CLEAN ENERGY FUELS CORP.

AUDIT COMMITTEE CHARTER

Purpose

The Audit Committee (the "**Committee**") of the Board of Directors (the "**Board**") of Clean Energy Fuels Corp., a Delaware corporation (the "**Company**") is appointed by the Board. This Audit Committee Charter (the "**Charter**") specifies the scope of authority and responsibility of the Committee and amends and restates any previous charter of the Committee.

The purpose of the Committee is to assist the Board in fulfilling its responsibility for oversight of the quality and integrity of the accounting, auditing and financial reporting practices of the Company, and to perform such other duties as may be directed to the Committee by the Board. The Committee's role includes monitoring and overseeing the Company's financial reporting, the Company's management of business and financial risk, and compliance with significant legal, ethical and regulatory requirements. The Committee is also directly responsible for the appointment, compensation and oversight of the public accounting firm engaged to prepare or issue an audit report on the financial statements of the Company or any other audit, review or attestation services for the Company.

Notwithstanding these duties of the Committee, it is understood that the Committee's responsibilities do not include planning or conducting audits or determining that the Company's financial statements are accurate, complete and prepared in accordance with generally accepted accounting principles ("**GAAP**"). Such matters are the responsibility of management and the Company's independent auditors. It is not the duty of the Committee to resolve disagreements between management and the independent auditors or to ensure compliance with applicable laws, regulations and rules promulgated by the Nasdaq Global Select Market (the "**Nasdaq Rules**").

Membership and Procedures

Membership and Appointment. The Committee will be comprised of not fewer than three members of the Board, with the exact number determined by the Board. The members of the Committee will be appointed from time to time by the Board based on recommendations from the Nominating and Corporate Governance Committee. No member of the Committee may serve on more than three audit committees of publicly traded companies (including this Committee) at the same time, except as may otherwise be approved in advance by the Board. For this purpose, service on the audit committees of a parent and its substantially owned subsidiaries counts as service on a single audit committee.

Removal and Resignation. The entire Committee or any individual Committee member may be removed from the Committee with or without cause by the affirmative vote of a majority of the Board. Any Committee member may resign from the Committee effective upon giving notice in writing or by electronic transmission to the Chairman of the Board, the Corporate Secretary or the entire Board (unless the notice specifies a later time for the effectiveness of such

resignation, in which case the resignation will be effective as of the specified time). The Board may appoint a qualified successor to take office when such resignation becomes effective.

Qualifications. Each member of the Committee will be, as determined from time to time by the Board in its business judgement, "independent" as defined under the Nasdaq Rules and applicable rules and regulations of the Securities and Exchange Commission (the "**SEC**"). No member of the Committee will have participated in the preparation of the financial statements of the Company or any current subsidiary of the Company at any time during the three years immediately preceding the date of such member's appointment. Each member of the Committee will be generally knowledgeable in financial and auditing matters and be able to read and understand fundamental financial statements, including a company's balance sheet, income statement, and cash flow statement. The Board will appoint at least one member to the Committee who qualifies as an "audit committee financial expert" as defined in Item 407(d)(5) of Regulation S-K under the Securities Exchange Act of 1934, as amended ("**Regulation S-K**").

Chairperson. A chairperson of the Committee (the "**Chairperson**") may be designated by the Board upon the recommendation of the Nominating and Corporate Governance Committee. In the absence of such designation, the members of the Committee may designate the Chairperson by majority vote of the Committee. The Chairperson will determine the agenda, the frequency and the length of meetings and will have unlimited access to management and information. The Chairperson will establish such other rules as he or she may from time to time deem necessary and proper for the conduct of the business of the Committee.

Secretary. The Committee may appoint a Secretary whose duties and responsibilities will be to keep full and complete records of the proceedings of the Committee for the purposes of reporting Committee activities to the Board and to perform all other duties as may from time to time be assigned to him or her by the Committee, or otherwise at the direction of a Committee member. If no Secretary is appointed, any member of the Committee may serve as Secretary of a meeting. The Secretary need not be a member of the Committee or the Board. The Committee may assign Secretary duties to the Company's legal counsel or to a member of the Company's management team.

Meetings. The Committee will meet as frequently as circumstances dictate, but not less frequently than quarterly. Meetings may be held in conjunction with regularly scheduled meetings of the Board or otherwise. Except as otherwise specified herein, the Committee is generally governed by the same rules regarding meetings (including meetings by telephone or similar communications equipment), written action without meetings, notice, waiver of notice, quorum and voting requirements as are applicable to the Board. The Committee is authorized and empowered to adopt its own rules of procedure not inconsistent with any provision of the Charter, any provision of the Bylaws of the Company, the laws of the state of Delaware or any other applicable law, rule, regulation or Nasdaq Rule. Minutes will be kept of each Committee meeting by the Secretary or another individual designated by the Committee.

