

# FLUENCE ENERGY, INC.

## COMPENSATION COMMITTEE CHARTER

### I. Purpose

The purpose of the Compensation 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 compensation of the Company’s executive officers and directors.

### 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, 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. 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 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 stock exchange 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 stock exchange 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

1. *Chief Executive Officer Compensation.* The Committee will review and approve, or make recommendations to the Board regarding, the compensation, corporate goals and objectives with respect to the compensation of the Chief Executive Officer. 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 review and approve, or make recommendations to the Board regarding, the compensation, corporate goals and objectives with respect to the compensation of the Company's other executive officers who report to the Board or to the Chief Executive Officer (such other officers, together with the Chief Executive Officer, the "**Senior Officers**").

3. *Director Compensation.* The Committee will review and make recommendations to the Board regarding director compensation.

4. *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**"). 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.

5. *Employment Agreements and Severance Arrangements.* The Committee will review and approve all employment agreements and severance arrangements for the Chief Executive Officer and Senior Officers of the Company.

6. *Recruiting and Succession Planning.* The Committee may participate in the oversight of succession plans for the Senior Officers, and advise on the recruitment and retention of the Senior Officers.

7. *Compensation Committee Report.* To the extent required, the Committee will prepare the annual Compensation Committee Report required under the SEC rules.

8. *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 consider whether it will recommend to the Board that the Company's CD&A be included in the appropriate filing.

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

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

11. *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. 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 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: October 27, 2021**