

BLOOM ENERGY CORPORATION
CHARTER OF THE
AUDIT COMMITTEE
OF THE BOARD OF DIRECTORS

As adopted May 17, 2017

I. PURPOSE

The purpose of the Audit 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) monitoring and assessing the Company’s accounting and financial reporting processes and internal controls, including its audits and the integrity of the Company’s financial statements; (ii) reviewing and evaluating the qualifications, independence, and performance of the Company’s registered public accounting firm acting as independent auditor (the “*Independent Auditor*”); (iii) monitoring the design, implementation, and performance of the Company’s internal audit function; (iv) monitoring and assessing the Company’s compliance with legal and regulatory requirements and adherence with the Company Global Code of Business Conduct and Ethics; and (v) monitoring and assessing the Company’s assessment and management of risk.

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

II. MEMBERSHIP

The Committee will consist of three or more members of the Board with the exact number 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 “independent” as defined in Rule 10A-3 and any other rules and regulations (the “*Commission Rules*”) promulgated by the Securities and Exchange Commission (the “*Commission*”) under Section 10A(m) of the Securities Exchange Act of 1934, as amended (the “*Exchange Act*”), except as may otherwise be permitted by the Commission Rules;
- qualify as financially literate, have the ability to read and understand financial statements and meet the financial sophistication and experience requirements of the Exchange Act, the Commission Rules and 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 established by the Board from time to time or as required by applicable law, regulations or rules, subject to any applicable exemptions and transition provisions.

In addition, at least one member of the Committee will have prior experience in accounting, financial management or financial oversight, as required by the Exchange Rules, and be an “audit committee financial expert” as defined in Item 407 of Regulation S-K promulgated by the Commission.

Further, no Committee member shall simultaneously serve on the audit committee of more than three public companies (which may include the Company) without prior disclosure to the Nominating, Governance and Public Policy Committee (the “*Governance Committee*”) and the Board and an affirmative determination by the Board that such service does not impair the ability of such member to effectively serve on the Committee, which determination shall be disclosed in the annual proxy statements.

The members of the Committee shall be initially appointed by the Board and subsequently appointed annually by the Board on the recommendation of the Governance 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 Governance Committee or by its own initiative. The Board fills vacancies in the Committee upon recommendation by the Governance Committee. The Board may designate a member of the Committee to serve as the chairperson (the “*Chair*”) of the Committee. 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 purposes 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.

Financial Statements, Reports, Disclosures and Financial Reporting Matters

1. Review and discuss with management and Independent Auditor, the Company’s quarterly and annual financial results and the related earnings press releases and earnings guidance, including non-GAAP information distributed to the public, analysts and rating agencies, as well as the policies and procedures pertaining to earnings announcements and guidance. The Committee’s discussion in this regard may be general in nature (i.e., discussion of the types of information to be disclosed and the type of presentation to be made) and need not take place in advance of each earnings release or each instance in which the Company may provide earnings guidance.

2. Review the Company's quarterly and annual financial statements.
3. In connection with the Committee's review of the annual financial statements:
 - discuss the financial statements and the results of the Independent Auditor's audit of the financial statements with the Independent Auditor, any internal audit department and management;
 - discuss any items required to be communicated by the Independent Auditor in accordance with the applicable requirements of the Public Company Accounting Oversight Board (the "**PCAOB**"); and
 - recommend to the Board whether the annual financial statements and Management's Discussion and Analysis of Financial Condition and Results of Operation should be included in the Company's Annual Report on Form 10-K.
4. In connection with the Committee's review of the quarterly financial statements:
 - discuss with the Independent Auditor and the Company's management the quarterly financial statements and the results of the Independent Auditor's SAS No. 100, *Interim Financial Information* (Codification of Statements on Auditing Standards, AU § 722); and
 - discuss with the Company's management and the Independent Auditor significant issues, events and transactions and any significant changes regarding accounting principles, practices, policies, judgments or estimates made in connection with the preparation of the Company's financial statements.
5. Discuss with the Company's management and the Independent Auditor the Company's selection, application and disclosure of critical accounting policies and practices and estimates.
6. Review the Company's annual and quarterly reports on Form 10-K and 10-Q, including the specific disclosures under "Management's Discussion and Analysis of Financial Condition and Results of Operations."
7. Prepare the committee report as required by the rules of the Commission to be included in the Company's proxy statement for the annual meeting of stockholders.
8. As a Committee, and with the Independent Auditor, review any major issues regarding accounting principles, presentation of financial statements, the Company's internal control over financial reporting, the effect of alternative treatments of financial information within the U.S. generally accepted accounting principles, the impact of any regulatory or accounting initiatives or off-balance sheet arrangements, and any other audit difficulties or problems, including management's analysis and response to such issues.
9. Review with management its evaluation of the Company's procedures and controls and certifications designed to assure that information required to be disclosed in its periodic public reports is recorded, processed, summarized and reported in such reports within the time periods specified by the SEC for the filing of such reports (the "**Disclosure Controls**"),

