CLEAN ENERGY FUELS CORP.
CORPORATE GOVERNANCE GUIDELINES

December 4, 2025

Director Qualifications

The Board of Directors of Clean Energy Fuels Corp., a Delaware corporation (the "Board" and the "Company," respectively) will have a majority of directors who meet the criteria for "independence", as determined by the Board in its business judgement, required by the Nasdaq Global Select Market ("Nasdaq"). The Nominating and Corporate Governance Committee will review with the Board, on an annual basis, the requisite skills and characteristics of nominees to the Board, current Board members, as well as the composition of the entire Board. This assessment will include nominees and current Board members' qualifications, independence, ability to commit adequate time and attention to the needs of the Company, as well as considerations of experience in the context of the Board's needs. Nominees for directorships will be recommended to the Board by the Nominating and Governance Committee in accordance with its charter. No director may serve on more than three other public company boards, except as the Board may otherwise approve in advance.

Director Responsibilities

Each directors' responsibility is to exercise reasonable business judgment on behalf of the Company and to comply with all relevant terms of these guidelines and the Company Code of Ethics. In discharging that obligation, directors are entitled to rely on the honesty, integrity and capabilities of the Company's senior executives and its outside advisors and auditors.

It is the Chief Executive Officer's responsibility to keep the Board informed of all developments of which it needs to be aware to enable it to carry out its responsibilities.

Before each Board meeting, the Company will distribute to each Board member all information and data relating to the business to be conducted at such Board meeting. Directors should review all materials sent to them before the meeting. A director should endeavor to attend all Board meetings and all meetings of Board committees on which he or she sits.

The proceedings and deliberations of the Board and its committees are confidential. Each director shall maintain the confidentiality of information received in connection with his or her services as a director.

The independent directors will hold regularly scheduled meetings at which only independent directors are present ("executive sessions"). It is contemplated that executive sessions will occur at least twice a year in conjunction with regularly scheduled Board meetings.

Board Committees

The Board will have at all times an Audit Committee, a Compensation Committee and a Nominating and Corporate Governance Committee. All of the members of these committees will be independent directors, except as may be permitted by the rules of Nasdaq, and each committee will have its own written charter. Each charter will set forth the purposes and responsibilities of the committee to which it relates as well as qualifications for committee membership, procedures for committee member appointment and removal, committee structure and operations, and committee reporting to the Board. Each charter will also provide that the committee to which it relates will annually evaluate its performance. The Board may, from time to time, establish or maintain additional committees as necessary or appropriate, with the purposes, duties and responsibilities of such committees set forth in the charters of such committees or in the resolutions establishing such committees.

Lead Independent Director

The Board is free to make its choice for Chairman of the Board in any way that the Board considers best for the Company at a given point in time. In the event the Chairman of the Board is an officer of the Company or is otherwise not independent, the independent members of the Board may appoint one independent director to serve as the Lead Independent Director. The Lead Independent Director will (i) preside at executive sessions of the non-management and/or independent directors, (ii) preside at meetings of the Board in the absence of the Chairman, (iii) review agendas for Board meetings and (iv) assume such other functions as the Board may deem appropriate.

Director Access to Officers and Employees

Directors will have full and free access to all officers and employees of the Company and may arrange directly any meetings or contacts with such officers and employees.

The Board and each committee of the Board has the power to hire at the Company's expense independent legal, financial or other advisors as they may deem necessary without consulting or obtaining the approval of any officer of the Company in advance.

The Board welcomes attendance of senior Company officers at each Board meeting.

Director Compensation

The Compensation Committee will determine the form and amount of director compensation in accordance with its charter. The Compensation Committee will conduct an annual review of director compensation. The Compensation Committee will consider that directors' independence may be jeopardized if director compensation and perquisites exceed customary levels, if the Company makes charitable or political contributions to organizations with which a director is affiliated or if the Company enters into consulting contracts with (or provides other indirect forms of compensation to) a director or an organization with which the director is affiliated.

Director Orientation and Continuing Education

The Company will provide orientation for new directors, which will include presentations by senior management to familiarize new directors with the Company's strategic plans, its significant financial, accounting and risk management issues, its compliance programs, its conflict policies, code of ethics and other controls, its principal officers, and its internal and independent auditors. This orientation may include visits to the Company's headquarters. This orientation will also address current legal requirements and best practices relating to Board functions. All directors are encouraged to attend this orientation, but directors who are newly elected must attend within the first year of their election.

