

**HELIOGEN, INC.**

**CHARTER OF THE CORPORATE STRATEGY COMMITTEE**

**APPROVED BY THE BOARD OF DIRECTORS**

**March 2, 2023**

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**PURPOSE**

The purpose of the Corporate Strategy Committee (the “*Committee*”) of the Board of Directors (the “*Board*”) of Heliogen, Inc. (the “*Company*”) is to help the Board oversee the implementation of the Company’s long-range strategic plan and specific strategic initiatives, including reviewing with management of the Company the risks and opportunities relating to such initiatives.

The Company’s management is responsible for developing, setting and implementing the Company’s strategy and supporting business plan. The Committee works with management to advise and oversee management’s process. The Board has ultimate oversight responsibility for the Company’s strategy and business plan. The policy of the Committee, in discharging these obligations, shall be to maintain and foster an open avenue of communication among the Committee and the Company’s management. The Company’s Chief Executive Officer shall have primary responsibility to provide relevant information and updates to the Committee regarding the Company’s business development strategic planning and initiatives.

**COMPOSITION**

The Committee shall consist of at least two members of the Board. Each member of the Committee will satisfy (i) the independence and other requirements imposed by applicable law and as set forth in the applicable rules of the New York Stock Exchange (provided this requirement will not apply to the Company’s Chief Executive Officer), and (ii) any other qualifications determined by the Board, in each case, in existence as of the date hereof or implemented in the future. The members of the Committee shall be appointed by and serve at the discretion of the Board. Vacancies occurring on the Committee shall be filled by the Board. The Committee’s chairperson shall be designated by the Board or, if it does not do so, the Committee members shall elect a chairperson by vote of a majority of the full Committee. The Chair (or in his or her absence, a member designated by the Chair) shall preside at all meetings of the Committee. Resignation or removal of a Committee member who is a member of the Board from the Board (or, if the Committee member is an employee of the Company, as an employee) for any reason will automatically constitute resignation or removal from the Committee.

**AUTHORITY**

Each member of the Committee shall have full access to all books, records, facilities and personnel of the Company as deemed necessary or appropriate by any member of the Committee to discharge his or her responsibilities hereunder. If the Committee concludes that it must retain legal, accounting or other outside advisors, it may do so and determine compensation terms for those advisors at the Company’s expense. The Committee may also pay any ordinary administrative expenses it deems appropriate in carrying out its duties at the expense of the Company. The Committee shall have authority to require that any of the Company’s personnel, counsel, accountants (including the Company’s auditors) or investment bankers, or any other consultant or advisor to the Company attend any meeting of the Committee or meet with any member of the Committee or any of its special outside legal, accounting or other advisors or consultants. The operation of the Committee shall be subject to the Bylaws of the Company as in effect from time to

time and Section 141 of the Delaware General Corporation Law. The approval of this Charter by the Board shall be construed as a delegation of authority to the Committee with respect to the responsibilities set forth herein.

## RESPONSIBILITIES

The Committee's responsibilities are for oversight, as described under "Purpose" above. The Committee shall have the following responsibilities. The Board will retain the right to act on all such matters without limiting the Committee's authority, subject to compliance with applicable law and stock exchange listing requirements.

1. ***Oversight of Management's Strategic Plan.*** To periodically review and discuss with the Chief Executive Officer and other management of the Company the execution and implementation of the Company's long-range strategic plan, including product and customer initiatives.
2. ***Review and Discussion of Specific Strategic Initiatives.*** To periodically review and advise regarding specific strategic initiatives of management and the risks and opportunities associated with any such initiatives, including risks and opportunities as they relate to the Company's customers and employees, the Company's products and technology, and the Company's brand and reputation.
3. ***Report to Board.*** To report to the Board with respect to matters discussed by the Committee with management, and to ensure the Board is periodically apprised of the Company's progress with respect to implementation of any Board-approved strategy.
4. ***Annual Evaluation and Charter Review.*** The Committee shall review, discuss and assess its own performance at least annually. The Committee shall also review and assess the adequacy of this Charter at least annually, and shall recommend any proposed changes to the Board for its consideration and approval.
5. ***General Authority.*** To perform such other functions and to have such powers as may be necessary or appropriate in the efficient and lawful discharge of the foregoing.

It shall be the responsibility of management to prepare the Company's long-range strategic objectives and business development strategic plans and determine the risks associated with such objectives and plans. Nothing contained in this Charter is intended to expand applicable standards of liability under statutory or regulatory requirements for the directors of the Company or members of the Committee.

## MEETINGS AND MINUTES

The Committee shall hold such regular or special meetings as its members deem necessary or appropriate. The presence in person or by telephone/virtual conference of a majority of the Committee's members shall constitute a quorum for any meeting of the Committee. All actions of the Committee will require (i) the vote of a majority of the members present at a meeting of the Committee at which a quorum is present or (ii) unanimous written consent of the members of the Committee then serving. Minutes of each meeting will be kept and all such minutes and actions by unanimous written consent will be distributed to each member of the Committee, members of the Board who are not members of the Committee and the Secretary of the Company. The Chair of the Committee will report to the Board from time to time or whenever so requested by the Board.