and consider whether any changes are appropriate in light of management's evaluation of the effectiveness of such Disclosure Controls.

10. Resolve any disagreements between management and the Independent Auditor regarding financial reporting.
11. Review and discuss with the Independent Auditor the matters required to be discussed by Statement on Auditing Standards No. 114 relating to the conduct of the audit, including any problems or difficulties the independent auditor encountered in the course of its audit work, any restrictions on the scope of the independent auditor's activities or access to requested information, and management's response.

The Company's Independent Auditor

1. Be directly responsible for the appointment, compensation, retention, dismissal and oversight and evaluation of the work of the Independent Auditor. The Independent Auditor will report directly to the Committee.
2. Review the continuing independence of the Independent Auditor, including:
 - obtaining and reviewing, on an annual basis, a formal written statement from the Independent Auditor describing all relationships between the Independent Auditor and the Company required to be disclosed by applicable requirements of the PCAOB;
 - reviewing and discussing with the Independent Auditor their objectivity and independence, including the nature and scope of any relationships that may affect its objectivity and independence;
 - taking, or recommending that the Board take, appropriate action to oversee the independence of the Independent Auditor, including discontinuing any relationships that the Committee believes compromise the independence of the Independent Auditor;
 - ensuring the rotation of the lead audit partner having primary responsibility for the audit and the audit partner responsible for reviewing the audit every five years once a listed public Company ; and
 - considering whether there should be rotation of the audit firm, and reporting to the Board on its conclusion.
3. Set hiring policies for the Company's hiring of employees or former employees of the Independent Auditor, as required by regulations and by applicable listing standards.
4. Review and approve the Independent Auditor's audit strategy, planning, scope, timing and staffing.
5. Review and pre-approve the fees and other compensation to be paid to the Independent Auditor, and pre-approve all tax and non-audit related services provided by the Independent Auditor permitted by the Exchange Rules, Commission Rules and applicable law or regulation. The Committee may establish pre-approval policies and procedures, as permitted

by the Exchange Rules, Commission Rules and applicable law, for the engagement of the Independent Auditor to render services to the Company.

6. Review and discuss the reports delivered by the Independent Auditor regarding the following:
 - critical accounting policies, estimates and practices used by the Company;
 - alternative treatments of financial information within generally accepted accounting principles that have been discussed with management, the ramifications of the alternatives, and the treatment preferred by the Independent Auditor if different than that used by management;
 - other material written communications between the Independent Auditor and the Company's management; and
 - other matters required to be communicated to the Committee under generally accepted auditing standards and other legal requirements.
7. Periodically consult with the Independent Auditor out of the presence of the Company's management about internal controls, the fullness and accuracy of the Company's financial statements and any other matters that the Committee or the Independent Auditor believe should be discussed privately with the Committee.
8. Obtain and review a report from the Independent Auditor at least annually report describing the Independent Auditor's internal quality-control procedures, any material issues raised by the Independent Auditor's most recent internal quality review, peer review, or by any inquiry or investigation by governmental or professional authorities, including the PCAOB, within the preceding five years respecting one or more independent audits carried out by the firm and any steps taken to deal with any such issues, and (to assess the auditor's independence) all relationships between the Independent Auditor and the Company. The Committee shall present its conclusions with respect to the Independent Auditor, including its qualifications, performance and independence to the Board.

