

**CHARTER OF THE  
COMPENSATION AND LEADERSHIP DEVELOPMENT COMMITTEE  
OF THE BOARD OF DIRECTORS OF  
PROTERRA INC**

**As adopted June 14, 2021**

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**PURPOSE**

The Compensation and Leadership Development Committee (the “**Committee**”) of the Board of Directors (the “**Board**”) of Proterra Inc (collectively with any subsidiaries, “**Proterra**” or the “**Company**”) is to oversee compensation practices for the Company including reviewing and approving compensation for non-employee directors (“**Directors**”), executive officers and other employees (“**Senior Management**”) as the Committee deems necessary or advisable, administering Proterra’s equity-based compensation plans, and other tasks assigned by the Board to promote sound corporate governance principles related to leadership development and compensation practices at Proterra. The Committee will also broadly oversee matters relating to the attraction, motivation, development and retention of Proterra employees.

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**MEMBERSHIP**

The Committee will consist of at least two members of the Board, with the exact number determined by the Board. Each member of the Committee will:

- be “independent” in accordance with the rules and regulations (the “**Commission Rules**”) of the Securities and Exchange Commission (the “**Commission**”) and listing requirements of the stock exchange upon which the Company’s securities are listed for trading (the “**Exchange Rules**”);
- be an “outside director” under Section 162(m) of the Internal Revenue Code of 1986, as amended (“**Section 162(m)**”), only to the extent required in order to obtain deductibility under Section 162(m);
- be a “non-employee director,” as defined in Rule 16b-3 under Section 16 of the Exchange Act; and
- be free from any relationship that, in the opinion of the Board, would interfere with the exercise of independent judgment as a Committee member.

All members of the Committee will be appointed by and serve at the discretion of the Board. The Board may appoint a member of the Committee to serve as the chairperson of the Committee (the “**Chair**”). If the Board does not appoint a Chair, the Committee members may designate a Chair by their majority vote. The Chair will set the agenda for and conduct Committee meetings. Members of

the Committee will be determined annually, and members may be replaced or removed by the Board at any time.

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## RESPONSIBILITIES AND DUTIES

The Committee will:

1. Annually review Proterra's overall compensation philosophy and strategy.
2. Review and approve the selection of Proterra's peer companies for compensation assessment purposes.
3. Oversee the process for the evaluation of Senior Management's performance. Annually review the goals and objectives ("**Goals and Objectives**") used to evaluate the performance of, and to determine the compensation of, Proterra's Chief Executive Officer (the "**CEO**"), executive officers, and other Senior Management and evaluate their performance considering these Goals and Objectives.
4. Review and approve annual compensation for the CEO and other Senior Management, including all salaries, bonuses, equity awards, perquisites, severance or change in control arrangements, and other compensation matters. The Committee may consider recommendations of the CEO regarding compensation of Senior Management. The Committee may choose to recommend the CEO's (and any other Senior Management employee's) compensation matters to the Board for review and approval. Either the Committee alone or the independent directors of the Board together will hold deliberations regarding the CEO's compensation without the CEO present (in addition to any discussion that the Committee or independent directors may have with the CEO). The CEO may not be present during voting regarding the CEO's compensation.
5. Review and approve the terms of any offer letters, employment agreements, termination agreements or arrangements, change-in-control agreements, indemnification agreements and other material agreements between Proterra and CEO or between Proterra and other members of Senior Management.
6. Adopt, approve and amend Proterra's cash bonus program and all cash-based incentive compensation plans and arrangements, and the cash amounts reserved for issuance thereunder for Senior Management.
7. Review plans for the development, retention and succession of Senior Management. Review strategies to identify, develop, and evaluate potential successors for executive officer positions and generally oversee the assessment of executive talent and education and development programs.

