
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

SCHEDULE 14A INFORMATION
Proxy Statement Pursuant to Section 14(a) of the
Securities Exchange Act of 1934
(Amendment No.)

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Pursuant to Section 240.14a-12

ChargePoint Holdings, Inc.
(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if Other Than the Registrant)

Payment of Filing Fee (Check all boxes that apply):

- No fee required.
 - Fee paid previously with preliminary materials
 - Fee computed on table in exhibit required by Item 25(b) per Exchange Act Rules 14a-6(i)(1) and 0-11.
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240 East Hacienda Avenue
Campbell, CA 95008

NOTICE OF ANNUAL MEETING OF STOCKHOLDERS

To Be Held at 1:00 p.m. Pacific Time on Tuesday, July 8, 2025

Dear Stockholder:

You are cordially invited to attend the Annual Meeting of Stockholders (the “Annual Meeting”) of ChargePoint Holdings, Inc., a Delaware corporation (“ChargePoint” or the “Company”), which will be held on **Tuesday, July 8, 2025 at 1:00 p.m. Pacific Time**. The Annual Meeting will be a virtual meeting of stockholders, which will be conducted via a live audio webcast. You will be able to attend the Annual Meeting, submit your questions and vote online during the meeting by visiting www.virtualshareholdermeeting.com/CHPT2025. We believe a virtual meeting provides expanded access, improves communication, enables increased stockholder attendance and participation and provides cost savings for our stockholders and the Company.

The Annual Meeting is being held for the following purposes:

1. To elect the four Class II directors named in this proxy to the Board of Directors (the “Board”), each to hold office until the 2028 Annual Meeting of Stockholders;
2. To ratify the appointment of PricewaterhouseCoopers LLP as the independent registered public accounting firm of the Company for its fiscal year ending January 31, 2026;
3. To approve, on an advisory basis, the compensation of our named executive officers, as disclosed in the Proxy Statement;
4. To approve and adopt an amendment of our Second Amended and Restated Certificate of Incorporation (the “Charter”) to effect, at the discretion of our Nominating and Corporate Governance Committee, a reverse stock split of our common stock at a ratio in the range of one-for-two to one-for-thirty, with such ratio to be determined at the discretion of the Nominating and Corporate Governance Committee (the “Reverse Stock Split Proposal”);
5. To approve and adopt an amendment of our Charter to remove Article Thirteenth of the Charter which provides for the waiver and renunciation of corporate opportunities related to ChargePoint (the “Corporate Opportunity Waiver Proposal”);
6. To approve one or more adjournments of the Annual Meeting, if necessary, to solicit additional proxies if there are not sufficient votes in favor of the Reverse Stock Split Proposal (the “Adjournment Proposal”); and
7. To transact such other business as may properly come before the Annual Meeting or any continuation or adjournment thereof.

These items of business are more fully described in the Proxy Statement accompanying this Notice.

The record date for the Annual Meeting is May 19, 2025. Only stockholders of record at the close of business on that date may vote at the meeting or any adjournment thereof.

On or about May 22, 2025, we expect to mail to our stockholders a Notice of Internet Availability of Proxy Materials (the “Notice”) containing instructions on how to access our Proxy Statement and our Annual Report on Form 10-K for the fiscal year ended January 31, 2025 (“2025 Annual Report”). The Notice provides instructions on how to vote via the Internet or by telephone and includes instructions on how to receive a paper copy of our proxy materials by mail. The accompanying Proxy Statement and our 2025 Annual Report can be accessed directly at the following Internet address: <http://www.proxyvote.com>. All you have to do is enter the control number located on your proxy card.

In the event of a technical malfunction or other situation that the meeting chair determines may affect the ability of the Annual Meeting to satisfy the requirements for a meeting of stockholders to be held by means of remote communication under the Delaware General Corporation Law, or that otherwise makes it advisable to adjourn the Annual Meeting, the meeting chair or secretary of the Annual Meeting will convene the meeting at 4:00 p.m. Pacific Time on the date specified above and at the Company’s address specified above solely for the purpose of adjourning the meeting to reconvene at a date, time and physical or virtual location announced by the meeting chair. Under either of the foregoing circumstances, we will post information regarding the announcement on the Investors page of the Company’s website at www.chargepoint.com.

Important Notice Regarding the Availability of Proxy Materials for the Stockholders' Meeting to Be Held on Tuesday, July 8, 2025 at 1:00 p.m. Pacific Time online at www.virtualshareholdermeeting.com/CHPT2025.

The Proxy Statement and 2025 Annual Report are available at www.ProxyVote.com.

The Board recommends that you vote "FOR" the election of all nominees named in this Proxy Statement for director in Proposal No. 1, "FOR" Proposal No. 2, "FOR" Proposal No. 3, "FOR" Proposal No. 4, "FOR" Proposal No. 5 and "FOR" Proposal No. 6.

YOUR VOTE IS IMPORTANT. Whether or not you plan to attend the Annual Meeting, we urge you to submit your vote via the Internet, telephone or mail as soon as possible to ensure your shares are represented.

We appreciate your continued support of ChargePoint Holdings, Inc. and look forward to receiving your proxy.

By Order of the Board

/s/ Rick Wilmer

Rick Wilmer
President and Chief Executive Officer

Campbell, California
May 22, 2025

You are cordially invited to attend the Annual Meeting, which will be held virtually via the Internet. Whether or not you expect to attend the Annual Meeting, please vote as promptly as possible in order to ensure your representation at the meeting. You may vote your shares by telephone or over the Internet as instructed in these materials. If you received a proxy card or voting instruction card by mail, you may submit your proxy card or voting instruction card by completing, signing, dating and mailing your proxy card or voting instruction card in the envelope provided. Even if you have voted by proxy, you may still attend the meeting. Please note, however, that if your shares are held of record by a broker, bank or other nominee and you wish to vote at the meeting, you must obtain a proxy issued in your name from that record holder.

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240 East Hacienda Avenue
Campbell, CA 95008

**PROXY STATEMENT
FOR THE 2025 ANNUAL MEETING OF STOCKHOLDERS**

To Be Held at 1:00 p.m. Pacific Time on Tuesday, July 8, 2025

QUESTIONS AND ANSWERS ABOUT THESE PROXY MATERIALS AND VOTING

We are providing you with these proxy materials because the Board of Directors of ChargePoint Holdings, Inc. (the “Board”) is soliciting your proxy to vote at ChargePoint’s 2025 Annual Meeting of Stockholders (the “Annual Meeting”), including at any adjournments or postponements thereof, to be held via a live audio webcast on Tuesday, July 8, 2025 at 1:00 p.m. Pacific Time. The Annual Meeting can be accessed by visiting www.virtualshareholdermeeting.com/CHPT2025 where you will be able to listen to the meeting live, submit questions and vote online.

You are invited to attend the Annual Meeting to vote on the proposals described in this Proxy Statement. However, you do not need to attend the Annual Meeting to vote your shares. Instead, you may simply follow the instructions below to submit your proxy.

The proxy materials, including this Proxy Statement and our Annual Report on Form 10-K for the fiscal year ended January 31, 2025 (“2025 Annual Report”), are being distributed and made available on or about May 22, 2025. As used in this Proxy Statement, references to “we,” “us,” “our,” “ChargePoint” and the “Company” refer to ChargePoint Holdings, Inc. and its subsidiaries. ChargePoint was a special purpose acquisition company called Switchback Energy Acquisition Corporation (“Switchback”) prior to the closing of the Business Combination on February 26, 2021. As used in this Proxy Statement, the term “Business Combination” represents the transactions contemplated by an agreement and plan of reorganization whereby the entities that previously comprised the business of ChargePoint, Inc. (“Legacy ChargePoint”) merged with and into a subsidiary of the Company. For further information on the Business Combination, please refer to our Current Report on Form 8-K as filed with the Securities and Exchange Commission (the “SEC”) on March 1, 2021. Our SEC filings are available to the public on a website maintained by the SEC located at www.sec.gov. We also maintain a website at <https://investors.chargepoint.com> under the “Financials” heading with our prior SEC filings.

Why are you holding a virtual meeting and how can stockholders attend?

We have adopted a virtual meeting format for our Annual Meeting. We believe a virtual meeting format will provide a consistent experience to all stockholders regardless of geographic location and enhance stockholder access and engagement. To participate in our virtual Annual Meeting, including to vote, ask questions and to view the list of registered stockholders as of the record date during the meeting, visit www.virtualshareholdermeeting.com/CHPT2025 with your 16-digit control number included in the Notice (as defined below), on your proxy card, or in the instructions that accompanied your proxy materials. If you are a beneficial owner of shares registered in the name of your broker, bank or other agent, follow the instructions from your broker or bank.

What can I do if I need technical assistance during the Annual Meeting?

If you encounter any difficulties accessing the Annual Meeting during the check-in or meeting time, please call the technical support number that will be posted on the Annual Meeting log-in page.

How can stockholders submit questions during the Annual Meeting

If you are logged in as a stockholder at the virtual Annual Meeting, you will have an opportunity to submit questions live at www.virtualshareholdermeeting.com/CHPT2025 during a designated portion of the virtual Annual Meeting. Once you are logged in, type your question into the question box and click “submit.” Subject to time constraints, we intend to answer questions pertinent to the Company and meeting matters submitted by stockholders during the Annual Meeting that comply with our rules of conduct for the Annual Meeting, which will be posted on the meeting website during the meeting.

Why did I receive a notice regarding the availability of proxy materials on the internet?

Pursuant to rules adopted by the SEC, we have elected to provide access to our proxy materials over the Internet. Accordingly, we have sent you a Notice of Internet Availability of Proxy Materials (the “Notice”) because the Board is soliciting your proxy to vote at the Annual Meeting, including at any adjournments or postponements of the meeting. All stockholders will have the ability to access the proxy materials on the website referred to in the Notice or request to receive a printed set of the proxy materials. Instructions on how to access the proxy materials over the internet or to request a printed copy may be found in the Notice.

On or about May 22, 2025, the proxy materials are being distributed to all stockholders of record entitled to vote at the Annual Meeting.

What proxy materials are available on the internet?

The 2025 Proxy Statement and 2025 Annual Report are available at www.ProxyVote.com.

Who can vote at the Annual Meeting?

If you are a stockholder of record as of the record date, you may vote your shares at the Annual Meeting by following the instructions provided on the Notice to log in to www.virtualshareholdermeeting.com/CHPT2025. You will be asked to provide the control number from your Notice.

If you are a beneficial owner of shares registered in the name of your broker, bank or other agent, you must obtain a valid proxy from your broker, bank or other agent to vote online during the Annual Meeting. Follow the instructions from your broker or bank included with these proxy materials or contact your broker or bank to request a proxy form.

The webcast of the Annual Meeting will begin promptly at 1:00 p.m. Pacific Time. We encourage you to access the meeting prior to the start time. Online check-in will begin at 12:45 p.m. Pacific Time, and you should allow reasonable time for the check-in procedures.

Vote by Proxy

Whether or not you plan to attend the Annual Meeting, we urge you to vote by proxy to ensure your vote is counted. You may still attend and vote at the Annual Meeting even if you have already voted by proxy.

If you are a stockholder of record, you may vote by proxy over the telephone, vote by proxy through the Internet or vote by proxy using a proxy card that you may request or that we may elect to deliver at a later time:

- To vote over the telephone, dial toll-free 1-800-690-6903 using a touch-tone phone and follow the recorded instructions. You will be asked to provide the control number from the Notice. Your vote must be received by 11:59 p.m. Eastern Time on July 7, 2025 to be counted.
- To vote through the Internet, go to www.proxyvote.com to complete an electronic proxy card. You will be asked to provide the control number from your Notice. Your vote must be received by 11:59 p.m. Eastern Time on July 7, 2025 to be counted.
- To vote using the printed proxy card that may be delivered to you, simply complete, sign and date the proxy card and return it promptly in the envelope provided. If you return your signed proxy card to us before the Annual Meeting, the proxyholders will vote your shares as you instruct. If you are a beneficial owner of shares registered in the name of your broker, bank or other agent, you should have received a Notice containing voting instructions from that organization rather than from us. Simply follow the voting instructions in the Notice to ensure that your vote is counted.

We are holding the Annual Meeting online and providing internet voting to provide expanded access and to allow you to vote your shares online, with procedures designed to ensure the authenticity and correctness of your voting instructions. However, please be aware that you must bear any costs associated with your internet access, such as usage charges from internet access providers and telephone companies.

Stockholder of Record: Shares Registered in Your Name

If on May 19, 2025 your shares were registered directly in your name with ChargePoint’s transfer agent, Continental Stock Transfer & Trust Company, then you are a stockholder of record. As a stockholder of record, you may vote at the

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meeting or vote by proxy. Whether or not you plan to attend the meeting, we urge you to vote by proxy to ensure your vote is counted.

Beneficial Owner: Shares Registered in the Name of a Broker or Bank

If on May 19, 2025 your shares were held, not in your name, but rather in an account at a brokerage firm, bank, dealer or other similar organization, then you are the beneficial owner of shares held in “street name” and the Notice is being forwarded to you by that organization. The organization holding your account is considered to be the stockholder of record for purposes of voting at the Annual Meeting. As a beneficial owner, you have the right to direct your broker or other agent regarding how to vote the shares in your account. You are also invited to attend the Annual Meeting. However, since you are not the stockholder of record, you may not vote your shares at the meeting unless you request and obtain a valid proxy from your broker or other agent.

What am I voting on?

There are six matters scheduled for a vote:

- Election of the four Class II directors named in this proxy and nominated by the Board, each to serve until the 2028 Annual Meeting of Stockholders;
- Ratification of PricewaterhouseCoopers LLP as the independent registered public accounting firm of the Company for its fiscal year ending January 31, 2026;
- Advisory approval of the compensation of our named executive officers;
- Approval of the Reverse Stock Split Proposal;
- Approval of the Corporate Opportunity Waiver Proposal; and
- Approval of the Adjournment Proposal.

How does the Board recommend I vote on these proposals?

Our Board recommends a vote:

- “FOR” the election of Mitesh Dhruv, Jeffrey Harris, Susan Heystee and G. Richard Wagoner, Jr. as Class II directors;
- “FOR” the ratification of the appointment of PricewaterhouseCoopers LLP as our independent registered public accounting firm for our fiscal year ending January 31, 2026;
- “FOR” the advisory approval of the compensation of our named executive officers;
- “FOR” the Reverse Stock Split Proposal;
- “FOR” the Corporate Opportunity Waiver Proposal; and
- “FOR” the Adjournment Proposal.

What if another matter is properly brought before the meeting?

The Board knows of no other matters that will be presented for consideration at the Annual Meeting. If any other matters are properly brought before the meeting, it is the intention of the persons named in the accompanying proxy to vote on those matters in accordance with their best judgment.

How many votes do I have?

On each matter to be voted upon, you have one vote for each share of common stock you own as of May 19, 2025. On this record date, there were 461,649,680 shares of our common stock outstanding.

What happens if I do not vote?

Stockholder of Record: Shares Registered in Your Name

If you are a stockholder of record and do not vote by completing your proxy card, by telephone, through the internet or online at the Annual Meeting, your shares will not be voted.

Beneficial Owner: Shares Registered in the Name of Broker, Bank or Nominee

If you are a beneficial owner of shares registered in the name of your broker, bank or other nominee, and you do not provide the broker or other nominee that holds your shares with voting instructions, the broker or other nominee will determine if it has the discretionary authority to vote on the particular matter.

What if I return a proxy card or otherwise vote but do not make specific choices?

If you return a signed and dated proxy card or otherwise vote without marking voting selections, your shares will be voted, as applicable, “For” the election of each of the four Class II director nominees, “For” the ratification of PricewaterhouseCoopers LLP as the independent registered public accounting firm of the Company for its fiscal year ending January 31, 2026, “For” the approval, on an advisory basis, of the compensation of our named executive officers, “For” the approval of the Reverse Stock Split Proposal, “For” the Corporate Opportunity Waiver Proposal and “For” the Adjournment Proposal. If any other matter is properly presented at the meeting, your proxyholder (one of the individuals named on your proxy card) will vote your shares using his or her best judgment.

Are guests permitted to attend the Annual Meeting?

Guests may attend the Annual Meeting in “listen-only” mode by entering the Annual Meeting at www.virtualshareholdermeeting.com/CHPT2025 and entering the information requested in the “Guest Login” section. Guests will not have the ability to vote or ask questions during the virtual Annual Meeting.

Who is paying for this proxy solicitation?

We will pay for the entire cost of soliciting proxies. In addition to these proxy materials, our directors and employees may also solicit proxies online, by telephone, or by other means of communication. Directors and employees will not be paid any additional compensation for soliciting proxies. We may also reimburse brokerage firms, banks and other agents for the cost of forwarding proxy materials to beneficial owners. We have retained Saratoga Proxy Consulting LLC to assist us in soliciting proxies for a fee of approximately \$10,000, plus reasonable out-of-pocket expenses incurred in the process of soliciting proxies.

What does it mean if I receive more than one Notice?

If you receive more than one Notice, your shares may be registered in more than one name or in different accounts. Please follow the voting instructions on the Notices to ensure that all of your shares are voted.

Can I change my vote after submitting my proxy?

Yes. You can revoke your proxy at any time before the final vote at the meeting.

Stockholder of Record: Shares Registered in Your Name

If you are the record holder of your shares, you may revoke your proxy in any one of the following ways:

- You may submit another properly completed proxy card with a later date.
- You may grant a subsequent proxy by telephone or through the internet.
- You may send a timely written notice that you are revoking your proxy to ChargePoint’s Corporate Secretary at 240 East Hacienda Avenue, Campbell, CA 95008.
- You may attend the Annual Meeting and vote online. Simply attending the meeting will not, by itself, revoke your proxy.

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Your most current proxy card or telephone or internet proxy is the one that is counted.

Beneficial Owner: Shares Registered in the Name of Broker or Bank

If your shares are held by your broker or bank as a nominee or agent, you should follow the instructions provided by your broker or bank.

When are stockholder proposals and director nominations due for next year's annual meeting?

To be considered for inclusion in next year's proxy materials, your proposal must be submitted in writing by January 22, 2026 to ChargePoint's Corporate Secretary at 240 East Hacienda Avenue, Campbell, CA 95008 and comply with the requirements in the Company's Amended and Restated Bylaws (the "Bylaws") and all applicable requirements of Rule 14a-8 promulgated under the Securities Exchange Act of 1934, as amended (the "Exchange Act"). If you wish to submit a proposal for next year's annual meeting that is not to be included in next year's proxy materials or nominate a director, you must do so no later than close of business on April 9, 2026 and not earlier than close of business on March 10, 2026, *provided, however*, that if our 2026 annual meeting of stockholders is held before June 8, 2026 or after September 6, 2026, then your proposal must be received no earlier than the close of business on the 120th day prior to such meeting and not later than the close of business on the later of the 90th day prior to such meeting or the 10th day following the day on which notice or public announcement of the date of such meeting is first made, whichever first occurs. You are also advised to review our Bylaws, which contain additional requirements about advance notice of stockholder proposals and director nominations. In addition to satisfying the foregoing requirements under our Bylaws, to comply with the universal proxy rules, stockholders who intend to solicit proxies in support of director nominees other than our nominees must provide notice that sets forth the information required by Rule 14a-19 under the Exchange Act no later than May 11, 2026.

How are votes counted?

Votes will be counted by the inspector of election appointed for the meeting, who will separately count, for the proposal to elect directors, votes "For," "Withhold" and broker non-votes; and with respect to Proposals No. 2, 3, 4, 5 and 6, votes "For," "Against," abstentions and, if applicable, broker non-votes. A broker non-vote occurs when a nominee, such as a broker or bank, holding shares for a beneficial owner does not vote on a particular proposal because the nominee does not have discretionary authority to vote with respect to that proposal and has not received instructions with respect to that proposal from the beneficial owner. In the event that a broker, bank, custodian, nominee or other record holder of our common stock indicates on a proxy that it does not have discretionary authority to vote certain shares on a particular proposal, then those shares will be treated as broker non-votes with respect to that proposal.