Internal Controls and Internal Audit Function

1. Review and discuss with management, the internal auditors, and the Independent Auditor the adequacy and effectiveness of the Company's internal controls, including any changes, significant deficiencies or material weaknesses in those controls reported by the Independent Auditor, the internal auditors, or management and any remediation plan or special audit steps adopted in light of significant control deficiencies, and any fraud, whether or not material, that involves management or other Company employees who have a significant role in the Company's internal controls.
2. Review with the Independent Auditor, internal audit, and management the extent to which changes or improvements in financial or accounting practices, as approved by the Committee, have been implemented.

3. Discuss any comments or recommendations of the Independent Auditor outlined in their annual management letter or internal control reports.
4. As to the internal audit function, the Committee shall:
 - review and participate in the selection of the internal audit lead, who shall report directly to the Committee and periodically review the activities, reporting relationships, organizational structure and qualifications of the internal audit function;
 - review and approve the annual internal audit risk assessment, project plan, staffing, proposed budget and any proposed changes to these items throughout the year and review periodic reports summarizing results of the internal audit projects including any significant findings;
 - periodically review with the internal auditors any issues encountered in the course of the internal audit function's work and confirm that there are no unjustified restrictions or limitations on internal audit, including anything impacting its independence;
 - review the effectiveness and performance of the internal audit function annually;
 - concur in the appointment, replacement or dismissal of the internal audit lead and at least annually evaluate the performance of the internal audit lead and convey its findings and conclusions to management; and
 - review the coordination of audit efforts between the internal audit staff and the Independent Auditor to ensure completeness of coverage and efficient use of audit resources.

Legal Compliance and Ethics and Related Party Transactions

1. Oversee the review of any complaints and submissions that have been received under the Company's Whistleblower and Complaint Policy, Codes of Business Conduct and Ethics or other compliance policies and retain authority to determine the appropriate response and remedy. This will include establishing and overseeing procedures for (a) the receipt, retention and treatment of complaints received by the Company regarding fraud, accounting, internal accounting controls, auditing matters or bribery; and (b) the confidential, anonymous submission by employees of concerns regarding fraud or questionable accounting or auditing matters.
2. Review and recommend to the Board a Code of Business Conduct and Ethics for the Company's employees, including its principal executive officer, principal financial officer, principal accounting officer or controller, and persons performing similar functions, and directors. Such Code of Business Conduct and Ethics shall meet the requirements of Item 406 of the SEC's Regulation S-K, and provide for and review prompt disclosure to the public of any change in, or waiver of, such Code of Business Conduct and Ethics. Review such Code of Business Conduct and Ethics annually and recommend such changes to such Code of Business Conduct and Ethics as the Committee shall deem appropriate, and adopt, as

necessary, procedures for monitoring and enforcing compliance with such Code of Business Conduct and Ethics.

3. Review and oversee the investigation of conduct that may be in violation of the Company's Code of Business Conduct and Ethics or any other matter that is within the scope of the Committee's responsibilities and adopt as necessary or appropriate, remedial, disciplinary, or other measures with respect to such conduct.
4. Oversee the Company's ethics and compliance program with respect to legal and regulatory requirements. Review and discuss with the General Counsel, internal audit, the Independent Auditor and management, the overall adequacy and effectiveness of the Company's compliance program, including the Company's Code of Business Conduct and Ethics, compliance with the Foreign Corrupt Practices Act and other anti-bribery laws as well as a review of the results of any auditing or other monitoring programs designed to prevent or detect violations of laws or regulations and any reported cases of employee fraud, conflict of interest or unethical or illegal conduct. The General Counsel shall have the express authority to communicate personally to the Committee on any matter involving criminal conduct or potential criminal conduct.
5. Review with the Company's General Counsel and report to the Board on significant legal matters that may have a material impact on the financial statements and any material reports, notices or inquiries received from regulators or governmental agencies and compliance with applicable legal requirements and the Company's Code of Conduct.
6. Receive and if appropriate, respond to attorneys' report of evidence of material violations of securities laws and breaches of fiduciary duty and similar violations of foreign, U.S. or state or local law.
7. Periodically review Company policies and procedures for the review and approval of any related party transactions that are determined to be in the best interest of the Company.
8. Review and approve any proposed transaction between the Company and any related party, as defined by applicable law, the Commission Rules and the Exchange Rules.

