

Questions and Answers about the 2021 Annual Meeting and Voting

Why am I being provided these proxy materials?

We are providing you these proxy materials in connection with the solicitation of proxies by the Board for use at the 2021 Annual Meeting of Stockholders to be held on Wednesday, May 12, 2021 at 9:00 a.m. Pacific Time (the “2021 Annual Meeting”), online via live webcast at our virtual meeting site, www.virtualshareholdermeeting.com/BE2021.

What is the Notice of Internet Availability of Proxy Materials?

This year, we will again be using the “Notice and Access” method of providing proxy materials to stockholders via the internet. We believe that this process provides stockholders with a convenient and quick way to access the proxy materials and vote, while allowing us to conserve natural resources and reduce the costs of printing and distributing the proxy materials. On or about March 31, 2021, we will mail to most of our stockholders a Notice of Internet Availability of Proxy Materials (the “Notice”) containing instructions on how to access our proxy materials, including our Proxy Statement and Annual Report. The Notice also provides instructions on how to vote using the internet or by telephone and includes instructions on how to request a paper copy of the proxy materials by mail.

At the close of business on March 16, 2021 (the “Record Date”), there were 144,152,659 shares of Class A common stock and 27,784,284 shares of Class B common stock outstanding and entitled to vote. The Proxy Statement and Annual Report on Form 10-K are available at www.proxyvote.com. **We will provide to any stockholder without charge, upon written or oral request, a copy of our Proxy Statement and Annual Report on Form 10-K (without exhibits).** Requests should be directed to Bloom Energy Corporation, 4353 North First Street, San Jose, California 95134, Attention: Corporate Secretary, or by calling (408) 543-1500.

Who can vote at the 2021 Annual Meeting?

Only stockholders holding Class A or Class B common stock at the close of business on the Record Date, which is March 16, 2021, or their proxy holders, will be entitled to vote at the 2021 Annual Meeting. Stockholders of record will be able to participate in, vote their shares electronically, view the list of registered stockholders as of the Record Date and submit their questions during the 2021 Annual Meeting by visiting www.virtualshareholdermeeting.com/BE2021. Stockholders may also submit questions before the meeting at www.proxyvote.com, as described below. To be admitted to and to vote at the 2021 Annual Meeting at www.virtualshareholdermeeting.com/BE2021, stockholders of record must enter the control number found in the box marked by the arrow for postal mail recipients of the Notice or proxy card, or within the body of the email for electronic delivery recipients.

If your shares are held in street name and your voting instruction form or Notice indicates that you may vote those shares through the <http://www.proxyvote.com> website, then you will be able to participate in, vote your shares electronically, view the list of registered stockholders as of the Record Date and submit your questions during the 2021 Annual Meeting with the control number indicated on that voting instruction form or Notice. Otherwise, stockholders who hold their shares in street name should contact their bank, broker or other nominee (preferably at least five (5) days before the 2021 Annual Meeting) and obtain a “legal proxy” in order to be able to participate in the 2021 Annual Meeting.

How can I participate in the 2021 Annual Meeting?

This year’s annual meeting will be accessible through the internet. We have adopted a virtual format for the 2021 Annual Meeting to make participation accessible for stockholders from any geographic location with internet connectivity. We have worked to offer the same participation opportunities as were provided at the in-person portion of our past meetings while further enhancing the online experience available to all stockholders regardless of their location. These proxy materials include instructions on how to participate in the 2021 Annual Meeting and how you may vote your shares.

To participate in, submit questions and vote at the 2021 Annual Meeting, stockholders or their proxy holders may log in with the control number found in the box marked by the arrow for postal mail recipients of the Notice or proxy card, or within the body of the email for electronic delivery recipients, at www.virtualshareholdermeeting.com/BE2021.

Whether or not you participate in the 2021 Annual Meeting, it is important that your shares be part of the voting process. Prior to the 2021 Annual Meeting, you may vote your proxy via the internet, telephone, or if you received a printed copy of your proxy materials, by mail – in each case the deadline for voting is 11:59 p.m., Eastern Time, on Tuesday, May 11, 2021. To vote your shares via the internet in advance of the 2021 Annual Meeting, go to the voting website, www.proxyvote.com and enter your control number.

This year's question and answer session will include questions submitted in advance of, and questions submitted live during, the 2021 Annual Meeting. You may submit a question in advance of the 2021 Annual Meeting at www.proxyvote.com after logging in with your control number. Questions may be submitted during the 2021 Annual Meeting through www.virtualshareholdermeeting.com/BE2021. We plan to answer questions pertinent to company matters as time allows during the meeting. Questions that are substantially similar may be grouped and answered once to avoid repetition. Stockholder questions related to personal or customer-related matters, that are not pertinent to annual meeting matters, or that contain derogatory references to individuals, use offensive language, or are otherwise out of order or not suitable for the conduct of the annual meeting will not be addressed during the meeting.