- Proposal No. 1: The election of directors is a matter considered non-routine under applicable rules. A broker or other nominee cannot vote without instructions on non-routine matters, and therefore ChargePoint expects broker non-votes on Proposal No. 1. Thus, if you do not instruct your broker how to vote with respect to Proposal No. 1, your broker may not vote with respect to that proposal.
- Proposal No. 2: Ratification of the selection of PricewaterhouseCoopers LLP as the independent registered public accounting firm of the Company for its fiscal year ending January 31, 2026 is considered to be a routine matter under applicable rules and, accordingly, if you do not instruct your broker or other nominee on how to vote the shares in your account for Proposal No. 2, brokers will be permitted to exercise their discretionary authority to vote for the ratification of the selection of PricewaterhouseCoopers LLP. Accordingly, if you own shares through a nominee, such as a broker or bank, please be sure to instruct your nominee how to vote to ensure that your vote is counted with respect to that proposal.
- Proposal No. 3: The approval, on an advisory basis, of the compensation of our named executive officers is a matter considered non-routine under applicable rules. As described with respect to Proposal No. 1 above, a broker or other nominee cannot vote without instructions on non-routine matters, and therefore ChargePoint expects broker non-votes on Proposal No. 3. Thus, if you do not instruct your broker how to vote with respect to Proposal No. 3, your broker may not vote with respect to that proposal.
- Proposal No. 4: The approval of the Reverse Stock Split Proposal is a matter considered routine under applicable rules. As described with respect to Proposal No. 2 above, a broker or nominee will be permitted to exercise their discretionary authority to vote for the approval of the Reverse Stock Split Proposal. Accordingly, if you own shares through a nominee, such as a broker or bank, please be sure to instruct your nominee how to vote to ensure that your vote is counted with respect to that proposal.
- Proposal No. 5: The approval of the Corporate Opportunity Waiver Proposal is a matter considered non-routine under applicable rules. As described with respect to Proposal No. 1 above, a broker or other nominee

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cannot vote without instructions on non-routine matters, and therefore ChargePoint expects broker non-votes on the Corporate Opportunity Waiver Proposal. Thus, if you do not instruct your broker how to vote with respect to the Corporate Opportunity Waiver Proposal, your broker may not vote with respect to that proposal.

- Proposal No. 6: The approval of the Adjournment Proposal is a matter considered routine under applicable rules. As described with respect to Proposal No. 2 above, a broker or nominee will be permitted to exercise their discretionary authority to vote for the approval of the Adjournment Proposal. Accordingly, if you own shares through a nominee, such as a broker or bank, please be sure to instruct your nominee how to vote to ensure that your vote is counted with respect to that proposal.

Abstentions and broker non-votes will be treated as shares present for the purpose of determining the presence of a quorum for the transaction of business at the Annual Meeting. Broker non-votes will not be counted as votes cast. Thus, a broker non-vote, if any, will not affect the outcome of the vote on Proposals No. 1, 2, 3, 4 or 6. A broker non-vote will be counted as a vote “against” Proposal No. 5.

What are “broker non-votes”?

As discussed above, when a beneficial owner of shares held in “street name” does not give instructions to the broker or nominee holding the shares as to how to vote on matters deemed to be “non-routine,” the broker or nominee cannot vote the shares with respect to such matters. These unvoted shares are considered “broker non-votes” with respect to such matters. In the absence of timely directions, your broker will have discretion to vote your shares on Proposals No. 2, 4 and 6 our “routine” matters, but brokers and nominees cannot use their discretion to vote “uninstructed” shares with respect to matters that are considered “non-routine.” “Non-routine” matters are matters that may substantially affect the rights or privileges of stockholders, such as executive compensation (including any advisory stockholder votes to approve executive compensation) and certain corporate governance proposals such as the Corporate Opportunity Waiver Proposal, even if such proposals are supported by management. Accordingly, your broker or nominee may not vote your shares on Proposals No. 1, 3 or 5 without your instructions, but may vote your shares on Proposals No. 2, 4 and 6.

How many votes are needed to approve each proposal?

- Proposal No. 1: The election of directors requires a plurality of the voting power of the shares present virtually or represented by proxy at the virtual Annual Meeting and entitled to vote thereon to be approved. “Plurality” means that the nominees who receive the largest number of votes cast “for” such nominees are elected as directors. Only votes “For” will affect the outcome.
- Proposal No. 2: The ratification of the selection of PricewaterhouseCoopers LLP as the Company’s independent registered public accounting firm for fiscal year ending January 31, 2026 requires the affirmative vote of the holders of shares of stock having a majority in voting power of the votes cast by the holders of all of the shares of stock present or represented at the virtual Annual Meeting and voting affirmatively or negatively on such matter to be approved. You may vote “for,” “against,” or “abstain” with respect to this proposal. Abstentions and broker non-votes, if any, will have no effect on the outcome of this proposal. Because brokers have discretionary authority to vote on this proposal, we do not expect any broker non-votes in connection with this proposal.
- Proposal No. 3: The approval, on an advisory basis, of the compensation of our named executive officers requires the affirmative vote of the holders of shares of stock having a majority in voting power of the votes cast by the holders of all of the shares of stock present or represented at the virtual Annual Meeting and voting affirmatively or negatively on such matter to be approved. You may vote “for,” “against,” or “abstain” with respect to this proposal. Broker non-votes and abstentions will have no effect on the outcome of this proposal.
- Proposal No. 4: The approval of the Reverse Stock Split Proposal requires that the votes cast “for” such proposal exceed the votes cast “against” such proposal. You may vote “for,” “against,” or “abstain” with respect to this proposal. Abstentions and broker non-votes, if any, will have no effect on the outcome of this proposal. Because brokers have discretionary authority to vote on this proposal, we do not expect any broker non-votes in connection with this proposal.
- Proposal No. 5: The approval of the Corporate Opportunity Waiver Proposal requires the affirmative vote of the holders of a majority in voting power of the outstanding shares of stock entitled to vote thereon. You may

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vote “for,” “against,” or “abstain” with respect to this proposal. Broker non-votes and abstentions will have the same effect on the outcome of this proposal as votes “against.”

- Proposal No. 6: The approval of the Adjournment Proposal requires the affirmative vote of the holders of shares of stock having a majority in voting power of the votes cast by the holders of all of the shares of stock present or represented at the virtual Annual Meeting and voting affirmatively or negatively on such matter to be approved. You may vote “for,” “against,” or “abstain” with respect to this proposal. Abstentions and broker non-votes, if any, will have no effect on the outcome of this proposal. Because brokers have discretionary authority to vote on this proposal, we do not expect any broker non-votes in connection with this proposal.

What is the quorum requirement?

A quorum of stockholders is necessary to hold a valid meeting. A quorum will be present if stockholders holding at least a majority in voting power of the issued and outstanding shares entitled to vote at the meeting are present online at the meeting, by remote communication, if applicable, or represented by proxy. Your shares will be counted towards the quorum only if you submit a valid proxy (or one is submitted on your behalf by your broker, bank or other nominee) or if you vote online at the meeting. Abstentions and broker non-votes will be counted towards the quorum requirement. If there is no quorum, the meeting’s chairperson or holders of a majority of shares represented at the meeting may adjourn the meeting to another date.

How can I find out the results of the voting at the Annual Meeting?

Preliminary voting results will be announced at the Annual Meeting. In addition, final voting results will be published in a Current Report on Form 8-K that we expect to file within four business days after the Annual Meeting. If final voting results are not available to us in time to file a Current Report on Form 8-K within four business days after the meeting, we intend to file a Current Report on Form 8-K to publish preliminary results and, within four business days after the final results are known to us, file an additional Current Report on Form 8-K to publish the final results.

**PROPOSAL NO. 1
ELECTION OF DIRECTORS**

ChargePoint Holdings, Inc.’s Board of Directors (the “Board”) is divided into three classes, designated Class I, Class II and Class III. Each class consists, as nearly as may be possible, of one-third of the total number of directors, and each class has a three-year term. Vacancies on the Board may be filled solely by the affirmative vote of a majority of the directors then in office, even if less than a quorum, or by a sole remaining director. Any director elected to fill a vacancy or newly created directorship shall hold office until the next election of the class to which such director shall have been appointed or assigned, and until his or her successor is duly elected and qualified, subject to his or her earlier death, disqualification, resignation or removal.

The Board presently has twelve members. There are four directors in the class whose term of office expires in 2025, Mitesh Dhruv, Jeffrey Harris, Susan Heystee and G. Richard Wagoner, Jr. The Board has proposed that each of Mitesh Dhruv, Jeffrey Harris, Susan Heystee and G. Richard Wagoner, Jr. be elected as a Class II director at the Annual Meeting.

The nominees listed below are currently directors of the Company and were each recommended for election by the Nominating and Corporate Governance Committee of the Board. Mr. Harris, Ms. Heystee and Mr. Wagoner were previously elected by our stockholders and Mr. Dhruv was appointed to the Board in July 2024. If elected at the Annual Meeting, each nominee would serve for a three-year term expiring at our 2028 annual meeting. Each director will hold office until the election and qualification of her or his successor or, if sooner, her or his death, disqualification, resignation or removal. The Company encourages but does not require its directors to attend its annual meetings. Nine of our eleven directors at the time of our 2024 annual meeting attended our annual meeting of stockholders in 2024.

Vote Required

Directors are elected by a plurality of the voting power of the shares present virtually or represented by proxy at the meeting and entitled to vote on the election of directors. Shares represented by executed proxies will be voted, if authority to do so is not withheld, “For” the election of the nominees named below. Only votes “For” will affect the outcome.

The brief biographies below include information, as of the date of this Proxy Statement, regarding the specific and particular experience, qualifications, attributes or skills of each of our Class I, Class II and Class III directors.

	Class	Age	Position	Director Since**	Current Term Expires	Expiration of Term for which Nominated
Class II Nominees						
Mitesh Dhruv ⁽²⁾	II	47	Director	2024	2025	2028
Jeffrey Harris ^(2*)	II	69	Director	2018	2025	2028
Susan Heystee ⁽²⁾⁽³⁾	II	63	Director	2021	2025	2028
G. Richard Wagoner, Jr. ⁽¹⁾	II	72	Director	2017	2025	2028
Class III and Class I Continuing Directors						
Rick Wilmer	III	63	President and Chief Executive Officer, Director	2023	2026	—
Elaine L. Chao ⁽¹⁾	III	72	Director	2021	2026	—
Bruce Chizen ⁽³⁾	III	69	Chairman of the Board	2014	2026	—
Michael Linse ^(3*)	III	50	Director	2012	2026	—
Roxanne Bowman ⁽¹⁾	I	58	Director	2019	2027	—
Axel Harries	I	60	Director	2016	2027	—
Mark Leschly ^{(1*)(3)}	I	56	Director	2009	2027	—
Ekta Singh-Bushell ⁽²⁾	I	53	Director	2022	2027	—

* Signifies Chair of the Committee

** Based on service on the boards of ChargePoint and Legacy ChargePoint

(1) Member of the Nominating and Corporate Governance Committee

(2) Member of the Audit Committee

(3) Member of the Compensation and Organizational Development Committee

CLASS II NOMINEES FOR ELECTION FOR A THREE-YEAR TERM EXPIRING AT THE 2028 ANNUAL MEETING

Mitesh Dhruv has served as a member of ChargePoint’s Board since July 2024. Mr. Dhruv currently serves as a member of the Board of Directors of Informatica Inc. and previously served as a member of the Board of Directors of ZoomInfo Technologies Inc. from February 2020 until May 2024. Mr. Dhruv most recently served as Chief Financial Officer of RingCentral, Inc., a cloud-based communications and collaboration solutions provider, from May 2017 until December 2021. Prior to serving as Chief Financial Officer of RingCentral, Inc., Mr. Dhruv held other positions with RingCentral in the accounting and finance department, including as Senior Vice President, Finance and Strategy from October 2015 to May 2017, as Vice President, Finance and Corporate Controller from September 2014 to October 2015 and as Vice President, Finance from April 2012 to September 2014. Mr. Dhruv also previously worked at Bank of America-Merrill Lynch from December 2005 to March 2012 as an equity analyst, covering software and cloud companies and prior to that, worked in various accounting firms from February 2000 to December 2005, including PricewaterhouseCoopers. Mr. Dhruv is a CPA, Chartered Accountant, and CFA Charterholder, and holds an undergraduate degree in accounting from the University of Mumbai, India. The Board believes that Mr. Dhruv is qualified to serve as a director due to his extensive financial and accounting experience, including as the Chief Financial Officer of RingCentral, his accounting and financial certifications, his knowledge and experience with global software companies, and his experience in management of a public company.

Jeffrey Harris has served as a member of ChargePoint’s Board since February 2021 and previously served as a director of Legacy ChargePoint since December 2018. In 2012, Mr. Harris founded Global Reserve Group LLC, a financial advisory and investment firm focused primarily on the energy and technology industries. In addition, he has been a Venture Partner of Quantum Energy Partners, a private equity firm focused on the energy industry, since 2012. Previously, Mr. Harris was a managing director of Warburg Pincus LLC, a private equity firm, from 1983 until 2011. Mr. Harris served as a director of Knoll, Inc., until July 2021 and of InterPrivate II Acquisition Corp., until December 2022. Mr. Harris holds a B.S. in Economics from the Wharton School of the University of Pennsylvania and an M.B.A. from Harvard Business School. We believe Mr. Harris is qualified to serve as a member of our Board based on his extensive financial expertise and knowledge of the energy industry and clean technology.

Susan Heystee has served as a member of ChargePoint’s Board since May 2021. From January 2017 to June 2018, Ms. Heystee was Senior Vice President of Global Automotive Business at Verizon Connect, a fleet management solutions software company. Prior to Verizon Connect, Ms. Heystee served as Executive Vice President of Global Sales and OEM Business at Telogis, Inc., which was acquired by Verizon in July 2016, from February 2010 to December 2016. Ms. Heystee has served as a director of Ouster, Inc., since September 2018. Ms. Heystee holds Bachelor’s degrees in mathematics and business from the University of Waterloo and has completed the Advanced Management Program at Harvard Business School. We believe that Ms. Heystee is qualified to serve as a member of our Board of Directors due to her extensive experience in the technology sector and knowledge of market driven strategies.

G. Richard Wagoner, Jr. has served as a member of ChargePoint’s Board since February 2021 and previously served as a director of Legacy ChargePoint since February 2017. From 1977 to 2009, Mr. Wagoner held numerous senior positions at General Motors Corporation, including Chairman and Chief Executive Officer from 2003 to 2009. Mr. Wagoner currently serves as a director of Invesco Ltd., since October 2013, and Graham Holdings Inc., since June 2010. Mr. Wagoner holds a bachelor’s degree from Duke University and an M.B.A. from Harvard Business School. We believe Mr. Wagoner is qualified to serve as a member of our Board based on his extensive experience in the automobile industry, general management experience and public company board service.

**THE BOARD UNANIMOUSLY RECOMMENDS
A VOTE “FOR” EACH OF THE NAMED NOMINEES IN CLASS II**

BOARD AND CORPORATE GOVERNANCE

Continuing Directors

In addition to the director nominees, ChargePoint has eight other directors who will continue in office after the Annual Meeting with terms expiring in 2026 and 2027. The following includes a brief biography of each director composing the remainder of the Board with terms expiring as shown, with each biography including information regarding the experiences, qualifications, attributes or skills that caused the Nominating and Corporate Governance Committee and the Board to determine that the applicable director should serve as a member of our Board.

Class I Directors Continuing in Office Until the 2027 Annual Meeting

Roxanne Bowman has served as a member of ChargePoint's Board since February 2021 and previously served as a director of Legacy ChargePoint since August 2019. Ms. Bowman has served as Operating Executive at NMS Capital, a private investment firm, since March 2019. From September 2013 to November 2018, Ms. Bowman served as Chief Executive Officer of PowerTeam Services, LLC, a gas and electric utility service provider. Ms. Bowman holds a B.S. in Electrical Engineering from Clemson University and an M.B.A. from the Pamplin College of Business at Virginia Polytechnic Institute and State University. We believe Ms. Bowman is qualified to serve as a member of our Board based on her wide-ranging experience in management, sales, marketing and strategic planning within the utilities industry.

Axel Harries has served as a member of ChargePoint's Board since February 2021 and previously served as a director of Legacy ChargePoint since October 2016. Mr. Harries has served as Head of Global Customer Service and Parts for Mercedes-Benz AG, an automotive manufacturing and supply company, since May 2023. Prior to this, since June 1993, Mr. Harries held several roles at Mercedes-Benz AG, including Vice President of Product Management and Sales from June 2017 to May 2023, leading the Connected, Autonomous, Shared & Services and Electric Drive unit, which is responsible for all-electric vehicle architecture from July 2016 to June 2017, leading Quality Management of Mercedes-Benz Cars from July 2014 to July 2016 and Head of the G-Wagon Business Unit at Mercedes-Benz Cars from July 2008 to June 2014. Mr. Harries studied product engineering with finance and management accounting at Furtwangen University, Germany. We believe Mr. Harries is qualified to serve as a member of our Board based on his extensive management experience in the automotive industry and knowledge of Europe's auto charging market.

Mark Leschly has served as a member of ChargePoint's Board since February 2021 and previously served as a director of Legacy ChargePoint since December 2009. Since July 1999, Mr. Leschly has served as a managing partner of Rho Capital Partners, Inc., an investment and venture capital management company. Since 2017, Mr. Leschly has been the chairman and chief executive officer of Universal Tennis, LLC, which is the developer of a software platform for tennis analytics and tournament management. Since 2014, Mr. Leschly has also been the owner and managing member of Iconica LLC, which primarily focuses on investments at the intersection of sports, media and technology. Mr. Leschly served as a director of NGM Biopharmaceuticals, Inc. from January 2008 to May 2022. Mr. Leschly holds an M.B.A. from Stanford Graduate School of Business and a B.A. from Harvard University. We believe Mr. Leschly is qualified to serve as a member of our Board based on his extensive experience in corporate finance and investing in energy companies.

Ekta Singh-Bushell has served as a member of ChargePoint's Board since April 2022. From May 2016 to June 2017, Ms. Singh-Bushell served as deputy to the first vice president, chief operating officer executive office, at the Federal Reserve Bank of New York. Prior to 2016, Ms. Singh-Bushell worked at Ernst & Young, serving in various roles including global IT Effectiveness leader, U.S. innovation & digital strategy leader, and chief information security officer. Ms. Singh-Bushell has served as a director for numerous public companies including, Lesaka Technologies Inc., since October 2018 and Huron Consulting Group, since May 2019. Ms. Singh-Bushell previously served as director of Designer Brands, Inc. from September 2018 to May 2022, of TTEC Holdings, Inc., from May 2017 to September 2024 and of Cisco Systems, Inc. from June 2024 to December 2024. Ms. Singh-Bushell received her Master of Science in Electrical Engineering & Computer Science from the University of California, Berkeley and her undergraduate degree in engineering from the University of Poona, India. We believe that Ms. Singh-Bushell is qualified to serve as a member of our Board based on her operational experiences with finance, audit, technology and cybersecurity matters and her prior public company board service.

