CLEAN ENERGY FUELS CORP.

COMPENSATION COMMITTEE CHARTER

Purpose

The Compensation 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 Compensation 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 discharge the Board's responsibilities relating to compensation of the Company's Executive Officers (as such term is defined in Rule 3b-7 under the Securities Exchange Act of 1934, as amended (the "**Exchange Act**")). The Committee has overall responsibility for approving and evaluating all compensation plans, policies and programs of the Company as they affect the Executive Officers. The Committee also has responsibility for overseeing and administering the grant of awards to employees of the Company under the Company's equity incentive plans and employee stock purchase plans in accordance with the terms of such plans.

Membership and Procedures

Membership and Appointment. The Committee will include not fewer than two members of the Board, with the exact number determined by the Board. Members of the Committee will be appointed from time to time by the Board based upon the recommendation of the Nominating and Corporate Governance 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. The Committee shall be composed entirely of directors who, as determined from time to time by the Board in its business judgment, are: (1) "independent," as defined by the applicable rules and regulations of the Securities and Exchange Commission (the "**SEC**") and The Nasdaq Global Select Market (the "**Nasdaq Rules**"), and are free of any relationship that, in the opinion of the Board, would interfere with their exercise of independent judgment; and (2) "non-employee directors," as that term is defined in Rule 16b-3 promulgated under the Exchange Act.

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 purpose 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 than twice a year. Meetings may be held in conjunction with regularly scheduled meetings of the Board or otherwise. Except as otherwise specified herein, the Committee is 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, the Nasdaq Rules or any other applicable law, rule or regulation. 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 two 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. 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 Advisors. The Committee will have the resources and authority necessary to discharge its duties and responsibilities. The Committee has sole authority to retain, at the Company's expense, and terminate outside counsel, compensation consultants to assist the Committee in determining the compensation of the Executive Officers, or other experts or consultants, as the Committee deems necessary or appropriate to carry out its responsibilities, including authority to approve fees, other retention terms and ordinary administrative expenses of the Company. The Committee will be provided with appropriate funding by the Company, as the Committee determines, for the payment of compensation to outside counsel, compensation consultants 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. The Committee is empowered to investigate any matter brought to its attention that is within the Charter, with full power to retain outside counsel, compensation consultants or other experts for this purpose. The Committee has sole authority to approve the engagement of any such consultant or

its affiliates for additional services to the Committee. 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.

Compensation Adviser Independence Evaluation. The Committee may select, or receive advice from, a compensation consultant, legal counsel or other adviser, other than in-house counsel, only after taking into consideration the following factors, as well as any other factors required by the applicable rules and regulations of the SEC and the Nasdaq Rules: (i) the provision of other services to the Company by the firm or other person that employs the compensation consultant, legal counsel or other adviser; (ii) the amount of fees received from the Company by the firm or other person that employs the compensation consultant, legal counsel or other adviser, as a percentage of the total revenue of the firm or other person that employs the compensation consultant, legal counsel or other adviser; (iii) the policies and procedures of the firm or other person that employs the compensation consultant, legal counsel or other adviser that are designed to prevent conflicts of interest; (iv) any business or personal relationship of the compensation consultant, legal counsel or other adviser with a member of the Committee; (v) any stock of the Company owned by the compensation consultant, legal counsel or other adviser; and (vi) any business or personal relationship of the compensation consultant, legal counsel, other adviser or the firm or other person employing the adviser with an Executive Officer of the Company

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 annually 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 shall, at least annually, review and approve the annual base salaries and annual incentive opportunities of the Executive Officers and review and approve the compensation philosophy and objectives for the Executive Officers. The Company's Chief Executive Officer shall not be present during any Committee deliberations or voting with respect to his compensation.

2. The Committee shall, as and when appropriate, review and approve the following as they affect the Executive Officers: (a) all incentive awards and opportunities, including both cash-based and equity-based awards and opportunities; (b) any employment agreements and severance arrangements; (c) any change-in-control agreements and provisions affecting compensation and benefits; and (d) any special or supplemental compensation and benefits for the Executive Officers.

3. The Committee shall review and discuss the Compensation Discussion and Analysis (the "**CD&A**") required to be included in the Company's proxy statement and annual report on Form 10-K by the rules and regulations of the SEC with management, and, based on

such review and discussion, determine whether or not to recommend to the Board that the CD&A be so included.

4. The Committee shall produce the annual Compensation Committee Report for inclusion in the Company's proxy statement in compliance with the rules and regulations promulgated by the SEC.

5. The Committee shall monitor the Company's compliance with the requirements under the Sarbanes-Oxley Act of 2002 relating to loans to directors and officers and with all other applicable laws affecting employee compensation and benefits.

6. The Committee shall oversee the Company's compliance with SEC rules and regulations regarding shareholder approval of certain executive compensation matters, including advisory votes on executive compensation and the frequency of such votes, and the requirement under the Nasdaq Rules that, with limited exceptions, shareholders approve equity compensation plans.

7. The Committee shall administer the Company's equity incentive plans and employee stock purchase plans, including any amendments thereto, in accordance with the terms of such plans.

8. The Committee shall make reports to the Board on compensation of the Executive Officers and actions of the Committee.

9. The Committee shall review and approve the fees and other compensation to be paid to (i) independent directors for their service as directors and as members of committees of the Board, and (ii) members of the Company's advisory board(s), if any.

10. The Committee shall oversee the stock ownership guidelines and clawback policies for the Company, recommend any proposed changes to the Board, and, in the case of stock ownership guidelines, review and monitor compliance with such guidelines by the Company's Executive Officers and non-employee directors.

11. The Committee shall oversee management of risks related to the Company's compensation practices and policies.

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 the laws of the state of Delaware, the Nasdaq Rules or any other applicable law, rules or regulation.

13. The Committee shall perform such other activities and functions related to compensation of the Executive Officers as may be assigned from time to time by the Board, required by the Company's Certificate of Incorporation or Bylaws or required by the laws of the state of Delaware, the Nasdaq Rules or any other applicable law, rule or regulation.

Reliance on Information Provided

In adopting the Charter, the Board acknowledges that the Committee members are not legal

experts and are not providing any expert or special assurance as to the Company's legal 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.