We encourage you to access the 2021 Annual Meeting before it begins. The 2021 Annual Meeting will begin promptly at 9:00 a.m. Pacific Time on May 12, 2021, and online check-in will start approximately 15 minutes before. Technicians will be ready to assist if any technical difficulties arise when trying to access or during the 2021 Annual Meeting. We will make a replay of the 2021 Annual Meeting available on our Investor Relations website until the next annual meeting.

More information regarding the agenda and rules of conduct for the 2021 Annual Meeting will be provided in advance and during the meeting at www.virtualshareholdermeeting.com/BE2021. The rules of conduct will contain more information regarding the question and answer process, including the number and types of questions permitted, the time allotted for questions, and how questions will be recognized, answered and disclosed.

How many votes do I have?

You have one vote for each share of Class A common stock and ten votes for each share of Class B common stock you owned as of the close of business on the Record Date. The holders of Class A common stock and Class B common stock will vote together on each matter presented at the 2021 Annual Meeting.

How does our dual class structure affect me?

Because of the ten-to-one voting ratio between our Class B and Class A common stock, the holders of our Class B common stock collectively control a majority of the combined voting power of our common stock.

The Class B common stock is convertible into Class A common stock at any time at the option of the holder. In addition, the Class B common stock will automatically convert into Class A common stock immediately prior to the close of business on the fifth anniversary of our IPO (July 2023), and may automatically convert earlier than such date upon certain circumstances as described in our Restated Certificate of Incorporation.

What am I voting on?

You are being asked to vote on the following:

- election of three Class III directors to serve until our 2024 annual meeting of stockholders and until their successors are duly elected and qualified;

- the approval, on an advisory basis, of the frequency of stockholder advisory votes on the compensation of our named executive officers;
- the approval, on an advisory basis, of the compensation of our named executive officers, as described in the Proxy Statement;
- the ratification of the appointment of Deloitte & Touche LLP as our independent registered public accounting firm for the fiscal year ending December 31, 2021; and
- any other business as may properly come before the 2021 Annual Meeting or any adjournment, continuation or postponement thereof.

How does the Board of Directors recommend I vote on these proposals?

The Board recommends that you vote “FOR” the election of Michael Boskin, John T. Chambers and L. John Doerr as Class III directors, “ONE YEAR” for Proposal 2 and “FOR” for each of Proposal 3 and Proposal 4.

How do I vote my shares?

Stockholder of Record: Shares Registered in Your Name

If on the Record Date your shares were registered directly in your name with our transfer agent, American Stock Transfer & Trust, then you are considered the stockholder of record with respect to those shares. As a stockholder of record, you may vote during the 2021 Annual Meeting, or vote by proxy over the telephone, through the internet, or by using a proxy card that you may request or that we may elect to deliver to you at a later time. The method you use to vote will not limit your right to vote at the 2021 Annual Meeting if you decide to vote at the 2021 Annual Meeting. Whether or not you plan to attend the 2021 Annual Meeting online, we urge you to submit your proxy in advance. You may still attend the meeting online and vote during the meeting even if you have already voted by proxy.

Before the 2021 Annual Meeting:

To vote through the internet: Go to www.proxyvote.com to complete an electronic proxy card. You will be asked to provide the control number from your Notice. Your internet vote must be received by 11:59 p.m. Eastern Time on May 11, 2021, to be counted.

To vote by telephone: Dial toll-free 1-800-690-6903 using a touch-tone phone and follow the recorded instructions. You will be asked to provide the control number from the Notice. Your telephone vote must be received by 11:59 p.m. Eastern Time on May 11, 2021, to be counted.

To vote by mail: If you received your proxy materials via the U.S. mail, you may complete, sign and return the accompanying proxy card in the postage-paid envelope provided. If you return your signed proxy card to us and we receive it before the 2021 Annual Meeting, we will vote your shares as you direct.

During the 2021 Annual Meeting:

To vote through the internet at the meeting: To be admitted to and vote at the 2021 Annual Meeting at www.virtualshareholdermeeting.com/BE2021, you must enter the control number found in the box marked by the arrow for postal mail recipients of the Notice or proxy card, or within the body of the email for electronic delivery recipients. Otherwise, stockholders who hold their shares in street name should contact their bank, broker or other nominee (preferably at least five (5) days before the 2021 Annual Meeting) and obtain a “legal proxy” in order to be able to attend participate in or vote at the 2021 Annual Meeting.

