

CAPSTONE GREEN ENERGY CORPORATION

Governance and Sustainability Committee Charter

I. General Statement of Purpose

The Governance and Sustainability Committee of the Board of Directors (the “Governance Committee”) of Capstone Green Energy Corporation (the “Company”) on behalf of the Board of Directors (the “Board”) is responsible for identifying individuals qualified to become board members, consistent with criteria approved by the Board, and recommending that the Board select the director nominees for election at each annual meeting of stockholders. The Governance Committee is also responsible for developing and recommending to the Board a set of corporate governance guidelines and other corporate governance-related policies of the Company, periodically reviewing such guidelines and recommending any changes thereto, and overseeing the evaluation of the Board and management, and shall provide general oversight in respect of corporate governance, social responsibility and sustainability matters.

II. Governance Committee Composition

The number of individuals serving on the Governance Committee shall be fixed by the Board from time to time but shall consist of no fewer than two members, each of whom shall satisfy the independence standards established pursuant to Rule 5605(a)(2) of the Listing Rules of The NASDAQ Stock Market, LLC.

The members of the Governance Committee shall be appointed annually by the Board and may be replaced or removed by the Board at any time with or without cause. Resignation or removal of the Director from the Board, for whatever reason, shall automatically constitute resignation or removal, as applicable, from this committee. Vacancies occurring, for whatever reason, may be filled by the Board. The Board shall designate one member of the Governance Committee to serve as Chair of the Governance Committee.

III. Meetings

The Governance Committee shall meet as often as it determines is appropriate to carry out its responsibilities, which meetings may be in person or by conference telephone or other communications equipment by means of which all persons participating in the meeting can hear each other. A majority of the members of the Governance Committee shall constitute a quorum for purposes of holding a meeting and the Governance Committee may act by a vote of a majority of members present at such meeting. In lieu of a meeting, the Governance Committee may act by unanimous written consent in accordance with the Company’s bylaws. The Chair of the Governance Committee, in consultation with the other members, may set meeting agendas consistent with this Charter.

IV. Governance Committee Activities

The Governance Committee's purpose and responsibilities shall be to:

A. Review of Charter

- Review and reassess the adequacy of this Charter annually and submit any proposed changes to the Board for approval.

B. Annual Performance Evaluation of the Governance Committee

- Perform an annual performance evaluation of the Governance Committee and report to the Board on the results of such evaluation.

C. Selection of New Directors

- Recommend to the Board criteria for Board and committee membership, which shall include a description of any specific, minimum qualifications that the Governance Committee believes must be met by a Governance Committee-recommended nominee, and a description of any specific qualities or skills that the Governance Committee believes are necessary for one or more of the Company's directors to possess, and annually reassess the adequacy of such criteria and submit any proposed changes to the Board for approval.
- Establish a policy with regard to the consideration of director candidates recommended by stockholders.
- Establish procedures to be followed by securityholders in submitting recommendations for director candidates to the Governance Committee.
- Establish a process for identifying and evaluating nominees for the Board, including nominees recommended by securityholders. The current process for identifying and evaluating nominees for the Board is as follows:
 1. The Governance Committee may solicit recommendations from any or all of the following sources: non-management directors, the Chief Executive Officer, other executive officers, third-party search firms, or any other source it deems appropriate.
 2. The Governance Committee will review and evaluate the qualifications of any such proposed director candidate, and conduct inquiries it deems appropriate.
 3. The Governance Committee will evaluate all such proposed director candidates in the same manner, with no regard to the source of the initial

recommendation of such proposed director candidate.

