

ENERNOC, INC.

CORPORATE GOVERNANCE GUIDELINES

(As approved by the Board of Directors on February 4, 2016)

The Board of Directors (the “Board”) of EnerNOC, Inc. (the “Company”) has established the following guidelines (“Governance Guidelines”) for the conduct and operation of the Board.

1. BOARD COMPOSITION AND SELECTION

1.1 Size and Classes of the Board

The number of directors shall be established by the Board in accordance with the Bylaws of the Company. The Board periodically reviews the appropriate size of the Board, which may vary to accommodate the availability of suitable candidates and the needs of the Company. The Board is divided into three classes that serve staggered three-year terms and are as nearly as equal as possible.

1.2 Independence of Directors

It is the policy of the Company that the Board be composed of not less than a majority of independent directors, subject to any exceptions permitted by The Nasdaq Stock Market (“Nasdaq”) listing standards. In determining independence, the Board will consider the definition of independence set forth in the Nasdaq listing standards and the Sarbanes-Oxley Act of 2002, as well as other factors that will contribute to effective oversight and decision-making by the Board.

1.3 Selection of Chief Executive Officer and Chairman of the Board; Lead Independent Director

The Board will select the Company’s Chief Executive Officer and Chairman of the Board (“Chairman”) in the manner that it determines to be in the best interests of the Company’s stockholders. The positions of Chairman and Chief Executive Officer of the Company have historically been combined, as the Board currently believes it is advantageous to have a chairman with an extensive history with and knowledge of the Company, as compared to a comparatively less informed independent chairman. One of the independent directors may be designated by the Board as lead independent director to serve until replaced by the Board (“Lead Independent Director”). The Lead Independent Director is empowered to, among other duties and responsibilities:

- Preside over Board meetings in the absence of the Chairman;
- Preside over and establish the agendas for meetings of the independent directors;

- Act as liaison between the Chairman and the independent directors, and, as appropriate upon request, act as liaison to stockholders;
- Coordinate between the Board and management with regard to the determination and implementation of responses to any problematic risk management issues; and
- Serve as a conduit between the other independent directors and the Chairman, for example, by facilitating the inclusion on meeting agendas of matters of concern to the independent directors.

1.4 Selection of Directors

The Board will be responsible for nominating members for election to the Board by the Company's stockholders at the annual meeting of stockholders. The Board is also responsible for filling vacancies on the Board that may occur between annual meetings of stockholders. The Nominating and Governance Committee is responsible for identifying, reviewing and evaluating and recommending to the Board candidates to serve as directors of the Company, in accordance with its charter and consistent with the criteria set by the Board in Section 1.5 below. The invitation to join the Board should be extended by the Chairman or Lead Independent Director.

1.5 Board Membership Criteria

The Board will determine the appropriate characteristics, skills and experience for the Board as a whole and for its individual members. The Board considers recommendations for nominees from the Nominating and Governance Committee. In selecting candidates and existing directors for service on the Board, the Nominating and Governance Committee may consider all factors it deems relevant, including the threshold criteria attached as Appendix A hereto. The Board believes that, in addition to these threshold criteria, the backgrounds and qualifications of its directors, considered as a group, should provide a composite mix of experience, knowledge and abilities that will allow it to fulfill its responsibilities. Accordingly, the Nominating and Governance Committee does not assign specific weights to particular criteria and no particular criterion is a prerequisite for each prospective nominee. Instead, in addition to the threshold criteria described above and in accordance with the Nominating and Governance Committee's charter, the Nominating and Governance Committee considers the contributions that a candidate can be expected to make to the collective functioning of the Board based upon the totality of the candidate's credentials, experience and expertise, the composition of the Board at the time, and other relevant circumstances. In the case of new director candidates, the Board also determines whether the nominee must be independent for NASDAQ purposes and for the purposes of the Sarbanes-Oxley Act of 2002.