Beneficial Owner: Shares Registered in the Name of Broker or Bank

If on the Record Date your shares were held in an account with a brokerage firm, bank or other nominee, then you are the beneficial owner of the shares held in street name. As a beneficial owner, you have the right to direct your nominee how to vote the shares held in your account. However, the organization that

holds your shares is considered the stockholder of record for purposes of voting at the 2021 Annual Meeting. Because you are not the stockholder of record, you may not vote your shares at the 2021 Annual Meeting unless (i) your voting instruction form or Notice indicates that you may vote those shares through the *www.proxyvote.com* website (in which case, you may access, participate in, and vote at the 2021 Annual Meeting with the access code indicated on that voting instruction form or Notice) or (ii) you request (preferably at least five (5) days before the 2021 Annual Meeting) and obtain a “legal proxy” from the organization that holds your shares giving you the right to vote the shares at the meeting. You should have received a voting instruction card and voting instructions with these proxy materials from your brokerage firm, bank or other agent rather than from us. Simply complete and mail the voting instruction card to ensure that your vote is counted. Internet or telephonic voting may also be available; however, that will depend on the voting process of your broker, bank or other nominee. Please see your voting instruction card for further details.

How will my shares be voted if I return a blank proxy card?

If you return a signed and dated proxy card or otherwise submit a proxy without indicating voting selections, your shares will be voted, as applicable, “FOR” the election of each Class III director nominee, “ONE YEAR” for Proposal 2 and “FOR” each of Proposal 3 and Proposal 4. If any other matter is properly presented at the meeting, your proxyholder (one of the individuals named on your proxy card) will vote your shares using in his or her discretion at the 2021 Annual Meeting and any adjournment or postponement thereof.

How will my shares be voted if I do not provide my broker or bank with voting instructions, and what is a “broker non-vote”?

If you are a beneficial owner of shares held in street name and you do not instruct your broker, bank or other nominee how to vote your shares, your broker, bank or other nominee may still be able to vote your shares in its discretion on certain matters. Brokers, banks, and other securities intermediaries may use their discretion to vote your “uninstructed” shares with respect to matters considered to be “routine,” but not with respect to “non-routine” matters. In this regard, Proposals 1 through 3 are considered to be “non-routine,” meaning that your broker may not vote your shares on each of those proposals in the absence of your voting instructions. Proposal 4 is considered to be a “routine” matter, meaning that if you do not return voting instructions to your broker by its deadline, your shares may be voted by your broker in its discretion on Proposal 4. If a broker, bank or other nominee exercises their discretionary voting authority on Proposal 4, such shares will be considered present at the annual meeting for quorum purposes, counted in the voting results for Proposal 4 and a broker non-vote will occur as to Proposals 1 through 3.

If you are a beneficial owner of shares held in street name, in order to ensure your shares are voted in the way you would prefer, you must provide voting instructions to your broker, bank or other nominee by the deadline provided in the materials you receive from your broker, bank or other nominee.

How many votes are needed to approve the proposal?

Proposal 1: The election of directors requires a plurality of the votes cast at the 2021 Annual Meeting. “Plurality” means that the nominees who receive the largest number of votes cast “for” such nominee are elected as directors. As a result, with respect to the election of the three Class III directors, the three nominees receiving the most “FOR” votes (among votes properly cast, including by proxy) will be elected. “Withhold” votes and broker non-votes will have no effect. **The Board unanimously recommends that you vote your shares “For” each of the nominees listed in Proposal 1.**

Proposal 2: The approval, on an advisory basis, of the frequency of stockholder advisory votes on the compensation of our named executive officers will be determined by a plurality vote, which means the option that receives the highest number of votes cast by stockholders will be approved. You may vote for “1 YEAR,” “2 YEARS” or “3 YEARS” on this proposal. Abstentions and broker non-votes are not deemed to be votes cast and, therefore, are not included in the tabulation of the voting results on this proposal and will not affect the outcome of the vote. **The Board unanimously recommends that you vote your shares for “1 YEAR” for Proposal 2.**

Proposal 3: The approval, on an advisory basis, of the compensation of our named executive officers, as described in the Proxy Statement, requires the affirmative vote of a majority of the votes cast for or against the proposal. You may vote “FOR,” “AGAINST” or “ABSTAIN” on this proposal. Abstentions and broker non-votes are not deemed to be votes cast and, therefore, are not included in the tabulation of the voting results on this proposal and will not affect the outcome of the vote. **The Board unanimously recommends that you vote your shares “FOR” Proposal 3.**

Proposal 4: The ratification of the appointment of Deloitte & Touche LLP as our independent registered public accounting firm for the year ending December 31, 2021, requires the affirmative vote of a majority of the votes cast for or against the proposal. You may vote “FOR,” “AGAINST” or “ABSTAIN” on this proposal. Abstentions will have no effect. Brokers have the discretion to vote shares held in brokerage accounts on the ratification of the appointment of the independent registered public accounting firm, in the event they do not receive specific voting instructions from the beneficial owner. **The Board unanimously recommends that you vote your shares “FOR” Proposal 4.**

Who is making this solicitation?

