

ENERGY FOCUS, INC.

COMPENSATION COMMITTEE CHARTER

MEMBERSHIP

The Compensation Committee (the “**Committee**”) of the Board of Directors (the “**Board**”) of Energy Focus, Inc. (the “**Company**”) shall consist of two or more directors. Each member of the Committee shall be independent in accordance with the provisions of Rule 10C-1(b)(1) under the Securities Exchange Act of 1934, as amended (the “**Exchange Act**”) and, to the extent then applicable or if the Board has specified such standard as the standard for determining independence of the members of the Committee, the rules of the Nasdaq Stock Market. In affirmatively determining whether a Board member is eligible to serve on the Committee, the Board must consider all factors specifically relevant to determining whether the Board member has a relationship to the Company that is material to the Board member’s ability to be independent from management in connection with the duties of a Committee member or that would impair the Board member’s ability to make independent judgments about the Company’s executive compensation. These factors must include but are not limited to (1) the source of compensation of the Board member, including any consulting, advisory or other compensatory fee paid by the Company to the Board member and (2) whether the Board member is affiliated with the Company, a subsidiary of the Company or an affiliate of a subsidiary of the Company.

At least two members of the Committee must qualify as “non-employee directors” for the purposes of Rule 16b-3 under the Exchange Act.

The members of the Committee shall be appointed by the Board. The members of the Committee shall serve for such term or terms as the Board may determine or until earlier resignation or death. The Board may remove any member from the Committee at any time with or without cause.

PURPOSE

The purpose of the Committee is to carry out the responsibilities delegated by the Board relating to the review and determination of Section 16 Officer compensation and such other responsibilities as described in this Committee Charter (“**Charter**”). The Company’s “**Section 16 Officers**” for purposes of this Charter are the Company’s Section 16 “officers” as defined under Rule 16a-1(f) under the Exchange Act.

DUTIES AND RESPONSIBILITIES

The Committee shall have the following authority and responsibilities:

1. To review, at least annually, and approve (or recommend to the Board for approval) the corporate goals and objectives applicable to the compensation of the chief executive officer of the Company (the “**CEO**”), including those that are recommended to the Committee or the Board by management, evaluate at least annually the CEO’s performance in light of those goals and objectives, and approve (or recommend to the Board for approval) the CEO’s compensation level, including based on this evaluation.

In determining the recommended long-term incentive component of the CEO's compensation, the Committee may consider the Company's performance and relative stockholder return, the value of similar incentive awards given to chief executive officers at comparable companies and the awards given to the CEO in past years. The CEO cannot be present during any voting or deliberations by the Committee on his or her compensation.

2. To review and approve (or make recommendations to the Board) regarding the corporate goals and objectives applicable to the compensation of all other Section 16 Officers, evaluate at least annually the performance of such other Section 16 Officers in light of those goals and objectives, and to approve (or recommend to the Board for approval) the compensation levels for such other Section 16 Officers, including based on this evaluation. Such other Section 16 Officers cannot be present during any voting or deliberations by the Committee on their compensation.
3. In carrying out the foregoing responsibilities, the Committee shall, as it deems appropriate, consider the results of the most recent stockholder advisory vote to approve named executive officer compensation ("**Say on Pay Vote**") required by Section 14A of the Exchange Act.
4. To review, and recommend to the Board for approval, incentive compensation plans and equity-based plans and, where appropriate or required, recommend (or support the Board in recommending) such incentive compensation plans and equity-based plans for approval by the stockholders of the Company (including for all of these purposes the adoption, amendment or modification and/or termination of such plans). The Committee shall also have the authority to administer (or provide for the administration of, as applicable) the Company's incentive compensation plans and equity-based plans, including designation of the employees to whom the awards are to be granted, the amount of the award or equity to be granted and the terms and conditions applicable to each award or grant, subject to the provisions of each plan.
5. To the extent required in the Company's filings with the Securities and Exchange Commission, to review and discuss with management the Company's Compensation Discussion and Analysis ("**CD&A**"), recommend that the CD&A be included in the Company's annual report on Form 10-K and/or proxy statement and produce the compensation committee report required to be included in the Company's proxy statement and/or annual report on Form 10-K.
6. To review and make recommendations to the Board regarding any employment agreements and any severance arrangements or plans, including any benefits to be provided in connection with a change in control, for the CEO and for other Section 16 Officers (including for all of these purposes the adoption, amendment or modification, and/or termination of such agreements, arrangements or plans).
7. To review and make recommendations to the Board regarding all employee benefit plans of the Company in which Section 16 Officers participate (including for all of these purposes the adoption, amendment or modification and/or termination of such plans).

