EVgo Inc.
CHARTER OF THE COMPENSATION COMMITTEE
OF THE BOARD OF DIRECTORS

(As amended on October 21, 2026)

The Board of Directors (the "Board") of **EVgo Inc.** (the "Company") has established the Compensation Committee of the Board (the "Committee") with authority, responsibility and specific duties as described in this Compensation Committee Charter (this "Charter").

I. Purposes

The purposes of the Committee are to:

A. Oversee the Company's overall compensation philosophy that applies to all Company employees;

B. Review, evaluate, approve and administer the agreements, plans, policies and programs of the Company to compensate the Company's executive officers and directors;

C. Oversee the Company's plans, policies and programs to compensate the Company's employees;

D. Review and discuss with the Company's management the Compensation Discussion and Analysis ("CD&A") to be included in the Company's proxy statement for its annual meeting of stockholders ("Proxy Statement") or Annual Report on Form 10-K, as applicable, and determine whether to recommend to the Board that the CD&A be included in the Proxy Statement or Annual Report on Form 10-K, as applicable, in accordance with applicable rules and regulations;

E. Produce the Compensation Committee Report as required by Item 407(e)(5) of Regulation S-K for inclusion in the Company's Proxy Statement or Annual Report on Form 10-K, as applicable, in accordance with applicable rules and regulations;

F. Otherwise discharge the Board's responsibilities relating to compensation of the Company's executive officers and directors; and

G. Perform such other functions as the Board may assign to the Committee from time to time.

The Committee's goal is to ensure that the Company's compensation program(s) are designed to provide a competitive level of compensation to attract and retain talented executive officers and directors, reward and encourage maximum corporate and individual performance, promote accountability and assure that executive officer and director interests are aligned with the interests of the Company's stockholders.

II. Membership

The Committee must consist of not less than three members of the Board. While the Company is a "controlled company" as defined by the listing requirements of The NASDAQ Stock Market LLC ("Nasdaq"), the Company may avail itself of the Nasdaq controlled company exceptions regarding the constitution and composition of the Committee.

The members of the Committee and its Chair will be selected annually by the Board, based on the recommendation of the Nominating & Governance Committee, and will serve at the pleasure of the Board. Any vacancy on the Committee will be filled by, and any member of the Committee may be removed by, an affirmative vote of a majority of the Board. If a Chair is not designated by the Board or present at a meeting, the Committee may designate a Chair by majority vote of the Committee members then in office.

III. Authority and Responsibilities

The Committee is delegated all authority of the Board as may be required or advisable to fulfill the purposes of the Committee. Without limiting the generality of the preceding statements, the Committee has the authority, and is entrusted with the responsibility, to take the following actions:

A. *Authority*

The Committee has the authority to:

1. Conduct or authorize investigations into any matter within the scope of the responsibilities delegated to the Committee as it deems appropriate, including the authority to request any officer, employee or adviser of the Company to meet with the Committee or any advisers engaged by the Committee;

2. In its sole discretion, retain and determine funding for legal counsel, compensation consultants, as well as other experts and advisers (collectively, "Compensation Advisers"), including the authority to retain, approve the fees payable to, amend the engagement with, and terminate any Compensation Adviser, as it deems necessary or appropriate to fulfill its responsibilities. The Company must provide for appropriate funding, as determined by the Committee, for payment of (a) compensation to any Compensation Adviser engaged by the Committee and (b) ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties; and

3. Delegate to its Chair, any one of its members or any subcommittee it may form, the responsibility and authority for any particular matter, as it deems appropriate from time to time under the circumstances. To the extent necessary or appropriate, the Committee may delegate the approval of award grants and other transactions and responsibilities regarding the administration of compensatory programs to one or more

members of the Committee or the Board; provided, however, that individuals to whom such authority is delegated may not approve award grants to (i) persons subject to Section 16 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), or (ii) themselves. Regular updates regarding actions taken pursuant to such delegated authority will be provided to the Committee.

