

## **PLUG POWER INC.**

### **REGULATORY AFFAIRS COMMITTEE CHARTER**

**Adopted on November 2, 2023**

#### **A. PURPOSE AND SCOPE**

The Regulatory Affairs Committee (the “**Committee**”) of the Board of Directors (the “**Board**”) of Plug Power Inc. (the “**Company**”) is responsible for making recommendations to the Board relating to internal oversight responsibilities of the Company’s compliance programs and activities to help ensure the Company complies with all laws, rules and regulations applicable to the Company and its operations. The primary objective of the Committee is to provide direction and oversight with respect to the Company’s compliance program, including reviewing the Company’s compliance policies, plans and programs, and recommending changes to the Board that are appropriate for the Company in light of all relevant circumstances, developing and assisting the Company’s personnel designated with oversight of the compliance program in supervising the Company’s internal programs, and monitoring the Company’s compliance with applicable laws, regulations, policies and procedures. The Committee has the authority to undertake and delegate the specific duties and responsibilities listed below and will have the authority to undertake and delegate such other specific duties as the Board from time to time prescribes.

#### **B. COMPOSITION AND MEETINGS**

All members of the Committee shall be appointed by, and shall serve at the pleasure of, the Board. The Board shall determine the number of members on the Committee in accordance with the Bylaws of the Company, as amended from time to time (the “**Bylaws**”). Unless a Committee chairperson is appointed by the Board, the members of the Committee may designate a chairperson by majority vote of the Committee membership. Meetings of the Committee will be held, from time to time, on a regular basis. Minutes will be kept of each meeting of the Committee and a copy of such minutes will be provided to each member of the Board. The Committee may make rules for the conduct of its business, but in the absence of such rules its business shall be conducted so far as possible in the same manner as is provided in the Bylaws for the conduct of business by the Board.

#### **C. RESPONSIBILITIES AND DUTIES**

In addition to any duties and responsibilities assigned to the Committee by the Board from time to time, the Committee shall:

- Meet periodically to receive reports from the designated compliance department personnel and other members of management (as deemed appropriate by the Committee in its discretion) regarding the Company’s ongoing regulatory and/or compliance program activities;
- Oversee management’s action plans to achieve compliance with any material regulation or proposed new material regulation to which the Company is or may be subject;
- Oversee the Company’s compliance efforts related to the environmental, health, safety and regulatory affairs of the Company and the Company’s efforts to proactively address any challenges related to environmental, health, safety and regulatory compliance issues;

- Periodically review, evaluate and advise on changes to the Company's internal controls, policies, procedures and programs for ensuring compliance with legal and regulatory requirements applicable to the Company's operations;
- At the Committee's discretion, oversee the investigation of, and request the investigation of, any significant allegations of noncompliance with laws or the Company's regulatory and/or compliance programs, policies or procedures, or potential compliance violations that are reported to the Committee;
- Discuss with the Company's personnel designated with oversight of the Company's regulatory and/or compliance programs, the Company's legal counsel, and other members of the Company's management (as deemed appropriate by the Committee in its discretion) any correspondence with regulators or governmental agencies and any employee or other internal complaints or reports which raise material issues regarding the Company's compliance with applicable legal and regulatory requirements or internal policies and procedures;
- Identify and periodically (*i.e.*, on at least an annual basis) evaluate risks areas specific to the legal and regulatory compliance of the Company's business and operations, and coordinate implementation of appropriate auditing and monitoring activities with respect to those risk areas;
- Conduct or authorize the conduct of further inquiry into matters under the Committee's oversight or otherwise reported to the Committee for the purposes of discharging its duties and responsibilities and ensuring the adequacy of the Company's policies, procedures and programs for fulfilling the Company's obligations under applicable laws and regulations;
- Establish procedures for the receipt, retention and treatment of complaints received by the Company pertaining to a potential violation of the federal securities laws, antitrust laws, environmental laws or any other federal, state or foreign law, rule or regulation not pertaining to an accounting, internal accounting controls or auditing matter, including the U.S. Foreign Corrupt Practices Act, the UK Bribery Act and similar anti-corruption laws of foreign jurisdictions in which the Company does business, and review and assess the adequacy of these procedures periodically and adopt any changes to such procedures that the Committee deems necessary or appropriate;
- Provide a report of its meetings and activities to the full Board on a regular basis, and report regularly to the Board on such issues as the Committee may determine are appropriate in the discharge of its duties;
- On a periodic basis, evaluate the performance of the Committee, review and reassess the adequacy of this Charter and, if appropriate, recommend proposed changes to the Board for approval; and
- Exercise such additional powers as may be reasonably necessary or desirable, in the Committee's discretion, to fulfill its responsibilities and duties set forth in this Charter.

#### **D. RESOURCES AND AUTHORITY**

In connection with performing its responsibilities and duties, the Committee will coordinate with the Company's personnel designated with oversight of the compliance program and the Company's legal counsel and provide updates to such persons, as requested.

In fulfilling its responsibilities, the Committee shall have full access to all of the Company's books, records, facilities and personnel. The Committee shall also have the authority to conduct investigations on its areas of authority and responsibility, and to meet and confer, either independently or with management, with third parties, including advisors and lawyers or any other party (collectively, "*Advisors*") engaged by the Company.

For the avoidance of doubt, the Committee is not authorized to and may not, without prior Board approval: (i) engage or otherwise employ Advisors; (ii) pay, become obligated to pay or in any way compensate any Advisors or other persons; or (iii) incur any expenses on behalf of the Committee and/or the Company.