The Board is soliciting these proxies and the cost of such solicitation will be borne by Bloom, including the charges and expenses of persons holding shares in their name as nominee incurred in connection with forwarding proxy materials to the beneficial owners of such shares. In addition to the use of the mail, proxies may be solicited by our officers, directors and employees in person, by telephone or by email. Those individuals will not be additionally compensated for the solicitation but may be reimbursed for reasonable out-of-pocket expenses incurred in connection with the solicitation.

What is the quorum requirement?

A quorum of stockholders is necessary to hold a valid 2021 Annual Meeting. The Bylaws provide that a majority of the voting power of all shares issued and outstanding and entitled to vote at the 2021 Annual Meeting, including by proxy, will constitute a quorum. Your shares will be counted toward the quorum only if you submit a valid proxy or vote at the 2021 Annual Meeting, or if you are a beneficial owner of shares held in street name, if you submit your voting instructions or if your bank, broker or other nominee exercise its voting discretion over such shares. Abstentions and broker non-votes will be counted as shares present for the purposes of determining the presence of a quorum.

What does it mean if I receive more than one proxy card?

If you receive more than one proxy card, your shares are registered in more than one name or are registered in different accounts. Please complete, sign and return each proxy card to ensure that all of your shares are voted.

Can I change my vote or revoke my proxy?

Stockholder of Record: Shares Registered in Your Name

Yes. You can revoke your proxy at any time before the closing of the polls at the 2021 Annual Meeting. You may revoke your proxy in any one of following ways:

- You may submit another properly completed proxy card with a later date but before the submission deadline for the 2021 Annual Meeting.
- You may grant a subsequent proxy by telephone or through the internet.
- You may send a written notice that you are revoking your proxy to the Corporate Secretary of Bloom at 4353 North First Street, San Jose, California 95134. The notice will be considered timely if it is received at the indicated address by the close of business on the business day immediately preceding the date of the 2021 Annual Meeting.
- You may attend the virtual meeting at www.virtualshareholdermeeting.com/BE2021 and vote electronically. However, simply attending the 2021 Annual Meeting will not, by itself, revoke your proxy.

Your most recently submitted proxy card or telephone or internet proxy is the one that is counted.

Beneficial Owner: Shares Registered in the Name of Broker or Bank

If your shares are held by your broker, bank or other nominee, you may change your vote by submitting new voting instructions to your bank, broker or other nominee.

How can I find out the results of the voting at the 2021 Annual Meeting?

We intend to announce preliminary voting results at the 2021 Annual Meeting and publish final results in a Current Report on Form 8-K to be filed with the SEC within four business days of the 2021 Annual Meeting.

What is “householding” and how does it affect me?

We have adopted a procedure approved by the SEC called “householding.” Under this procedure, we send only one proxy statement and one annual report to eligible stockholders who share a single address, unless we have received instructions to the contrary from any stockholder at that address. This practice is designed to reduce our printing and postage costs and benefits the environment. Stockholders who participate in householding will continue to receive separate proxy cards. We do not use householding for any other stockholder mailings.

If you share an address with another stockholder and receive only one set of proxy materials but would like to request a separate copy of these materials now or in the future, please contact our mailing agent, Broadridge, by calling 1-800-540-7095 or by writing to Broadridge, Householding Department, 51 Mercedes Way, Edgewood, New York, 11717, and we will deliver these materials promptly. Broadridge is acting as our mailing agent and vote tabulator and is not soliciting proxies on our behalf. Similarly, you may also contact Broadridge using these methods if you receive multiple copies of the proxy materials and would prefer to receive a single copy in the future. If you own shares through a bank, broker or other nominee, you should contact the nominee concerning householding procedures.

Are votes confidential? Who counts the votes?

Proxy instructions, ballots and voting tabulations that identify individual stockholders are handled in a manner that protects your voting privacy. We will not disclose the proxy instructions or ballots of individual stockholders, except:

- as necessary to meet applicable legal requirements and to assert or defend claims for or against Bloom;
- to facilitate a successful proxy solicitation;
- if a stockholder makes a written comment on the proxy card or otherwise communicates his or her vote to management; or
- to allow the independent inspector of election to certify the results of the vote.

A representative from Broadridge will serve as the inspector of election.