B. ***Responsibilities***

The Committee has the following responsibilities:

Executive Compensation

1. The Committee will exercise oversight of all matters of executive compensation policy.

2. Each year, the Committee will:

- Review, modify (if necessary) and approve the Company's peer companies, if any, and data sources for purposes of evaluating the Company's compensation competitiveness and establishing the appropriate competitive positioning of the levels and mix of compensation elements;

- Review, modify (if necessary) and approve corporate goals and objectives relevant to the compensation of the Company's Chief Executive Officer and the Company's other executive officers;

- Review, modify (if necessary) and approve the Company's executive compensation program in light of the Company's goals and objectives relative to executive compensation;

- Evaluate the performance of the Company's Chief Executive Officer and, in consultation with the Chief Executive Officer, the Company's other executive officers in light of the Company's executive compensation goals and objectives; and

  Set the compensation of the Company's Chief Executive Officer and, in consultation with the Chief Executive Officer, the Company's other executive officers based on this evaluation, including the annual base salary levels; annual cash incentive awards; long-term incentive awards; employment agreements, severance arrangements and change-in-control agreements and provisions; and any special or supplemental benefits. In determining the long-term incentive component of such compensation, the Committee may consider, among other factors, the Company's performance and relative stockholder return, the value of similar awards to chief executive officers at comparable companies and the awards historically given to the Chief Executive Officer and other executive officers.

- The Chief Executive Officer may not be present during voting or deliberation on his or her compensation.

3. The Committee will review and discuss with the Company's management the CD&A to be included in the Company's Proxy Statement or Annual Report on Form 10-K, as applicable, and, based on that review, determine whether to recommend to the Board that the CD&A be included in the Proxy Statement or Annual Report on Form 10-K, as applicable, in accordance with applicable rules and regulations.

4. Each year, the Committee will prepare a Compensation Committee Report as required by Item 407(e)(5) of Regulation S-K and publish the report in the Company's Proxy Statement or Annual Report on Form 10-K, as applicable, in accordance with applicable rules and regulations.

5. Subject to any applicable transition periods, the Committee will review and recommend to the Board how frequently the Company should permit stockholders to have an advisory vote on executive compensation ("say-on-pay"). This review should take into account the historical results of stockholder advisory votes on the frequency of say-on-pay resolutions at the Company.

6. Subject to any applicable transition periods, following each stockholder meeting at which say-on-pay resolutions are proposed for a stockholder advisory vote, the Committee will review the results of the advisory vote, and consider whether to make any adjustments to the Company's executive compensation policies and practices; and oversee management's engagement with stockholders and proxy advisory firms on executive compensation matters.

Incentive and Equity Compensation

7. The Committee will have the authority to administer and interpret the Company's incentive compensation plans and equity-based plans, including the authority to designate plan participants, determine the timing, pricing, amount and type of awards, and establish the terms and conditions applicable to each award, subject to the provisions of each plan. The Committee will approve all equity award grants to directors, the Chief Executive Officer and the Company's other executive officers. To the extent permitted by applicable law and the provisions of a given equity-based plan, the Committee may delegate to one or more executive officers of the Company the power to grant options or other awards to employees who are not directors or executive officers of the Company, provided that such delegated grants will not be made to persons subject to Section 16 of the Exchange Act.

8. The Committee will ensure that stockholders are given the opportunity to vote on equity-compensation plans, as may be required by law, the Company's certificate of incorporation or bylaws (as amended from time

to time), the Company's Corporate Governance Guidelines and the listing standards of Nasdaq.

9. The Committee will oversee the development, implementation and administration of the Company's compensation recovery ("clawback") policies as required by applicable law, SEC rules and Nasdaq listing standards. The Committee will periodically review such policies and recommend any changes to the Board for approval.

Director Compensation

10. Each year, the Committee will review director compensation and make a recommendation to the Board regarding the form and amount of director compensation. The Committee will consider that a director's independence may be jeopardized if (a) his or her compensation and perquisites exceed customary levels, (b) the Company makes substantial charitable contributions to organizations with which the director is affiliated or (c) the Company enters into consulting contracts with (or provides other indirect forms of compensation to) the director or an organization with which the director is affiliated. Directors who are employees of the Company will not receive any additional compensation for service on the Board.

