COMPENSATION COMMITTEE CHARTER

1. Members. The Board of Directors (the "***Board***") of Stem, Inc. (the "***Company***") appoints a Compensation Committee (the "***Committee***") of at least two members, consisting entirely of independent directors, and designates one member as chairperson. Members of the Committee are appointed by the Board upon the recommendation of the Nominating, Governance and Sustainability Committee of the Board. For purposes hereof, an "independent" director is a director who meets the New York Stock Exchange (the "***NYSE***") standards of "independence" for directors and Committee members, as determined by the Board.

Additionally, members of the Committee must qualify as "non-employee directors" for purposes of Rule 16b-3 under the Securities Exchange Act of 1934, as amended. A subsequent determination by the Board that any member of the Committee does not qualify as a "non-employee director" will not invalidate any previous actions by the Committee, except to the extent required by law or determined appropriate to satisfy regulatory standards.

2. Purpose, Duties, and Responsibilities. The purpose of the Committee is to assist the Board in discharging its responsibilities relating to compensation of the Company's executive officers and non-employee directors. Among its specific duties and responsibilities, the Committee will:

(a) Oversee the Company's overall compensation philosophy, policies and programs, and assess whether the Company's compensation philosophy, policies and programs are competitive, establish appropriate incentives for management and employees, and align with the Company's corporate strategy and objectives.

(b) Assess the results of the Company's most recent advisory vote on executive compensation.

(c) Annually review and approve corporate goals and objectives relevant to the compensation of the Chief Executive Officer ("***CEO***"), evaluate the CEO's performance in light of those goals and objectives and recommend to the independent members of the Board for their approval, the CEO's compensation level based on this evaluation. The CEO may not be present during voting or deliberations on his or her compensation.

(d) Oversee the evaluation of non-CEO executive officers and annually review and approve their compensation, including base salary, annual cash incentive and long-term incentive awards, after considering the recommendation of the CEO.

(e) Review and approve (or if it deems appropriate or as required by applicable law, make recommendations to the Board regarding) the adoption, amendment and termination of the Company's equity plans and any employee stock purchase plan, incentive plan, bonus plan, deferred compensation plan and similar

programs, with the authority to administer, establish guidelines, interpret plan documents, select participants, approve grants and awards, and exercise such other authority as may be permitted or required under such plans; provided that, except as the Board may expressly determine or as provided in the applicable plan document, the Committee shall not administer, or exercise discretionary authority or control over the management or administration of, any plan subject to Part 4 of Title I of ERISA, and nothing in this Charter shall be construed to make the Committee or any of its members a fiduciary of any such plan.

(f) Approve, amend or modify the terms of other compensation and benefit plans as appropriate.

(g) Review and recommend to the Board employment and severance arrangements for executive officers, including employment agreements and change-in-control provisions, plans or agreements.

(h) Review and approve inducement grant awards.

(i) Review and approve the selection of the Company's peer group for compensation assessment purposes.

(j) Review and discuss with management the Company's Compensation Discussion and Analysis ("***CD&A***") and related disclosures that the rules and regulations of the Securities and Exchange Commission ("***SEC Rules***") require be included in the Company's annual report and proxy statement; recommend to the Board, based on this review and discussion, whether the CD&A should be included in the annual report and proxy statement and oversee preparation of the Committee report required by SEC Rules for inclusion in the Company's annual report and proxy statement.

(k) Periodically review compliance by executive officers and directors with the Company's stock ownership guidelines.

(l) Periodically review and approve the form and amount of compensation paid to non-employee directors for their service on the Board and its committees.

(m) Oversee succession planning for positions held by executive officers, and review succession planning and management development at least annually with the Board, including recommendations and evaluations of potential successors to fill such positions.

(n) Oversee the assessment of the risks related to the Company's compensation policies and programs, and review the results of this assessment.

(o) Review and make recommendations to the Board regarding the Company's response to any proposals relating solely to the Company's executive or director compensation practices presented by stockholders for consideration at annual meetings of stockholders.

(p) Oversee the Company's engagement with stockholders on executive compensation matters.

(q) Oversee the administration of the Company's clawback policy, and review and recommend changes in the policy to the Board from time to time as appropriate.

(r) Oversee the Company's strategies, policies and risks related to human capital management, including with respect to matters such as diversity and inclusion and talent development and retention.

(s) At least annually, assess whether the work of compensation consultants involved in determining or recommending executive or director compensation has raised any conflict of interest, including any that is required to be disclosed in the Company's annual report and proxy statement.

(t) Conduct and present to the Board an annual performance evaluation of the Committee.

(u) Annually review the adequacy of this charter and recommend changes to the Board as appropriate for its approval.

3. Subcommittees. The Committee may delegate its duties and responsibilities to one or more subcommittees as it determines appropriate to the extent permitted by law, regulation and the NYSE listing standards.

4. Outside Advisers. The Committee has the authority, in its sole discretion, to retain and terminate, or obtain the advice of, such consultants, outside counsel and other advisers as it determines appropriate to assist it in the full performance of its functions, including any compensation consultant used to assist in the evaluation of non-employee director or executive compensation. The Committee will be directly responsible for the appointment, compensation and oversight of the work of any consultants, outside counsel and other advisers retained by the Committee, and will receive appropriate funding, as determined by the Committee, from the Company, for the payment of reasonable compensation to any such advisers. The Committee shall assess the independence of consultants, outside counsel and other advisers (whether retained by the Committee or management) who provide advice to the Committee, prior to selecting or receiving advice from them, in accordance with NYSE listing standards.

5. Meetings. The Committee shall meet at least quarterly, at such times and places as the Committee or its chairperson determines. The Committee shall meet separately in executive session, periodically, without management present. A majority of the members of the Committee constitutes a quorum. The Committee shall keep minutes of its proceedings and shall report regularly to the Board with respect to its activities.

Adopted by the Board of Directors on October 20, 2026