

**BLOOM ENERGY CORPORATION**

**CHARTER OF THE**  
**NOMINATING, GOVERNANCE AND PUBLIC POLICY COMMITTEE**  
**OF THE BOARD OF DIRECTORS**

**(As amended on November 5, 2020)**

**I. PURPOSE**

The purpose of the Nominating, Governance and Public Policy Committee (the “*Committee*”) of the Board of Directors (the “*Board*”) of Bloom Energy Corporation (the “*Company*”) is to assist the Board in its oversight responsibilities, including: (i) identifying, considering, and recommending candidates for membership on the Board, consistent with criteria approved by the Board; (ii) considering committee member qualifications, appointment and removal; (iii) overseeing the evaluation of the Board and each committee of the Board; (iv) developing and recommending corporate governance guidelines and policies for the Company; (v) advising the Board on other corporate governance matters and any related matters required by federal securities laws; (vi) providing oversight and guidance with respect to public policy matters; and (vi) such other responsibilities as may be delegated to it in the future by the Board.

This charter (the “*Charter*”) sets forth the authority and responsibility of the Committee in fulfilling its purpose.

**II. MEMBERSHIP**

The Committee will consist of two or more members of the Board, with the exact number being determined by the Board. Each member of the Committee will:

- be an “independent director” as defined under the applicable rules, regulations and listing requirements of the New York Stock Exchange (the “*Exchange Rules*”), as determined by the Board;
- be free from any relationship that, in the opinion of the Board, would interfere with the exercise of independent judgment as a Committee member; and
- meet any other requirements imposed by the Company’s Certificate of Incorporation or Bylaws, applicable law, regulations or rules.

The members of the Committee shall be appointed annually by the Board on the recommendation of the Committee and shall serve until their successors are duly elected and qualified or their earlier death, resignation or removal. Any member of the Committee may be replaced by the Board either on the recommendation of the Committee or by its own initiative. The Board fills vacancies in the Committee upon recommendation by the Committee. The Board may designate a member of the Committee to serve as the chairperson of the Committee (the “*Chair*”). In the absence of that designation, the Committee may designate a Chair by a majority vote of the full Committee membership. The Chair will set the agenda for Committee meetings and conduct the proceedings of those meetings.

### III. RESPONSIBILITIES AND DUTIES

The principal responsibilities and duties of the Committee in serving the purpose outlined in Section I of this Charter are set forth below. These responsibilities and duties are set forth as a guide, with the understanding that the Committee will carry them out in a manner that is appropriate given the Company's needs and circumstances. The Committee may, from time to time, engage in such other activities, exercise other powers, carry out other responsibilities, and establish such policies and procedures consistent with this Charter, the Company's Certificate of Incorporation or Bylaws, and applicable laws, rules and regulations, as it deems necessary or advisable in implementing this Charter and fulfilling its responsibilities.

#### **Nominating Duties**

1. Periodically consider and make recommendations to the Board regarding the director nomination process.
2. Annually evaluate the structure and composition of the Board and committees of the Board, including the membership of each of the committees of the Board and the class of each director on the classified Board, to assess whether the skills, experience, characteristics and other criteria established by the Board are currently represented on the Board as a whole and in individual directors. The Committee will also develop and recommend to the Board the desired criteria, including qualifications, expertise, and characteristics, to be considered for members of the Board and each of the committees of the Board.
3. Identify, consider, review the qualifications of and assist in recruiting qualified candidates for Board membership, consistent with criteria approved by the Board.
4. Review, and recommend to the Board for its determination, the independence of the non-employee directors and members of the Committee, the Audit Committee of the Board (the "***Audit Committee***"), the Compensation and Organizational Development Committee of the Board (the "***Compensation Committee***"), and other committees of the Board and the financial literacy and expertise of Audit Committee members.
5. Establish procedures for the consideration of and consider director recommendations and nominations properly submitted by the Company's stockholders in accordance with the procedures established by the Committee or set forth in the Company's Certificate of Incorporation and/or Bylaws.
6. Recommend to the Board for its selection all nominees to become (or remain) members of the Board by appointment to fill vacancies and newly created directorships or to be proposed by the Board for election by the stockholders.
7. Evaluate whether an incumbent director should be nominated for re-election to the Board upon expiration of such director's term, based upon criteria approved by the Board, as well as the incumbent director's qualifications, performance as a Board member, and such other factors as the Committee deems appropriate.