Delegation. The Committee may, by resolution passed by a majority of the Committee, designate one or more subcommittees, each subcommittee to consist of one or more members of the Committee. Any such subcommittee, to the extent provided in the resolutions of the Committee, and to the extent not limited by the laws of the state of Delaware, the Nasdaq Rules,

or any other applicable law, rule or regulation, will have and may exercise all the powers and authority of the Committee, including authority to approve of audit and non-audit services by the independent auditor. Each subcommittee will have such name as may be determined by resolution adopted by the Committee. Each subcommittee will keep regular minutes of its meetings (such minutes may be kept by a member of the subcommittee or another individual designated by the subcommittee) and report the same to the Committee or the Board at its scheduled meetings. The Secretary of the Committee may act as the Secretary of a subcommittee. Such subcommittee may have a charter, as determined by the Committee.

Authority to Retain and Terminate Advisers. The Committee will have the resources and authority necessary to discharge its duties and responsibilities. The Committee has authority to retain, at the Company's expense, and terminate outside counsel or other experts or consultants as it deems necessary or appropriate to carry out its responsibilities, including authority to approve fees, other retention terms and ordinary administrative expenses of the Committee. The Committee is empowered to investigate any matter brought to its attention that is within the Charter, with full power to retain outside counsel or other experts for this purpose. The Committee will be provided with appropriate funding by the Company, as the Committee determines, for the payment of compensation to outside counsel and other experts and consultants as it deems appropriate, and ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties. Any communications between the Committee and legal counsel in the course of obtaining legal advice will be considered privileged communications of the Committee and the Company, and the Committee will take all necessary steps to preserve the privileged nature of those communications. All independent auditors shall report directly to the Committee.

Annual Performance Evaluation. The Committee will evaluate its performance on an annual basis, either separately or in conjunction with an annual evaluation of the full Board. The Committee will also review and reassess the adequacy of the Charter on an annual basis and recommend any proposed changes to the Board .

Duties and Responsibilities

The Committee will perform the duties and responsibilities set forth below. This is to be used as a guide, with the understanding that the Committee may alter or supplement its tasks as appropriate and as permitted by the laws of the state of Delaware, the Nasdaq rules, or any other applicable law, rule or regulation.

1. The Committee will be directly responsible for the appointment, compensation, retention, oversight of, the work of, and termination of the Company's independent auditor.

2. The Committee will pre-approve the provision of all audit services and permitted non-audit and tax services by the independent auditor to the Company and its subsidiaries and will also review and approve all audit, non-audit and tax engagement fees and terms with the independent auditor. The Committee may delegate authority to grant pre-approvals to one or more Committee members, provided that the pre-approvals are reported to the full Committee at its regularly scheduled meetings. The Chairperson, or other member of the Committee, will sign an engagement letter with the independent auditor.

3. In connection with the Committee's approval of non-audit services, the Committee will consider, among other things, whether the independent auditor's performance of any non-audit services is compatible with maintaining the independent auditor's independence.

4. The Committee will obtain and review a formal written statement from the independent auditor delineating all relationships between the independent auditor and the Company, in order to assess the auditor's independence, consistent with the Public Company Accounting Oversight Board ("**PCAOB**") Rule 3526, as amended from time to time, and other applicable standards, and any other documents or disclosures required by such standards. The report shall include a description of all services provided by the independent auditors and related fees. The Committee shall discuss, and will actively engage in dialogue with, the independent auditor with respect to any disclosed relationships or services that may affect the auditor's objectivity and independence and will take, or recommend to the Board to take, appropriate action to oversee the independence of the independent auditor.

5. The Committee will review and discuss with the independent auditor the report by the independent auditor, which is required by Section 10A of the Securities Exchange Act of 1934, as amended, concerning:

(a) all critical accounting policies and practices to be used;

(b) alternative treatments of financial information within GAAP that have been discussed with management, ramifications of the use of alternative disclosures and treatments, and the treatment preferred by the independent auditor; and

(c) any other material written communications between the independent auditor and the Company's management.

6. The Committee shall review and discuss with management and the independent auditor any matters arising from the audit of the Company's financial statements that are expected to constitute "critical audit matters" as defined by applicable PCAOB auditing standards.

7. The Committee will discuss the annual audited financial statements and quarterly financial statements with management, the Company's internal finance department and the independent auditor, including the Company's disclosures under the section entitled "Management's Discussion and Analysis of Financial Condition and Results of Operations" in the Company's reports filed with the SEC, including its Annual Report on Form 10-K and its Quarterly Reports on Form 10-Q and the independent auditor's opinion with respect to the financial statements in the Form 10-K.