8. Make recommendations to the Board regarding adoption and approval of, or amendments to, all equity-based incentive compensation plans, and employee stock purchase plans, and the aggregate numbers of shares reserved for issuance under the plans.
9. Administer and interpret Proterra's employee stock purchase plan and equity-based compensation plans and agreements thereunder, and in that capacity act as the administrator of those plans with such powers and authorities that are set forth in each plan, including the authority to:
  - approve all equity awards;
  - recommend to the Board amendments to equity plans (subject to stockholder approval when required) as may be necessary or appropriate to carry out Proterra's compensation strategy; and
  - determine whether awards granted to the CEO and Senior Management that have performance-related criteria have been earned.
10. Oversee Proterra's employee benefit plans and programs. Administer and, if deemed necessary, amend Proterra'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 Proterra employees selected by the Committee.
11. 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 Proterra's Directors, including compensation for service on the Board or on committees of the Board.
12. Review with management Proterra's major compensation-related risk exposures and the steps management has taken to monitor or mitigate such exposures. Consider and recommend to the Board any policies regarding recovery of incentive-based compensation based on financial information required to be reported under the Exchange Act (or other federal securities laws) following a restatement of such financial information.
13. Consider and make recommendations to the Board regarding the frequency with which stockholder "say on pay" votes should occur. When applicable, consider the results of the most recent stockholder advisory vote on executive compensation.
14. Review with management the Company's organization and people activities, which include, among other things, employee demographics; talent management and development; employee engagement, retention and attrition; pay equity; and diversity and inclusion.
15. For so long as Proterra is subject to the periodic reporting requirements of the Exchange Act:

- review any disclosure in the annual reports or the proxy statements for the Company's annual meetings regarding Proterra's compensation policies and practices as required by the Commission Rules;
- based on such review and discussion recommend to the Board whether such disclosure should be included in Proterra's annual report on Form 10-K, proxy statement, information statement or similar document; and
- prepare a report of the Committee for inclusion in the annual report or the proxy statement for Proterra's annual meeting as required by the Commission Rules.

16. Discharge the responsibilities as set forth in such policies, codes and guidelines approved by the Board.

In undertaking these responsibilities, the Committee shall consider factors it deems appropriate from time to time, including Proterra's business strategy and long-term objectives, sound corporate governance principles and the results of any shareholder advisory votes. 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 fulfilling its responsibilities, or that are assigned to it by the Board.

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#### STUDIES AND ADVISORS

The Committee, in discharging its responsibilities, may conduct or authorize studies of, or investigations into, any matter that the Committee deems appropriate, with full and unrestricted access to all books, records, facilities and personnel of Proterra. Irrespective of the retention of advisors the Committee shall exercise its own judgment in the fulfillment of its functions.

The Committee has the sole authority and right to retain compensation advisors and other compensation consultants, legal counsel, accountants, experts and advisors of its choice to assist the Committee in connection with its functions, including any studies or investigations. The Committee will approve the fees and other retention terms of such advisors, and the Company will provide for appropriate funding for such advisors, studies and other Committee expenses. The Committee and shall have direct oversight of the work performed by such advisors. In connection with the retention of such advisors (other than in-house legal counsel), the Committee will consider all factors related to the independence of such advisors (or the advisor's employer) under the Exchange Rules and the Commission's rules, including (i) the provision of other services to the Company by such advisor (or their employer); (ii) the amount of fees received from the Company, as a percentage of the total revenue of such advisor (or their employer); (iii) the policies and procedures of such advisor (or their employer) that are designed to prevent conflicts of interest; (iv) any business or personal relationship of such advisor (or their employer) with a member of the Committee or an executive officer; (v) any shares of Company capital stock or other Company securities owned by such advisor (or their employer); and (vi) such other factors as the Committee deems relevant or may be required from time to time by the applicable Commission Rules or Exchange Rules. Nothing herein requires that such advisors be independent, only

that the Committee consider the enumerated independence factors before selecting, or receiving advice from, such advisors.

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#### MEETINGS AND ACTIONS WITHOUT A MEETING

The Committee will meet four times per year and may schedule additional meetings as needed by the Committee. Meetings may be held in person or via telephonic or video conference. The Committee may also act by unanimous written consent in lieu of a meeting in accordance with the Company's Bylaws. Minutes will be kept of each meeting. Minutes and actions by unanimous written consent will be filed with minutes of the Board's meetings. The Chair will report to the Board from time to time with respect to the activities of the Committee, including on significant matters related to the Committee's responsibilities, deliberations and actions.

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#### DELEGATION OF AUTHORITY

The Committee can delegate any of its responsibilities to the extent allowed under applicable law, the Exchange Rules and the Commission Rules, and Proterra's Certificate of Incorporation and Bylaws. The Committee may form and delegate authority to subcommittees if the Committee feels this is appropriate. If designated, each such subcommittee will establish its own schedule and maintain written minutes of its meetings, which minutes will be filed with the minutes of the meetings of the Board.

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#### REVIEW OF COMMITTEE COMPOSITION, PERFORMANCE AND CHARTER

The Committee will evaluate the Committee's composition and performance on an annual basis and submit a report to the Board. The Committee also will review and reassess the adequacy of this Charter annually and recommend to the Board any changes the Committee determines are appropriate.

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#### PUBLICATION

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

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