

BLOOM ENERGY CORPORATION

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

As adopted on July 23, 2018

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 (vii) 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*”), except as may otherwise be permitted by the Exchange Rules;
- 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 applicable law, regulations, or rules, subject to any applicable exemptions and transition provisions.

The members of the Committee shall be initially appointed by the Board and subsequently 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 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 engage in such other activities, and establish such policies and procedures, from time to time, 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 and 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. 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.

2. Identify, consider, and assist in recruiting qualified candidates for Board membership, consistent with criteria approved by the Board.

3. Oversee inquiries into the backgrounds and qualifications of potential candidates for membership on 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 Committee of the Board (the "**Compensation Committee**"), and other independent committees of the Board and the financial literacy and expertise of Audit Committee members.

5. Consider nominations properly submitted by the Company's stockholders in accordance with the procedures 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 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 factors established for new director candidates 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 employment status of 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 appropriateness of the director's continued service on the Board under the new circumstances.

Corporate Governance Duties

1. Review, assess, consider, and recommend to the Board a set of corporate governance guidelines and any future changes thereto ("*Corporate Governance Guidelines*").
2. Review and assess at least annually the adequacy of the Corporate Governance Guidelines and any other compliance policies that the Committee deems appropriate, and recommend revisions for approval by the Board.
3. 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.
4. 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.
5. Consider 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.
6. Oversee the Company's stockholder engagement program and periodically assess procedures for stockholder communications with members of the Board.
7. Review and make recommendations to the Board regarding proposed responses to stockholder proposals and consider other stockholder issues.
8. Working with the Compensation Committee, 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.
9. 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 Board committees.
10. Oversee an orientation 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.

11. Make such recommendations to the Board and its committees as the Committee may consider necessary or appropriate and consistent with its purpose, and take such other actions and perform such other services as may be referred to it from time to time by the Board or required under the federal securities laws, the rules and regulations promulgated by the Commission under the Securities Exchange Act of 1934, as amended (the “*Commission Rules*”), and the Exchange Rules.

12. 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.

Public Policy Matters

1. Monitor, evaluate and provide guidance on the social and political trends, issues, legislative proposals and regulatory developments, domestic and international, which could affect the business of the Company.
2. Review, assess and provide guidance to management and the Board on domestic and international legislation, regulation and trade, energy and environmental policy.
3. Develop general guidelines for political and charitable contributions made by the Company and annually review the political and charitable contributions made.

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, 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, 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. 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. 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, applicable law, the Exchange Rules, and the Commission Rules, the Committee and the Chair may invite any director, executive, or employee of the Company, or such other person, as it deems appropriate in order to carry out its responsibilities, to attend and participate (in a non-voting capacity) in all or a portion of any Committee meeting. The Committee may exclude from all or a portion of its meetings any person it deems appropriate in order to carry out its responsibilities. 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.

VIII. COMPENSATION

Members of the Committee will receive such fees, if any, for their service as Committee members as may be determined by the Board, which may include additional compensation for the Chair. Such fees may include retainers, or per meeting fees and will be paid in such form of consideration, including without limitation cash and/or equity compensation, as is determined by the Board in accordance with applicable law, the Exchange Rules, and the Commission Rules.

IX. PUBLICATION

The Company will make this Charter freely available to stockholders on request and, provided that the Company is subject to the periodic reporting requirements of the Exchange Act, will publish it on the Company's website.