

FLUENCE ENERGY, INC.

NOMINATING AND CORPORATE GOVERNANCE COMMITTEE CHARTER

I. Purpose

The purpose of the Nominating and Corporate Governance Committee (the “**Committee**”) of the Board of Directors (the “**Board**”) of Fluence Energy, Inc. (the “**Company**”) is to, among other things, identify individuals qualified to become Board members consistent with criteria approved by the Board, to recommend that the Board select the director nominees for the next annual meeting of stockholders, to develop and recommend to the Board a set of corporate governance guidelines applicable to the Company and to oversee the evaluation of the Board and management.

II. Composition

The Committee will consist of at least two directors, each of whom will satisfy the independence requirements of applicable stock exchange rules, subject to any available exception. Committee members will be appointed, and may be removed, with or without cause, by the Board. Unless a Chair of the Committee is designated by the Board, the Committee may designate a Chair by majority vote of the full Committee membership. Immediately following the initial public offering of the Company’s Class A common stock, the Company will be a “controlled company” under applicable stock exchange rules and the Company intends to avail itself of available exemptions from the requirement that the Committee be fully independent, for as long as such exemptions remain available.

III. Meetings, Procedures and Authority

The Committee has the authority to establish its own rules and procedures for notice and conduct of its meetings so long as they are not inconsistent with any provisions of the Company’s bylaws that are applicable to the Committee.

The Committee may, in its sole discretion, retain any search firm to be used to identify director candidates. In addition, the Committee has the authority to retain any other advisors that the Committee believes to be desirable or appropriate. The Committee will be directly responsible for the appointment, compensation, and oversight of any search firm or other adviser it retains. The Company will provide for appropriate funding, as determined by the Committee, for payment of reasonable compensation to any search firm or other adviser retained by the Committee.

In addition to the duties and responsibilities expressly delegated to the Committee in this Charter, the Committee may exercise any other powers and carry out any other responsibilities consistent with this Charter, the purposes of the Committee, and the Company’s bylaws.

IV. Duties and Responsibilities

1. *Director Nominees.* The Committee will identify individuals qualified to become members of the Board and ensure that the Board has the requisite expertise and that its membership consists of persons with sufficiently diverse and independent backgrounds.

2. *Criteria for Selecting Directors.* The criteria to be used by the Committee in recommending directors and by the Board in nominating directors are as set forth in the Company's corporate governance guidelines.

3. *Board Committee Structure and Membership.* The Committee will annually review the Board committee structure and recommend to the Board for its approval directors to serve as members of each committee.

4. *Board Leadership Structure.* The Committee will periodically review the Board leadership structure and recommend to the Board for its approval changes to its leadership structure.

5. *Corporate Governance Guidelines.* The Committee will develop and recommend to the Board a set of corporate governance guidelines applicable to the Company. The Committee will, from time to time as it deems appropriate, review and reassess the adequacy of such corporate governance guidelines and recommend any proposed changes to the Board for approval.

6. *Board and Committee Evaluations.* The Committee will oversee the annual self-evaluations of the Board and its committees.

7. *Other Corporate Governance Matters.* The Committee may make recommendations to the Board regarding governance matters, including, but not limited to, the Company's certificate of incorporation, bylaws, and the charters of the Company's other committees.

8. *Reports to the Board of Directors.* The Committee will report regularly to the Board regarding the activities of the Committee.

9. *Committee Self-Evaluation.* The Committee will periodically perform an evaluation of the performance of the Committee.

10. *Review of this Charter.* The Committee will annually review and reassess this Charter and submit any recommended changes to the Board for its consideration.

V. Delegation of Duties

In fulfilling its responsibilities, the Committee has the authority to delegate any or all of its responsibilities to a subcommittee of the Committee.

VI. Stockholders' Agreement

For so long as the Stockholders' Agreement, dated as of October 27, 2021, by and among the Company and the other persons party thereto (as it may be amended from time to time in accordance with its terms), is in effect, this Charter will be interpreted to be consistent with such agreement. In the event of a conflict or inconsistency between this Charter and the Stockholders' Agreement, the Stockholders' Agreement shall control.

Effective: October 27, 2021