Other Powers and Responsibilities

11. The Committee will review and approve, or review and recommend to the Board for its approval, any transaction in equity securities of the Company, or derivatives of those equity securities, between the Company and any officer or director of the Company who is subject to the reporting and short-swing liability provisions of Section 16 of the Exchange Act.

12. The Committee will review, as it deems necessary, appropriate matters related to the Company's compliance with applicable laws and regulations affecting employee and director compensation and benefits, including, but not limited to, Rule 16b-3 and Section 13(k) of the Exchange Act.

13. If the Committee engages a Compensation Adviser, then the Committee is directly responsible for the appointment, compensation and oversight of such Compensation Adviser. Prior to any such engagement, the Committee will analyze the relationships such counsel, consultants or advisers have with members of the Committee as well as management and the Company as a whole. This analysis will include the specific factors identified by the Securities and Exchange Commission and Nasdaq as well as any other factors that affect the independence of compensation advisers. The Committee will evaluate, at least annually, whether any compensation consultant retained or to be retained by it has any conflict of interest in accordance with Item 407(e)(3)(iv) of Regulation S-K.

14. The Committee will receive and review periodic reports on the Company's compensation plans, policies and programs as they affect all

employees.

15. The Committee will oversee the assessment of risks related to the Company's compensation policies and programs.

16. The Committee will periodically review with management the Company's human capital management strategies, including talent acquisition, development and retention, workforce engagement and culture, and will receive reports on related metrics. The Committee will review any non-financial performance measures proposed for use in incentive compensation plans to confirm that such measures are objective, measurable and aligned with the Company's business strategy and applicable law.

IV. Procedures

A. ***Meetings***. The Committee will meet at the call of its Chair, two or more members of the Committee or the Chair of the Board. The Committee will meet as frequently as circumstances dictate. Meetings of the Committee may be in person, by conference call or video or by unanimous written consent, in accordance with the Company's Bylaws. Meetings of the Committee will be held at such time and place, and upon such notice, as its Chair may from time to time determine. The Committee will keep such records of its meetings as it deems appropriate.

Meetings may, at the discretion of the Committee, include other directors, members of the Company's management, independent advisers and consultants or any other persons whose presence the Committee believes to be necessary or appropriate. Those in attendance may observe meetings of the Committee, but may not participate in any discussion or deliberation unless invited to do so by the Committee, and in any event are not entitled to vote. Notwithstanding the foregoing, the Committee may also exclude from its meetings any persons it deems appropriate, including, but not limited to, any director who is not a member of the Committee.

B. ***Quorum and Approval***. A majority of the Committee's members will constitute a quorum. The Committee will act on the affirmative vote of a majority of members present at a meeting at which a quorum is present. The Committee may also act by unanimous written consent in lieu of a meeting.

C. ***Rules***. The Committee may determine additional rules and procedures, including designation of a Chair pro tempore in the absence of its Chair and designation of a secretary of the Committee at any meeting thereof.

D. ***Reports***. The Committee will maintain minutes of its meetings and make regular oral or written reports to the Board, directly or through its Chair, of its actions and any recommendations to the Board.

E. ***Review of Charter***. Each year, the Committee will review the need for changes in this Charter and recommend any proposed changes to the Board for approval.

F. ***Performance Review***. Each year, the Committee will review and evaluate its own performance and submit itself to a review and evaluation by the Board.

G. ***Fees; Reimbursement of Expenses***. Each member of the Committee as well as the Chair will be paid the fee set by the Board for his or her services as a member, or Chair, as the case may be, of the Committee. Subject to the Company's Corporate Governance Guidelines and other policies, Committee members, including the Chair, will be reimbursed by the Company for all reasonable expenses incurred in connection with their duties as Committee members or as Chair.

V. Posting Requirement

The Company will make this Charter available on or through the Company's website as required by applicable rules and regulations. In addition, the Company will disclose in its Proxy Statement or in its Annual Report on Form 10-K, as applicable, that a copy of this Charter is available on the Company's website and provide the website address.

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