4. In identifying and evaluating proposed director candidates, the Governance Committee may consider, in addition to the minimum qualifications and other criteria for Board membership approved by the Board from time to time, all facts and circumstances that it deems appropriate or advisable, including, among other things, the skills of the proposed director candidate, his or her depth and breadth of business experience or other background characteristics, his or her independence and the needs of the Board.
- Upon identifying individuals qualified to become members of the Board, consistent with the minimum qualifications and other criteria approved by the Board from time to time, recommend that the Board select the director nominees for election at each annual meeting of stockholders; provided that, if the Company is legally required by contract or otherwise to provide third parties with the ability to nominate individuals for election as a member of the Board (pursuant, for example, to the rights of holders of preferred stock to elect directors upon a dividend default or in accordance with shareholder agreements or management agreements), the selection and nomination of such director nominees shall be governed by such contract or other arrangement and shall not be the responsibility of the Governance Committee.
 - Consider nominations in light of the requirement that a majority of the Board be comprised of directors who meet the independence requirements set forth in Rule 5605(a)(2) of the Listing Rules of The NASDAQ Stock Market, LLC.
 - Provide recommendations to the Board for director committee assignments.
 - Review all stockholder nominations and proposals submitted to the Company (including any proposal relating to the procedures for making nominations or electing directors), determine whether the nomination or proposal was submitted in a timely manner and, in the case of a director nomination, whether the nomination and the nominee satisfy all applicable eligibility requirements, and recommend to the Board appropriate action on each such nomination or proposal.

D. Corporate Governance Guidelines

- Periodically review and reassess the adequacy of the Company's Corporate Governance Guidelines (which shall satisfy the requirements set forth in Rule 5605 of the Listing Rules of the NASDAQ Stock Market, LLC) and other corporate governance-related policies of the Company and recommend any proposed changes to the Board for approval.

E. Evaluation of Board of Directors and Management

- Oversee an annual evaluation of the Board and its committees for the prior fiscal year.
- Evaluate and consider matters relating to qualifications, retirement, resignation and succession of directors.
- Review the suitability of each Board member for continued service when his or her term expires or when he or she has a significant change in status, including a change in principal employment.
- Oversee an annual evaluation of the Chief Executive Officer and other members of management.

F. Matters Relating to Retention and Termination of Search Firms to Identify Director Candidates

- Exercise sole authority to retain and terminate any search firm that is to be used by the Company to assist in identifying director candidates. The Governance Committee shall also have sole authority to approve any such search firm's fees and other retention terms.

G. Succession Planning

- In consultation with the Compensation and Human Capital Committee, review and evaluate the succession plans relating to the Chair of the Board, the Chief Executive Officer and other executive officers of the Company and make recommendations to the Board with respect to such plans.

H. Sustainability

- Oversee and periodically review the Company's environmental, social and governance ("ESG") programs and corporate responsibility policies.
- Review and make recommendations regarding ESG reporting and disclosure by the Company in documents filed with the Securities and Exchange Commission, on the Company's website and/or elsewhere.

V. General

- The Governance Committee may establish and delegate authority to subcommittees consisting of one or more of its members, when the Governance Committee deems it appropriate to do so in order to carry out its responsibilities.

- The Governance Committee shall make regular reports to the Board concerning areas of the Governance Committee's responsibility.
- In carrying out its responsibilities, the Governance Committee shall be entitled to rely upon advice and information that it receives in its discussions and communications with management and such experts, advisors and professionals with whom the Governance Committee may consult. The Governance Committee shall have the authority to request that any officer or employee of the Company, the Company's outside legal counsel, the Company's independent auditor or any other professional retained by the Company to render advice to the Company attend a meeting of the Governance Committee or meet with any members of or advisors to the Governance Committee. The Governance Committee shall also have the authority to engage legal, accounting or other advisors to provide it with advice and information in connection with carrying out its responsibilities and shall have sole authority to approve any such advisor's fees and other retention terms.
- The Governance Committee may perform such other functions as may be requested by the Board from time to time.

It is not the duty of the Governance Committee to ensure compliance with laws and regulations. Nothing in this Charter is intended to expand applicable standards of liability under statutory or regulatory requirements for directors of the Company or members of the Governance Committee.

Adopted June 15, 2018 and amended June 2, 2021