The Nominating and Governance Committee has not adopted a formal diversity policy in connection with the consideration of director nominations or the selection of nominees. However, the Nominating and Governance Committee will consider issues of diversity among the members of the Board in identifying and considering nominees for director, and will strive where appropriate to achieve a diverse balance of backgrounds, perspectives, experience, age, gender, ethnicity and energy industry experience on the Board and its committees.

1.6 Changes in Board Member Criteria

The Board and the Company wish to maintain a Board composed of members who can productively contribute to the success of the Company. From time to time, the Board may change the criteria for Board membership to maximize the opportunity to achieve this success. When this occurs, existing members will be evaluated according to the new criteria. A director who no longer meets the complete criteria for board membership may be asked to adjust his or her committee assignments or resign from the Board.

1.7 Term Limits

The Board does not believe it should limit the number of terms for which an individual may serve as a director. Directors who have served on the Board for an extended period of time are able to provide continuity and valuable insight into the Company, its operations and prospects based on their experience with, and understanding of, the Company's history, policies and objectives. The Board believes that, as an alternative to term limits, it can ensure that the Board continues to evolve and adopt new ideas and viewpoints through the director nomination process described in these Governance Guidelines.

The Board recognizes that it is important for the Board to balance the benefits of continuity with the benefits of fresh viewpoints and experience. Therefore, unless otherwise recommended by the Nominating and Governance Committee and approved by the Board, a non-management Director will not be nominated for re-election if such Director shall have completed nine years of services as a member of the Board on or prior to the date of the election as to which the nomination relates.

1.8 Majority Vote

Any nominee for director in an uncontested election who receives a greater number of stockholder votes "withheld" from his or her election than stockholder votes "for" such election shall submit his or her offer of resignation for consideration by the Nominating and Governance Committee. The Nominating and Governance Committee will consider all of the relevant facts and circumstances and recommend to the Board the action to be taken with respect to such offer of resignation. The Board will then act on the Nominating and Governance Committee's recommendation. Promptly following the Board's decision, the Company will disclose that decision and an explanation of such decision in a filing with the SEC or a press release.

1.9 Limits on Board Memberships

Directors should advise the Chairman and the Chairman of the Nominating and Governance Committee in advance of accepting an invitation to serve on the board or committee of another company. In addition to the Company, Directors shall not serve on more than three other public company boards and on no more than two other public company audit committees, unless otherwise approved by the Nominating and Governance Committee and the full Board. The Board recognizes that a critical consideration in evaluating the suitability of directors is the director's availability to fulfill his or her responsibilities as a director of the Company, which may be affected by his or her service on the boards or board committees of other companies.

Service on boards and board committees of other companies should be consistent with the Company's conflict-of-interest policies and applicable listing rules.

1.10 Retirement Age

The Board does not believe that a fixed retirement age for directors is appropriate.

1.11 Directors Who Change Their Job Responsibility

A director who retires from his or her present employment or who materially changes his or her position should promptly notify the Board and the Nominating and Governance Committee. The Board does not believe any director who retires from his or her present employment, or who materially changes his or her position, should necessarily leave the Board; however, there should be an opportunity for the Board, through the Nominating and Governance Committee, to review the continued appropriateness of Board membership under these circumstances.

2. ROLE OF THE BOARD OF DIRECTORS

The Board is selected by the stockholders to provide oversight of, and strategic guidance to, senior management. The core responsibility of a Board member is to fulfill his or her fiduciary duties of care and loyalty and otherwise to exercise his or her business judgment in the best interests of the Company and its stockholders. Service on the Board requires significant time and attention on the part of directors. More specifically, the Board has responsibilities to review, approve and monitor fundamental financial and business strategies and major corporate actions, assess major risks facing the Company and consider ways to address those risks, select and oversee management and determine its composition and oversee the establishment and maintenance of processes and conditions to maintain the integrity of the Company. Directors must participate in Board meetings, review relevant materials, serve on committees and prepare for meetings and discussions with management. Directors are expected to maintain an attitude of constructive involvement and oversight; they are expected to ask relevant, incisive and probing questions and require honest and accurate answers. Directors must act with integrity and are expected to demonstrate a commitment to the company, its values and its business and to long-term stockholder value. Directors are encouraged to attend the Company's annual meeting of stockholders, either in person or telephonically.

