

GROVE COLLABORATIVE HOLDINGS, INC.

CHARTER OF THE AUDIT COMMITTEE (THE “CHARTER”)

(Adopted by the Board of Directors June 16, 2022 and effective June 16, 2022)

Purpose

The purpose of the Audit Committee (the “Committee”) of the Board of Directors (the “Board”) of Grove Collaborative Holdings, Inc. (the “Company”) is to assist the Board in fulfilling its oversight responsibilities relating to (i) the integrity of the Company’s financial statements, (ii) the Company’s compliance with legal and regulatory requirements, (iii) the qualifications and independence of the Company’s independent registered public accounting firm (the “Independent Auditor”), and (iv) the performance of the Company’s internal auditing function or function (“Internal Audit”) and the Independent Auditor.

While the Board has delegated to the Committee oversight duties and responsibilities pursuant to this Charter, the fundamental responsibility for the accuracy of the Company’s financial statements and disclosures, and the quality of the Company’s accounting and financial reporting processes, remains with management and the Independent Auditor.

Membership

The Committee shall be comprised of three or more directors appointed by the Board, each of whom (i) meets the independence requirements of the New York Stock Exchange (the “NYSE”) and (ii) otherwise satisfies the applicable requirements for audit committee service imposed by the Securities Exchange Act of 1934, as amended (together with the rules and regulations promulgated thereunder, the “Exchange Act”), and the NYSE, and any other requirements deemed by the Board to be applicable.

At least one member of the Committee shall be an “audit committee financial expert” in accordance with the rules of the Securities and Exchange Commission, and at least one member (who may also serve as the audit committee financial expert) shall have past employment experience in finance or accounting, requisite professional certification in accounting or other comparable experience or background that leads to financial sophistication. The designation or determination by the Board of a person as an audit committee financial expert will not impose on such person individually, on the Committee, or on the Board as a whole, any greater duties, obligations or liability than would exist in the absence of such designation or determination. All other Committee members shall be financially literate, as required by the NYSE.

Committee members shall not simultaneously serve on the audit committees of more than two other public companies unless the Board determines that such simultaneous service would not impair the ability of such director to serve effectively on the Committee.

Committee members (i) shall be appointed by the Board on the recommendation of the Nominating and Corporate Governance Committee, (ii) shall serve for such terms as the Board may determine, or until their earlier resignation, death or removal, and (iii) may be removed by the Board in its discretion.

Structure and Operations

The Board shall designate a member of the Committee to serve as the chairperson. The chairperson will preside, when present, at all meetings of the Committee. The Committee shall meet with such frequency and at such intervals as it determines necessary to carry out its duties and responsibilities, but in any case, not less than four times a year. The Committee shall meet separately and periodically with management, Internal Audit and the Independent Auditor.

The Committee is governed by the same rules regarding meetings (including meetings in person or by telephone or other similar communications equipment), action without meetings, notice, waiver of notice, quorum and voting requirements as are applicable to the Board.

The Committee shall maintain copies of minutes of each meeting of the Committee, and each written consent to action taken without a meeting, reflecting the actions so authorized or taken by the Committee. A copy of the minutes of each meeting and all consents shall be placed in the Company's minute book.

The Committee shall report regularly to the Board regarding its actions and make recommendations to the Board as appropriate.

The Committee shall review this Charter at least annually and recommend any proposed changes to the Board for approval.

External Advisers

The Committee shall have the authority, in its sole discretion, to retain or obtain the advice of an outside accounting firm, legal counsel or other advisers (a "**Committee Adviser**") as the Committee deems appropriate to assist with the execution of its duties and responsibilities as set forth in this Charter. The Committee shall be directly responsible for appointing, compensating and overseeing the work of any Committee Adviser retained by the Committee and shall receive appropriate funding from the Company, as determined by the Committee, for payment of reasonable compensation to such Committee Adviser as well as for any costs or expenses related to the ordinary administrative expenses of the Committee that are necessary or appropriate for carrying out its duties. To the extent required by NYSE rules, the Committee shall assess the independence of any Committee Adviser taking into account the factors specified by applicable NYSE rules. The Committee shall also have the authority to obtain advice and assistance from any officer or employee of the Company and shall have full, unrestricted access to Company books, records and facilities.

Duties and Responsibilities

In furtherance of its purpose, the Committee shall:

Independent Audit, Financial Statements and Internal Controls

1. Be directly responsible for the appointment, compensation, retention, oversight of the work and termination of the Independent Auditor and any other independent registered

public accounting firm engaged for the purpose of preparing or issuing an audit report or performing other audit, review or attest services for the Company. The Committee shall also be responsible for the resolution of disagreements between management and the Independent Auditor, or any other such firm, regarding accounting and financial reporting. The Independent Auditor and any other such firm shall report directly to the Committee.

