

PLUG POWER INC.

CORPORATE GOVERNANCE AND NOMINATING COMMITTEE CHARTER

(Adopted by the Board of Directors on August 3, 2020)

I. General Statement of Purpose

The Corporate Governance and Nominating Committee of the Board of Directors (the “Corporate Governance Committee”) of **Plug Power Inc.** (the “Company”) on behalf of the Board of Directors (the “Board”) is responsible for identifying individuals qualified to become board members, and selecting the director nominees for election at each annual meeting of stockholders. The Corporate Governance Committee is also responsible for developing and recommending to the Board a set of corporate governance guidelines applicable to the Company and periodically reviewing such guidelines and recommending any changes thereto.

II. Corporate Governance Committee Composition

The number of individuals serving on the Corporate Governance Committee shall be fixed by the Board from time to time but shall consist of no fewer than two members, all of whom shall meet the independence requirements set forth in under the Nasdaq Stock Market Rules.

The members of the Corporate 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 a 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 Corporate Governance Committee to serve as Chairman of the Corporate Governance Committee.

III. Meetings

The Corporate Governance Committee shall meet as often as it deems necessary in person or by conference telephone or other communications equipment by means of which all persons participating in the meeting can hear each other, with any additional meetings as deemed necessary or appropriate by the Corporate Governance Committee. A majority of the members of the Corporate Governance Committee shall constitute a quorum for purposes of holding a meeting and the Corporate Governance Committee may act by a vote of a majority of members present at such meeting. In lieu of a meeting, the Corporate Governance Committee may act by unanimous written consent.

IV. Corporate Governance Committee Activities

The Corporate Governance Committee’s 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 Corporate Governance Committee

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

C. Recommendation of Director Nominees

- Establish criteria for Corporate Governance Committee-recommended director nominees, which shall include consideration of such matters as the experience and qualifications of any particular director candidate as well as such director candidate's past or anticipated contributions to the Board and its committees, a description of any specific, minimum qualifications that the Corporate Governance Committee believes must be met by a Corporate Governance Committee-recommended nominee, and a description of any specific qualities or skills that the Corporate Governance Committee believes are necessary for one or more of the Company's directors to possess, and annually reassess the adequacy of such criteria. The current criteria, as approved by the Corporate Governance Committee, are set forth in Exhibit A, which is attached to this Charter.
- Establish a policy with regard to the consideration of director candidates recommended by securityholders. The current policy, as approved by the Corporate Governance Committee, is set forth in Exhibit A, which is attached to this Charter.
- Establish procedures to be followed by securityholders in submitting recommendations for director candidates to the Corporate Governance Committee. The current procedures, as approved by the Corporate Governance Committee, are set forth in Exhibit A, which is attached to this Charter.
- Establish a process for identifying and evaluating nominees for election to the Board, including nominees recommended by securityholders. The current process for identifying and evaluating nominees for election to the Board, is set forth in Exhibit A, which is attached to this Charter.
- Upon identifying individuals qualified to become members of the Board, consistent with the minimum qualifications and other criteria approved by the Corporate Governance Committee from time to time, recommend director nominees for the Board to nominate 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 Corporate Governance Committee.

- Consider recommendations in light of the requirement that a majority of the Board be comprised of directors who meet the independence requirements set forth in the applicable rules of the NASDAQ Stock Market.
- Consider recommendations to the Board of the directors for appointment as Chair and as members of committees of the Board.
- Review all stockholder proposals submitted to the Company (including any proposal relating to the procedures for making nominations or electing directors), determine whether the proposal was submitted in a timely manner and recommend to the Board appropriate action on each such proposal.

D. Corporate Governance Guidelines

- Develop and recommend to the Board a set of Corporate Governance Guidelines applicable to the Company
- Review and reassess the adequacy of the Corporate Governance Guidelines annually and recommend any proposed changes to the Board for approval.

E. Evaluation of Board of Directors and Management

- Report annually to the Board with an evaluation of the performance and effectiveness of the Board and its committees and that of the Company's management for the prior fiscal year.

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 Corporate Governance Committee shall also have sole authority to approve any such search firm's fees and other retention terms.

G. Succession Planning

- Review and discuss with the Board corporate succession plans for the Chief Executive Officer and other key officers of the Company.

H. Continuing Education

- Periodically prepare or assemble materials and conduct sessions for Directors on topics that will assist them in discharging their duties.

I. Environmental, Social & Governance Programs

- The Corporate Governance Committee shall oversee the Company's environmental social and governance ("ESG") initiatives, including: considering current and emerging ESG trends that may affect the business, operations, performance, or public image of the Company; reviewing the Company's strategy related to ESG matters; regularly assessing the Company's performance on key ESG metrics; and reviewing disclosures to employees, investors and other stakeholders on ESG matters.

V. General

- The Corporate Governance Committee may establish and delegate authority to subcommittees consisting of one or more of its members, when the Corporate Governance Committee deems it appropriate to do so in order to carry out its responsibilities.
- The Corporate Governance Committee shall make regular reports to the Board concerning areas of the Corporate Governance Committee's responsibility.
- In carrying out its responsibilities, the Corporate 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 Corporate Governance Committee may consult.
- The Corporate 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 Corporate Governance Committee or meet with any members of or advisors to the Corporate Governance Committee.
- The Corporate 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.
- The Corporate Governance Committee may perform such other functions as may be requested by the Board from time to time.

