

## **ENERNOC, INC.**

### **COMPENSATION COMMITTEE CHARTER**

(As amended and restated by the Board of Directors on January 31, 2017)

#### **I. PURPOSE**

The purpose of the Compensation Committee (the “Committee”) of the Board of Directors (the “Board”) of EnerNOC, Inc. (the “Corporation”) is:

1. To discharge the responsibilities of the Board relating to compensation of the Corporation’s directors and officers (as that term is defined in Section 16 of the Exchange Act and Rule 16a-1 thereunder);
2. To establish appropriate incentive compensation and equity-based plans and to administer such plans; and
3. To perform such other duties and responsibilities as enumerated in and consistent with this Charter.

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

#### **II. MEMBERSHIP AND PROCEDURES**

##### **A. Membership and Appointment**

The Committee shall be comprised of not fewer than two members of the Board, as shall be determined from time to time by the Board. The members of the Committee shall be elected by the Board, or the committee thereof responsible for nominations of directors, at the annual organizational meeting of the Board or such committee, as applicable, and shall hold office until their resignation or removal or until their successors shall be duly elected and qualified.

All members of the Committee shall qualify, as determined by the Board, as “independent directors” for purposes of the listing standards of The NASDAQ Stock Market LLC (“NASDAQ”) applicable to compensation committee members, as in effect from time to time, when and as required by NASDAQ, subject to any exceptions permitted by NASDAQ. In addition to the general independence standard required for membership on the Committee, the Board must consider all factors relevant to determining whether the director has a relationship to the Corporation which is material to that director’s ability to be independent from management in connection with the duties of a Committee member, including the source of the director’s compensation, including any consulting, advisory or other compensation fees (other than director fees),

and any affiliate relationships between the director and the Corporation or any of its subsidiaries.

To the extent that the Board deems practicable and advisable, all members of the Committee shall also qualify as “non-employee directors” for purposes of Rule 16b-3 under the Securities Exchange Act of 1934, as amended (the “Exchange Act”), and as “outside directors” for purposes of Section 162(m) of the Internal Revenue Code of 1986, as amended, as such standards and definitions may be revised or amended from time to time; provided, however, that notwithstanding anything contained herein to the contrary, if not all members of the Committee qualify as non-employee directors, any grant of equity compensation to directors and officers (as defined by Rule 16a-1(f) of the Exchange Act) shall be made by the full Board or a sub-committee of the Committee comprised of at least two members who qualify as non-employee directors.

#### **B. Removal**

The entire Committee or any individual Committee member may be removed without cause by the affirmative vote of a majority of the Board. Any Committee member may resign effective upon giving oral or written notice to the Chairman of the Board, the Secretary of the Corporation, or the Board (unless the notice specifies a later time for the effectiveness of such resignation). The Board may elect a successor to assume the available position on the Committee when the resignation becomes effective.

#### **C. Chairperson**

A chairperson of the Committee (the “Chairperson”) may be designated by the Board. In the absence of such designation, the members of the Committee may designate the Chairperson by majority vote of the full Committee membership. The Chairperson shall determine the agenda for and the length of meetings and shall have unlimited access to management and to information relating to the Committee’s purposes. The Chairperson shall establish such other rules as may from time to time be necessary and proper for the conduct of the business of the Committee.

#### **D. Meetings, Minutes and Reporting**

The Committee shall meet at least two times per year and at such other times as it deems necessary to carry out its responsibilities. All committee members are expected to attend each meeting, in person or via tele- or video-conference.

The Committee shall keep full and complete minutes of the proceedings of the Committee. In addition to the specific matters set forth herein requiring reports by the Committee to the full Board, the Committee shall report such other significant matters as it deems necessary concerning its activities to the full Board. The Committee may appoint a Secretary whose duties and responsibilities shall be to keep records of the proceedings of the Committee for the purposes of reporting Committee activities to the Board and to perform all other duties as may from time to time be assigned to him or her by the Committee, or otherwise at the direction of a Committee member. The Secretary need not be a member of the Committee or a director and shall have no membership or voting

rights by virtue of the position.

