

## FLUENCE ENERGY, INC.

### COMPENSATION AND HUMAN RESOURCES COMMITTEE CHARTER

#### **I. Purpose**

The purpose of the Compensation and Human Resources Committee (the “**Committee**”) of the Board of Directors (the “**Board**”) of Fluence Energy, Inc. (the “**Company**”) is to, among other things, oversee the discharge of the responsibilities of the Board relating to (i) compensation of the Company’s executive officers and non-employee independent directors, (ii) oversight of the Company’s health and benefit, retirement, and supplemental retirement plans, (iii) review senior management development and succession planning below the level of CEO, and (iv) oversight of general Company human resources management matters.

#### **II. Composition**

The Committee will consist of at least two non-employee independent directors, each of whom will satisfy the independence requirements of applicable rules of the NASDAQ Global Select Market (“**NASDAQ**”), subject to any available exception, and meet all other eligibility requirements of applicable laws. 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. The Company is a “controlled company” under NASDAQ 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 or obtain advice from compensation consultants, legal counsel or other advisers (independent or otherwise) that the Committee believes to be desirable or appropriate, provided that, preceding any such retention or advice, the Committee will take into consideration the relevant factors prescribed by applicable NASDAQ rules. The Committee will be directly responsible for the appointment, compensation, and oversight of any adviser it retains. The Company will provide for appropriate funding, as determined by the Committee, for payment of reasonable compensation to any 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, the Company’s bylaws and applicable NASDAQ rules.

The Committee has the authority to conduct or authorize investigations into any matters within the scope of its responsibilities as it deems appropriate, including the authority to request any officer, employee, or adviser of the Company to meet with the Committee or any advisers engaged by the Committee.

#### **IV. Duties and Responsibilities**

##### **A. Executive and Non-Employee Independent Director Compensation**

1. *Chief Executive Officer Compensation.* The Committee will annually review and make recommendations to the Board regarding corporate and individual goals and objectives with respect to the compensation of the Chief Executive Officer. The Committee will evaluate the performance of the Chief Executive Officer in light of such goals and objectives and develop a compensation recommendation to the Board for the Chief Executive Officer on this basis. The Chief Executive Officer may not be present during voting or deliberations on his or her compensation.
2. *Other Executive Officer and Senior Management Compensation.* The Committee will annually review and make recommendations to the Board regarding corporate and individual goals and objectives with respect to the compensation of each Section 16 executive officer, in addition to the Chief Executive Officer. With the input and recommendation of the Chief Executive Officer, the Committee will annually review and approve (or in its discretion make recommendations to the Board) regarding the compensation, corporate goals and objectives, and will review the individual goals and objectives, with respect to the compensation of the Company's other officers who directly report to the Board or to the Chief Executive Officer (such other officers, together with the Section 16 executive officers, the "**Senior Officers**"). In determining executive compensation, the Committee shall consider, but not be limited to, the results of the Company's most recent stockholder advisory vote on executive compensation; the Company's performance; market competitiveness of compensation packages; and individual performance against goals and objectives. The Committee will also review and recommend executive officer appointments to the Board.
3. *Non-Employee Independent Director Compensation.* The Committee will review periodically and make recommendations to the Board regarding non-employee independent director compensation.
4. *Employment Arrangements, Severance Arrangements, and Post-Termination Arrangements for the Company.* The Committee will review and approve all employment arrangements and any severance or termination arrangements for the Chief Executive Officer and Senior Officers of the Company, as well as any post-termination arrangements where the executive may continue to serve the Company following termination with the Company.

5. *Senior Officer Succession Planning.* With the input and recommendation of the Chief Executive Officer, the Committee oversees the succession plans for the Senior Officer positions that directly report to the Chief Executive Officer, and oversees the recruitment, development, and evaluation of potential candidates for the Senior Officer positions. For avoidance of doubt, the Nominating and Corporate Governance Committee maintains oversight of succession planning for the Chief Executive Officer role.

## **B. Regulatory Compliance.**

1. *Compensation Committee Report.* To the extent required, the Committee will prepare the annual Compensation Committee Report required under the SEC rules to be included with the Company's annual report on Form 10-K or proxy statement.

