
UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 14A

Proxy Statement Pursuant to Section 14(a) of
the Securities Exchange Act of 1934 (Amendment No.)

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material under §240.14a-12

CLEAN ENERGY FUELS CORP.

(Name of Registrant as Specified in its Charter)

(Name of Person(s) Filing Proxy Statement, if Other Than the Registrant)

Payment of Filing Fee (Check all boxes that apply):

- No fee required.
- Fee paid previously with preliminary materials.
- Fee computed on table in exhibit required by Item 25(b) per Exchange Act Rules 14a-6(i)(1) and 0-11.
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Your **Vote** Counts!

CLEAN ENERGY FUELS CORP.

2022 Annual Meeting
Vote by May 18, 2022
11:59 PM ET



CLEAN ENERGY FUELS CORP.
4675 MACARTHUR COURT, SUITE 800
NEWPORT BEACH, CA 92660



D73382-P67922

You invested in CLEAN ENERGY FUELS CORP. and it's time to vote!

You have the right to vote on proposals being presented at the Annual Meeting. **This is an important notice regarding the availability of proxy material for the stockholder meeting to be held on May 19, 2022.**

Get informed before you vote

View the Annual Report and Notice and Proxy Statement online OR you can receive a free paper or email copy of the material(s) by requesting prior to May 5, 2022. If you would like to request a copy of the material(s) for this and/or future stockholder meetings, you may (1) visit www.ProxyVote.com, (2) call 1-800-579-1639 or (3) send an email to sendmaterial@proxyvote.com. If sending an email, please include your control number (indicated below) in the subject line. Unless requested, you will not otherwise receive a paper or email copy.



For complete information and to vote, visit www.ProxyVote.com

Control #

Smartphone users

Point your camera here and
vote without entering a
control number



Vote Virtually at the Meeting*

May 19, 2022
8:00 AM PDT

Virtually at:
www.virtualshareholdermeeting.com/CLNE2022

*Please check the meeting materials for any special requirements for meeting attendance.

v1.1

THIS IS NOT A VOTABLE BALLOT

This is an overview of the proposals being presented at the upcoming stockholder meeting. Please follow the instructions on the reverse side to vote these important matters.

| Voting Items | Board Recommends |
|--|------------------|
| 1. To elect ten directors to the Board of Directors Nominees: 01) Lizabeth Ardisana 05) Lorraine Paskett 09) Parker A. Weil 02) Karine Boissy-Rousseau 06) Stephen A. Scully 10) Laurent Wolfsheim 03) Andrew J. Littlefair 07) Kenneth M. Socha 04) James C. Miller III 08) Vincent C. Taormina | ✔ For All |
| 2. To ratify the appointment of KPMG LLP as our independent registered public accounting firm for our fiscal year ending December 31, 2022. | ✔ For |
| 3. To approve, on an advisory, non-binding basis, the compensation of our named executive officers. | ✔ For |
| 4. To approve our 2022 Employee Stock Purchase Plan (the "New ESPP") and the reservation of 2,500,000 shares of our common stock for issuance under the New ESPP. | ✔ For |
| NOTE: Such other business as may properly come before the meeting or any adjournment or postponement thereof. | |

Prefer to receive an email instead? While voting on www.ProxyVote.com, be sure to click "Sign up for E-delivery".