#### **E. Delegation**

The Committee may, by resolution passed by a majority of the Committee members, designate one or more subcommittees, each subcommittee to consist of one or more members of the Committee. Any such subcommittee, to the extent provided in the resolutions of the Committee and to the extent not limited by applicable law, shall have and may exercise all the powers and authority of the Committee. Each subcommittee shall have such name as may be determined from time to time by resolution adopted by the Committee. Each subcommittee shall keep regular minutes of its meetings and report the same to the Committee or the Board when required. Without limiting the generality of the foregoing, the Committee may form and delegate authority to a committee composed solely of employees of the Corporation to serve as an administrative and/or investment committee, with fiduciary responsibilities under the Employee Retirement Income Security Act of 1974 (“ERISA”), with respect to one or more Corporation plans that are subject to ERISA.

In addition, notwithstanding the foregoing paragraph or any other provision in this Charter, if deductibility of “performance-based” compensation under Section 162(m) of the Code is desired, only the Committee or a Section 162(m) subcommittee shall approve compensation intended to qualify for the “performance-based compensation” exception of Section 162(m) (“Section 162(m) Compensation”). Approval of Section 162(m) Compensation shall include but not be limited to, the grant of stock options and the establishment, evaluation and certification of achievement of performance goals related to cash or equity compensation. Nothing in this Charter requires the Committee to grant compensation that qualifies for the “performance-based compensation” exemption of Section 162(m). To the extent that any provision of this Charter implicates Section 162(m) Compensation and deductibility of “performance-based” compensation under Section 162(m) of the Code is desired, references in such provision to the Committee shall include the Section 162(m) Committee, if any.

#### **F. Authority to Retain Advisors**

In the course of its duties, the Committee shall have the sole authority and shall be directly responsible, at the Corporation’s expense, to retain, obtain the advice of and terminate compensation consultants, legal counsel, and other advisors, as the Committee deems advisable, including the sole authority to approve any such advisors’ fees and other retention terms. The Committee shall be directly responsible for the oversight of the work of any such advisor retained by the Committee. The Corporation shall provide appropriate funding for the payment of reasonable compensation, as determined by the Committee in its sole discretion, to any such advisors retained by the Committee. Before selecting or receiving advice from any compensation advisors, the Committee shall take into consideration all factors relevant to the advisor’s (or its employer’s) independence from the Corporation, its executive officers and the Committee, including the following six independence factors:

1. whether the advisor (or its employer) provides any other services to the Corporation;
2. how much the advisor (or its employer) has received in fees from the Corporation, as a percentage of that party's total revenue;
3. what policies and procedures have been adopted by the advisor (or its employer) to prevent conflicts of interest;
4. whether the advisor has any business or personal relationship with a member of the Committee;
5. whether the advisor owns any stock or other equity of the Corporation;  
and
6. whether the advisor (or its employer) has any business or personal relationship with an executive officer of the Corporation.

### **III. DUTIES AND RESPONSIBILITIES**

The following shall be recurring duties and responsibilities of the Committee in carrying out its purposes. These duties and responsibilities are set forth below as a guide to the Committee, with the understanding that the Committee may alter or supplement them as appropriate under the circumstances, to the extent permitted by applicable law or the requirements of NASDAQ.