Class III Directors Continuing in Office Until the 2026 Annual Meeting

Richard "Rick" Wilmer has served as President and Chief Executive Officer and a member of the Board of Directors for ChargePoint since November 2023. Prior to November 2023, Mr. Wilmer served as Chief Operating Officer from December 2022 until November 2023 and as Chief Customer and Operations Officer after joining ChargePoint in July

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2022. Prior to joining ChargePoint, Mr. Wilmer served as the Head of Chowbotics at DoorDash, Inc., a company that operates an online food ordering and food delivery platform, from February 2021 until July 2022. Previously, Mr. Wilmer served as Chief Executive Officer of Chowbotics, Inc., a manufacturer of a fresh food robot, from September 2019 until February 2021. Prior to Chowbotics, Inc., Mr. Wilmer served as Chief Executive Officer of Mojo Networks, a provider of cloud-managed wireless networking, from December 2014 until the acquisition of Mojo Network, Inc. by Arista Networks in August 2018, and following such acquisition, as the General Manager of Arista Networks, Inc.'s Wi-Fi business until September 2019. With more than 30 years of global technology, operations and customer support experience, Mr. Wilmer has global operations experience across North America, Europe and Asia and industry knowledge across multiple technology segments as well as overseas manufacturing and supply chain management. Mr. Wilmer holds a Bachelor of Science in Chemistry from the University of California, Berkeley. We believe Mr. Wilmer is qualified to serve as a member of our Board based on his wide-ranging experience in global operations and manufacturing, management, sales, customer support, executive leadership and strategic planning.

Elaine L. Chao has served as a member of ChargePoint's Board since November 2021. Ms. Chao served as the U.S. Secretary of Transportation from January 2017 to January 2021 and the U.S. Secretary of Labor from January 2001 to January 2009. Ms. Chao has served as a director for numerous public companies and currently serves as a director for The Kroger Co., since August 2021 and Mobileye Global, Inc., since June 2024. Ms. Chao served as a director for Hyliion Holdings Corp from August 2021 to March 2023 and for Embark Technology, Inc. from March 2021 to August 2023. Ms. Chao holds a bachelor's degree in economics from Mount Holyoke College and a Master in Business Administration from the Harvard Business School. We believe that Ms. Chao is qualified to serve as a member of our Board based on her experiences in the public, private and nonprofit sectors, extensive public policy experience and her extensive public company board service.

Bruce Chizen has served as a member of ChargePoint's Board since February 2021 and previously served as a director of Legacy ChargePoint since December 2014. Mr. Chizen is currently an independent consultant and has served as Senior Adviser to Permira Advisers LLP, a private equity fund, since July 2008, and as a Venture Partner at Voyager Capital, a venture capital firm, from August 2009 through May 2023. He has also served as an Operating Partner for Permira Growth Opportunities, a private equity fund since June 2018. From 1994 until 2008, Mr. Chizen served in a number of positions at Adobe Systems Incorporated, a provider of design, imaging and publishing software, including as its Chief Executive Officer from 2000 to 2007, President from 2000 to 2005, acting Chief Financial Officer from 2006 to 2007 and Strategic Advisor from 2007 to 2008. Mr. Chizen currently serves as a director of Synopsys, Inc. since April 2001, Oracle Corporation since July 2008, and Informatica Inc. since August 2015. Mr. Chizen holds a bachelor's degree from Brooklyn College, City University of New York. We believe Mr. Chizen is qualified to serve as a member of our Board based on his extensive executive leadership experience in digital media and software.

Michael Linse has served as a member of ChargePoint's Board since February 2021 and previously served as a director of Legacy ChargePoint since April 2012. Mr. Linse has served as the Founder and Managing Director of Linse Capital LLC since October 2015, a growth equity firm investing in late-stage technology companies, and Levitate Capital, a venture capital firm, since March 2017. Prior to founding Linse Capital, Mr. Linse served as a partner at Kleiner Perkins Caufield & Byers ("KPCB") from 2008 until March 2016. Prior to joining KPCB, Mr. Linse worked at Goldman Sachs for over a decade, most recently as Managing Director of the alternative energy investing team. Mr. Linse currently serves as a director of Valens Semiconductor Ltd. Mr. Linse holds a B.A. in Economics from Harvard University and an M.B.A. from Harvard Business School. We believe Mr. Linse is qualified to serve as a member of our Board based on his extensive experience in corporate finance and investing in the alternative energy space.

Independence of the Board of Directors

As required under the New York Stock Exchange ("NYSE") listing standards, a majority of the members of a listed company's board of directors must qualify as "independent," as affirmatively determined by the Board. The Board consults with the Company's counsel to ensure that the Board's determinations are consistent with relevant securities and other laws and regulations regarding the definition of "independent," including those set forth in pertinent listing standards of NYSE, as in effect from time to time.

Consistent with these considerations, after review of all relevant identified transactions or relationships between each director, or any of his or her family members, the Board has affirmatively determined that the following eleven directors are independent directors within the meaning of the applicable NYSE listing standards: Mses. Bowman, Chao, Heystee and Singh-Bushell, and Messrs. Chizen, Dhruv, Harries, Harris, Leschly, Linse and Wagoner. In making this determination, the Board found that none of these directors or nominees for director had a material or other disqualifying relationship with the

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Company. Mr. Wilmer, our President and Chief Executive Officer, is not an independent director by virtue of his current employment with ChargePoint.

Family Relationships

There are no familial relationships among the ChargePoint directors and executive officers.

Board Leadership Structure

Our Corporate Governance Guidelines provide that our Board may separate or combine the roles of Chairman of the Board and Chief Executive Officer when and if it deems it advisable and in the best interests of the Company and its stockholders to do so. Currently, the roles are separated, with Rick Wilmer serving as President and Chief Executive Officer and Bruce Chizen serving as the independent Chairman of the Board. The Chairman of the Board presides over all executive sessions of the Board. While the Board does not have a policy requiring the separation of the positions of Chairman and Chief Executive Officer, at this time, the Company believes that separating these positions aligns the Chairman role with our independent directors and further enhances the independence of our Board from management.

Role of the Board in Risk Oversight

The Board recognizes the importance of effective risk oversight in running a successful business and in fulfilling its fiduciary responsibilities to ChargePoint and its stockholders. While the executive team is responsible for the day-to-day management of risk, one of the Board's key functions is informed oversight of the Company's risk management process and regular review and discussion with members of management regarding potential and identified risks, and responses to significant threats or risk events. The Board does not have a standing risk management committee, but rather administers this oversight function directly through the Board as a whole, as well as through various Board standing committees that identify, categorize and address risks inherent in their respective areas of oversight. In particular, our Board is responsible for monitoring and assessing strategic risk exposure over the short-term, intermediate-term and long-term, including a determination of the nature and level of risk appropriate for the Company. Our Audit Committee has the responsibility to consider and discuss our major financial risk exposures and the steps our management has taken to monitor and control these exposures, including guidelines and policies to govern the process by which risk assessment and management is undertaken. Such risk oversight also includes reviewing the Company's cybersecurity and other information technology risks, controls and procedures, at least annually, including the Company's plans to mitigate cybersecurity risks and to respond to data breaches. The Audit Committee also periodically reviews the Company's policies and procedures related to the use or integration of artificial intelligence software and platforms with the Company's tools or products. For more information, please refer to Part I, Item 1C, "Cybersecurity," in our 2025 Annual Report.

The Audit Committee also reviews with management when appropriate any significant regulatory and legal developments that may have a material impact on ChargePoint's financial statements, compliance programs and policies, and the effectiveness of ChargePoint's related disclosure controls and procedures. Our Nominating and Corporate Governance Committee monitors the effectiveness of our corporate governance guidelines, including whether they are successful in preventing illegal or improper liability-creating conduct. Our Compensation and Organizational Development Committee assesses and monitors whether any of our compensation policies and programs has the potential to encourage excessive risk-taking.

Meetings of the Board

During our fiscal year ended January 31, 2025, our Board held eight meetings (including regularly scheduled and special meetings), and each director attended at least 75% of the aggregate of (i) the total number of meetings of our Board held during the period for which he or she has been a director and (ii) the total number of meetings held by all committees of our Board on which he or she served during the periods that he or she served, except for Ms. Chao who attended 70% of the aggregate of the meetings of the Board and the committees on which she served.

Information Regarding Committees of the Board

ChargePoint's Board has established three committees: an Audit Committee; a Compensation and Organizational Development Committee; and a Nominating and Corporate Governance Committee. During the fiscal year ended January 31, 2025, the Audit Committee met six times, the Compensation and Organizational Development Committee met five times and the Nominating and Corporate Governance Committee met four times.

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Below is a description of each committee of the Board. Each of the committees has authority to engage legal counsel or other experts or consultants, as it deems appropriate to carry out its responsibilities. The Board has determined that each member of each committee meets the applicable NYSE rules and regulations regarding “independence” and each member is free of any relationship that would impair his or her individual exercise of independent judgment with regard to the Company.

Audit Committee

The Audit Committee is comprised of four directors: Mses. Heystee and Singh-Bushell and Messrs. Dhruv and Harris.

The composition of our Audit Committee meets the requirements for independence for audit committee members under the listing standards of the NYSE and the rules and regulations of the SEC. In determining that Mr. Harris is independent under NYSE and SEC rule applicable to audit committee members, our board of directors considered his role as partner of Quantum Energy Group, which beneficially holds approximately 8% of our outstanding stock, and the “safe harbor” of Rule 10A-3 under the Exchange Act, which provides that an audit committee member who beneficially owns less than 10% of a company’s voting stock is not considered an “affiliated person” of such company. Mr. Harris disclaims any beneficial ownership of the shares of our common stock held by Quantum Energy Group. Each member of our Audit Committee also meets the financial literacy requirements of the listing standards of the NYSE. In addition, our Board has determined that Mr. Harris qualifies as an audit committee financial expert within the meaning of SEC regulations and meets the financial sophistication requirements of the NYSE.

The Audit Committee has direct responsibility for oversight of the following:

- evaluating the qualifications, independence and performance of the independent registered public accounting firm, including leading the review and selection of the lead audit engagement partner;
- overseeing and reviewing the integrity of the Company’s accounting and financial reporting process and the audit of the Company’s financial statements;
- overseeing the Company’s compliance with legal and regulatory requirements;
- overseeing the design, implementation and performance of our internal audit function and risk assessment and risk management;
- reviewing the Company’s cybersecurity and other information technology risks, controls and procedures at least annually, including the Company’s plans to mitigate cybersecurity risks and to respond to data breaches and steps management has taken to monitor and control cybersecurity risk exposures;
- establish and periodically review the Company’s policies and procedures related to the use or integration of artificial intelligence software and platforms with the Company’s tools or products;
- reviewing and discussing with management the adequacy and effectiveness of our disclosure controls and procedures;
- discussing with the Company’s management and independent registered public accounting firm the annual audit plan and scope of audit activities, scope and timing of the annual audit of the Company’s financial statements, and the results of the audit, quarterly reviews of our financial statements and, as appropriate, initiates inquiries into certain aspects of the Company’s financial affairs;
- establishing and overseeing procedures for the receipt, retention and treatment of any complaints regarding accounting, internal accounting controls or auditing matters, as well as for the confidential and anonymous submissions by the Company’s employees of concerns regarding questionable accounting or auditing matters; and
- reviewing and overseeing all related person transactions in accordance with the Company’s policies and procedures.

The Audit Committee has sole authority to approve the hiring and discharging of the Company’s independent registered public accounting firm, all audit engagement terms and fees and all permissible non-audit engagements with the independent auditor.

The Board has adopted a written Audit Committee charter that is available to stockholders on the Company’s website at <https://investors.chargepoint.com> under “Governance.”

Compensation and Organizational Development Committee

The Compensation and Organizational Development Committee is comprised of four directors: Ms. Heystee and Messrs. Chizen, Leschly, and Linse.

The Compensation and Organizational Development Committee meets the requirements for independence for compensation committee members under the listing standards of the NYSE and the rules and regulations of the SEC. Each member of our Compensation and Organizational Development Committee is also a “non-employee director,” as defined pursuant to Rule 16b-3 promulgated under the Exchange Act.

The Compensation and Organizational Development Committee assists the Board in discharging certain of the responsibilities with respect to compensating our executive officers, and the administration and review of the incentive plans for employees and other service providers, including our equity incentive plans, and certain other matters related to our compensation programs. The Compensation and Organizational Development Committee reviews, modifies and approves the overall compensation strategy and policies for the Company, including:

- reviewing annually and recommending to the Board for approval all compensation to be paid or awarded to the Chief Executive Officer. In consultation with the Chief Executive Officer, review annually and determine and approve all compensation to be paid or awarded to all other executive “officers,” as defined in the rules promulgated under Section 16 of the Exchange Act, of the Company, in each case including any severance or change in control agreements, and special or supplemental benefits applicable to such executive officers, evaluating and approving the compensation plans and programs advisable for the Company, as well as evaluating and approving the modification or termination of existing plans and programs. The Chief Executive Officer may not be present during voting or deliberations on his or her compensation;
- establishing annually corporate performance goals and objectives relevant to compensation, in consultation with the Chief Executive Officer, for other executive officers, and evaluating annually, in consultation with the Chief Executive Officer, other executive officer performance against any corporate goals and objectives relevant to such officers’ compensation;
- reviewing periodically and making recommendations to the Board with respect to adoption and approval of, or amendments to, the Company’s equity incentive plans;
- overseeing the management of risks associated with the Company’s compensation policies and programs, including to determine whether any such program encourages undue or inappropriate risk-taking by Company personnel that is reasonably likely to have a material adverse effect on the Company;
- reviewing and providing feedback on Company’s recruitment strategies and talent development; and
- preparing the compensation committee report that the SEC requires to accompany the Compensation Discussion and Analysis contained in this Proxy Statement.

The Board has adopted a written Compensation and Organizational Development Committee charter that is available to stockholders on the Company’s website at <https://investors.chargepoint.com> under “Governance.”

Compensation and Organizational Development Committee Processes and Procedures

The Compensation and Organizational Development Committee plans to meet at least twice each year and may otherwise meet at such times and places as the committee determines. The agenda for each meeting is usually developed by the Chair of the Compensation and Organizational Development Committee, in consultation with the Chief Executive Officer, Chief Legal Officer, Chief People Officer or functional equivalent. The Compensation and Organizational Development Committee meets regularly in executive session. However, from time to time, various members of management and other employees as well as outside advisors or consultants may be invited by the Compensation and Organizational Development Committee to make presentations, provide financial or other background information or advice or otherwise participate in Compensation and Organizational Development Committee meetings. The Chief Executive Officer may not be present during voting or deliberations of the Compensation and Organizational Development Committee regarding his compensation.

The charter of the Compensation and Organizational Development Committee permits it to form subcommittees, and the Compensation and Organizational Development Committee may delegate power and authority to such subcommittees, for any purpose that it deems appropriate. The charter additionally allows the Compensation and Organizational Development Committee, to the extent permitted by applicable law, to delegate to one or more officers of the Company the authority to grant awards under the Company’s compensation and incentive plans for employees and other service providers, including the Company’s equity incentive plans, to employees of the Company or of any subsidiary of the

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Company who are not directors or executive officers within the limits required by applicable law and set forth in one or more resolutions of the Board and/or the Compensation and Organizational Development Committee, as applicable. The charter additionally allows the Compensation and Organizational Development Committee to delegate routine administration of the Company's 401(k) plan or any deferred compensation plan or other material compensation plan to an administrative committee consisting of the Company's officers or other employees.

The charter of the Compensation and Organizational Development Committee grants the committee full access to all books, records, facilities and personnel of the Company. In addition, the Compensation and Organizational Development Committee has the authority, in its sole discretion, to retain or obtain the advice of compensation consultants, independent legal counsel, or other advisors of its choosing, and the Company must provide for appropriate funding for payment of reasonable fees to any such advisor retained by the committee. The Compensation and Organizational Development Committee has direct responsibility for the appointment, compensation, termination and oversight of the work of any such advisors engaged for the purpose of advising the committee. Under the charter, the Compensation and Organizational Development Committee may select, or receive advice from, a compensation consultant, legal counsel or other adviser to the Compensation and Organizational Development Committee, other than in-house legal counsel and certain other types of advisers, only after taking into consideration the factors, prescribed by the SEC and NYSE, that bear upon the adviser's independence; however, there is no requirement that any adviser be independent.

In the Company's fiscal year 2025, the Compensation and Organizational Development Committee engaged Frederic W. Cook & Co., Inc. ("FW Cook"), a national compensation consulting firm, to advise the Compensation and Organizational Development Committee regarding the amount and types of compensation provided to our executive officers and non-employee directors. FW Cook does not provide any services to us other than the services provided to the Compensation and Organizational Development Committee. The Compensation and Organizational Development Committee assessed the independence of FW Cook pursuant to SEC and NYSE rules and concluded that no conflict of interest exists that would prevent FW Cook from independently representing the committee.

Nominating and Corporate Governance Committee

The Nominating and Corporate Governance Committee is comprised of four directors: Mses. Bowman and Chao and Messrs. Leschly and Wagoner.

The composition of our Nominating and Corporate Governance Committee meets the requirements for independence under the listing standards of the NYSE and the rules and regulations of the SEC. The Nominating and Corporate Governance Committee is responsible for, among other things:

- identifying individuals qualified to become members of the Board and the Board's committees, consistent with criteria approved by the Board;
- selecting, or recommending that the Board select, the director nominees for the next annual meeting of stockholders;
- developing, evaluating, and recommending to the Board a set of corporate governance guidelines applicable to the Company; and
- leading the periodic performance review of the Board, its committees and management; and any related matters required by the federal securities laws.

The Board has adopted a written Nominating and Corporate Governance Committee charter that is available to stockholders on the Company's website at <https://investors.chargepoint.com> under "Governance."

Considerations in Evaluating Director Nominees

The Nominating and Corporate Governance Committee believes that candidates for director should have certain minimum qualifications, including the ability to read and understand basic financial statements, and high personal integrity and ethics. The Nominating and Corporate Governance Committee also intends to consider such factors as possessing relevant expertise upon which to be able to offer advice and guidance to management, having sufficient time to devote to the affairs of ChargePoint, having demonstrated excellence in his or her field, having the ability to exercise sound business judgment and having the commitment to rigorously represent the long-term interests of our stockholders. Candidates for director nominees are reviewed in the context of the current composition of the Board, the operating requirements of the Company and the long-term interests of stockholders. In conducting this assessment, the Nominating and Corporate Governance Committee considers diversity (including race, ethnicity, national origin, gender and sexual orientation), age,

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skills, and such other factors as it deems appropriate given the current needs of the Board and the Company to maintain a balance of knowledge, experience and capability.

In the case of incumbent directors whose terms of office are set to expire, consistent with our Corporate Governance Guidelines and the Board's belief that directors should not have "unlimited tenure," the Nominating and Corporate Governance Committee reviews these directors' overall service to the Company during their terms, including the number of meetings attended, level of participation, quality of performance and any other relationships and transactions that might impair the directors' independence. In the case of new director candidates, the Nominating and Corporate Governance Committee also determines whether the nominee is independent for NYSE purposes, which determination is based upon applicable NYSE listing standards, applicable SEC rules and regulations and the advice of counsel, if necessary. The Nominating and Corporate Governance Committee then uses its network of contacts to compile a list of potential candidates, including direct inquiry from the then appointed members of the Board, but may also engage, if it deems appropriate, a professional search firm. The Nominating and Corporate Governance Committee conducts any appropriate and necessary inquiries into the backgrounds and qualifications of possible candidates after considering the function and needs of the Board. The Nominating and Corporate Governance Committee meets to discuss and consider the candidates' qualifications and then selects a nominee for recommendation to the Board by majority vote of those present at a meeting at which a quorum is present.

Stockholder Recommendations for Nominations to the Board

The Nominating and Corporate Governance Committee will consider director candidates recommended by stockholders. The Nominating and Corporate Governance Committee does not intend to alter the manner in which it evaluates candidates, including the minimum criteria set forth above, based on whether or not the candidate was recommended by a stockholder. However, the Nominating and Corporate Governance Committee has the power and authority to establish procedures for submission of director nominees to the Board, including stockholder nominees, as approved by the Board in the Company's policies and procedures for director candidates and to review and evaluate any stockholder nominees for director submitted in accordance with the Company's Bylaws and any candidates for the Board recommended by stockholders in accordance with the Company's policies and procedures for director candidates.