2. *Compensation Discussion and Analysis.* To the extent that the Company is required to include a "Compensation Discussion and Analysis" ("**CD&A**") in the Company's Annual Report on Form 10-K or annual proxy statement, the Committee will review and discuss with management the Company's CD&A and will determine whether it will recommend to the Board that the Company's CD&A be included in the appropriate filing.

3. *Advisory Stockholder Votes.* To review and consider the results of advisory votes of stockholders regarding the Company's compensation policies and practices as described in the Company's annual proxy statement, including Say-on-Pay and Say-on-Frequency votes, as required for regulatory compliance.

4. *Regulatory Developments.* Oversee the Company's response to regulatory developments affecting compensation and make recommendations to the Board, as or if needed.

5. *Recoupment ("Clawback") Policy.* Oversee and administer any incentive compensation recovery or recoupment policy applicable to the Company's Chief Executive Officer, Senior Officers and certain other senior employees that may be adopted by the Company from time to time.

## **C. Incentive-Compensation and Equity-Based Plans**

1. *Incentive and Equity Compensation.* The Committee will review and approve, or make recommendations to the Board regarding, the Company's incentive compensation and equity-based plans and arrangements (the "**Plans**") and incentive or equity related policies and programs, including the Company corporate performance measures and goals, as well as performance and payout ranges, certification of performance results and approval of the actual award payouts for Senior Officers after the end of any performance measurement period. The Committee has full authority to administer the Plans (except to

the extent the terms of any Plan requires administration by the full Board), and to make grants of awards thereunder.

#### **D. Other Compensation Matters and Employee Benefit Plans**

1. *Benefit Plans.* Exercise oversight with respect to the Company's health and welfare benefits, employee stock purchase plans, defined benefit retirement, defined contribution retirement, and supplemental retirement and top hat plans for the Company's employees (the "Retirement and Benefit Plans"), including oversight of the Company's Benefits Administrative Committee and Retirement Investment Committee established to administer the Retirement and Benefit Plans; provided that the Committee will exercise all powers and authority of the Board with respect to the approval of the Company's plans that only cover the Chief Executive Officer, the Senior Officers, and other key select executives, such as but not limited to supplemental retirement and top hat plans, and executive perquisites as applicable. The Committee may periodically review and assess the applicable charters for the Company's Benefits Administrative Committee and Retirement Investment Committee. The Committee shall review and approve significant changes to the Company's benefit programs (cost addition or reduction estimated at \$1,000,000 annual equivalent).
2. *Human Resources Oversight.* Oversee the Company's executive and non-executive workforce programs, including recruitment, retention, development, and oversees the company's policies and programs regarding diversity, inclusion, pay equity, organization health and longer-term organization strategy, as needed.
3. *Stock Ownership Guidelines.* Establish and periodically review CEO and Senior Officers and non-employee independent director stock ownership guidelines and monitor compliance with the same.
4. *Peer Evaluation.* Review and approve the Company's peer companies and data sources for purposes of evaluating the Company's executive and non-employee independent director compensation program's competitiveness and establishing the appropriate competitive positioning of the levels and mix of compensation elements and compensation practices.
5. *Compensation Risk Assessment.* Review the Company's periodic assessment as to whether its employee compensation practices, policies and programs encourage unnecessary or excessive risk-taking and whether any risks arising from such practices, policies and programs are reasonably likely to have a material adverse effect on the Company, and review related risk mitigation strategies of the Company.
6. *Reports to the Board of Directors.* The Committee will report regularly to the Board regarding the activities of the Committee.

7. *Committee Self-Evaluation.* The Committee will periodically perform an evaluation of the performance of the Committee.
8. *Review of this Charter.* The Committee will annually review and reassess this Charter and submit any recommended changes to the Board for its consideration.
9. *Other Responsibilities.* Shall exercise other duties and responsibilities as may be assigned by the Board from time to time.

## **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. To the extent permitted by applicable law and the applicable Plan, the Committee also may delegate to the Chief Executive Officer or one or more Senior Officers the authority to grant, and make determinations and administer the Plan with respect to, equity-based awards under a Plan to employees and consultants of the Company who are not officers (as defined in Rule 16a-1(f) under the Securities Exchange Act of 1934, as amended) or non-employee independent directors of the Company.

## **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: February 5, 2024**