2. Obtain and review, at least annually, a report by 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 review of the Independent Auditor, or by any inquiry or investigation by governmental or professional authorities, within the preceding five years respecting one or more independent audits carried out by the Independent Auditor, (iii) any steps taken to deal with any such issues, (iv) all relationships between the Independent Auditor and the Company and (v) any other information pertaining to the independence of the Independent Auditor. Discuss with the Independent Auditor any issues or relationships disclosed in such report that, in the judgment of the Committee, may have an impact on the competence or independence of the Independent Auditor.
3. Review and evaluate the qualifications, performance and independence of the Independent Auditor including an evaluation of the lead audit partner of the Independent Auditor (taking into account the opinions of management and Internal Audit) and assure the regular rotation of the lead audit partner, the concurring partner and other audit partners engaged in the Independent Auditor's annual audit of the Company's year-end financial statements (the "Annual Audit"), to the extent required by law.
4. Discuss with Internal Audit and management their views as to the competence, performance and independence of the Independent Auditor.
5. Pre-approve all audit and permitted non-audit and tax services to be provided to the Company by the Independent Auditor, in accordance with a pre-approval policy adopted by the Committee, subject to the de minimis exceptions for non-audit services which are approved by the Committee prior to the completion of the audit. The Committee may delegate to one or more of its members the authority to grant such pre-approvals, provided that any decisions of such member or members to grant pre-approvals must be presented to the full Committee at its next scheduled meeting.
6. Review and discuss with the Independent Auditor (i) the Independent Auditor's responsibilities under generally accepted auditing standards and the responsibilities of management in the audit process, (ii) the overall audit strategy, (iii) the scope and timing of the annual audit, (iv) any significant risks identified during the Independent Auditor's risk assessment procedures and (v) when completed, the results, including significant findings, of the annual audit.
7. Review with management and the Company's Independent Auditor (i) any major issues regarding accounting principles and financial statement presentation, including any significant changes in the Company's selection or application of accounting principles, (ii) any significant financial reporting issues and judgments made in connection with the preparation of the Company's financial statements, including the effects of alternative generally accepted accounting principles ("GAAP") methods (iii) and the effect of

regulatory and accounting initiatives and off-balance sheet structures on the Company's financial statements.

8. Discuss with the Independent Auditor the Independent Auditor's judgment about the quality, not just the acceptability, of the accounting principles applied in the Company's financial reporting.
9. Review and discuss with the Independent Auditor any audit problems or difficulties and management's response thereto. Such review shall include (i) any audit problems or difficulties, including difficulties encountered by the Independent Auditor during their audit work (such as restrictions on the scope of their activities or their access to information), (ii) any significant disagreements between the Independent Auditor and management and management's response to these problems, difficulties or disagreements and (iii) any disagreements and subsequent resolutions between the Independent Auditor and management.
10. Review with the Independent Auditor, Internal Audit and management the extent to which any previously approved changes or improvements in financial or accounting practices and internal controls have been implemented.
11. Review and discuss with the Independent Auditor the matters required to be discussed by the applicable requirements of the Public Company Accounting Oversight Board and the Securities and Exchange Commission, including, but not limited to, review of the external audit plan and revisions thereto.
12. Obtain and review annually, prior to the completion of the Annual Audit, a report from the Independent Auditor describing (i) all critical accounting policies and practices to be reflected in the Annual Audit, (ii) (a) all alternative treatments of financial information within GAAP for policies and procedures related to material items that have been discussed with management, (b) ramifications of the use of such alternative disclosures and treatments, and (c) the treatment preferred by the Independent Auditor and (iii) other material written communications between the Independent Auditor and management, such as any management letter or schedule of unadjusted differences. Review any reports on such topics or similar topics prepared by management. Discuss with the Independent Auditor any material issues raised in such reports.
13. Meet to review and discuss the annual audited financial statements and quarterly financial statements with management and the Independent Auditor, including the annual and quarterly report disclosures under the caption "Management's Discussion and Analysis of Financial Condition and Results of Operations." The Committee shall make a recommendation to the Board as to whether the annual audited financial statements should be included in the Company's Annual Report on Form 10-K.
14. Review and discuss earnings press releases, as well as financial information and earnings guidance provided to analysts and ratings agencies.
15. Review the Company's financial reporting processes and internal controls in consultation with the Independent Auditor and Internal Audit. Such review shall include a consideration of major issues regarding accounting principles and financial statement presentations, including any significant changes in the Company's selection or application of accounting principles, major issues as to the adequacy of the Company's

internal controls and any special audit steps adopted in light of identified deficiencies. Review any analyses prepared by management and/or the Independent Auditor setting forth significant financial reporting issues and judgments made in connection with the preparation of the financial statements, including analyses of the effects of alternative GAAP methods on the financial statements.