8. Evaluate any material changes in the principal occupation or business association or status as a member of the board of any other public company, including retirement, of, any offers to resign from the Board in connection therewith, and any conflict of interest involving, any director since such director was elected to the Board, determine if any conflict of interest should be resolved by the Audit Committee of the Board or if it needs to be brought to the attention of the full Board, and review and make recommendations to the Board regarding the continued appropriateness of the director's continued Board or committee membership under the new circumstances.

### **Corporate Governance Duties**

9. Review, assess, consider, and recommend to the Board a set of corporate governance guidelines and any future changes thereto ("*Corporate Governance Guidelines*").

10. Review and assess at least annually the adequacy of the Corporate Governance Guidelines and any other compliance policies that the Committee deems appropriate, oversee compliance with the Corporate Governance Guidelines, and recommend revisions to the Corporate Governance Guidelines for approval by the Board.

11. Review and assess periodically the adequacy of the Company's Certificate of Incorporation and Bylaws, and recommend revisions for approval by the Board and, if necessary and appropriate, the Company's stockholders.

12. Make recommendations to the Board concerning the size, structure, composition and functioning of the Board and its committees.

13. Recommend committee members and chairpersons to the Board for appointment and consider periodically rotating directors among the committees.

14. Review incumbent directors' invitations to serve on a public or private company board and not-for-profit/tax-exempt board or with a government or advisory group that is expected to require significant commitments of time.

15. Recommend that the Board establish special committees as may be desirable or necessary from time to time in order to address interested director, ethical, legal or other matters that may arise.

16. Annually review the Board's leadership structure, including the separation of the Chairperson of the Board and Chief Executive Officer roles or appointment of a lead independent director of the Board, either permanently or for specific purposes, and make such recommendations to the Board with respect thereto as the Committee deems appropriate.

17. Oversee the Company's stockholder engagement program and periodically assess procedures for stockholder communications with members of the Board.

18. Review and make recommendations to the Board regarding proposed responses to stockholder proposals and consider other stockholder issues.

19. Periodically assess the appropriateness of stock ownership guidelines for directors

and senior executives, including whether and to what extent directors and senior executives should be restricted from selling stock acquired through equity compensation.

20. Oversee a process for self-evaluation of the performance of the Board and each committee of the Board on an annual basis, including compliance by each committee with its charter, and report on such process and the results of the self-evaluations, including any recommendations for proposed changes to the Board and each committee of the Board.

21. Oversee an orientation process for new directors and continuing education program for directors meeting the requirements set forth in the Company's Corporate Governance Guidelines, and establish terms and conditions that govern the Company's reimbursement of directors for reasonable costs associated with such directors' participation in continuing education programs related to their service as directors.

22. Annually review the form and amount of cash-based and equity-based compensation to be paid or awarded to the Company's non-employee directors, including compensation for service on the Board or on committees of the Board, and recommend changes in compensation to the Board as appropriate.

### **Sustainability and Public Policy Matters**

23. Oversee and make recommendations to the Board regarding sustainability matters, including environmental, health and safety matters, relevant to the Company's business, including Company policies, activities and opportunities.

24. Monitor, evaluate and provide guidance on the social and political trends, issues, legislative proposals and regulatory developments, domestic and international, which could significantly affect the business of the Company.

25. Review, assess and provide guidance to management and the Board on significant domestic and international legislation, regulation and trade, energy and environmental policy.

26. Develop general guidelines for political and charitable contributions made and lobbying activities undertaken by the Company and annually review and make recommendations to the Board regarding the political and charitable contributions made and lobbying activities undertaken.

