

**BLOOM ENERGY CORPORATION**  
**CHARTER OF THE**  
**COMPENSATION AND ORGANIZATIONAL DEVELOPMENT COMMITTEE**  
**OF THE BOARD OF DIRECTORS**

**As adopted May 10 2018**

**I. PURPOSE**

The purpose of the Compensation and Organizational Development 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) evaluating, recommending, approving and reviewing executive officer and director compensation arrangements, plans, policies and programs maintained by the Company; (ii) administering the Company’s executive bonus program, other bonus programs, and equity-based compensation plans; and (iii) reviewing, evaluating, and giving guidance on matters related to the Company’s organization development plans, performance of senior leadership, development of individuals and teams, and succession planning. The Committee has overall responsibility for approving and evaluating all compensation plans, policies, and programs of the Company as they affect the Company’s Chief Executive Officer (the “*CEO*”) and Executive Officers (as defined below).

The Committee may also make recommendations to the Board regarding any other Board responsibilities relating to executive compensation.

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 determined from time to time 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 any other rules and regulations (the “*Commission Rules*”) promulgated by the Securities and Exchange Commission (the “*Commission*”) under Section 10C of the Securities Exchange Act of 1934, as amended (the “*Exchange Act*”), except as may otherwise be permitted by the Commission 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.

Further, in connection with appointing or continuing the membership of each director serving on the Committee, when affirmatively determining the independence of such member, the Board will consider all factors specifically relevant to determining whether such director has a relationship to the Company which is material to that director's ability to be independent from management in connection with the duties of a member of the Committee, including, at a minimum:

- the source of compensation of such director, including any consulting, advisory or other compensatory fee paid by the Company to such director, including whether the director receives compensation from any person or entity that would impair his ability to make independent judgments about the Company's executive compensation; and
- whether such director is affiliated with the Company, a subsidiary of the Company or an affiliate of a subsidiary of the Company, including whether the affiliate relationship places the director under the direct or indirect control of the Company or its senior management, or creates a direct relationship between the director and members of senior management, in each case of a nature that would impair his ability to make independent judgments about the Company's executive compensation.

The members of the Committee shall be initially appointed by the Board and subsequently appointed annually by the Board on the recommendation of the Nominating, Governance and Public Policy Committee (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 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 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.

1. Annually review the Company's overall compensation strategy, including base salary, incentive compensation and equity-based grants.
2. Annually review and approve the goals and objectives to be considered in determining the compensation of the CEO and other "executive officers" as defined under Rule 3b-7 and "officers" as defined under Rule 16a-1(f) promulgated under the Exchange Act and other executive vice presidents reporting to the CEO (the "executive officers" and "officers" excluding the CEO, the "***Executive Officers***"), and evaluate their performance in light of these goals and objectives.

- a. With respect to the CEO, the independent members of the Board shall determine and approve on an annual basis the CEO's overall compensation based on the Committee's evaluation of the performance of the CEO in light of the Company's goals and objectives. With respect to the Executive Officers, the Committee will have the sole authority, subject to any approval by the Board which the Committee or legal counsel determines to be desirable or is required by applicable law or the Exchange Rules, to determine and approve on an annual basis (i) the salary paid to the Executive Officers, (ii) the grant of all cash-based incentive compensation and equity-based compensation to the Executive Officers, (iii) the entering into or amendment or extension of any offer letter, employment contract or similar arrangement with the Executive Officers, (iv) the entering into or amendment or extension of any Executive Officer severance or change in control arrangements and (v) any other Executive Officer compensation matters; provided that the Committee may take account of the recommendations of the Board (or any Board member) with respect to Executive Officer compensation.
  - b. In connection with its evaluation of CEO and Executive Officer compensation, the Committee will consider the results of the most recent stockholder advisory vote on executive compensation (a "*say on pay*" vote). The Committee also may take account of the recommendations of the CEO with respect to the compensation of the other Executive Officers. The CEO may not be present during voting or deliberations regarding the CEO's compensation. In determining the long-term incentive component of CEO and Executive Officer compensation, the Committee may consider multiple factors, including the Company's performance and relative stockholder return, the value of similar incentive awards to chief executive officers and executive officers at comparable companies, and the awards given to the CEO and Executive Officers in past years.
3. Meet with the CEO annually to discuss the incentive compensation programs to be in effect for the Executive Officers and, where appropriate, for other employees of the Company or any Company subsidiary for such fiscal year, and the corporate goals and objectives relevant to those programs and performance targets applicable to the Executive Officers and, where appropriate, other employees of the Company or any subsidiary.
  4. Annually review, approve and make recommendations to the Board with respect to adoption and approval of, or amendments to, the Company's executive bonus program, other bonus programs and all equity-based incentive compensation plans and arrangements, and the cash amounts and aggregate numbers of shares reserved for issuance thereunder, after taking into consideration the Company's strategies with respect to cash-based and equity-based compensation.
  5. Review and approve policies and procedures relating to perquisites and expense accounts of the CEO and Executive Officers.
  6. Administer and interpret the Company's executive bonus program, other bonus programs and equity-based compensation plans and agreements thereunder, including establishing parameters for delegated authority to issue equity awards. The Committee may adopt an

equity award policy and delegate to the CEO, including in conjunction with one or more officers, within the limits imposed by such policy and applicable law and the Exchange Rules, the authority to approve cash awards or make equity grants to employees of the Company or of any subsidiary of the Company who are not the CEO, Executive Officers or directors of the Company, provided that in the case of grants of stock options or stock appreciation rights, the price per share of any grant made by the CEO (including in conjunction with one or more officers), is no less than the fair market value of the Company's common stock on the date of grant. The CEO shall promptly inform the Committee members in writing (which includes email) of any equity grants made pursuant to this provision, which notice shall include each grantee's name, grant date, type of award, exercise price (if applicable) and number of shares.