Subject to advance notice provisions contained in our Bylaws, a stockholder may propose the nomination of someone for election as a director at our annual meeting of stockholders by timely written notice to our Corporate Secretary. Stockholders who wish to recommend individuals for consideration by the Nominating and Corporate Governance Committee to become nominees for election to the Board may do so by delivering a written notice to ChargePoint's Corporate Secretary at 240 East Hacienda Avenue Campbell, CA 95008 not later than the close of business on the 90th day nor earlier than the close of business on the 120th day prior to the first anniversary of the preceding year's annual meeting. Stockholders may not nominate more candidates than are up for election. As discussed in the Company's Bylaws, the notice must set forth: (A) certain information as to each nominee such stockholder proposes to nominate at the meeting as set forth in the Company's Bylaws, including such person's written consent to being named in the Proxy Statement as a nominee and to serving as a director if elected, and (B) certain information as to, and certain representations and certifications from, the stockholder giving the notice and the beneficial owner, if any, on whose behalf the nomination is being made, as set forth in the Company's Bylaws. In accordance with our Bylaws and Rule 14a-19 of the Exchange Act, a nominating stockholder must also represent that he or she intends to solicit proxies in accordance with Rule 14a-19. Nominations will be disregarded if the nominating stockholder gives notice of its intent to solicit proxies using a universal proxy but subsequently fails to meet the requirements of Rule 14a-19 to file a Proxy Statement or solicit at least 67% of the shares entitled to vote.

Investor Outreach

During fiscal 2025, we conducted targeted investor outreach in advance of our 2024 Annual Meeting. Our Chairman participated in our outreach efforts, along with a member of our senior management team and investor relations team. In addition to our investor outreach prior to our 2024 Annual Meeting, our senior management and investor relations team routinely engages with investors and analysts through our investor relation function at quarterly earnings calls, industry presentations, conferences and "roadshow" meetings.

Communicating with the Board

Stockholders and any interested party may communicate directly with the independent directors either by writing to the Board, a Board committee, or an individual director at the Company's principal executive offices at 240 East Hacienda Avenue, Campbell, CA 95008 or by emailing investors@chargepoint.com. Management receives all letters and emails sent

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and forwards proper communications to the Board, a Board committee, or an individual director, who facilitates an appropriate response. Management generally will not forward communications that are primarily solicitations for products or services, matters of a personal nature that are not relevant for stockholders, matters that are of a type that render them improper or irrelevant to the functioning of the Board, or requests for general information about the Company.

Compensation and Organizational Development Committee Interlocks and Insider Participation

None of the members of the Compensation and Organizational Development Committee has ever been a member of the board of directors or compensation committee of any other entity that has or has had one or more executive officers serving as a member of the Board or Compensation and Organizational Development Committee.

Code of Conduct

The Board has adopted a Code of Conduct. The Code of Conduct applies to all of our employees, officers and directors, as well as all of our contractors, consultants, suppliers and agents in connection with their work for the Company. The full text of the Code of Conduct is on our website at <https://investors.chargepoint.com> under “Governance.” We intend to disclose future amendments to, or waivers of, the Code of Conduct, as and to the extent required by SEC regulations, at the same location on the website identified above or in public filings. Information contained on the website maintained by the Company is not incorporated by reference into this Proxy Statement, and you should not consider information contained on or accessible through our website to be part of this Proxy Statement.

Corporate Governance Guidelines

The Board documented the governance practices followed by the Company by adopting Corporate Governance Guidelines, as amended, to assure that the Board will have the necessary authority and practices in place to review and evaluate the Company’s business operations as needed and to make decisions that are independent of the Company’s management. The guidelines are also intended to align the interests of directors and management with those of the Company’s stockholders. The Corporate Governance Guidelines set forth the practices the Board intends to follow with respect to the role of the Board and management, principal responsibilities and duties of the Board, Board structure and composition, Board procedures, and Board communication with Company stockholders. The Corporate Governance Guidelines, as well as the charters for each committee of the Board, may be viewed on the Company’s website at <https://investors.chargepoint.com> under “Governance.”

Transactions in the Company’s Securities

Our Board has adopted an Insider Trading Policy, governing the purchase, sale and other dispositions of our securities, which applies to all personnel of ChargePoint and its subsidiaries, including our directors, officers, employees and agents (such as consultants and independent contractors), as well as other covered persons, including certain family members, economic dependents, and any other individuals or entities whose transactions in securities such individual influences, directs or controls, which ChargePoint believes is reasonably designed to promote compliance with insider trading laws, rules and regulations, as well as applicable listing standards. A copy of the Insider Trading Policy is filed as Exhibit 19.1 to the 2025 Annual Report. In addition, it is the Company’s policy to comply with applicable laws and regulations relating to insider trading when engaging in transactions in the Company’s securities. Under this policy, such individuals are prohibited from transacting in publicly-traded options, such as puts and calls, and other derivative securities with respect to the Company’s securities, and such prohibition extends to any hedging or similar transaction designed to decrease the risks associated with holding Company securities. Stock options, restricted stock units, restricted stock, stock appreciation rights and other securities issued pursuant to the Company benefit plans or other compensatory arrangements with the Company are not subject to this prohibition. In addition, individuals subject to the Insider Trading Policy may not pledge Company securities as collateral for loans without the approval of a compliance officer as defined under the policy.

Fiscal Year 2025 Director Compensation

Annual Retainer

Pursuant to our non-employee director compensation program, non-employee directors receive the following annual cash compensation paid quarterly in arrears, which did not change as compared to fiscal year 2024:

Board service	\$	40,000
plus (as applicable):		
Board Chair	\$	30,000
Audit Committee Chair	\$	20,000
Compensation and Organizational Development Committee Chair	\$	15,000
Nominating and Corporate Governance Committee Chair	\$	8,000

The Company will reimburse non-employee directors for their reasonable out-of-pocket expenses incurred in connection with attending Board and committee meetings.

Equity Awards

Non-employee directors receive automatic grants of equity awards under our 2021 Equity Incentive Plan. Upon joining the Board, a new non-employee director will automatically be granted two restricted stock unit awards under the Company's 2021 Equity Incentive Plan. One restricted stock unit award will have a target value of \$200,000 and will vest in three equal annual installments, subject to the non-employee director's continuing service, on each anniversary of the date of grant. The second restricted stock unit award will have a target value of (i) \$185,000 multiplied by (ii) a fraction, the numerator of which is the number of months until the Company's next annual meeting of stockholders (based on the prior year's annual meeting date) and the denominator of which is twelve (12) and, subject to the non-employee director's continuing service, each such restricted stock unit award will vest in full on the date of the next regular annual meeting of the Company's stockholders held following the date of grant. In connection with each annual meeting of stockholders, each non-employee director who will continue to serve on our Board will receive a restricted stock unit award with an approximate grant date value of \$185,000. The number of restricted stock units subject to both the new director equity awards and the annual equity awards is determined by dividing the target equity value allocated to such award by the average closing price of the Company's common stock during the 20 trading days ending on (and including) the trading day prior to the date of grant, rounded down to the nearest whole share. The annual equity awards will vest in full on the earlier of the one-year anniversary of the date of grant or the date of the next annual meeting of stockholders subject to the director's continued service on the Board through such date. Both new director equity awards and annual equity awards will vest in full in the event of the death or permanent disability of such non-employee director or in the event of a change in control of ChargePoint while the non-employee director remains in service.

The following table sets forth information regarding the compensation of ChargePoint's non-employee directors during the fiscal year ended January 31, 2025.

Name	Fees Earned or Paid in Cash (\$)	Stock Awards (\$) ⁽¹⁾⁽²⁾	Total (\$)
Roxanne Bowman	40,000	204,527 ⁽³⁾	244,527
Elaine L. Chao	40,000	204,527 ⁽³⁾	244,527
Bruce Chizen	70,000	204,527 ⁽³⁾	274,527
Mitesh Dhruv	20,000	425,637 ⁽³⁾⁽⁴⁾	445,637
Axel Harries	40,000	204,527 ⁽³⁾	244,527
Jeffrey Harris	60,000	204,527 ⁽³⁾	264,527
Susan Heystee	40,000	204,527 ⁽³⁾	244,527
Mark Leschly	48,000	204,527 ⁽³⁾	252,527
Michael Linse	55,000	204,527 ⁽³⁾	259,527
Ekta Singh-Bushell	40,000	204,527 ⁽³⁾	244,527
G. Richard Wagoner, Jr.	40,000	204,527 ⁽³⁾	244,527

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- (1) The amounts in this column represent the aggregate grant date fair value of stock awards granted to the non-employee director in the applicable fiscal year computed in accordance with FASB ASC Topic 718. See Note 10 of the notes to our consolidated financial statements included in our Annual Report on Form 10-K, as filed with the SEC on March 28, 2025, for a discussion of the assumptions made by ChargePoint in determining the grant date fair value of its equity awards.
- (2) As of January 31, 2025, the following individuals who served as non-employee directors during the year had outstanding options or unvested restricted stock units ("RSUs") with respect to the following number of shares: Bowman - 115,552 RSUs; Chao - 115,552 RSUs; Chizen - options to purchase 338,640 shares and 115,552 RSUs; Dhruv - 240,473 RSUs; Harries, Harris, Heystee, Leschly and Linse - each 115,552 RSUs; Singh-Bushell - 121,263 RSUs; and Wagoner - options to purchase 379,717 shares and 115,552 RSUs.
- (3) Each non-employee director was granted an annual award of 115,552 RSUs which was equal to \$185,000 divided by the average closing price of our common stock for the twenty trading days preceding July 9, 2024, with a grant date fair value of \$204,527. Subject to the non-employee director's continuing service, each such RSU award will vest in full on the earlier of the one-year anniversary of the date of grant or the date of the regular annual meeting of the Company's stockholders held in the year following the date of grant.
- (4) Mr. Dhruv joined our Board of Directors in July 2024. In connection with his appointment, Mr. Dhruv was granted a new director award of 124,921 RSUs which was equal to \$200,000 divided by the average closing price of our common stock for the twenty trading days preceding July 9, 2024, with a grant date fair value of \$221,110. Subject to Mr. Dhruv's continuing service, the new director RSU award will vest in three equal installments annually on the anniversary of the date of grant.

Stock Ownership Policy

In March 2023, we adopted stock ownership guidelines requiring that our non-employee directors achieve and maintain minimum levels of ownership of our common stock. The levels are based on multiples of each non-employee director's base cash retainer for Board service. The Compensation and Organizational Development Committee, with input from management, recommended to our Board in March 2023 to adopt the Stock Ownership Policy and include it in our Corporate Governance Guidelines. Under our policy, our non-employee directors are required to hold at least three (3) times the value of the director's annual base cash retainer for Board service in our common stock. The non-employee directors are expected to achieve ownership of our common stock within the later of five years of the adoption of the Stock Ownership Policy and the date of such director's appointment or election to our Board, and such ownership is required to be maintained through such director's term of service. For more information about our Stock Ownership Policy see "Executive Compensation - Stock Ownership Policy."

PROPOSAL NO. 2
RATIFICATION OF SELECTION OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

The Audit Committee of the Board has selected PricewaterhouseCoopers LLP as the Company's independent registered public accounting firm for the fiscal year ending January 31, 2026, and has further directed that management submit the selection of its independent registered public accounting firm for ratification by the stockholders at the Annual Meeting. PricewaterhouseCoopers LLP has served as the auditor of Legacy ChargePoint since 2016 and of the Company since 2021. Representatives of PricewaterhouseCoopers LLP are expected to be present during the Annual Meeting. They will have an opportunity to make a statement if they so desire and will be available to respond to appropriate questions.

Neither the Company's Bylaws nor other governing documents or law require stockholder ratification of the selection of PricewaterhouseCoopers LLP as the Company's independent registered public accounting firm. However, the Audit Committee of the Board is submitting the selection of PricewaterhouseCoopers LLP to the stockholders for ratification as a matter of good corporate practice. If the stockholders fail to ratify the selection, the Audit Committee of the Board will reconsider whether or not to retain that firm. Even if the selection is ratified, the Audit Committee of the Board in its discretion may direct the appointment of different independent auditors at any time during the year if they determine that such a change would be in the best interests of the Company and its stockholders.

Vote Required

The affirmative vote of the holders of shares of stock having a majority in voting power of the votes cast by the holders of all of the shares of stock present or represented at the meeting and voting affirmatively or negatively on such matter will be required to ratify the selection of PricewaterhouseCoopers LLP.

PRINCIPAL ACCOUNTANT FEES AND SERVICES

The following table represents aggregate fees billed to the Company for the fiscal years ended January 31, 2025 and 2024 by PricewaterhouseCoopers LLP. All fees described below were pre-approved by the Audit Committee of the Board.

	Fiscal Year Ended (\$ Thousands)	
	2024	2025
Audit Fees ⁽¹⁾	3,905	3,095
Audit-related Fees	—	—
Tax Fees ⁽²⁾	310	189
All Other Fees ⁽³⁾	2	2
Total Fees	4,217	3,286

(1) "Audit Fees" consist of fees for professional services rendered in connection with the audit of our annual consolidated financial statements, including audited financial statements as filed with the SEC on March 28, 2025 and April 1, 2024, review of our quarterly financial statements to be presented in our quarterly report on Form 10-Q and services that are normally provided by our independent registered public accounting firm in connection with statutory and regulatory filings or engagements for those fiscal years.

(2) "Tax Fees" consist of tax return preparation, international and domestic tax studies, consulting and planning.

(3) "All Other Fees" consist of the cost of a subscription to an accounting research tool.

Pre-Approval Policies and Procedures

Pursuant to its charter, the Audit Committee may pre-approve audit and permissible non-audit and tax services provided to the Company by the independent auditors, except where pre-approval is not required because such non-audit services are de minimis under the rules of the SEC, in which case subsequent approval may be obtained. The Audit Committee may delegate to one or more designated members of the Audit Committee the authority to pre-approve audit and permissible non-audit services, provided such preapproval decision is presented to the full Audit Committee at its scheduled meetings.

**THE AUDIT COMMITTEE AND THE BOARD OF DIRECTORS UNANIMOUSLY RECOMMEND
A VOTE "FOR" THE RATIFICATION OF THE APPOINTMENT OF
PRICEWATERHOUSECOOPERS LLP**

PROPOSAL NO. 3
ADVISORY VOTE TO APPROVE THE COMPENSATION OF OUR NAMED EXECUTIVE OFFICERS

Under the Dodd-Frank Wall Street Reform and Consumer Protection Act of 2010, or the Dodd-Frank Act, and Section 14A of the Exchange Act, our stockholders are entitled to vote to approve, on an advisory basis, the compensation of our named executive officers as disclosed in this Proxy Statement in accordance with SEC rules.

This proposal, commonly known as a “Say-on-Pay” proposal, gives our stockholders the opportunity to express their views on our named executive officers’ compensation as a whole. This vote is not intended to address any specific item of compensation or any specific named executive officer, but rather the overall compensation of all of our named executive officers and the philosophy, policies and practices described in this Proxy Statement. The compensation of our named executive officers is disclosed in the Compensation Discussion and Analysis, the compensation tables, and the related narrative disclosure contained in this Proxy Statement. As discussed in these disclosures, we believe that our compensation policies and decisions are based on principles that reflect a “pay-for-performance” philosophy and are strongly aligned with our stockholders’ interests and consistent with current market practices. Compensation of our named executive officers is designed to enable us to attract and retain talented and experienced executives to lead us successfully in a competitive environment.

Accordingly, our Board is asking our stockholders to indicate their support for the compensation of our named executive officers, as described in this Proxy Statement, by casting a non-binding advisory vote “FOR” the following resolution:

“RESOLVED, that the stockholders of ChargePoint Holdings, Inc. (the “Company”) approve, on an advisory basis, the compensation paid to the Company’s named executive officers, as disclosed pursuant to Item 402 of Securities and Exchange Commission Regulation S-K, including the Compensation Discussion and Analysis, the compensation tables, narrative disclosures, and other related disclosure.”

Vote Required

The affirmative vote of the holders of shares of stock having a majority in voting power of the votes cast by the holders of all of the shares of stock present or represented at the meeting and voting affirmatively or negatively on such matter will be required to approve, on an advisory basis, the compensation of our named executive officers.

Because the vote is advisory, it is not binding on us, our Compensation and Organizational Development Committee or our Board. Nevertheless, the views expressed by the stockholders, whether through this vote or otherwise, are important to management and our Board and, accordingly, the Board and the Compensation and Organizational Development Committee intend to consider the results of this vote in making determinations in the future regarding executive compensation arrangements.

**THE BOARD UNANIMOUSLY RECOMMENDS A VOTE “FOR”
THE APPROVAL, ON AN ADVISORY BASIS, OF THE
COMPENSATION OF THE NAMED EXECUTIVE OFFICERS.**

REPORT OF THE AUDIT COMMITTEE OF THE BOARD OF DIRECTORS⁽¹⁾

The Audit Committee serves as the representative of our Board with respect to its oversight of:

- our accounting and financial reporting processes and the audit of our financial statements;
- the integrity of our financial statements, including our internal controls and disclosure controls and procedures;
- our compliance with legal and regulatory requirements;
- overseeing and reviewing our policies for risk assessment and risk management, including cybersecurity risk, and assessing the steps management has taken to control these risks; and
- the independent registered public accounting firm’s appointment, qualifications and independence.

The Audit Committee also reviews the performance of our independent registered public accounting firm, PricewaterhouseCoopers LLP, in the annual audit of our financial statements and in assignments unrelated to the audit, and reviews the independent registered public accounting firm’s fees. The Audit Committee has adopted a policy that requires advance approval of all audit, permissible non-audit and tax services performed by our independent registered public accounting firm. The policy provides for pre-approval by the Audit Committee of all audit, permissible non-audit and tax services. Unless the specific service has been previously pre-approved with respect to that fiscal year, the Audit Committee (or designated members of the Audit Committee, provided such pre-approval decision is presented to the full Audit Committee at its scheduled meetings) must approve the specific service before the independent registered public accounting firm is engaged to perform such services for us.

The Audit Committee is currently composed of four non-employee directors. Our Board has determined that each current member of the Audit Committee is independent under NYSE and SEC rules, and that Mr. Harris qualifies as an “audit committee financial expert” under the SEC rules.

The Audit Committee provides our Board with such information and materials as it may deem necessary to make our Board aware of financial matters requiring its attention. The Audit Committee reviews our financial disclosures and meets privately, outside the presence of our management, with our independent registered public accounting firm. In fulfilling its oversight responsibilities, the Audit Committee reviewed and discussed the audited financial statements for the fiscal year ended January 31, 2025 included in our Annual Report on Form 10-K with management, including a discussion of the quality and substance of the accounting principles, the reasonableness of significant judgments made in connection with the audited financial statements, and the clarity of disclosures in the financial statements. The Audit Committee reports on these meetings to our Board.

The Audit Committee has reviewed and discussed the audited financial statements for the fiscal year ended January 31, 2025, with management of the Company. The Audit Committee has discussed with the Company’s independent registered public accounting firm, PricewaterhouseCoopers LLP, the matters required to be discussed by the applicable requirements of the Public Company Accounting Oversight Board (“PCAOB”) and the SEC. The Audit Committee has also received the written disclosures and the letter from PricewaterhouseCoopers LLP required by applicable requirements of the PCAOB regarding the independent accountants’ communications with the Audit Committee concerning independence, and has discussed with PricewaterhouseCoopers LLP the accounting firm’s independence.

Based on the foregoing, the Audit Committee recommended to the Board that the audited financial statements be included in the Company’s Annual Report on Form 10-K, as filed with the SEC on March 28, 2025, for the fiscal year ended January 31, 2025 for filing with the SEC.