Risk Assessment and Management

1. Oversee the policies and processes established by management to assess, monitor, manage and control the Company's material financial and other risk exposures, including operational, business, financial, strategic, credit, liquidity and reputation risks.
2. Oversee the development of Company policies and processes relating to risk assessment, management and reporting, including limits and tolerances, risk roles and responsibilities, risk mitigation decisions and risk-related assumptions.
3. Oversee the steps management has taken to address failures in compliance with established risk management policies and procedures.

4. Oversee the Company's insurance program and make recommendations to the Board of Directors and management regarding insurance, including directors' and officers' liability insurance.

Oversight of Project Finance Transactions

1. To the extent the Committee deems appropriate, act on behalf of the Board to approve all new project finance transactions, including power purchase agreements, and any product finance or service structure or transaction that is either material or represents a departure from past custom and practice.

General

1. Annually prepare a report to the Company's stockholders for inclusion in the Company's annual proxy statement as required by the Commission Rules.
2. Meet periodically with members of management as deemed appropriate, meet at such times as the Committee deems appropriate, but not less than quarterly, in executive session with the head of the internal audit department, the Independent Auditor, the Chief Financial Officer and the General Counsel, and meet regularly in separate executive sessions at which only Committee members are present.
3. Perform any other activities required by applicable law, rules or regulations, including the Commission Rules, and the Exchange 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.
4. Take appropriate actions to monitor the overall corporate "tone" for quality financial reporting, sound business risk practices, and ethical behavior.
5. In coordination with the Governance Committee, complete a self-evaluation of the performance of the Committee on an annual basis, including compliance by the Committee with this Charter, and report on the results of the self-evaluation, including any recommendations for proposed changes to the Committee.
6. 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.

This Charter specifies the scope of the responsibilities of the Committee and the manner in which those responsibilities shall be performed, including its structure, processes and membership requirements. While the Committee has the responsibilities and powers set forth in this Charter, it is not the duty of the Committee to plan or conduct audits or to determine that the Company's financial statements are complete and accurate and are in accordance with generally accepted accounting principles. Management is responsible for the financial reporting process, the preparation of consolidated financial statements in accordance with generally accepted accounting principles, the system of internal controls, and procedures designed to insure compliance with accounting standards and applicable laws and regulations. The Company's Independent Auditor is responsible for auditing the financial statements. The Committee is responsible for assisting the

Board in overseeing the conduct of these activities by management and the Independent Auditor. Absent actual knowledge to the contrary, each member of the Committee shall be entitled to rely on the integrity of those persons within the Company and of the professionals and experts (including the Company's internal auditor and the Independent Auditor) from which the Committee receives information and, absent actual knowledge to the contrary, the accuracy of the financial and other information provided to the Committee by such persons, professionals, or experts.

IV. STUDIES AND ADVISERS

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 advisers 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 advisers. 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 advisers retained by the Committee; and
- ordinary administrative expenses of the Committee that are necessary and appropriate in carrying out its functions.

V. MEETINGS, ACTIONS WITHOUT A MEETING AND STAFF

Meetings of the Committee will be held at least once each quarter or more frequently, as determined appropriate by the Committee. The Chair, in consultation with the other members 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 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, e.g., with respect to the quality or integrity of the Company's financial statements, the Company's compliance with legal or regulatory requirements, the performance of the internal audit function or the performance and independence of the Company's Independent Auditor. 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.