

HELIOGEN, INC.

POLICY REGARDING STOCKHOLDER RECOMMENDATIONS OF DIRECTOR NOMINEES

The Nominating and Corporate Governance Committee (the “*Committee*”) of the Board of Directors (the “*Board*”) of Heliogen, Inc. (the “*Company*”) will consider director candidates recommended by the Company’s stockholders. The Committee does not intend to alter the manner in which it evaluates a candidate for nomination to the Board based on whether or not the candidate was recommended by a stockholder of the Company.

Stockholders who wish to recommend individuals for consideration by the Committee to become nominees for election to the Board at an annual meeting of stockholders must do so by delivering a written recommendation to the Committee c/o Heliogen, Inc., 130 W. Union St., Pasadena, CA 91103, Attn: Secretary. Each submission must set forth all of the information required to be provided pursuant to Section 5(b) of the Company’s bylaws, including, but not limited to:

- the name and address of the stockholder on whose behalf the submission is made;
- the number and class of shares of the Company that are owned of record and beneficially by such stockholder as of the date of the submission and the date or dates on which such shares were acquired and the investment intent of such acquisition;
- a description of any agreement, arrangement or understanding (whether oral or in writing) with respect to such nomination between or among such stockholder and any of its affiliates or associates, and any others (including their names) acting in concert, or otherwise under the agreement, arrangement or understanding, with any of the foregoing;
- the full name of the proposed candidate;
- a description of the proposed candidate’s business experience for at least the previous five years;
- complete biographical information for the proposed candidate; and
- a description of the proposed candidate’s qualifications as a director.

Any such submission must be accompanied by the written consent of the proposed candidate to be named as a nominee and to serve as a director if elected. The notice in this paragraph must also be accompanied by (i) a completed written questionnaire (in a form provided by the corporation) with respect to the background, qualifications, stock ownership and independence of such proposed nominee, and such additional information with respect to such proposed nominee as would be required to be disclosed in a proxy statement soliciting proxies for the election of such nominee as a director in an election contest (even if an election contest is not involved), or that is otherwise required to be disclosed pursuant to Section 14 of the 1934 Act and the rules and regulations promulgated thereunder, (ii) a written representation and agreement (in form provided by the corporation) that such nominee (a) if elected as director of the corporation,

intends to serve the entire term until the next meeting at which such nominee would face re-election and (b) consents to being named as a nominee in the Company's proxy statement pursuant to Rule 14a-4(d) under the 1934 Act and any associated proxy card of the corporation and agrees to serve if elected as a director and (iii) a statement whether such nominee, if elected, intends to tender, promptly following such person's failure to receive the required vote for election or re-election at the next meeting at which such person would face election or re-election, an irrevocable resignation effective upon acceptance of such resignation by the Board.

All written submissions received from stockholders that include the information described above will be reviewed by the Committee at its next appropriate meeting. If a stockholder wishes the Committee to consider a director candidate for nomination at an annual meeting of the Company's stockholders, then the recommendation must be provided at least 90 days, but not more than 120 days, prior to the first anniversary of the preceding year's annual meeting; provided, however, that, subject to the last sentence of Section 5(b)(iii) of the Company's bylaws, in the event that the date of the annual meeting is advanced more than thirty (30) days prior to or delayed by more than thirty (30) days after the anniversary of the preceding year's annual meeting, notice by the stockholder to be timely must be so received (A) not earlier than the close of business on the one hundred twentieth (120th) day prior to such annual meeting and (B) not later than the close of business on the later of the ninetieth (90th) day prior to such annual meeting or, if later than the ninetieth (90th) day prior to such annual meeting, the tenth (10th) day following the day on which public announcement of the date of such meeting is first made. In no event shall an adjournment or a postponement of an annual meeting for which notice has been given, or the public announcement thereof has been made, commence a new time period for the giving of a stockholder's notice as described above.

In accordance with its charter, the Committee will consider for nomination only those individuals who possess, among other characteristics, the highest personal and professional ethics, a background and expertise that is useful to the Company and complementary to the background of other directors, and a willingness to devote the required time to the duties and responsibilities of the Board and any committees to which he or she may be appointed.

The Committee will evaluate any director nominees received from stockholders in the same manner as recommendations received from management or members of the Board.

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