Jeffrey Harris (Chair)
Mitesh Dhruv
Susan Heystee
Ekta Singh-Bushell

⁽¹⁾ *The material in this report is not “soliciting material,” is not deemed “filed” with the SEC and is not to be incorporated by reference in any of our filings under the Securities Act of 1933, as amended (the “Securities Act”), or the Exchange Act, except to the extent that we specifically incorporate this information by reference.*

PROPOSAL NO. 4
AMENDMENT OF THE CHARTER TO EFFECT, AT THE DISCRETION OF OUR NOMINATING AND CORPORATE GOVERNANCE COMMITTEE, A REVERSE STOCK SPLIT OF OUR COMMON STOCK

Overview

The Reverse Stock Split Proposal is a proposal to approve and adopt an amendment to our Charter to effect a reverse stock split of our common stock at a ratio in the range of one-for-two to one-for-thirty, inclusive (the “Split Ratio Range”). The Reverse Stock Split Proposal, if approved, would not immediately cause a reverse stock split, but rather would grant authorization to the Company to effect the reverse stock split (without reducing the number of authorized shares of our common stock) with a split ratio within the Split Ratio Range, if and when determined by our Nominating and Corporate Governance Committee. Our Board has deemed it advisable, approved and recommended that our stockholders approve and adopt and is hereby soliciting stockholder approval and adoption of the Reverse Stock Split Proposal.

If we receive the required stockholder approval, our Nominating and Corporate Governance Committee will have the authority to elect, at any time prior to the one year anniversary of the Annual Meeting date, whether or not to effect a reverse stock split. Even with stockholder approval of the Reverse Stock Split Proposal, the Company will not be obligated to pursue the reverse stock split. Rather, our Nominating and Corporate Governance Committee will have the flexibility to decide whether or not a reverse stock split (and at what ratio within the Split Ratio Range) is in the best interests of the Company and its stockholders.

If approved by our stockholders and determined to be in the best interests of the Company and our stockholders, the reverse stock split would become effective upon filing a certificate of amendment to our Charter with the Delaware Secretary of State. The text of the proposed certificate of amendment is attached to this Proxy Statement as [Appendix A](#) (the “Reverse Stock Split Certificate of Amendment”). If the Reverse Stock Split Certificate of Amendment is filed, in connection with such filing, the Company will publicly announce the number of outstanding shares to be combined into one share of our common stock, at the ratio approved by our Nominating and Corporate Governance Committee within the Split Ratio Range. The Reverse Stock Split Proposal, if approved would not change the par value of our common stock and would not impact the total number of authorized shares of our common stock. Therefore, upon effectiveness of the reverse stock split, the number of shares of our common stock that are authorized and unissued will increase relative to the number of issued and outstanding shares of our common stock.

Although we presently intend to effect the reverse stock split to regain compliance with the NYSE’s minimum price criteria, under Section 242(c) of the Delaware General Corporation Law (“DGCL”), our Nominating and Corporate Governance Committee has reserved the right, notwithstanding our stockholders’ approval of the Reverse Stock Split Proposal at the Annual Meeting, to abandon the reverse stock split at any time (without further action by our stockholders) before the Reverse Stock Split Certificate of Amendment is filed with the Delaware Secretary of State if our Nominating and Corporate Governance Committee determines that the reverse stock split is no longer in the best interests of the Company and its stockholders. Our Nominating and Corporate Governance Committee may consider a variety of factors in determining whether or not to proceed with the reverse stock split and the appropriate ratio for the reverse stock split within the Split Ratio Range, including overall trends in the stock market, recent changes and anticipated trends in the per-share market price of our common stock, business developments and our actual and projected financial performance. If on the last trading day of any calendar month during the cure period provided under the NYSE rules, we have a closing share price of at least \$1.00 and an average closing share price of at least \$1.00 over the 30 trading-day period ending on the last trading day of that month, as discussed more fully below, our Nominating and Corporate Governance Committee may decide to abandon the reverse stock split contemplated hereby in its entirety.

Purpose and Overview of the Reverse Stock Split

Our primary objective in effectuating the reverse stock split would be to attempt to raise the per share trading price of our common stock in order to meet the minimum price criteria for continued listing on the NYSE.

On February 19, 2025, we received notice from NYSE that we were no longer in compliance with the continued listing requirements of NYSE because the average closing price for our common stock had fallen below \$1.00 per share over a consecutive 30 trading-day period, which is the minimum price criteria required to maintain listing on the NYSE under Section 802.01C of the NYSE Listed Company Manual.

We can regain compliance at any time within the six-month period following receipt of the NYSE notice if on the last trading day of any calendar month during the cure period, we have a closing share price of at least \$1.00 and an average closing share price of at least \$1.00 over the 30 trading-day period ending on the last trading day of that month. Under applicable NYSE rules, if we determine that we will regain compliance with the minimum price criteria by taking an

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action that requires stockholder approval, we must obtain stockholder approval by no later than our next annual meeting and implement the action promptly thereafter. In such scenario, the minimum price criteria will be deemed cured if the price promptly exceeds \$1.00 per share, and the price remains above \$1.00 per share for at least the following 30 trading days.

In the event that at the expiration of the six-month cure period, we have not attained both a closing share price of at least \$1.00 per share on the last trading day of the cure period and a \$1.00 average closing share price over the 30 trading-day period ending on the last trading day of the cure period, NYSE will commence suspension and delisting procedures.

Our Board is seeking stockholder approval of the Reverse Stock Split Proposal in order to have the authority to effectuate the reverse stock split as a means of increasing the share price of our common stock at or above \$1.00 per share in order to avoid further action by NYSE, in the event we are not able to satisfy the minimum price condition in adequate time before the deadline. We expect that the reverse stock split would increase the closing share price of our common stock above \$1.00 per share, thereby allowing the Company to regain compliance with the NYSE minimum price criteria listing requirement. However, there can be no assurance that the reverse stock split would have that effect, initially or in the future, or that it would enable us to maintain the listing of our common stock on the NYSE. The proposed reverse stock split is not intended to be an anti-takeover device.

In addition, we believe that the low per-share market price of our common stock impairs its marketability to, and acceptance by, institutional investors and other members of the investing public and creates a negative impression of the Company. In practice, however, many investors, brokerage firms and market makers consider low-priced stocks as unduly speculative in nature and, as a matter of policy, avoid investment and trading in such stocks. Moreover, the analysts at many brokerage firms do not monitor the trading activity or otherwise provide coverage of lower-priced stocks. The presence of these factors may be adversely affecting, and may continue to adversely affect, not only the price of our common stock but also its trading liquidity. In addition, these factors may affect our ability to raise additional capital through the sale of our common stock.

We also believe that a higher stock price could help us attract and retain employees and other service providers. We believe that some potential employees and service providers are less likely to work for a company with a low stock price, regardless of the size of the company's market capitalization. If the reverse stock split successfully increases the per-share price of our common stock, we believe this increase would enhance our ability to attract and retain employees and service providers. Further, the reverse stock split will result in additional authorized and unissued shares becoming available for general corporate purposes as the Board may determine from time to time, including for use under its equity compensation plans.

Theoretically, decreasing the number of shares of our common stock outstanding should not, by itself, affect the marketability of the shares, the type of investor who would be interested in acquiring them or our reputation in the financial community. We believe that the decrease in the number of shares of our outstanding common stock because of the reverse stock split, and the anticipated increase in the price per share, would possibly promote greater liquidity for our stockholders with respect to their shares. However, liquidity may be adversely affected by the reduced number of shares that would be outstanding if the reverse stock split is effected, particularly if the price per share of our common stock begins a declining trend after the reverse stock split is effectuated.

There can be no assurance that the reverse stock split would achieve any of the desired results. There also can be no assurance that the price per share of our common stock immediately after the reverse stock split would increase proportionately with the reverse stock split, or that any increase would be sustained for any period of time.

We believe the reverse stock split is the most likely way to assist the stock price in reaching the minimum price criteria required by the NYSE, although effecting the reverse stock split cannot guarantee that we would regain compliance with the minimum price criteria prior to the end of the six-month cure period. Furthermore, the reverse stock split cannot guarantee we would be in compliance with NYSE's other continued listing requirements.

If our stockholders do not approve the Reverse Stock Split Proposal and our closing stock price does not otherwise increase sufficiently to permit us to regain compliance with the minimum price criteria prior to the end of the six-month cure period, we expect our common stock to be subject to a delisting action by NYSE.

If our common stock were delisted from the NYSE, we believe that our shares of common stock would likely trade on an over-the-counter market, such as those maintained by OTC Markets Group. As a result, an investor may find it more difficult to dispose of, or to obtain accurate quotations as to the price of, our common stock. To relist shares of our common stock on the NYSE, we would be required to meet the initial listing requirements for the NYSE, which are more stringent than the continued listing requirements.

If our common stock were delisted from the NYSE and the price of our common stock were below \$5.00 at such time, such stock would come within the definition of “penny stock” as defined in the Exchange Act and would be covered by Rule 15g-9 of the Exchange Act. That rule imposes additional sales practice requirements on broker-dealers who sell such securities to persons other than established customers and accredited investors (generally institutions with assets in excess of \$5 million or individuals with net worth in excess of \$1 million or annual income exceeding \$200,000 or \$300,000 jointly with their spouse). For transactions covered by Rule 15g-9, the broker-dealer must make a special suitability determination for the purchaser and receive the purchaser’s written agreement to the transaction prior to the sale. These additional sales practice restrictions would make trading in our common stock more difficult and the market less efficient.

In evaluating whether to seek stockholder approval of the Reverse Stock Split Proposal, our Board took into consideration negative factors associated with reverse stock splits. These factors include: the negative perception of reverse stock splits that investors, analysts and other stock market participants may hold; the fact that the stock prices of some companies that have effected reverse stock splits have subsequently declined, sometimes significantly, following their reverse stock splits; the possible adverse effect on liquidity that a reduced number of outstanding shares could cause; and the costs associated with implementing a reverse stock split.

Even if our stockholders approve the Reverse Stock Split Proposal, our Nominating and Corporate Governance Committee reserves the right not to effect the reverse stock split contemplated hereby if in our Nominating and Corporate Governance Committee’s opinion it would not be in the best interests of the Company and our stockholders to effect a reverse stock split.

Risks Associated with the Reverse Stock Split Purpose and Overview of the Reverse Stock Split

We cannot predict whether the reverse stock split, if completed, will increase the market price for our common stock. The history of similar stock split combinations for companies in like circumstances is varied. There is no assurance that:

- the closing share price would exceed \$1.00 per share or the average closing share price would remain in excess of \$1.00 per share as required to maintain the listing of our common stock on the NYSE;
- we would otherwise meet the requirements for continued listing of our common stock on the NYSE;
- the market price per share of our common stock after the reverse stock split would rise in proportion to the reduction in the number of shares outstanding before the reverse stock split;
- the reverse stock split would result in a per-share price that would attract brokers and investors who do not trade in lower-priced stocks;
- the reverse stock split would result in a per-share price that would increase our ability to attract and retain employees and other service providers; or
- the reverse stock split would promote greater liquidity for our stockholders with respect to their shares.

In addition, the reverse stock split would reduce the number of outstanding shares of our common stock without reducing the number of shares of available but unissued common stock, increasing the number of authorized but unissued shares of common stock. Therefore, the number of shares of our common stock that are authorized and unissued will increase relative to the number of issued and outstanding shares of our common stock following the reverse stock split. The Board may authorize the issuance of the remaining authorized and unissued shares without further stockholder action for a variety of purposes, except as such stockholder approval may be required in particular cases by our Charter, applicable law or the rules of any stock exchange on which our securities may then be listed. The issuance of additional shares would be dilutive to our existing stockholders and may cause a decline in the trading price of our common stock. The issuance of authorized but unissued shares of common stock could be used to deter a potential takeover of the Company that may otherwise be beneficial to stockholders by diluting the shares held by a potential suitor or issuing shares to a stockholder that will vote in accordance with the Board’s desires. A takeover may be beneficial to independent stockholders because, among other reasons, a potential suitor may offer such stockholders a premium for their shares of stock compared to the then-existing market price. We do not have any plans or proposals to adopt provisions or enter into agreements that may have material anti-takeover consequences.

The market price of our common stock is based on our performance and other factors, some of which are unrelated to the number of shares outstanding. If the reverse stock split is effected and the market price of our common stock declines, the percentage decline as an absolute number and as a percentage of our overall market capitalization may be greater than would occur in the absence of a reverse stock split.

Principal Effects of the Reverse Stock Split on the Market for Our Common Stock

On May 19, 2025, the closing price for our common stock on the NYSE was \$0.697 per share. The reverse stock split will decrease the number of shares of our common stock outstanding without altering the aggregate economic interest represented by the shares which, we believe will increase the market price per share. The greater the market price rises above \$1.00 per share, the less risk there would be that we would fail to meet the requirements for maintaining the listing of our common stock on the NYSE. However, there can be no assurance that the market price per share of the common stock would rise to or maintain any particular level or that we would at all times be able to meet the requirements for maintaining the listing of our common stock on the NYSE.

Principal Effects of the Reverse Stock Split on Our Common Stock; No Fractional Shares

If our stockholders approve the Reverse Stock Split Proposal, and if our Nominating and Corporate Governance Committee decides to effect the reverse stock split contemplated hereby, the principal effect of the reverse stock split would be to reduce the number of issued shares of our common stock including those held by the Company as treasury stock, depending on the ratio approved by our Nominating and Corporate Governance Committee within the Split Ratio Range, from 461,649,680 shares as of the record date to between approximately 230,824,840 shares and 15,388,322 shares. If the reverse stock split is effectuated, the total number of shares of our common stock each stockholder holds would be reclassified automatically into the number of shares of our common stock equal to the number of shares of our common stock each stockholder held immediately prior to the reverse stock split divided by the ratio approved by the Nominating and Corporate Governance Committee within the Split Ratio Range.

Effecting the reverse stock split will not change the total authorized number of shares of our common stock. However, the reduction in the issued shares would provide more authorized shares available for future issuance. We have no specific plan, commitment, arrangement, understanding or agreement, either oral or written, regarding the issuance of common stock subsequent to this proposed increase in the number of unissued shares at this time, and we have not allocated any specific portion of the proposed increase in the number of unissued shares to any particular purpose. However, we have in the past conducted certain public and private offerings of our securities, and we will continue to require, and may actively seek, additional capital in the near future to fund our operations. As a result, it is foreseeable that we will seek to issue additional shares of common stock in connection with any such capital raising activities, or any of the other activities described above. The Board does not intend to issue any common stock or securities convertible into common stock except on terms that the Board deems to be in the best interests of the Company and our stockholders.

The reverse stock split would affect all of our stockholders uniformly and would not affect any stockholder's percentage ownership interests, except to the extent that the reverse stock split results in such stockholder owning a fractional share. No fractional shares will be issued in connection with the reverse stock split. Stockholders who otherwise would be entitled to receive fractional shares because they hold a number of pre-split shares not evenly divisible by the number of pre-split shares for which each post-split share is to be exchanged, will be entitled to a cash payment in lieu thereof at a price equal to the fraction to which the stockholder would otherwise be entitled multiplied by the closing price of the common stock, as reported by NYSE, on the last trading day prior to the effective date of the reverse stock split. The proceeds would be subject to certain taxes as discussed below. In addition, stockholders would not be entitled to receive interest for the period of time between the filing of the Reverse Stock Split Certificate of Amendment and the date a stockholder receives payment for the cashed-out shares. The payment amount would be paid to the stockholder in the form of a check in accordance with the procedures outlined below.

After the reverse stock split, a stockholder would have no further interest in the Company with respect to such stockholder's cashed-out fractional share. A person otherwise entitled to a fractional interest would not have any voting, dividend or other rights with respect to such fractional interest, except to receive payment as described above.

Principal Effects of the Reverse Stock Split on Outstanding Equity

As of the record date, we had outstanding (a) options to purchase an aggregate of 2,507,272 shares of our common stock with exercise prices ranging from \$0.44 to \$0.89 per share and (b) 72,852,259 restricted stock units outstanding (including performance-based restricted stock units) under the ChargePoint Holdings, Inc. 2021 Equity Incentive Plan (the "2021 Plan"), the ChargePoint, Inc. 2017 Stock Plan (the "2017 Plan") and the Coulomb Technologies, Inc. 2007 Stock Incentive Plan (the "2007 Plan", and together with the 2021 Plan and the 2017 Plan, the "Incentive Plans"). Under the Incentive Plans and Amended and Restated ChargePoint Holdings, Inc. 2021 Employee Stock Purchase Plan (the "2021 ESPP", and together with the Incentive Plans, the "Stock Plans"), the Board has the sole discretion to appropriately adjust the awards granted under our Stock Plans in the event of a reverse stock split. Accordingly, if the reverse stock split is effected, the number of shares available for issuance under the Stock Plans, as well as the number of shares subject to any outstanding awards under the Stock Plans, and the exercise price, grant price or purchase price relating to any such awards under the Stock Plans, will be proportionately adjusted by the Board to reflect the reverse stock split. The Board will also determine the treatment of fractional shares subject to outstanding awards under the 2021 Plan or the 2017 Plan. Accordingly, pursuant to the authority provided under the Stock Plans, the Board has, contingent upon stockholder

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approval of the Reverse Stock Split Proposal and the subsequent decision by our Nominating and Corporate Governance Committee to effect the reverse stock split, authorized ChargePoint to effect any other changes with respect to the Stock Plans and the awards outstanding thereunder necessary, desirable or appropriate to give effect to the reverse stock split, including any applicable technical, conforming changes to our Stock Plans.

For illustrative purposes only, if a 1-for-10 reverse stock split is effected, an outstanding stock option for 10,000 shares of common stock, exercisable at \$1.05 per share, would be adjusted as a result of a 1-for-10 split ratio into an option exercisable for 1,000 shares of common stock at an exercise price of \$10.50 per share.

Principal Effects of the Reverse Stock Split on Warrants

If the Reverse Stock Split Proposal is approved and effected, our outstanding warrants to purchase shares of our common stock will be proportionately adjusted in accordance with the respective warrant agreements to reflect the reverse stock split, including the number of shares purchasable upon exercise of such warrants and/or their exercise prices.

Principal Effects of the Reverse Stock Split on Convertible Notes

If the Reverse Stock Split Proposal is approved and effected, the conversion rate of the Convertible Notes will be proportionately adjusted in accordance with the indenture governing the Convertible Notes to reflect the reverse stock split.

Principal Effects of the Reverse Stock Split on Legal Ability to Pay Dividends

We have not declared or paid any cash dividends on our common stock, nor do we have any plans to declare in the foreseeable future any distributions of cash or other property to holders of common stock, and we are not in arrears on any dividends. Therefore, we do not believe that the reverse stock split would have any effect with respect to future distributions, if any, to holders of our common stock.

Accounting Matters

The reverse stock split would not affect the par value of our common stock, which would remain unchanged at \$0.0001 per share. As a result, on the effective date of the reverse stock split, the stated capital on our balance sheet attributable to our common stock would be reduced by the ratio approved by the Nominating and Corporate Governance Committee within the Split Ratio Range, and the additional paid-in capital account would be credited with the amount by which the stated capital is reduced. The per-share net income or loss and per-share net book value of our common stock would be increased because there would be fewer shares of our common stock outstanding.

Beneficial Holders of Our Common Stock (Stockholders Who Hold in “Street Name”)

Upon the reverse stock split, we intend to treat shares held by stockholders in “street name,” that is through a brokerage firm, bank, dealer or other similar organization in the same manner as shares held by registered stockholders. Brokers, banks or other agents would be instructed to effect the reverse stock split for their beneficial holders holding our common stock in “street name.” However, these brokers, banks or other agents may have different procedures than stockholders of record for processing the reverse stock split and making payment for fractional shares. Stockholders holding shares of our common stock with a broker, bank or other agent and having any questions in this regard should contact their broker, bank or other agent.