1. Establish a compensation policy for officers designed to (i) enhance the profitability of the Corporation and increase stockholder value, (ii) reward officers for their contribution to the Corporation's growth and profitability, (iii) recognize individual initiative, leadership, achievement, and other contributions and (iv) provide competitive compensation that will attract and retain qualified officers.
2. Subject to variation where appropriate, the compensation policy for officer shall include (i) base salary, which shall be set on an annual or other periodic basis, (ii) annual or other time or project based incentive compensation, which shall be awarded for the achievement of predetermined financial, project, research or other designated objectives of the Corporation as a whole and , where appropriate, of the officers individually and (iii) long-term incentive compensation in the forms of equity participation and other awards with the goal of aligning the long-term interests of officers with those of the Corporation's stockholders and otherwise encouraging the achievement of superior results over an extended time period.
3. Review competitive practices and trends to determine the adequacy and competitiveness of the executive compensation program; however, the Committee shall exercise independent judgment in determining the appropriate levels and types of compensation to be paid to officers.
4. Review and consider officer participation and eligibility in the various

components of the total executive compensation package.

5. Review and approve corporate goals and objectives relevant to CEO compensation, evaluate the CEO's performance in light of those goals and objectives, and approve, or recommend to the Board for approval, the CEO's compensation levels based on this evaluation; the CEO may not be present during any deliberations or voting with respect to the CEO's compensation.
6. Review and approve corporate goals and objectives relevant to officers of the Corporation other than the CEO, evaluate the officers' performance in light of those goals and objectives and approve the compensation and other terms of employment of these officers.
7. Review and make recommendations to the Board with respect to compensation of directors, including retainer, meeting, committee and committee chair fees, as well as any equity awards.
8. Approve employment contracts, severance arrangements, change in control provisions and other compensatory agreements for officers.
9. Approve and administer cash incentives and deferred compensation plans for officers (including any modification to such plans) and oversight of performance objectives and funding for executive incentive plans.
10. Approve and oversee reimbursement policies for directors and officers.
11. Review matters relating to management succession, including, but not limited to, compensation.
12. Approve, amend, administer and terminate compensation programs involving the use of the Corporation's stock, including stock option plans, equity incentive plans, stock bonus plans, stock purchase plans and similar programs. The Committee shall have full power and authority to administer these plans, establish guidelines, interpret plan documents, select participants, approve grants and awards and exercise such other power and authority as may be permitted or required under such plans.
13. Review the Compensation Discussion and Analysis ("CD&A") prepared by management, discuss the CD&A with management, and based on such review and discussions, recommend to the Board that the CD&A be included in the Corporation's Annual Report on Form 10-K, proxy statement, or any other applicable filing as required by the SEC.
14. Prepare and review the Committee report on executive compensation to be included in the Corporation's annual proxy statement in accordance with applicable SEC rules and regulations.
15. Review all compensation policies and practices for all employees to determine whether such policies and practices create risks that are

reasonably likely to have a material adverse effect on the Corporation.

16. Provide recommendations to the Board on compensation-related proposals to be considered at the Corporation's annual meeting, including the advisory vote on the compensation of the named executive officers of the

of the Corporation's named executive officers.

17. Review and consider the results of any advisory vote on the compensation of the named executive officers of the Corporation.
18. Periodically review executive supplementary benefits and, as appropriate, the organization's retirement, benefit, and special compensation programs involving significant cost.
19. Form and delegate authority to subcommittees when appropriate.
20. Make regular reports to the Board.
21. Annually review and reassess the adequacy of this Charter and recommend any proposed changes to the Board for approval.
22. Annually evaluate its own performance.
23. Review and consider each of the factors set forth in Rule 10C-1(b)(4) under the Exchange Act and Nasdaq Marketplace Rule 5605(d)(3) pertaining to the independence of any compensation consultants retained by the Committee or management to advise on officer or director compensation, and determine whether any conflict of interest exists that would prevent the consultant from independently representing the Committee or management. As applicable, discuss with management how any such conflict is being addressed and prepare necessary disclosure in the Corporation's annual proxy statement in accordance with applicable SEC rules and regulations.
24. Review and approve any compensation arrangement for any officer involving any subsidiary, special purpose or similar entity, taking into account the potential for conflicts of interest in such arrangements and whether the arrangement has the potential to benefit the Corporation.
25. Fulfill such other duties and responsibilities as may be assigned to the Committee,