuation services, fairness opinions or contribution-in-kind reports
- Actuarial services
- Internal audit outsourcing services
- Management functions
- Human resource administration or management services
- Broker-dealer, investment adviser or investment banking services
- Legal services
- Expert services unrelated to the audit
- Services provided for a contingent fee or commission
- Services related to marketing, planning or opining in favor of the tax treatment of (i) a confidential transaction or (ii) an aggressive tax position transaction that was initially recommended, directly or indirectly, by the independent auditor
- Any other service that the SEC or the Public Company Accounting Oversight Board determines, by regulation, is impermissible

In addition, the Company's independent auditor may not provide any services, including financial counseling and tax services, to any Company officer, Audit Committee member or Company managing director (or its equivalent) in the finance department or to any immediate family member of any such person.