Registered “Book-Entry” Holders of Our Common Stock

If a stockholder holds registered shares in book-entry form with the transfer agent, no action needs to be taken to receive post-reverse stock split shares or cash payment in lieu of any fractional share interest, if applicable. If such a stockholder is entitled to post-reverse stock split shares, a transaction statement would automatically be sent to such stockholder’s address of record indicating the number of shares of our common stock held following the reverse stock split.

If such a stockholder is entitled to a payment in lieu of any fractional share interest, a check would be mailed to the stockholder’s registered address as soon as practicable after the effective time of the reverse stock split. By signing and cashing the check, stockholders would warrant that they owned the shares of our common stock for which they received a cash payment. The cash payment is subject to applicable federal and state income tax and state abandoned property laws. No stockholders would be entitled to receive interest for the period of time between the effective time of the reverse stock split and the date payment is received.

STOCKHOLDERS SHOULD NOT DESTROY ANY PRE-SPLIT STOCK CERTIFICATE AND SHOULD NOT SUBMIT ANY CERTIFICATES UNTIL THEY ARE REQUESTED TO DO SO.

No Appraisal Rights

Under the DGCL, stockholders are not entitled to appraisal rights with respect to the reverse stock split.

Material U.S. Federal Income Tax Consequences of the Reverse Stock Split

The following summary describes certain material U.S. federal income tax consequences of the reverse stock split to U.S. holders of our common stock.

For purposes of this summary a “U.S. holder” is any beneficial owner of our common stock that is any of the following:

- an individual who is or is treated as a citizen or resident of the United States;
- a corporation (or other entity treated as a corporation for U.S. federal income tax purposes) created or organized under the laws of the United States, any state thereof or the District of Columbia;
- an estate the income of which is subject to U.S. federal income taxation regardless of its source; or
- a trust (i) if a court within the United States is able to exercise primary supervision over the administration of such trust and one or more “United States Persons” have the authority to control all substantial decisions of such trust or (ii) that has a valid election in effect to be treated as “United States Persons” for U.S. federal income tax purposes.

This summary does not address all of the tax consequences that may be relevant to any particular stockholder, including tax considerations that arise from rules of general application to all taxpayers or to certain classes of taxpayers or that are generally assumed to be known by stockholders. This summary also does not address the tax consequences to (i) persons that may be subject to special treatment under U.S. federal income tax law, such as banks, insurance companies, thrift institutions, regulated investment companies, real estate investment trusts, tax-exempt organizations, U.S. expatriates, persons subject to the alternative minimum tax, traders in securities that elect to mark to market and dealers in securities or currencies, (ii) persons that hold our common stock as part of a position in a “straddle” or as part of a “hedging,” “conversion” or other integrated investment transaction for federal income tax purposes, (iii) persons that do not hold our common stock as “capital assets” (generally, property held for investment), (iv) partnerships or other pass-through entities (or any investors therein) or (v) non-U.S. holders. The summary also does not discuss the effect of any state, local or non-U.S. laws, any U.S. federal tax considerations other than U.S. federal income tax considerations (such as gift tax or estate tax considerations), or the 3.8% Medicare contribution tax on net investment income.

This summary is based on the provisions of the Code, U.S. Treasury regulations, administrative rulings and judicial authority, all as in effect as of the date of this Proxy Statement. Subsequent developments in U.S. federal income tax law, including changes in law or differing interpretations, which may be applied retroactively, could have a material effect on the U.S. federal income tax consequences of the reverse stock split.

EACH STOCKHOLDER SHOULD CONSULT ITS OWN TAX ADVISOR REGARDING THE U.S. FEDERAL, STATE, LOCAL, AND FOREIGN INCOME AND OTHER TAX CONSEQUENCES OF THE REVERSE STOCK SPLIT.

If a partnership (or other entity classified as a partnership for U.S. federal income tax purposes) is the beneficial owner of our common stock, the U.S. federal income tax treatment of a partner in the partnership will generally depend on the status of the partner and the activities of the partnership.

Partnerships that hold our common stock, and partners in such partnerships, should consult their own tax advisors regarding the U.S. federal income tax consequences of the reverse stock split.

Except as described below with respect to cash in lieu of fractional shares, no gain or loss will be recognized upon the reverse stock split. In addition, the aggregate tax basis in the common stock received pursuant to the reverse stock split should equal the aggregate tax basis in the common stock surrendered (excluding the portion of the tax basis that is allocable to any fractional share), and the holding period for the common stock received should include the holding period for the common stock surrendered.

A U.S. holder that receives cash in lieu of a fractional share of common stock in the reverse stock split and whose proportionate interest in the Company is reduced (after taking into account certain constructive ownership rules) generally will be treated as having received such fractional share and then as having received such cash in redemption of such fractional share interest. A U.S. holder generally will recognize gain or loss measured by the difference between the amount of cash received and the portion of the basis of the pre-reverse stock split common stock allocable to such fractional interest. Such gain or loss generally will constitute capital gain or loss and will be long-term capital gain or loss if the U.S. holder’s holding period in our common stock surrendered in the reverse stock split was greater than one year as of the date of the exchange. A U.S. holder that receives cash in lieu of a fractional share of common stock in the reverse stock split and whose proportionate interest in the Company is not reduced (after taking into account certain constructive ownership rules) generally will be treated as having received a distribution that will be treated first as dividend income to

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the extent paid out of our current or accumulated earnings and profits, and then as a tax-free return of capital to the extent of the U.S. holder's tax basis in our common stock, with any remaining amount being treated as capital gain.

Information returns generally will be required to be filed with the Internal Revenue Service ("IRS") with respect to the receipt of cash in lieu of a fractional share of our common stock pursuant to the reverse stock split in the case of certain U.S. holders. In addition, U.S. holders may be subject to a backup withholding tax at the rate specified in the Code on the payment of such cash if they do not provide their taxpayer identification numbers in the manner required or otherwise fail to comply with applicable backup withholding tax rules. Backup withholding is not an additional tax. Any amounts withheld under the backup withholding rules may be refunded or allowed as a credit against the U.S. holder's federal income tax liability, if any, provided the required information is timely furnished to the IRS.

Vote Required

Approval of the Reverse Stock Split Proposal requires that votes cast "for" the Reverse Stock Split Proposal exceed the votes cast "against" the Reverse Stock Split Proposal.

If this proposal to amend our Charter is approved by our stockholders, and if our Nominating and Corporate Governance Committee decides, in its discretion, to effect a reverse stock split, the Reverse Stock Split Certificate of Amendment will be filed with the Delaware Secretary of State.

**THE BOARD UNANIMOUSLY RECOMMENDS A VOTE "FOR"
THE REVERSE STOCK SPLIT PROPOSAL.**

PROPOSAL NO. 5
AMENDMENT OF THE CHARTER TO REMOVE CORPORATE OPPORTUNITY WAIVER PROVISION

On January 3, 2025, plaintiff Shervin Brown (the “Plaintiff”) filed a putative class action complaint (the “Complaint”) in the Court of Chancery of the State of Delaware (the “Court”) against ChargePoint and certain current and former members of our Board (the “Defendants”) under the caption *Shervin Brown v. ChargePoint Holdings, Inc., et al., C.A. No. 2025-0009-PAF* (the “Action”). The Complaint alleged, among other things, that Article Thirteenth of the Charter (the “Waiver Provision”), which provides for the waiver and renunciation of corporate opportunities related to the Company, violates Sections 102(b)(7) and 122(17) of the DGCL because it is impermissibly broad and impermissibly waives fiduciary duties of the members of the Board.

The Defendants denied any and all wrongdoing alleged in the Complaint; however, because the Complaint had called into question the validity of the Waiver Provision, the Board determined that it was advisable and in the best interests of the Company and its stockholders to amend the Charter to delete the provisions of Article Thirteenth in their entirety (the “Waiver Amendment”). The Board thus unanimously declared it advisable, approved and adopted the Waiver Amendment, and recommends that our stockholders approve and adopt the Waiver Amendment. In addition, each of the Company’s directors and officers has entered into an agreement that effectively treats the Waiver Amendment as effective until such time as the Waiver Amendment is approved and adopted by the stockholders of the Company, and the Board has resolved that until the Waiver Amendment becomes effective it will not nominate for election, or appoint as a director or officer of the Company, any person who does not execute a substantially similar agreement.

Accordingly, the Board believes that this Proposal No. 5 to amend the Charter to remove the Waiver Provision is fair and in the best interests of the Company and its stockholders.

This description of the proposed amendment to the Charter is a summary and is qualified in its entirety by the proposed certificate of amendment to our Charter, in the form attached to this Proxy Statement as [Appendix B](#) which reflects the proposed changes described above (the “Waiver Certificate of Amendment”). If this Corporate Opportunity Waiver Proposal is approved, we intend to file the Waiver Certificate of Amendment, reflecting the approved deletion of the provisions of Article Thirteenth in their entirety, with the Delaware Secretary of State as soon as practicable following the Annual Meeting. The Waiver Amendment will become effective upon the effectiveness of the filing of the Waiver Certificate of Amendment with the Delaware Secretary of State.

Vote Required

The affirmative vote of the holders of a majority in voting power of the outstanding shares of stock entitled to vote thereon will be required to approve the Waiver Amendment.

If this proposal to amend our Charter is approved by our stockholders, the Waiver Certificate of Amendment will be filed with the Delaware Secretary of State as soon as practicable following the Annual Meeting. If this proposal to amend our Charter is not adopted and approved by our stockholders, the Waiver Certificate of Amendment will not be filed with the Delaware Secretary of State and the Waiver Amendment will not become effective.

**THE BOARD UNANIMOUSLY RECOMMENDS A VOTE “FOR”
THE CORPORATE OPPORTUNITY WAIVER PROPOSAL.**

PROPOSAL NO. 6
TO APPROVE ONE OR MORE ADJOURNMENTS OF THE ANNUAL MEETING, IF NECESSARY, TO SOLICIT ADDITIONAL PROXIES IF THERE ARE NOT SUFFICIENT VOTES IN FAVOR OF THE REVERSE STOCK SPLIT PROPOSAL

If, at the Annual Meeting, we do not receive sufficient votes to approve the Reverse Stock Split Proposal, the chairperson of the Annual Meeting, in his reasonable discretion, may move to adjourn the Annual Meeting in order to enable our Board to continue to solicit additional proxies in favor of the Reverse Stock Split Proposal.

Our Board believes that if the number of votes received at the Annual Meeting is insufficient to approve the Reverse Stock Split Proposal, it is in the best interests of the Company and our stockholders to enable our Board to continue to seek to obtain a sufficient number of additional votes to approve the Reverse Stock Split Proposal.

In the Adjournment Proposal, we are asking stockholders to vote in favor of adjourning or postponing the Annual Meeting or any adjournment or postponement thereof. If our stockholders approve this proposal, we could adjourn or postpone the Annual Meeting, and any adjourned session of the Annual Meeting, to use the additional time to solicit additional proxies in favor of the Reverse Stock Split Proposal.

Additionally, approval of the Adjournment Proposal could mean that, in the event we receive proxies indicating that a majority of the votes on the Reverse Stock Split Proposal will be “Against” votes, we could adjourn or postpone the Annual Meeting without a vote on the Reverse Stock Split Proposal and use the additional time to solicit the holders of those shares to change their votes in favor of the Reverse Stock Split Proposal.

Vote Required

The affirmative vote of the holders of shares of stock having a majority in voting power of the votes cast by the holders of all of the shares of stock present or represented at the meeting and voting affirmatively or negatively on such matter will be required to approve the Adjournment Proposal.

**THE BOARD UNANIMOUSLY RECOMMENDS A VOTE “FOR”
THE ADJOURNMENT PROPOSAL.**

EXECUTIVE OFFICERS

The following table, other than as noted, sets forth certain information with respect to our current executive officers. Biographical information for our President, Chief Executive Officer and Director Mr. Wilmer is included above with the Director biographies under the caption “Class III Directors Continuing in Office Until the 2026 Annual Meeting.”

Name	Age	Position(s)
Richard “Rick” Wilmer	63	President, Chief Executive Officer and Director
Mansi Khetani	50	Chief Financial Officer and Chief Accounting Officer
Rebecca Chavez	47	Chief Legal Officer and Corporate Secretary
Jagdeep “JD” Singh	55	Chief Customer Experience Officer
John “David” Vice	58	Chief Revenue Officer

Executive Officers

Mansi Khetani. Ms. Khetani has served as our Chief Financial Officer since July 2024 and previously served as ChargePoint’s Interim Chief Financial Officer from November 2023 until June 2024. She has served as our Chief Accounting Officer since December 2024. Previously, she served as the Company’s Senior Vice President, Financial Planning and Analysis from April 2023 to November 2023, and as Vice President, Financial Planning and Analysis from December 2018 to April 2023. Prior to joining ChargePoint, Ms. Khetani served as Senior Director, Financial Planning and Analysis at Gainsight, Inc., a customer success software company, from May 2017 until December 2018. Ms. Khetani received her M.B.A. with a specialization in Financial Management from S. P. Jain Institute of Management and Research and is a Chartered Accountant (India). Ms. Khetani received her Bachelor’s degree in Commerce and Economics, from the University of Mumbai.

Rebecca Chavez. Ms. Chavez has served as our Chief Legal Officer since March 2024 and Corporate Secretary since February 2021. Previously, she served as the General Counsel from February 2021 to February 2024. Prior to ChargePoint, Ms. Chavez served in various legal leadership roles at Palo Alto Networks, Inc., a global cybersecurity company, including serving as the Vice President, Deputy General Counsel, Corporate, Securities and M&A, from November 2018 to February 2021, Associate General Counsel and Senior Director, Corporate and Securities, from November 2016 to November 2018 and Director, Corporate and Securities, from August 2015 to November 2016. Prior to joining Palo Alto Networks, Inc., she served as Associate General Counsel, Finance & Governance at Levi Strauss & Co., an American clothing company, from April 2013 to July 2015. Ms. Chavez began her legal career working at Morrison & Foerster LLP followed by Sidley Austin LLP. Ms. Chavez holds a B.A. in Latin American Studies and M.A. in Education from Stanford University and a J.D. from the University of California, Davis School of Law.

Jagdeep “JD” Singh. Mr. Singh has served as our Chief Customer Experience Officer since March 2024. From October 2022 to February 2024, he served as the Company’s Senior Vice President Customer Services. Prior to joining ChargePoint, Mr. Singh served as Senior Vice President and General Manager of Global Customer Services at Hewlett Packard Enterprise, a global information technology company, from May 2015 to October 2022 where he oversaw Global Support, Professional Services, Managed Services, and Customer Success. Mr. Singh received a Masters in Business Administration from Santa Clara University and a Master of Science in Computer Science and Bachelor of Science in Electrical Engineering from California State University, Chico.

John “David” Vice. Mr. Vice has served as our Chief Revenue Officer since September 2024. Mr. Vice has more than thirty years of sales and marketing experience delivering global business and sales solutions. Prior to joining ChargePoint, Mr. Vice served as Chief Revenue Officer, at NTT Data Services (“NTT Data”), a global innovator of IT and business services, from February 2020 until April 2024 and as President, Commercial Industries, at NTT Data from May 2018 until February 2020. Prior to NTT Data, Mr. Vice served as the Chief Revenue Officer of Omnitracs, LLC, a provider of fleet management software solutions, from July 2014 until April 2018. Mr. Vice received a Bachelor of Arts in marketing from Texas Tech University.

EXECUTIVE COMPENSATION

Compensation Discussion and Analysis

This Compensation Discussion and Analysis describes the material elements of our executive compensation program for our named executive officers during our fiscal year ended January 31, 2025 (“fiscal 2025”), provides an overview of our executive compensation philosophy and objectives, and discusses how and why the Compensation and Organizational Development Committee (the “Compensation Committee”) of our Board arrived at the specific compensation decisions for our named executive officers for fiscal 2025. During fiscal 2025, our named executive officers were:

- Rick Wilmer, our President and Chief Executive Officer;
- Mansi Khetani, our Chief Financial Officer and Chief Accounting Officer;
- Rebecca Chavez, our Chief Legal Officer and Corporate Secretary;
- JD Singh, our Chief Customer Experience Officer; and
- David Vice, our Chief Revenue Officer.

Executive Summary

Who We Are

For more than a decade, ChargePoint has been singularly focused on enabling the movement of all people and goods on electricity. Today, we are facilitating mass electric vehicle (EV) adoption with one of the largest charging networks in the world, a strong leadership position in North America and a growing presence in Europe. We are a market leader in electric vehicle fueling and have helped pioneer networked fueling, offering one of the industry’s most comprehensive portfolios of hardware, software and services for commercial, fleet and residential customers. Businesses, fleets and EV drivers turn to the ChargePoint team for EV charging education, resources and technology as they look to participate in the electrification of transportation.

Compensation Philosophy and Objectives

We believe that to be successful we must hire and retain talented leadership. We recognize that there is significant competition for qualified executives within our industry, especially in California where our headquarters are located, and it can be particularly challenging for companies to recruit executive officers of the caliber necessary to achieve our short-term and long-term objectives. Accordingly, our executive compensation program is intended to attract and retain this leadership team in a highly competitive talent market and to motivate them to achieve our business objectives. We believe our leadership team possesses the skill set necessary to support our near-term objectives and create long-term value for our stockholders, grow our business and assist in the achievement of our strategic goals.

Our named executive officer compensation program focuses on total compensation composed of a mix of cash and equity compensation, including performance-based equity, which we believe attracts, motivates and retains our leadership team.

Fiscal 2025 Executive Compensation Highlights

In fiscal 2025, we continued to implement aspects of our executive compensation program first established during our fiscal year ended January 31, 2023 (“fiscal 2023”), including:

- **Our annual equity compensation program includes performance-based restricted stock units.** Beginning in fiscal 2023, we awarded annual equity awards in the form of time-based restricted stock units (“RSUs”) and performance-based restricted stock units (“PRSUs”). RSU and PRSU awards granted to each then-serving named executive officer in fiscal 2023 comprised the entirety of the equity-based compensation for such executive officer for both fiscal 2023 and our fiscal year ending January 31, 2024 (“fiscal 2024”) other than in the case of new grants made in connection with substantial changes in roles, responsibilities or promotion of an executive officer. In fiscal 2025, 50% of the annual equity granted to our executive officers, other than our Chief Executive Officer Mr. Wilmer, was delivered in the form of PRSUs with four stock price appreciation objectives that are required to be achieved during a four-year performance period, with the award vesting in 25% installments based on the achievement of the applicable stock price appreciation goals. Mr. Wilmer was not granted a RSU or PRSU in our annual fiscal 2025 focal review because he received

additional RSU and PRSU awards in December 2023 in connection with his appointment as our Chief Executive Officer. For more information about the “performance-based” portion of the total equity compensation awarded to our executive officers in fiscal 2025, see the section “Executive Compensation – Equity Compensation” set forth below.

- **A substantial portion of the total compensation awarded to our executive officers in fiscal 2025 was comprised of “at-risk” compensation components.** As described more completely below under “Executive Compensation – Equity Compensation” the PRSUs granted to our named executive officers in fiscal 2025 will not vest, and will be forfeited, in the event the PRSUs fail to meet the designated performance-based objectives. Our fiscal 2025 PRSU awards are viewed as an integral part of our executive compensation program and comprise a primary “at-risk” portion of our named executive officer’s total compensation. As of January 31, 2025, no portion of the fiscal 2025 PRSUs had vested. In addition, our named executive officer’s fiscal 2025 annual performance-based bonus opportunity (the “2025 Bonus Program”) is subject to meeting financial performance objectives that are designed to be aligned with our annual and long-term strategies. In fiscal 2025, no bonus awards were paid pursuant to our 2025 Bonus Program because the Company did not achieve the minimum performance goals. These 2025 Bonus Program performance goals were tied to achievement of our annual financial performance objectives, which were set at levels designed to be aggressive but achievable with significant effort, as further detailed below under “Executive Compensation - 2025 Bonus Program.” For more information about the “at-risk” portion of the total equity compensation awarded to our executive officers in fiscal 2025, see the section “Executive Compensation – Equity Compensation” set forth below.