Exhibit A

Process for identifying and evaluating director nominees for the Board.

The current process for identifying and evaluating nominees for the Board is as follows:

1. The Corporate 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 Corporate Governance Committee will review and evaluate the qualifications of any such proposed director candidate, and conduct inquiries it deems appropriate.
3. The Corporate Governance Committee will evaluate proposed director candidates who have been recommended by securityholders of the Company in compliance with the policies and procedures established by the Corporate Governance Committee in the same manner as all other proposed director candidates being considered by the Corporate Governance Committee, with no regard to the source of the initial recommendation of such proposed director candidate.
4. In identifying and evaluating proposed director candidates, the Corporate Governance Committee may consider, in addition to the minimum qualifications and other criteria for Board membership approved by the Corporate Governance Committee from time to time, all facts and circumstances that it deems appropriate or advisable, including, among other things, the skills of each 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. Based on these considerations, the Corporate Governance Committee will recommend to the Board the nomination of the director candidates who it believes will, together with the existing Board members and other nominees, best serve the interests of the Company and its stockholders.

Corporate Governance Committee-recommended nominee criteria.

The Corporate Governance Committee believes that it is in the best interests of the Company and its stockholders to obtain highly qualified individuals to serve on the Board. The Corporate Governance Committee will recommend to the Board the nomination of the director candidates who it believes will, together with the existing Board members and other nominees, best serve the interests of the Company and its stockholders.

At a minimum, the Corporate Governance Committee must be satisfied that each Corporate Governance Committee-recommended nominee meets the following minimum qualifications:

- The nominee must have high personal and professional integrity, must have demonstrated exceptional ability and judgment, and must be expected, in the judgment

of the Corporate Governance Committee, to be highly effective, in conjunction with the other nominees to the Board, in collectively serving the interests of the Company and its stockholders.

In addition to the minimum qualifications for each nominee set forth above, the Corporate Governance Committee will recommend that the Board select persons for nomination to help ensure that:

- The Board will be comprised of a majority of “independent directors” in accordance with the standards established pursuant to rules adopted by the Securities and Exchange Commission (“SEC”) and the Nasdaq Stock Market LLC.
- Each of its Audit, Compensation and Corporate Governance Committees shall be comprised entirely of independent directors.
- Each member of its Audit Committee is able to read and understand fundamental financial statements, including a company’s balance sheet, income statement, and cash flow statement.
- At least one member of the Audit Committee has past employment experience in finance or accounting, requisite professional certification in accounting, or any other comparable experience or background which results in the individual’s financial sophistication, including being or having been a chief executive officer, chief financial officer or other senior officer with financial oversight responsibilities

Finally, in addition to any other standards the Corporate Governance Committee may deem appropriate from time to time for the overall structure and composition of the Board, the Corporate Governance Committee, when recommending that the Board select persons for nomination, may consider (i) whether the nominee has direct experience in the industry or in the markets in which the Company operates and (ii) whether the nominee, if elected, assists in achieving a mix of Board members that represents a diversity of background and experience.

Director candidates recommended by securityholders.

The current policy with regard to the consideration of director candidates recommended by securityholders is that the Corporate Governance Committee will review and consider any director candidates who have been recommended by stockholders of the Company entitled to vote in the election of directors in compliance with the procedures established from time to time by the Corporate Governance Committee and set forth in this Charter.

Procedures to be followed by securityholders in submitting recommendations for director candidates to the Corporate Governance Committee.

The current procedures to be followed by securityholders in submitting recommendations for director candidates to the Corporate Governance Committee are set forth below:

1. All securityholder recommendations for director candidates must be submitted to the Corporate Secretary of the Company at Plug Power Inc., 968 Albany Shaker Road, Latham, NY 12110, who will forward all recommendations to the Corporate Governance Committee.
2. All securityholder recommendations for director candidates must be submitted to the Company not less than 120 calendar days prior to the date on which the Company's proxy statement was released to stockholders in connection with the previous year's annual meeting.
3. All securityholder recommendations for director candidates must include the following information:
 - a. The name and address of record of the stockholder.
 - b. A representation that the securityholder is a record holder of the Company's stock entitled to vote in the election of directors, or if the securityholder is not a record holder, evidence of ownership in accordance with Rule 14a-8(b)(2) of the Securities Exchange Act of 1934.
 - c. The name, age, business and residential address, educational background, current principal occupation or employment, and principal occupation or employment for the preceding five (5) full fiscal years of the proposed director candidate.
 - d. A description of the qualifications and background of the proposed director candidate which addresses the minimum qualifications and other criteria for Board membership approved by the Corporate Governance Committee from time to time and set forth in this document.
 - e. A description of all arrangements or understandings between the securityholder and the proposed director candidate.
 - f. The consent of the proposed director candidate (i) to be named in the proxy statement relating to the Company's annual meeting of stockholders and (ii) to serve as a director if elected at such annual meeting.
 - g. Any other information regarding the proposed director candidate that is required to be included in a proxy statement filed pursuant to the rules of the Securities and Exchange Commission.