3. DIRECTOR ORIENTATION AND EDUCATION

The Nominating and Governance Committee will implement an orientation process for directors that includes background material on the Company's policies and procedures, meetings with senior management and visits to Company facilities. The Company may, from time to time, offer continuing education programs to assist the directors in maintaining the level of expertise to perform his or her duties as a director.

4. DIRECTOR COMPENSATION

The Company's management directors shall not receive additional compensation for service as directors. The form and amount of director compensation for Board and committee

service for non-management directors shall be reviewed by the Board in accordance with the principles set forth in the Non-Employee Director Compensation Policy, as amended and in effect from time to time, and applicable legal and regulatory guidelines and recommended to the Board for approval. The amount of compensation for non-management directors and committee members should be consistent with market practices of similarly situated companies. In determining compensation, the Board will consider the impact on the director's independence and objectivity.

The Board believes that, in order to align the interests of directors and stockholders, directors should have a financial stake in the Company. The Board has established minimum share ownership standards for Directors and will review such standards from time to time, including whether to allow a grace period if the market value of a Director's equity interest falls below a minimum share ownership requirement due to a decrease in the price of the Company's stock. Such minimum share ownership requirements will be disclosed annually in the Company's proxy statement. The Compensation Committee is responsible for monitoring compliance the aforementioned share retention and ownership guidelines.

5. BOARD MEETINGS

5.1 Number of Meetings.

The Board expects to have at least four regular meetings each year, generally in January, April, July and October.

5.2 Attendance.

Board members are expected to attend all meetings of the Board and committees on which they serve. Directors must notify the Chairman of circumstances preventing attendance at a meeting.

5.3 Preparation and Commitment.

The Company will provide directors with appropriate preparatory materials in advance of a meeting, but in any event not later than two days prior to the meeting, except in unusual circumstances. Directors are expected to rigorously prepare for, attend, and participate in all Board and committee meetings. Each director is expected to ensure that other existing and planned future commitments do not materially interfere with the member's service as director.

5.4 Agenda.

The Chairman will establish a schedule of subjects to be discussed during the year (to the extent this can be foreseen) and an agenda for each Board meeting. Each Board member is free to raise at any Board meeting subjects that are not on the agenda for that meeting.

5.5 Executive Session.

The independent directors of the Board will meet periodically in executive session but no less than two times per year or such greater number as required by the Nasdaq listing standards.

Executive session discussions may include such topics as the independent directors determine. The directors generally shall not take formal action at these sessions, but may make recommendations for consideration by the full Board. Executive sessions will be chaired by the Lead Independent Director.

5.6 Committee Reports

At each regular Board meeting, each committee that held a meeting subsequent to the last Board meeting and prior to the current Board meeting will present a brief summary of its committee meeting to the Board, including the principal subjects discussed and the conclusions and actions of the committee. In general, the Chairman of the appropriate committee will present such report.

6. BOARD COMMITTEES

6.1 Number of Committees; Independence of Members

The committee structure of the Board will consist of at least (a) an Audit Committee, (b) a Compensation Committee, (c) a Nominating and Governance Committee, (d) a Mergers and Acquisition Committee, and (e) a Technology Committee. The Board may form, merge or dissolve committees as it deems appropriate from time to time. The Audit Committee, the Compensation Committee and the Nominating and Governance Committee shall be composed entirely of independent directors.

6.2 Committee Charters

All standing committees will operate pursuant to a written charter, which sets forth the responsibilities and functions of the committee, and procedures that the committee will follow. Unless otherwise directed by the Board, new committees formed by the Board will develop a written charter delineating its responsibilities. The charters of all committees will be subject to periodic review and assessment by each committee and each committee shall recommend any proposed charter changes to the Board.

