



NOMINATING, GOVERNANCE AND SUSTAINABILITY COMMITTEE CHARTER

1. Members. The Board of Directors (the “**Board**”) of Stem, Inc. (the “**Company**”) will appoint a Nominating, Governance and Sustainability Committee (the “**Committee**”) of at least two members, consisting, subject to the transition rules and exceptions applicable to a company listed on the New York Stock Exchange (“**NYSE**”), entirely of independent directors, and designate one member as chairperson. Members of the Committee are appointed by the Board. For purposes hereof, an “independent” director is a director who meets the NYSE standards of independence for directors, as determined by the Board.

2. Purpose, Duties and Responsibilities. The purpose of the Committee is to identify individuals qualified to become members of the Board (consistent with criteria approved by the Board), recommend director candidates to the Board and perform a leadership role in shaping the Company’s corporate governance. Among its specific duties and responsibilities, the Committee will:

- (a) Develop and recommend to the Board criteria for identifying and evaluating director candidates, and periodically review these criteria and recommend changes to the Board as appropriate.
- (b) Annually evaluate the composition of the Board as a whole to assess the skills, experience and characteristics that are currently represented on the Board as a whole, and in incumbent individual directors, and assess the skills and characteristics that the Board may find valuable in the future in light of the Company’s business needs.
- (c) Identify, review the qualifications of and recruit director candidates for election to the Board.
- (d) Lead the search for individuals qualified to become Board members for recommendation to the Board, including evaluating persons recommended by other directors, management and stockholders. All potential nominees must first be considered and recommended by the Committee before being formally considered by the Board. As part of the search process for each new director, the Committee shall actively seek out women and nationally, racially and ethnically diverse candidates to include in the pool from which Board nominees are chosen.
- (e) Assist the Board with its determination of the independence of its members or of other director candidates.
- (f) Assess the qualifications, contributions and independence of incumbent directors in determining whether to recommend them for reelection to the Board.

- (g) Discuss succession planning for the Board and key leadership roles on the Board and its committees.
- (h) Establish procedures for the consideration of director candidates recommended for the Committee's consideration by the Company's stockholders.
- (i) Recommend to the Board director nominees for election or reelection to the Board at the Company's annual meeting of stockholders.
- (j) Recommend to the Board director candidates to be elected by the Board as necessary to fill vacancies and newly created directorships.
- (k) Monitor trends, changes in law and NYSE listing standards, and best practices in corporate governance; develop and recommend to the Board a set of corporate governance guidelines; annually review these guidelines and recommend changes to the Board as necessary or appropriate, and in the policies and practices of the Board in light of such trends, changes, and best practices as appropriate.
- (l) Periodically review the Board's leadership structure and recommend changes to the Board as appropriate.
- (m) Make recommendations to the Board concerning the size, structure, composition and function of the Board and its committees.
- (n) Recommend committee members and chairpersons to the Board for appointment and consider periodically rotating directors among the committees.
- (o) Oversee the orientation process for new directors and ongoing education for incumbent directors.
- (p) Oversee the evaluation of the Board and its committees.
- (q) Oversee and make recommendations to the Board regarding sustainability matters relevant to the Company's business, including Company policies, activities and opportunities.
- (r) Review and make recommendations to the Board regarding the Company's political contributions and lobbying activities, if any, and the Company's policies and practices regarding political contribution and lobbying activities.
- (s) Review and make recommendations to the Board regarding the Company's response to any proposals presented by stockholders for consideration at annual meetings of stockholders, other than any such proposals relating solely to the Company's executive or director compensation practices (which shall be under the authority of the Board's Compensation Committee).
- (t) Oversee the Company's engagement with stockholders on governance, sustainability and related matters.

- (u) Consider the offer of resignation of a director who has changed his or her principal occupation or employer, and inform the Board as to whether or not it recommends that the Board accept the offer of resignation.
- (v) Establish and periodically review policies and procedures for the review, approval or ratification of related persons transactions; consider issues involving “related person transactions” with directors and similar issues, but only to the extent not otherwise under the authority of the Board’s Audit Committee as set forth in its charter. Subject to the foregoing limitation, the Committee shall have the authority to consider for approval any related person transactions and to approve or ratify such transactions.
- (w) Annually evaluate the performance of the Committee, and annually present to the Board a performance evaluation, and annually evaluate the adequacy of the Committee’s charter and recommend changes to the Board as appropriate for its approval.

3. Subcommittees. The Committee may delegate its duties and responsibilities to one or more subcommittees as it determines appropriate, to the extent permitted by law, regulation and the NYSE listing standards.

4. Outside advisers. The Committee has the authority to retain, and terminate, such outside counsel, experts and other advisers as it determines appropriate to assist it in the full performance of its functions, including any search firm used to identify director candidates, and will receive appropriate funding, as determined by the Committee, from the Company, for the payment of reasonable compensation to any such advisers and for the payment of ordinary administrative expenses that are necessary or appropriate in carrying out the Committee’s duties.

5. Meetings. The Committee shall meet as often as may be deemed necessary or appropriate, in its judgment, at such times and places as the Committee or its chairperson determines. A majority of the members of the Committee constitutes a quorum. The Committee shall keep minutes of its proceedings and report regularly to the Board with respect to its activities.

Adopted by the Board of Directors on May 26, 2021