### **General**

27. Complete a self-evaluation of the performance of the Committee on an annual basis, including compliance by the Committee with this Charter.

28. Review and reassess, at least annually, the adequacy of this Charter and recommend to the Board any changes to this Charter that the Committee considers necessary or advisable.

29. Perform any other activities required by applicable law, rules or regulations, including the Exchange Rules and the rules and regulations promulgated by the Commission under the Securities Exchange Act of 1934, as amended (the "**Commission Rules**"), and take such other

actions and perform and carry out any other responsibilities and duties delegated to it by the Board or as the Committee deems necessary or appropriate consistent with its purpose.

#### **IV. STUDIES AND ADVISORS**

The Committee, in discharging its responsibilities, may conduct, direct, supervise, or authorize studies of, or 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. The Committee has the sole authority and right, at the expense of the Company, to retain and terminate search firms, consultants, accountants, outside legal counsel, experts, and other advisors of its choice to assist the Committee in connection with its functions, including any studies or investigations.

The Committee will have the sole authority to approve the fees and other retention terms of such advisors. The Company will provide for appropriate funding, as determined by the Committee, for:

- payment of compensation to any search firms, consultants, accountants, legal counsel, experts, and other advisors retained by the Committee; and
- ordinary administrative expenses of the Committee that are necessary and appropriate in carrying out its functions.

Irrespective of the retention of search firms, consultants, accountants, outside legal counsel, experts, and other advisors to assist the Committee, the Committee shall exercise its own judgment in the fulfillment of its functions.

#### **V. MEETINGS, ACTIONS WITHOUT A MEETING AND STAFF**

Meetings of the Committee will be held from time to time, as determined appropriate by the Committee or the Chair. The Chair, in consultation with the other member(s) of the Committee, will set the dates, times and places of such meetings. The Chair or any other member of the Committee may call meetings of the Committee by notice in accordance with the Company's Bylaws. The Committee has the authority to establish its own rules and procedures for conduct of its meetings so long as they are not inconsistent with any provisions of the Company's Certificate of Incorporation or Bylaws that are applicable to the Committee or with applicable law. A quorum of the Committee for the transaction of business will be a majority of its members. Meetings may be held in person or via telephonic- or video-conference. The Committee also may act by unanimous written consent in lieu of a meeting in accordance with the Company's Bylaws. Subject to the requirements of this Charter, the Corporate Governance Guidelines, applicable law, the Exchange Rules, and the Commission Rules, the Committee and the Chair may, as deemed appropriate in order to carry out the Committee's responsibilities, invite any director, executive, member of management and/or advisor of the Company to attend, from time to time, Committee meetings (or a portion thereof) for the purpose of presenting matters to the Committee and participating in discussions. The Chair will designate a secretary for each meeting, who need not be a member of the Committee. The Secretary of the Company will provide the Committee such staff support as it may require.

## **VI. MINUTES AND REPORTS**

The Committee will maintain written minutes of its meetings and copies of its actions by written consent, and will cause such minutes and copies of written consents to be filed with the minutes of the meetings of the Board. The Chair or any member designated by the Committee will report to the Board following meetings of the Committee and from time to time with respect to the activities of the Committee, including any significant matters related to the Committee's responsibilities and the Committee's deliberations and actions. The minutes of the Committee and actions by the unanimous written consent of the Committee members will be made available to the other members of the Board.

## **VII. DELEGATION OF AUTHORITY**

The Committee may from time to time, as it deems appropriate and to the extent permitted under applicable law, the Exchange Rules, the Commission Rules, and the Company's Certificate of Incorporation and Bylaws, form and delegate authority to subcommittees. Subcommittees of the Committee will consist of one or more members of the Committee who will regularly report on their activities to the Committee. The Committee may revoke its delegation of authority at any time.

## **VIII. PUBLICATION**

The Company will make this Charter freely available to stockholders on request and will publish it on the Company's website.