Advisory Vote on Executive Compensation

At our 2024 Annual Meeting of Stockholders, our stockholders approved, on an advisory basis, the compensation of our named executive officers as disclosed in our 2024 Proxy Statement with the support of approximately 90% of the total votes cast. The Compensation Committee reviewed and considered the high level of support for the 2024 “say-on-pay” vote and determined not to adjust our executive compensation policies or program as a result of the vote. Our Compensation Committee will continue to monitor and evaluate our executive compensation program, considering our stockholders’ views and our evolving business needs. Our Board and our Compensation Committee value the opinions of our stockholders, and we believe that it is important for our stockholders to have an opportunity to vote on this proposal annually, which is consistent with the frequency preferred by our stockholders who voted on the “say-on-pay” frequency proposal at our 2022 Annual Meeting.

Executive Compensation Policies and Practices

We endeavor to design and implement our executive compensation policies and practices in accordance with sound governance standards. The Compensation Committee meets regularly throughout the year to review our executive compensation program to evaluate whether it is consistent with our short-term and long-term goals given the dynamic nature of our business and the markets in which we compete for executive talent. Our executive compensation practices include the following, each of which the Compensation Committee believes reinforces our executive compensation objectives:

- Independent Compensation Committee—The Compensation Committee is comprised solely of independent directors.
- Independent Compensation Committee Consultant—The Compensation Committee engaged its own compensation consultant to assist with its fiscal 2025 compensation reviews and determinations. This consultant performed no other consulting or other services for us during fiscal 2025.
- Executive Compensation Review—The Compensation Committee reviews and approves of our compensation practices and strategy.
- Peer Group for Compensation—The Compensation Committee utilized a compensation peer group for comparative compensation purposes in fiscal 2025, which was considered with the assistance of the Compensation Committee’s independent compensation consultant.

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- Executive Compensation Policies and Practices—Our compensation philosophy and related corporate governance policies and practices are complemented by several specific compensation practices that are designed to align our executive compensation with long-term stockholder interests, including the following:
 - Multiple Performance Metrics: We use more than one performance metric for our 2025 Bonus Program which is linked to our financial objectives, with bonuses under the 2025 Bonus Program to be determined entirely based on formulaic results. Our 2025 Bonus Program required that a minimum threshold of each performance metric must be achieved to fund any portion of the 2025 Bonus Program.
 - “At Risk” Long-Term Performance-Based Equity Incentives: A substantial portion of our named executive officers’ equity incentive awards for fiscal 2025 were PRSUs, with vesting tied to an increased trading price of our common stock and time-based vesting.
 - No Special Health or Welfare Benefits: Our named executive officers participate in broad-based company-sponsored health and welfare benefit programs on the same basis as our other full-time, salaried employees.
 - No Post-Employment Tax Reimbursements: We do not provide any tax reimbursement payments (including “gross-ups”) on any severance or change in control payments or benefits.
 - “Double-Trigger” Change in Control Arrangements: All change in control payments and benefits for our current executive officers are based on a “double-trigger” arrangement (that is, they require both a change in control *plus* a qualifying termination of employment before payments and benefits are paid).
 - Stock Ownership Guidelines: We maintain a guideline that our executive officers achieve and maintain minimum levels of ownership of our common stock over a reasonable period of time.
 - Adoption of Clawback Policies: We have adopted and maintain a non-discretionary “clawback” policy applicable to our executive officers and a discretionary “clawback” policy applicable to our senior vice presidents or non-executive members of executive staff, in each case, to recover or recoup incentive-based compensation erroneously received by such executive officer or senior vice president in connection with an accounting restatement due to the material noncompliance of ChargePoint with any financial reporting requirement under the federal securities laws.

Compensation Governance and the Compensation-Setting Process

Role of Our Compensation Committee and Board

The Compensation Committee is responsible for the oversight of our executive compensation program, with our Board determining the compensation of our Chief Executive Officer based on recommendations from the Compensation Committee. In setting the compensation of our other executive officers, the Compensation Committee takes into account our Chief Executive Officer’s review of each executive officer’s performance and his recommendations with respect to their compensation. The Compensation Committee’s responsibilities regarding executive compensation are further described in the “Corporate Governance” section of this Proxy Statement.

Roles of Our Executive Officers

In discharging its responsibilities, the Compensation Committee works with members of management, including our Chief Executive Officer. As the leader of the executive team, our Chief Executive Officer provides recommendations to the Compensation Committee regarding the compensation of the other named executive officers. Other members of management support the Compensation Committee’s work by providing data, information and their perspective on the tax and human resource implications of our compensation programs. No named executive officer participates directly in final decisions regarding his or her compensation.

Role of Compensation Consultant

In fiscal 2025, the Compensation Committee engaged FW Cook, a national compensation consulting firm. FW Cook assisted the Compensation Committee in assessing compensation peer groups, conducting a review of the compensation of our executive officers, including assisting with the establishment of stock price appreciation goals for the fiscal 2025 performance-based equity compensation grants, as well as support on other ad hoc matters through the year. In fiscal 2025, the Compensation Committee assessed the independence of FW Cook and determined that no conflict existed that would prevent FW Cook from independently representing the Compensation Committee.

Competitive Data

While our Board and Compensation Committee did not make decisions based solely on market data, our Board and Compensation Committee used competitive compensation data for context in making fiscal 2025 compensation decisions in order to assess whether total compensation for our executives remained competitive. To assess the competitive market, the Compensation Committee used a peer group of companies. We refer to the peer companies used by the Compensation Committee for pay comparisons and for evaluating relative compensation and performance metrics as “Peer Data.”

In November 2023, in connection with a number of changes in our senior leadership and market capitalization the Compensation Committee considered and revised the companies included in its Peer Data to better reflect our updated market capitalization and the relative market capitalization of the members of the Peer Data. The criteria the Compensation Committee considered included U.S.-based companies with a median market capitalization of \$1.24 billion, with a focus on companies in the electrical, software and clean energy related fields. The analysis included a review of the relevant peer group companies’ trailing last twelve-month revenue, market capitalization, adjusted EBITDA and number of employees. For fiscal 2025, the Compensation Committee determined to retain the same set of Peer Data, as set forth below, for executive officer compensation review and analysis.

Fiscal 2025 Peer Group		
Alteryx, Inc.	Clean Energy Fuels Corp.	Stem, Inc.
Ameresco, Inc.	Evgo, Inc.	Sunnova Energy International, Inc.
Arlo Technologies, Inc.	Fastly, Inc.	SunPower Corporation
Array Technologies, Inc.	FuelCell Energy, Inc.	Sunrun Inc.
Aspen Aerogels, Inc.	PagerDuty, Inc.	Vicor Corporation
Bloom Energy Corporation		

Compensation Setting Process

In the annual assessment of our executive compensation program, our Board and Compensation Committee consider a number of factors to determine compensation levels and design. Our Board and Compensation Committee adopts a holistic review of the Company’s executive compensation program and did not use a single method or measure in making compensation decisions, nor did it adopt a policy for allocating between different compensation elements. In making fiscal 2025 compensation decisions, our Board and Compensation Committee considered the following factors:

- The experience and skills of each named executive officer;
- The scope of each named executive officer’s role;
- The size and vesting schedules of existing equity holdings of each named executive officer;
- A subjective assessment of the performance of each named executive officer;
- The Company’s overall performance;
- Overall compensation parity among the named executive officers;
- An analysis of competitive market conditions and the Peer Data described above; and
- The recommendations of our Chief Executive Officer in the case of named executive officers other than himself.

Compensation decisions are informed by a variety of factors and the importance of each factor can vary from year to year.

Compensation Elements

The annual compensation of our named executive officers consists of three principal elements: base salary; annual bonus opportunities; and long-term incentives in the form of equity awards. The design of our executive compensation program is influenced by a variety of factors. Recently, we reduced the vesting length of the PRSU component of the total equity compensation granted to our executive officers in order to enhance retention, while also establishing stock price appreciation targets reflecting the decline in our stock price during fiscal 2024 and fiscal 2025, in order to serve a meaningful incentive for performance. For more information about the design of our fiscal 2025 PRSUs, see the section "Executive Compensation - Equity Compensation."

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We do not have a specific policy on the percentage allocation between short-term and long-term compensation elements. We also do not target specific percentiles and consider both Peer Data, internal relationships, contributions, experience, work performance, roles and existing unvested and unearned equity compensation and related performance objectives when making named executive officer compensation decisions. While the pay mix may vary from year to year, the ultimate goal is to achieve our compensation objectives as described above.

Base Salary

Base salaries are designed to provide a stable source of income for our named executive officers and reflect differences in roles, degree of difficulty to replace, experience and performance. In general, the initial base salary of each of our named executive officers is established through arms-length negotiations at the time the officer is hired, considering the competitive market as well as the compensation received by the executive's prior employer and predecessor within the Company. Thereafter base salaries are reviewed annually or in connection with any promotion or substantial change in duties. During our fiscal 2025 review of salary compensation for our executive officers, our Compensation Committee maintained the base salary levels for each of the then-serving named executive officers other than Mr. Singh. Mr. Singh's base salary was adjusted to \$425,000 in connection with the fiscal 2025 annual merit cycle review to align his base salary with other executive officers. Mr. Vice's base salary was established in connection with the commencement of his employment in September 2024.

The base annual salaries of our named executive officers during fiscal 2025 were as follows:

Named Executive Officer	Fiscal 2024 Base Salary(\$)	Fiscal 2025 Base Salary (\$)
Rick Wilmer	625,000	625,000
Mansi Khetani	425,000	425,000
Rebecca Chavez	430,000	430,000
JD Singh ⁽¹⁾	N/A	425,000
David Vice ⁽¹⁾	N/A	450,000

(1) Messrs. Singh and Vice were not named executive officers during fiscal year 2024. Mr. Vice was appointed as our Chief Revenue Officer in September 2024.

2025 Bonus Program

Our 2025 Bonus Program was designed to reward achievement of key annual financial performance objectives. Each of our named executive officers has a target bonus expressed as a percentage of the officer's base salary. These target bonus opportunities are typically reviewed annually. Ms. Khetani's target bonus opportunity was increased to 60% of her annual base salary in connection with her appointment as our Chief Financial Officer in July 2024. Mr. Vice's base salary was established in connection with the commencement of his employment in September 2024.

The fiscal 2025 target bonus opportunities for our named executive officers were:

Named Executive Officer	Fiscal 2024 Target Bonus Opportunity (as a percentage of base salary)	Fiscal 2025 Target Bonus Opportunity (as a percentage of base salary)
Rick Wilmer	100%	100%
Mansi Khetani	40%	60%
Rebecca Chavez	60%	60%
JD Singh ⁽¹⁾	N/A	60%
David Vice ⁽¹⁾⁽²⁾	N/A	100%

(1) Messrs. Singh and Vice were not named executive officers during fiscal year 2024. Mr. Vice was appointed as our Chief Revenue Officer in September 2024.

(2) The fiscal 2025 target bonus for Mr. Vice was prorated based on the number of days he was employed by the Company during that fiscal year.

The Compensation Committee selected the Company's full-year adjusted EBITDA and fourth quarter ("Q4") adjusted EBITDA as the performance metrics for our 2025 Bonus Program. These metrics were selected to focus on the Company's objectives of improving cash management and reducing operating expenses with the Company's publicly stated

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goal to achieve positive cash flow by the fourth quarter of fiscal 2025, while continuing to grow the Company's revenues. For purposes of the 2025 Bonus Program, adjusted EBITDA is defined as our net loss excluding stock-based compensation expense, amortization expense of acquired intangible assets, professional services fees associated with acquisitions, non-recurring restructuring costs and non-cash charges related to the change in fair value of assumed common stock warrant liabilities, and further adjusted for provision of income taxes, depreciation, interest income and expense and other income and expense (net).

Each performance metric of the 2025 Bonus Program was weighted 50% and in order for our named executive officers to earn any bonus, we had to achieve at least 90% of the fiscal year adjusted EBITDA target and 100% of the Q4 adjusted EBITDA target. The payout under the 2025 Bonus Program could be increased to 150% of target in the event the management team achieved up to 140% of the fiscal year adjusted EBITDA target and at least 100% of the Q4 adjusted EBITDA target or could be decreased to 50.5% of target in the event we achieved the minimum thresholds for fiscal year adjusted EBITDA and Q4 adjusted EBITDA. With respect to the fiscal year adjusted EBITDA performance metric, the target bonus percentage was adjusted using linear interpolation for achievement of final performance metrics between the minimum and maximum performance goals. The target bonus percentage for achievement of the Q4 adjusted EBITDA metric was not subject to any adjustment above, or below, the target and as a result, achievement of anything less than the Q4 adjusted EBITDA target resulted in 0% achievement of the performance goal. We consider these specific target performance goals to be confidential commercial and financial information, the disclosure of which could result in competitive harm to us. The goals were designed to be challenging but achievable with strong execution against our operating plan. Under the design of the 2025 Bonus Program, any bonus awards that may have been earned would be settled in shares of our common stock in order to further align the interests of participants with our stockholders.

We did not achieve the minimum thresholds for both the fiscal year adjusted EBITDA and the Q4 adjusted EBITDA goals which resulted in an aggregate 2025 Bonus Program payout of 0%. As a result of the below threshold performance, none of our named executive officers were eligible for a bonus payment with respect to fiscal 2025.

Equity Compensation

Equity awards are an important part of our executive compensation strategy as we believe they help align our named executive officers' long-term incentives with those of our stockholders and provide longer term retention incentives. In general, we grant RSUs in connection with the hire and promotion of a named executive officer and in connection with retention purposes aligned with our annual review process. In fiscal 2023, we introduced PRSUs for the purpose of more completely aligning our overall executive compensation objectives with specific and measurable stockholder total return goals tied to increasing our common stock price. As previously disclosed, we did not grant any equity awards to our named executive officers in fiscal 2024, other than in connection with a substantial change in role, responsibility or promotion of such executive officer. As in fiscal 2023, our total annual focal equity compensation strategy for fiscal 2025 was based on 50% time-based RSUs and 50% PRSUs equity grants.

In December 2024, following the completion of two reorganizations of the Company in the previous twelve months, we provided most of our employees, including our named executive officers with a spot RSU grant with a special two-year vesting schedule (other than with respect to Mr. Vice who received a new hire award contemporaneously). The purpose of the spot RSU grants was to continue to further align the interest of the award recipient with those of our stockholders as well as ensure retention of all key employees.

The number of RSU and PRSU shares granted, as well as the fair value of the fiscal 2025 equity awards for our named executive officers at the time of grant was as follows:

Name	Annual Grant (June 2024)		Promotion or New Hire		Fair Value at Time of Grant (\$)	
	RSUs	PRSUs	RSUs	PRSUs	Spot Grant RSUs	Total Long-Term Equity
Rick Wilmer	—	—	—	—	2,507,920	2,507,920
Mansi Khetani	—	—	354,000	356,974	319,000	1,029,974
Rebecca Chavez	231,000	234,833	—	—	348,000	813,833
JD Singh	288,750	293,541	—	—	377,000	959,291
David Vice	—	—	754,000	681,050	—	1,435,050

RSU Grants

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In fiscal 2025, our named executive officers were awarded RSU awards intended to be “at-risk” equity compensation, with the size of these RSU awards determined after a review of each officer’s role, responsibilities, performance, and existing equity positions, as well as the Peer Data.

Our fiscal 2025 annual RSUs were primarily granted in June 2024 after our annual focal review period. Neither Mr. Wilmer nor Ms. Khetani received additional annual equity grants in connection with our annual focal review period in light of the equity awards received by each in November 2023, in connection with their changes in role at the time. When Ms. Khetani was appointed as our Chief Financial Officer in July 2024, she was granted an additional RSU award to align her compensation with that of other similarly situated executive officers at the Company and with the Peer Data.

In addition, after considering the Company's progress towards certain financial performance objectives and the occurrence of multiple corporate reorganizations during the prior twelve months, our Board approved additional spot retention RSU grants for our named executive officers in December 2024 to improve retention of the management team. Mr. Vice was not granted a spot retention RSU award because he was granted his new hire RSU and PRSU awards at the same time as the spot retention RSU awards. The grant date fair value of these fiscal 2025 RSU awards are included in the “Stock Awards” column of our Fiscal Year 2025 Summary Compensation Table:

Name	Total Grant Date Value of RSUs (\$)
Rick Wilmer ⁽¹⁾	2,507,920
Mansi Khetani ⁽²⁾	673,000
Rebecca Chavez ⁽³⁾	579,000
JD Singh ⁽⁴⁾	665,750
David Vice ⁽⁵⁾	754,000

- (1) Mr. Wilmer was granted a spot RSU award in December 2024. The RSUs are subject to a service-based vesting requirement, which will be satisfied quarterly over a two-year period commencing on December 20, 2024 with respect to 50% after 1-year and 1/8th quarterly thereafter, provided that Mr. Wilmer remains in continuous service on each such vesting date. Quarterly vesting dates are March 20, June 20, September 20 and December 20.
- (2) Ms. Khetani was granted two separate RSU awards in fiscal 2025. RSUs with a grant date fair value of \$354,000 were granted to Ms. Khetani in July 2024, in connection with her appointment as our Chief Financial Officer, and are subject to a service-based vesting requirement, which will be satisfied quarterly over a four-year period with respect to 1/16th of the shares underlying the RSUs, commencing on June 20, 2024, and thereafter vesting on March 20, June 20, September 20 and December 20, provided that Ms. Khetani remains in continuous service on each such vesting date. Ms. Khetani was also granted a spot RSU award with a grant date fair value of \$319,000 in December 2024. The RSUs are subject to a service-based vesting requirement, which will be satisfied over a two-year period commencing on December 20, 2024 with 50% of the shares subject to the RSU award vesting on the one-year anniversary of the vesting commencement date and 1/8th vesting quarterly thereafter, provided that Ms. Khetani remains in continuous service on each such vesting date. Quarterly vesting dates are March 20, June 20, September 20 and December 20.
- (3) Ms. Chavez was granted two separate RSU awards in fiscal 2025. RSUs with a grant date fair value of \$231,000 were granted to Ms. Chavez in June 2024, in connection with our annual focal review, and are subject to a service-based vesting requirement, which will be satisfied quarterly over a four-year period with respect to 1/16th of the shares underlying the RSU, commencing on June 20, 2024, and thereafter vesting on March 20, June 20, September 20 and December 20, provided that Ms. Chavez remains in continuous service on each such vesting date. Ms. Chavez was granted a spot RSU award with a grant date fair value of \$348,000 in December 2024. The RSUs are subject to a service-based vesting requirement, which will be satisfied quarterly over a two-year period commencing on December 20, 2024 with 50% of the shares subject to the RSU award vesting on the one-year anniversary of the vesting commencement date and 1/8th vesting quarterly thereafter, provided that Ms. Chavez remains in continuous service on each such vesting date. Quarterly vesting dates are March 20, June 20, September 20 and December 20.
- (4) Mr. Singh was granted two separate RSU awards in fiscal 2025. RSUs with a grant date fair value of \$288,750 were granted to Mr. Singh in June 2024, in connection with our annual focal review, and are subject to a service-based vesting requirement, which will be satisfied quarterly over a four-year period with respect to 1/16th of the shares underlying the RSU, commencing on June 20, 2024, and thereafter vesting on March 20, June 20, September 20 and December 20, provided that Mr. Singh remains in continuous service on each such vesting date. Mr. Singh was granted a spot RSU award with a grant date fair value of \$377,000 in December 2024. The RSUs are subject to a service-based vesting requirement, which will be satisfied quarterly over a two-year period commencing on December 20, 2024 with 50% of the shares subject to the RSU award vesting on the one-year anniversary of the vesting commencement date and 1/8th vesting quarterly thereafter, provided that Mr. Singh remains in continuous service on each such vesting date. Quarterly vesting dates are March 20, June 20, September 20 and December 20.
- (5) Mr. Vice was granted a new hire RSU award in December 2024 in connection with his appointment as our Chief Revenue Officer. The RSUs are subject to a service-based vesting requirement, which will be satisfied quarterly over a four-year period commencing on September 20, 2024 with 25% of the shares subject to the RSU award vesting on the one-year anniversary of the vesting commencement date and 1/16th vesting quarterly thereafter, provided that Mr. Vice remains in continuous service on each such vesting date. Quarterly vesting dates are March 20, June 20, September 20 and December 20.

