

On November 5, 2020, the Board of Directors (the “Board”) of Bloom Energy Corporation (the “Company”) amended and restated the Company’s Amended and Restated Bylaws (as amended and restated, the “Restated Bylaws”).

The Restated Bylaws have been revised to, among other things:

- provide greater flexibility to the Board upon the adjournment of an annual or special meeting of stockholders (Article I, Section 1.4);
- give the Board (and not just the chairperson) authority to adopt rules of conduct for stockholder meetings (Article I, Section 1.6);
- revise the advance notice provisions to, among other things: (i) clarify that the notice must comply with the Restated Bylaws; (ii) provide the Company broader authority to request information from director nominees; (iii) clarify the use of definitional terms used in this section; and (iv) provide for reopening of the window if there is an increase in the size of the Board at any point after the advance notice window closes (Article I, Section 1.11);
- update to give the chairperson authority to adjourn Board meetings (Article II, Section 2.6);
- update the notice provisions to track current Delaware law (Article VII);
- clarify that the federal district courts of the United States of America will be the exclusive forum for resolving any complaint asserting a cause of action arising under the Securities Act of 1933, as amended (Article XI); and
- effect certain other technical, conforming, modernizing and clarifying changes to the Restated Bylaws.