6.3 Board Committee Membership

The Nominating and Governance Committee, after due consideration of the interests, independence and experience of the individual directors and the independence and experience requirements of Nasdaq, the rules and regulations of the Securities and Exchange Commission and applicable law, recommends to the Board annually the chairmanship and membership of each committee.

6.4 Committee Meetings and Agenda

The committee Chairman, in consultation with committee members, will determine the frequency and length of the meetings of the committee, consistent with any requirements set forth in the committee's charter. The Chairman of each committee, in consultation as necessary with the appropriate members of the committee and management and the Lead Independent Director, will develop the committee's agenda.

7. BOARD ACCESS TO MANAGEMENT AND OTHER EMPLOYEES; USE OF OUTSIDE ADVISORS

Board members have complete and open access to the Company's management and other employees. It is assumed that Board members will use judgment to ensure that this contact is not distracting to the operations of the Company or to the employee's duties and responsibilities.

The Board and each committee shall have the power to hire, at the expense of the Company, independent legal, financial or other advisors as they may deem necessary, without consulting or obtaining the approval of any officer of the Company in advance.

8. CHIEF EXECUTIVE OFFICER EVALUATION; SUCCESSION PLANNING

The Compensation Committee of the Board should conduct an annual review of the Chief Executive Officer's performance. The evaluation should be based on objective criteria including performance of the business, accomplishment of long-term strategic objectives and the development of management. The evaluation will be used by the Compensation Committee in the course of its deliberations when considering the compensation of the Chief Executive Officer.

The Nominating and Governance Committee should periodically review with the Chief Executive Officer the Company's plan for succession to the offices of the Company's executive officers and make recommendations to the Board with respect to the selection of appropriate individuals to succeed to these positions. The Chief Executive Officer should at all times make available his or her recommendations and evaluations of potential successors, along with a review of any development plans recommended for such individuals.

9. BOARD ASSESSMENT

The Nominating and Governance Committee will conduct an annual self-evaluation to determine whether the Board and its committees are functioning effectively. The Chair of the Nominating and Governance Committee and Lead Independent Director will receive feedback from all directors and report annually to the Board with an assessment. The assessment should include an evaluation of (a) the Board's and each committee's contribution as a whole and effectiveness in serving the best interests of the Company and its stockholders, (b) specific areas in which the Board and management believe that the performance of the Board and its committees could be improved, (c) and overall Board composition and makeup. The results of these evaluations should be provided to the Board for further discussion as deemed appropriate by the Lead independent Director.

10. REVIEW OF GOVERNANCE GUIDELINES

The Nominating and Governance Committee will review and assess the adequacy of these Governance Guidelines at least annually and recommend any proposed changes to the Board for approval.

Appendix A

Nominating and Governance Committee Policy Regarding Qualifications of Directors

- candidates should possess the highest personal and professional standards of integrity and ethical values;
- candidates must be committed to promoting and enhancing the long-term value of the Company for its stockholders;
- candidates should not have any interests that would materially impair his or her ability to (i) exercise independent judgment, or (ii) otherwise discharge the fiduciary duties owed as a director to the Company and its stockholders;
- candidates must be able to represent fairly and equally all stockholders without favoring or advancing any particular stockholder or other constituency of the Company;
- candidates must have demonstrated achievement in one or more fields of business, professional, governmental, community, scientific or educational endeavor, and possess mature and objective business judgment and expertise;
- candidates are expected to have sound judgment, derived from management or policy making experience that demonstrates an ability to function effectively in an oversight role;
- candidates must have a diverse balance of backgrounds, perspectives, experience, age, gender, ethnicity and energy industry experience;
- candidates must have a general appreciation regarding major issues facing public companies of a size and operational scope similar to the Company; and
- candidates must have, and be prepared to devote, adequate time to the board of directors and its committees.