7. Oversee the administration of and, if deemed necessary, amend the Company's 401(k) plan and any deferred compensation plans (collectively, the "*Designated Plans*"), and, if desired, delegate the routine administration of the Designated Plans to an administrative committee consisting of employees of the Company named by the Committee.
8. Recommend to the Board, for determination by the Board, 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.
9. Review with management, and in coordination with the Audit Committee of the Board, the Company's major compensation-related risk exposures and the steps management has taken to monitor or mitigate such exposures.
10. Oversee the Company's compliance with Commission Rules regarding stockholder approval of certain executive compensation matters including advisory votes on executive compensation matters and the frequency of such votes and the requirements under Exchange Rules that stockholders approve equity plans.
11. Consider and make recommendations with respect to stockholder proposals and stockholder engagement related to compensation matters.
12. In coordination with the Governance 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.
13. For so long as the Company is subject to the periodic reporting requirements of the Exchange Act: (i) review any disclosure in the annual reports or the proxy statements for the Company's annual meetings regarding the Company's compensation policies and practices as they relate to its risk management, any conflict of interest or any other disclosure required under Regulation S-K, and any "say on pay" voting material to be included in the proxy statement, and (ii) prepare a report of the Committee for inclusion in the annual report or the proxy statement for the Company's annual meeting required by the rules and regulations of the Commission.

14. Periodically consider and, if determined to be appropriate, make recommendations to the Board regarding adoption of a Company policy regarding recovery of incentive-based compensation that is based on financial information required to be reported under the Exchange Act (or other federal securities laws) following restatement of such financial information.
15. Periodically review the Company's procedures with respect to employee loans. The Committee will not approve any arrangement in which the Company, directly or indirectly, extends or maintains credit, arranges for the extension of credit or renews an extension of credit, in the form of a personal loan to or for any director, CEO, or Executive Officer (or equivalent thereof) of the Company. The Committee will assist the Board and management of the Company in complying with this prohibition.
16. Review and approve the selection of the Company's peer companies for compensation assessment purposes and periodically review and advise the Board concerning both regional and industry-wide compensation programs and trends in order to assess the adequacy and competitiveness of the Company's compensation programs for the CEO and Executive Officers relative to comparable companies.
17. In order to support the Company's efforts to create and sustain a high-performing organization and culture, the Committee will monitor the Company's organizational development activities and progress, and provide guidance to the Company's management in the following areas: (a) management depth and bench strength assessments; (b) succession planning; (c) management development and leadership training; (d) company-wide organization and talent assessments and organizational performance; and (e) the Company's employee surveys. The Company will provide periodic updates to the Committee in these areas to support the Committee in fulfilling this responsibility.
18. 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.
19. 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.
20. Perform any other activities required by applicable law, rules or regulations, including the Exchange Rules and rules and regulations of the Commission, 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, 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 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 advisers 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 compensation and other consultants, legal counsel, accountants, experts and advisors to assist the Committee, the Committee shall exercise its own judgment in fulfillment of its functions.

In connection with the retention of such advisors (other than in-house legal counsel), the Committee shall consider the factors related to the independence of such advisors, including with respect to each such advisor (or the advisor's employer): (a) the provision of other services to the Company by such advisor (or their employer); (b) the amount of fees received from the Company, as a percentage of the total revenue of such advisor (or their employer); (c) the policies and procedures of such advisor (or their employer) that are designed to prevent conflicts of interest; (d) any business or personal relationship of such advisor (or their employer) with a member of the Committee or an Executive Officer; (e) any shares of Company capital stock or other Company securities owned by such advisor (or their employer); and (f) such other factors as the Committee deems relevant or may be required from time to time by the Commission Rules or the Exchange Rules; provided that nothing herein requires that compensation advisors must be independent – rather that the enumerated independence factors be considered before selecting or otherwise receiving advice from such an advisor. The Committee shall also evaluate whether any compensation consultant retained or to be retained by it has any conflict of interest in accordance with Item 407(e)(3)(iv) of Regulation S-K.

The Committee is not required to assess the independence of any consultant or other advisor that acts in a role limited to consulting on any broad-based plan that does not discriminate in scope, terms or operation in favor of executive officers or directors and that is generally available to all salaried employees or providing information that is not customized for a particular company or that is customized based on parameters that are not developed by the consultant or advisor, and about which the consultant or advisor does not provide advice.

## **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 shall 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.