8. In connection with its review of the Company's financial statements, the Committee will review and discuss with management, the internal finance staff and the independent auditor the matters relating to the conduct of the audit required to be discussed by PCAOB Auditing Standard No. 16 (Communications with Audit Committees), as they may be modified or supplemented, including the auditor's judgment about the quality, not just the acceptability, of the Company's accounting principles as applied in its financial reporting.

9. Based on its review and discussions with management, the internal finance staff and the independent auditor, the Committee will recommend to the Board whether the Company's financial statements should be included in the Company's Annual Report on Form 10-K and any other annual report to stockholders.

10. To the extent the Committee deems necessary or appropriate, discuss with the independent auditor material issues on which the Company's audit team consulted the independent auditor's national office.

11. The Committee will produce the Audit Committee Report required by Item 407(d) of Regulation S-K for inclusion in the Company's annual report or proxy statement.

12. The Committee will ensure that a current copy of the Charter is available to security holders on the Company's website. If a current copy of the Charter is not so available, the Committee will ensure that management includes a current copy of the Charter in an appendix to the Company's proxy or information statement that is provided to security holders at least once every three fiscal years, or if the Charter has been materially amended since the beginning of the Company's latest fiscal year, unless otherwise required by SEC or Nasdaq Rules.

13. The Committee will generally discuss earnings press releases as well as financial information and earnings guidance, if any, provided to financial analysts, investors and rating agencies.

14. The Committee is expected to maintain free and open communication with the independent auditor, the internal finance staff and management. Periodically, the Committee will meet separately with each of management, the finance staff and the independent auditor.

15. The Committee will review with the independent auditor any audit problems or difficulties and management's handling of such matters, including any restrictions on the scope of activities or access to requested information and any recommendations made by the independent auditor as a result of the audit.

16. The Committee will oversee the hiring of any employees or former employees of the independent auditor into positions within the Company in accordance with the hiring restrictions of the Sarbanes-Oxley Act of 2002.

17. The Committee shall provide oversight for all matters related to the security of and risks related to cybersecurity and information technology systems and procedures.

18. The Committee will periodically discuss policies with respect to risk assessment and risk management, the Company's major litigation and financial risk exposures and the steps management has taken to monitor and control such exposures, it being understood that it is the job of management to assess and manage the Company's exposure to risk and that the Committee's responsibility is to discuss guidelines and policies by which risk assessment and management are undertaken. The Committee will, as needed, review the Company's compliance with legal and regulatory requirements with the Company's General Counsel.

19. Periodically, the Committee will review the Company's financial reporting processes and internal controls, based on consultation with management, the independent auditor and internal audit (or the third party performing such function). Such review shall include a consideration of major issues regarding accounting principles and financial statement presentations, including any significant changes in the Company's selection or application of accounting principles, major issues as to the adequacy and effectiveness of the Company's internal control, any special audit steps adopted in light of identified deficiencies and the effect of off-balance sheet structures on the financial statements of the Company.

20. The Committee will establish procedures for:

(a) the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls or auditing matters; and

(b) the confidential, anonymous submission by the Company's employees of concerns regarding accounting or auditing matters.

The Committee shall review periodically with management these procedures and any significant complaints received.

21. The Committee will regularly communicate to the Board any issues and recommendations for action with respect to the quality or integrity of the Company's financial statements, the Company's compliance with legal or regulatory requirements, the performance and independence of the Company's independent auditors or the performance of the independent audit function.

22. The Committee will review with the Chief Financial Officer of the Company the scope and plan of the work to be done by internal audit (or a third party performing such function) and the results of such work.

23. The Committee will conduct an appropriate review and oversight of all related-party transactions (as that term is defined in Item 404 of Regulation S-K), as well as conflict-of-interest transactions, on an on-going basis and all such related-party transactions shall be approved by the Committee or another independent body of the Board.

24. The Committee will oversee the rotation of the lead audit partner, the concurring partner and other audit partners of the independent auditor, as required by law. The Committee will obtain and review a report by the independent auditor describing (i) the independent auditor's internal quality control procedures, (ii) any material issues raised by the most recent internal quality control review, or peer review, of the independent auditor, or by any inquiry or investigation by governmental or professional authorities, within the preceding five years, respecting one or more independent audits carried out by the independent auditor, and (iii) any steps taken to deal with any such issues.

Reliance on Information Provided

In adopting the Charter, the Board acknowledges that the Committee members are not necessarily legal experts, are not themselves compiling the Company's financial data or

performing the audit function, and are not providing any expert or special assurance as to the Company's legal, financial or regulatory compliance. Each member of the Committee will be entitled to rely on the integrity and capabilities of those persons and organizations within and outside the Company that provide information to the Committee and the accuracy and completeness of the information provided to the Committee by such persons or organizations absent actual knowledge to the contrary.

Amendment

The Charter, and any provision contained herein, may be amended or repealed by the Board.