From time to time, the Company will provide Board members with information from the Company or third-party experts on topics that will assist Board members in carrying out their duties. Board members are also encouraged to attend accredited third-party training programs for directors. A policy regarding reimbursement of program fees and other expenses of directors associated with such training programs has been established by a resolution of the Nominating and Corporate Governance Committee.

Management Succession

At the appropriate time, the entire Board will work with the Nominating and Corporate Governance Committee to nominate and evaluate potential successors to the Chief Executive Officer. The Chief Executive Officer should, at such time, make available his or her recommendations and evaluations of potential successors, along with a review of any development plans recommended for such individuals.

Annual Performance Evaluation

At least annually, the Board and each of its committees will conduct an evaluation of itself and its members. This evaluation includes a self-evaluation by each member to determine whether the Board and its committees, as applicable, are functioning effectively and consider areas in which it could improve or be more effective. The Chairperson of the Board or such committee, as applicable, will lead such assessment.

Annual Strategic Planning Meeting

The Board will meet, at least annually, with the Company's senior management for the purpose of reviewing and discussing major business objectives for the following twelve months and other significant strategic issues. This meeting may be held at (and as a part of) a regularly scheduled meeting of the Board.

Review of Strategic Plan

The Board will review from time to time the status of the Company's strategic plan and the effectiveness of management in implementing the plan.

Code of Ethics

The Company has adopted and will annually review, based on recommendations from the Nominating and Corporate Governance Committee, a code of ethics that will address, among other things, actual and apparent conflicts of interest; full, fair, accurate, timely and understandable public disclosure; and compliance with applicable governmental laws, rules and regulations. The Board will regularly review with counsel or other experts any significant legal or regulatory compliance issues.

Selection of Agenda Items for Board Meetings

The Chairman of the Board or Lead Independent Director, as the case may be, and the Chief Executive Officer will establish the agenda for each Board meeting.

Any Board member may request the inclusion of items(s) on the agenda.

Shareholder Communications to the Board

The Board will establish and review the procedures for shareholders to send communications to the Board. Such procedures will address the means of communications and the identity of the Board member or person to whom shareholders can send communications. If the Board determines that communications should be sent initially to a person other than a Board member, the Board will establish the process for determining which communications will be relayed to the Board.

Directors Who Change Their Job Responsibility or Whose Circumstances Change

If a director of the Company becomes a director or employee of a business that competes with the Company, such director is required to submit a letter of resignation from the Board. The Board shall then review the appropriateness of such director's continuation on the Board in its sole discretion as it deems appropriate, and shall accept or reject such director's letter of resignation.

Term Limits

The Board does not believe it should establish term limits. Term limits might bring fresh ideas and viewpoints to the Board, but at a cost of losing the benefits of continuity, experience and insight into the Company and its operations that come with longer service.

As an alternative to term limits, the Nominating and Corporate Governance Committee, in consultation with the Chairman of the Board or the Lead Independent Director, as the case may be, and the Chief Executive Officer, will review each director's continuation on the Board every year prior to his/her nomination for reelection to the Board. This will also allow each director the opportunity to conveniently confirm his/her desire to continue as a member of the Board.

Director and Officer Stock Ownership

Each Independent Director (as defined in Nasdaq Rule 5605(a)(2)) shall own shares of Company common stock with a value of at least $180,000. Such level of ownership must be satisfied by five years from the date of initial election to the Board.

The Chief Executive Officer shall own shares of Company stock valued at five times his annual base salary or more , and each other named executive officer (as defined in Section 3b-7 of the Securities Exchange Act of 1943, as amended) shall own shares of Company common stock valued at one- and one-half times his or her annual base salary or more. Such level of ownership must be satisfied by five years from the date of initial appointment as an executive officer.

All vested restricted stock units ("RSUs") as well as all unvested restricted stock and RSUs based on time vesting will be counted toward satisfaction of the stock ownership guidelines. Stock options shall not be counted toward satisfaction of the stock ownership guidelines. Directors and officers who attain the applicable stock ownership levels by the stated deadline will continue to satisfy the stock ownership guidelines if the value of their holdings declines solely due to a decrease in the trading price of Company common stock.

Updates to this Policy

The Nominating and Corporate Governance Committee will periodically review these Corporate Governance Guidelines to ensure they remain suitable for the needs of the Company. The Board may amend, waive, suspend or repeal any of these guidelines at any time, with or without public notice (subject to compliance with applicable law and Nasdaq regulations), as it determines necessary or appropriate, in the exercise of the Board's judgment or fiduciary duties.