16. Review reports to management prepared by the Independent Auditor or Internal Audit and any responses to the same by management.
17. Meet separately, periodically, with management, with Internal Audit (or other Company personnel responsible for the internal audit function) and with the Independent Auditor.
17. Approve hiring policies for employees or former employees of the Independent Auditor and oversee the hiring of any personnel from the Independent Auditor in accordance with applicable law.
18. Review annually the effect of legal, regulatory and accounting initiatives on the Company's financial statements.
19. Review annually the effect of off-balance sheet arrangements, if any, on the Company's financial statements.
20. Review and discuss with the Independent Auditor any critical audit matter ("CAM") addressed in the audit of the Company's financial statements and the relevant financial statement accounts and disclosures that relate to each CAM.

Internal Audit

21. Review and assess the annual internal audit plan, the process used to develop the plan and the status of activities, significant findings, recommendations and management's response. Provide oversight of Internal Audit, including by reviewing and discussing with management reports and other communications prepared by Internal Audit.
22. Oversee Internal Audit's structure, objectivity, responsibilities, staffing, resources and budget. Discuss with the Independent Auditor the Independent Auditor's judgment about the competence, performance and cooperation of Internal Audit and management and Internal Audit's responsibilities, budget and staffing. Recommend for Board approval (i) the appointment and, if appropriate, replacement of (a) the head of Internal Audit, where the head of Internal Audit is a Company employee, or (b) any third party service provider (other than the Independent Auditor) that is providing Internal Audit services to the Company, and (ii) the Internal Audit budgets.

Compliance and Risk Management

23. Review and approve any transaction between the Company and any related person (as defined in Item 404 of Regulation S-K) in accordance with the Company's related party transaction approval policy.
24. Discuss policies with respect to risk assessment and risk management, the Company's major litigation and financial risk exposures and the steps management has taken to monitor and control such exposures.

25. Establish procedures for (i) the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls, or auditing matters and (ii) the confidential, anonymous submission by employees of the Company of concerns regarding questionable accounting or auditing matters. Review periodically with management and Internal Audit these procedures and review all complaints received by the Company regarding accounting, internal controls or auditing matters.
26. Recommend amendments to the Code of Ethics and Business Conduct to the Sustainability, Nominating and Corporate Governance Committee as appropriate for its consideration.
27. Review and grant, if deemed appropriate by the Committee, any requested waiver of the Code of Ethics and Business Conduct for an officer or a director. Any such waivers must be granted in writing.
28. Review periodically with the Company's chief legal officer, or appropriate delegates, the Company's compliance with legal and regulatory requirements.

Committee Report and Charter

29. Prepare the report of the Committee required to be included in the Company's annual report and proxy statement.
30. Review the adequacy of this Charter periodically and recommend any proposed changes to the Board for approval.
31. Perform such other duties and responsibilities as reasonably determined by the Committee to be consistent with its mandate (under this Charter, the Company's bylaws, governing law, the rules and regulations of the NYSE, the federal securities laws and such other requirements applicable to the Company) or as further delegated to the Committee by the Board. This includes the authority to conduct or authorize investigations into any matter, including, but not limited to, complaints relating to accounting, internal accounting controls or auditing matters within the scope of duties and responsibilities delegated to the Committee, as it deems appropriate.
32. Report regularly to the Board on activities of the Committee.

Delegation

The Committee shall have the authority to form and delegate any of its responsibilities along with the authority to take action in relation to such responsibilities, to subcommittees as the Committee may deem appropriate in its sole discretion.

Performance Evaluation

The Committee shall conduct an annual evaluation assessing the Committee's performance with respect to its purpose and duties under this Charter and shall present the results of such evaluation to the Sustainability, Nominating and Corporate Governance Committee and the Board. The Committee shall conduct this evaluation in such manner as it deems appropriate.

General

The Committee may diverge from the specific activities outlined throughout this Charter, as appropriate, if circumstances or regulatory requirements change. In addition to these activities, the Committee may perform such other functions as necessary or appropriate under applicable laws,

regulations, any applicable stockholders agreement and the resolutions and other directives of the Board, each as in effect from time to time. The Committee expects to develop calendars and agendas to address the activities and responsibilities set forth in this Charter as well as any other priority activities it identifies consistent with its purpose stated above. This Charter may be amended from time to time by the Board.