8. To review at least annually the Company's incentive compensation arrangements to determine whether such incentive compensation arrangements encourage excessive risk-taking, to review at least annually the relationship between risk management policies and practices and compensation, and to evaluate at least annually compensation policies and practices that could mitigate any such risk.
9. To review and recommend to the Board for approval the frequency with which the Company will conduct Say on Pay Votes, taking into account the results of the most recent stockholder advisory vote to approve the frequency of future Say on Pay Votes required by Section 14A of the Exchange Act, and review and approve (or support the Board in its approval of) the proposals regarding the Say on Pay Vote and the frequency of the Say on Pay Vote to be included in the Company's proxy statement.
10. To review director compensation for service on the Board and Board committees and to recommend any changes to the Board for approval.
11. To provide input to the Nominating and Corporate Governance Committee with respect to developing and recommending to the Board for approval a CEO succession plan, based, to the extent applicable, on the Committee's evaluation of the CEO's performance in light of the goals and objectives applicable to his or her compensation.

OUTSIDE ADVISORS

The Committee shall have the direct authority, in its sole discretion, to select, retain and obtain the advice and assistance of a compensation consultant as necessary to assist with the execution of its duties and responsibilities as set forth in this Charter. The Committee shall set the compensation, and oversee the work of, the compensation consultant. The Committee shall have the direct authority, in its sole discretion, to select, retain and obtain the advice and assistance of outside legal counsel and such other advisors as it deems necessary to fulfill its duties and responsibilities under this Charter. The Committee shall set the compensation, and oversee the work of, its outside legal counsel and other advisors. The Committee shall receive appropriate funding from the Company, as determined by the Committee in its capacity as a committee of the Board, for the payment of reasonable compensation to its compensation consultants, outside legal counsel and any other advisors. However, the Committee shall not be required to implement or act consistently with the advice or recommendations of its compensation consultant, outside legal counsel or other advisor, and the authority granted in this Charter shall not affect the ability or obligation of the Committee to exercise its own judgment in fulfillment of its duties under this Charter.

To the extent such rules are then applicable, in selecting, retaining or receiving advice from compensation consultants, outside legal counsel and other advisors (other than the Company's in-house counsel, as applicable), the Committee must first take into consideration the specific relevant independence factors specified in the rules of the Nasdaq Stock Market. The Committee is not required to assess the independence of any compensation consultant or other advisor that acts in a role limited to (1) consulting on any broad-based plan that does not discriminate in scope, terms or operation in favor of executive officers or directors of the Company and that is generally available to all salaried employees or (2) providing information that is not customized

for a particular company or that is customized based on parameters that are not developed by the consultant or advisor, and about which the consultant or advisor does not provide advice.

The Committee shall evaluate whether the work of any compensation consultant retained (or to be retained) or utilized by it has raised any conflict of interest in accordance with Item 407(e)(3)(iv) of Regulation S-K.

STRUCTURE AND OPERATIONS

The Board shall designate a member of the Committee as the chairperson. The Committee shall meet at least two times a year at such times and places as it deems necessary to fulfill its responsibilities. The Committee shall report regularly to the Board regarding its actions and make recommendations to the Board as appropriate. The Committee is governed by substantially the same rules regarding meetings (including meetings in person or by telephone or other similar communications equipment), action without meetings, notice, waiver of notice, and quorum and voting requirements as are applicable to the Board.

The Committee may invite such members of management to its meetings as it deems appropriate. However, the Committee shall meet regularly without such members present, and, in all cases, the CEO and any other such officers shall not be present at meetings during such periods in which their compensation or performance is discussed or determined.

The Committee shall review and reassess the adequacy of this Charter at least annually and recommend any proposed changes to the Board for approval.

DELEGATION OF AUTHORITY

The Committee shall have the authority to delegate any of its responsibilities, along with the authority to take action in relation to such responsibilities, to one or more subcommittees or (subject to applicable law) to one or more officers of the Company as the Committee may deem appropriate in its sole discretion.

PERFORMANCE EVALUATION

The Committee shall conduct an annual evaluation of the performance of its duties under this Charter and shall present the results of the evaluation to the Board. The Committee shall conduct this evaluation in such manner as it deems appropriate.

As amended on November 10, 2021.