PRSU Grants

In fiscal 2023, we introduced PRSUs as an element of our executive compensation program, with our then-serving named executive officers granted PRSU awards as 50% of their target annual equity grant. The size of these awards was determined on an annual basis after a review of each officer’s role, responsibilities and performance, each officer’s existing equity position, our overall compensation and performance-based objectives and the Peer Data we use. The PRSUs are

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intended to comprise “at-risk” equity compensation for our named executive officers. Vesting of the PRSUs is dependent upon the satisfaction of both performance- and service-based conditions.

In connection with our annual focal review for executive compensation in fiscal 2025, we granted additional PRSUs to our executive officers in June 2024, other than Mr. Wilmer and Ms. Khetani (the “fiscal 2025 PRSUs”). There are four stock price appreciation targets applicable to the fiscal 2025 PRSUs, each of which will cause the performance-based condition to be satisfied with respect to 25% percent of the shares subject to the fiscal 2025 PRSUs (each of which we refer to as a tranche): \$3, \$5, \$7.50 and \$10 per share. The performance-based condition is achieved if the closing price of our common stock is greater than or equal to the applicable stock price appreciation target for at least 90 consecutive trading days at any time during the five-year performance period for the fiscal 2025 PRSUs, ending on the fifth anniversary of the date of grant. The fiscal 2025 PRSUs were granted with the intention of only rewarding successively more difficult stock price appreciation goals with the first target representing an increase of nearly 80% over ChargePoint's closing stock price of \$1.65 per share on the date of grant. Ms. Khetani was granted a fiscal 2025 PRSU award in July 2024 in connection with her appointment as our Chief Financial Officer and Mr. Vice was granted a fiscal 2025 PRSU award in December 2024 in connection with his appointment as our Chief Revenue Officer. Mr. Wilmer was not granted a fiscal 2025 PRSU award. The stock price appreciation targets of the PRSUs granted to Ms. Khetani and to Mr. Vice were the same as the annual PRSUs granted in June 2024 in order to align their interests with that of the other award recipients.

The fiscal 2025 PRSUs are also subject to service-based vesting conditions prior to and following achievement of the market condition, with vesting occurring quarterly over four-years from the date of grant. PRSUs that satisfy the achievement of service-based conditions but have not satisfied performance-based conditions are not vested and not released. Conversely, in the event any performance-based condition is satisfied with respect to the PRSUs, any portions of the PRSU awards that have satisfied the service-based conditions will be deemed fully vested and will be released. The purpose of including a service-based vesting condition to the performance-based stock performance requirement is to encourage the ongoing retention of a high performing management team in the event the performance goals are achieved. PRSUs that do not satisfy the performance-based stock price conditions are not eligible to vest and will be forfeited five years after the date of grant. Once the performance-based condition for an applicable tranche has been achieved, the PRSUs service-based vesting dates are each March 20th, June 20th, September 20th and December 20th. As of January 31, 2025, none of the performance-based conditions had been satisfied and therefore no portion of the fiscal 2025 PRSUs had vested.

The grant date fair value of these fiscal 2025 PRSU awards are included in the “Stock Awards” column of our Fiscal Year 2025 Summary Compensation Table:

Name	Grant Date Value of PRSUs (\$) ⁽¹⁾
Rick Wilmer	—
Mansi Khetani ⁽²⁾	356,974
Rebecca Chavez ⁽³⁾	234,833
JD Singh ⁽³⁾	293,541
David Vice ⁽⁴⁾	681,050

(1) The service-based conditions applicable to 1/16th of the PRSUs subject to each tranche will be satisfied if the named executive officer remains in continuous service from the date of the grant until each PRSUs applicable vesting date, or, if later, until the first PRSU vesting date after the applicable stock price appreciation target is achieved. The PRSU's service-based vesting dates are each March 20th, June 20th, September 20th and December 20th.

(2) Ms. Khetani was granted a PRSU award in July 2024 in connection with her appointment as our Chief Financial Officer.

(3) The named executive officer was granted a PRSU award in June 2024 in connection with our annual focal review.

(4) Mr. Vice was granted a PRSU award in December 2024 in connection with his appointment as our Chief Revenue Officer.

Health and Welfare Benefits

Our named executive officers are eligible to participate in the same employee benefit plans, and on the same terms and conditions, as all other full-time, salaried employees. In the U.S., these benefits include medical, dental, and vision insurance, an employee assistance program, health and dependent care flexible spending accounts, health savings account, basic life insurance, accidental death and dismemberment insurance, short-term and long-term disability insurance and commuter benefits.

We design our employee benefits programs to be affordable and competitive in relation to the market. We adjust our employee benefits programs as needed based upon regular monitoring of applicable laws and practices and the competitive market. In structuring these benefit programs, we seek to provide an aggregate level of benefits that are comparable to those provided by similar companies.

Retirement Benefits

We maintain a 401(k) retirement plan for our employees, including our named executive officers. Currently, we do not provide company matching contributions to participants in the Section 401(k) plan.

We do not provide pension arrangements for our named executive officers or other employees, nor do we provide any nonqualified defined contribution or other deferred compensation plans to any of our employees.

Perquisites and other Personal Benefits

Currently, we do not view perquisites or other personal benefits as a significant component of our executive compensation program. Accordingly in fiscal 2025, we provided no perquisites to our executive officers.

In the future, we may provide perquisites or other personal benefits if our Compensation Committee deems it appropriate, for example, if helpful in recruiting an individual or to assist an individual in the performance of his or her duties, particularly for roles that are outside the United States where certain perquisites are more common.

Employment Arrangements

We have entered into employment offer letters with each of our named executive officers setting forth the initial terms of the officer's employment. Offer letters with our U.S. named executive officers provide that the officer's employment will be "at will" and may be terminated at any time.

Severance and Change in Control Protection

Wilmer CIC Agreement

In connection with Mr. Wilmer's appointment as our President and Chief Executive Officer in November 2023, we entered into severance and change of control agreement referred to herein as the "Wilmer CIC Agreement." The terms of the Wilmer CIC Agreement were determined after considering the input of FW Cook and metrics from the Peer Data. Pursuant to the Wilmer CIC Agreement, if Mr. Wilmer's employment with ChargePoint ends due to a Termination without Cause or a Resignation for Good Reason (each as defined in the Wilmer CIC Agreement and each an "Involuntary Termination"), Mr. Wilmer is eligible to receive a lump sum payment equal to the sum of Mr. Wilmer's then current annual base salary and twelve months of COBRA premiums.

If an Involuntary Termination occurs within three months prior to, or within twelve months after, a Change in Control (as defined in the Wilmer CIC Agreement), then the cash severance payment Mr. Wilmer is eligible to receive is increased to the sum of (i) one and half times (1.5x) the sum of Mr. Wilmer's annual base salary and target annual bonus and (ii) eighteen months of COBRA premiums. Further, 100% of Mr. Wilmer's time-based equity awards outstanding at the time of Mr. Wilmer's Involuntary Termination will vest in full and any outstanding performance-based equity awards will vest at the greater of the target level of achievement or based on actual performance, other than any equity awards excluded from acceleration at the time of grant as provided in such equity award agreement. As a condition to the receipt of severance benefits, Mr. Wilmer must execute a release of claims, resign from all positions with ChargePoint and return all company property. The Wilmer CIC Agreement will terminate automatically on December 31, 2026. For an estimate of the potential payments and benefits payable under the Wilmer CIC Agreement as of January 31, 2025, see the section "Fiscal 2025 Potential Payments Upon Termination or Change in Control" below.

Fiscal 2025 Severance and Change in Control Program

In connection with becoming a publicly-traded company, we entered into severance and change in control agreements with each of our then-serving named executive officers after the consummation of the Business Combination (the "Original CIC Agreements"). We also entered into the same form of severance and change in control agreement with each new executive officer that joined us. The Original CIC Agreements provided for cash severance in connection with qualifying terminations of employment before and after a change in control and for equity acceleration in the event of qualifying terminations of employment in connection with a change in control. The Original CIC Agreements had three-year terms beginning on the consummation of the Business Combination and expired on March 1, 2024.

In connection with the expiration of the Original CIC Agreements, in February 2024, after considering the input of FW Cook and metrics from the Peer Data, our Compensation Committee adopted the ChargePoint Holdings, Inc. Executive Severance Plan (the "Fiscal 2025 Severance Plan"). Our executive officers other than Mr. Wilmer participate in the Fiscal 2025 Severance Plan with Mr. Wilmer subject to the terms of the Wilmer CIC Agreement described above. Ms., Khetani, Mr. Singh and Mr. Vice became eligible to participate in the Fiscal 2025 Severance Plan in connection with their

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appointment as our Chief Financial Officer, Chief Customer Experience Officer and Chief Revenue Officer, respectively. The primary purpose of the change in control benefits in the Fiscal 2025 Severance Plan is to keep our named executive officers focused in the event we are presented with a corporate transaction that is viewed to be in the best interests of our stockholders, regardless of whether such a transaction may result in their own job loss. We also believe it is necessary to offer these protections in order to offer competitive compensation packages and promote retention of our executive officers.

In the event a participating executive officer is terminated for any reason, the executive officer will be eligible to receive any earned but unpaid salary, unpaid expense reimbursements in accordance with ChargePoint's policy, accrued but unused vacation or leave entitlement, and any vested benefits the executive may have under any employee benefit plan. Further, in the event the executive's employment with ChargePoint is terminated due to death or Disability (as defined in the Fiscal 2025 Severance Plan) then any unvested time-based equity awards will be 100% vested upon such termination of employment, and any performance-based equity awards will be treated as set forth in the applicable award agreement.

The Fiscal 2025 Severance Plan provides that if a participating named executive officer's employment is terminated by ChargePoint other than for Cause, death or Disability or if the officer resigns for Good Reason (each as defined in the Fiscal 2025 Severance Plan, and each a "Qualified Termination Event"), the officer is eligible to receive a lump sum payment equal to six months of the officer's then current base salary and COBRA premiums. Under the Fiscal 2025 Severance Plan, if a Qualified Termination Event occurs on the date of, or within one-year after, a Change in Control (as defined in the Fiscal 2025 Severance Plan, and such termination a "CIC Qualified Termination Event"), then the cash severance payment such named executive officer is eligible to receive is increased to the sum of (i) 100% of his or her annual base salary and target annual bonus and (ii) twelve months of COBRA premiums and his or her time-based equity awards outstanding at the time his or her employment terminates will vest and any outstanding performance-based equity awards will vest at the greater of the target level of achievement or based on actual performance, other than any outstanding equity awards that specifically provide for treatment in a Change in Control, in which case the provisions of the equity award will prevail. As a condition to the receipt of severance benefits under the Fiscal 2025 Severance Plan, the participant must execute a release of claims, resign from all positions with ChargePoint and return all company property. For an estimate of the potential payments and benefits payable under the Fiscal 2025 Severance Plan for our eligible named executive officers as of January 31, 2025, see the section "Fiscal 2024 Potential Payments Upon Termination or Change in Control" below.

Stock Ownership Policy

Our stock ownership guidelines require that our executive officers achieve and maintain minimum levels of ownership of our common stock. The levels are based on multiples of each officer's base salary. Under our policy, which is included in our Corporate Governance Guidelines, our Chief Executive Officer's guideline is to hold at least five (5) times the value of the Chief Executive Officer's base salary in our common stock and our other executive officer's guideline is to hold at least one (1) time the value of their respective base salary in our common stock. The Chief Executive Officer and other executive officers are expected to achieve ownership of our common stock within the later of five years of the date of (i) the adoption of the stock ownership policy and (ii) the Chief Executive Officer's or other executive officer's appointment, as applicable, and such ownership is required to be maintained through such officer's term of service. The Company will consider the value of unvested time-based restricted stock unit grants for the Chief Executive Officer and each executive officer for the purpose of determining compliance with these stock ownership requirements. This policy is intended to align the interests of our key executives with the interests of our stockholders by maintaining a strong link between the Company's long-term success and the ultimate compensation of key executives. The stock ownership requirements are as follows:

Positions	Stock Ownership Guidelines (Multiple of Salary)
Chief Executive Officer	5X
All Other Active Named Executive Officers	1X

Dodd-Frank Policy on Recoupment of Incentive Compensation

In November 2023, our Board adopted a compensation recovery, or "clawback," policy providing for the recovery of applicable incentive-based compensation from current and former executive officers of the Company in the event the Company is required to restate its financial results due to the Company's material non-compliance with any financial reporting requirement under the federal securities laws as required by the Dodd-Frank Act and corresponding NYSE listing standards.

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In addition, we adopted a separate clawback policy that provides the Compensation Committee with the discretion to recover incentive-based compensation paid to employees at the level of senior vice president in connection with a financial restatement due to the Company's material non-compliance with any financial reporting requirement under the federal securities laws.

Report of the Compensation and Organizational Development Committee

Our Compensation and Organizational Development Committee has reviewed and discussed the Compensation Discussion and Analysis with management. Based on such review and discussion, our Compensation and Organizational Development Committee has recommended to our Board of Directors that the Compensation Discussion and Analysis be incorporated by reference into our Annual Report on Form 10-K for the year ended January 31, 2025, and included in this Proxy Statement.

Respectfully submitted by the members of the Compensation and Organizational Development Committee of our Board of Directors:

Michael Linse (Chair)
Bruce Chizen
Susan Heystee
Mark Leschly

Fiscal Year 2025 Summary Compensation Table

The following table shows information regarding the compensation of our named executive officers for the fiscal year ended January 31, 2025 and, to the extent required by SEC disclosure rules, the fiscal years ended January 31, 2024 and January 31, 2023.

Name and Principal Position ⁽¹⁾	Fiscal Year	Salary (\$)	Bonus (\$)	Stock Awards ⁽²⁾ (\$)	Option Awards (\$)	Non-Equity Incentive Plan Compensation (\$)	Nonqualified Deferred Compensation Earnings (\$)	All Other Compensation (\$)	Total (\$)
Rick Wilmer	2025	625,000	—	2,507,920	—	—	—	420	3,133,340
<i>Chief Executive Officer</i>	2024	521,875	—	2,975,552	—	—	—	—	3,497,427
	2023	232,628	—	8,444,186	—	96,678	—	—	8,773,492
Mansi Khetani	2025	425,000	—	1,029,974	—	—	—	2,220	1,457,194
<i>Chief Financial Officer and Chief Accounting Officer</i>	2024	369,142	—	1,385,063	—	—	—	—	1,754,205
Rebecca Chavez	2025	430,000	—	813,833	—	—	—	420	1,244,253
<i>Chief Legal Officer and Corporate Secretary</i>	2024	400,833	—	1,569,979	—	—	—	—	1,970,813
JD Singh	2025	412,500	—	959,291	—	—	—	420	1,372,211
<i>Chief Customer Experience Officer</i>	—	—	—	—	—	—	—	—	—
David Vice	2025	168,750	—	1,435,050	—	—	—	—	1,603,800
<i>Chief Revenue Officer</i>	—	—	—	—	—	—	—	—	—

(1) Ms. Khetani and Chavez were employed by us, but were not named executive officers, in the fiscal year ending January 31, 2023. Accordingly, compensation information is only provided for them for the fiscal years ending January 31, 2024 and January 31, 2025. Mr. Singh was employed by us, but was not named executive officer, in the fiscal years ending January 31, 2023 or January 31, 2024, accordingly, compensation information is only provided for him for the fiscal year ending January 31, 2025. Mr. Vice commenced employment with us in September 2024 and, accordingly, compensation information is only provided for him for the fiscal year ending January 31, 2025.

(2) The amounts in this column represent the aggregate grant date fair value of stock awards granted to the officer in the applicable fiscal year computed in accordance with FASB ASC Topic 718. See Note 10 of the notes to our consolidated financial statements included in our Annual Report on Form 10-K filed on March 28, 2025, for a discussion of the assumptions made in determining the grant date fair value of our equity awards. In accordance with SEC rules, the grant date fair value of an award subject to a performance condition is based on the probable outcome of the performance condition on the grant date. Under FASB ASC Topic 718, the vesting condition related to the PRSUs is considered a market condition and not a performance condition. Accordingly, there is no grant date fair value below or in excess of the amount reflected in the table above for the named executive officers that could be calculated and disclosed based on achievement of the underlying market condition.

Fiscal Year 2025 Grants Of Plan-Based Awards Table

The following table sets forth certain information regarding each plan-based award granted to our named executive officers during our fiscal year ended January 31, 2025.

Name	Grant Date ⁽¹⁾	Estimated Possible Payouts Under Non-Equity Incentive Plan Awards			Estimated Future Payouts Under Equity Incentive Plan Awards			All Other Stock Awards: Number of Shares of Stock or Units (#)	All Other Option Awards: Number of Securities Underlying Options (#)	Exercise or Base Price of Option Awards (\$/Sh)	Grant Date Fair Value of Stock and Option Awards ⁽²⁾ (\$)
		Threshold (\$)	Target (\$)	Maximum (\$)	Threshold (#)	Target (#)	Maximum (#)				
Rick Wilmer	12/3/24	—	—	—	—	—	—	2,162,000 ⁽⁴⁾	—	—	2,507,920
	N/A ⁽³⁾	—	—	—	—	—	—	—	—	—	—
Mansi Khetani	7/9/24	—	—	—	67,500	270,000 ⁽⁵⁾	—	—	—	—	356,974
	7/9/24	—	—	—	—	—	—	200,000 ⁽⁶⁾	—	—	354,000
	12/3/24	—	—	—	—	—	—	275,000 ⁽⁴⁾	—	—	319,000
	N/A ⁽³⁾	—	—	—	—	—	—	—	—	—	—
Rebecca Chavez	6/3/24	—	—	—	47,250	189,000 ⁽⁵⁾	—	—	—	—	234,833
	6/3/24	—	—	—	—	—	—	140,000 ⁽⁶⁾	—	—	231,000
	12/3/24	—	—	—	—	—	—	300,000 ⁽⁴⁾	—	—	348,000
	N/A ⁽³⁾	—	—	—	—	—	—	—	—	—	—
JD Singh	6/3/24	—	—	—	59,063	236,250 ⁽⁵⁾	—	—	—	—	293,541
	6/3/24	—	—	—	—	—	—	175,000 ⁽⁶⁾	—	—	288,750
	12/3/24	—	—	—	—	—	—	325,000 ⁽⁴⁾	—	—	377,000
	N/A ⁽³⁾	—	—	—	—	—	—	—	—	—	—
David Vice	12/3/24	—	—	—	219,375	877,500 ⁽⁷⁾	—	—	—	—	681,050
	12/3/24	—	—	—	—	—	—	650,000 ⁽⁸⁾	—	—	754,000
	N/A ⁽³⁾	—	—	—	—	—	—	—	—	—	—

- (1) Pursuant to our equity grant policy, unless the Board or Compensation Committee approves an exception, employee equity awards are granted effective as of March 1, June 1, September 1 and December 1 each year (or if such date is not a business date, on the next business day following such date).
- (2) The amounts in this column represent the aggregate grant date fair value of the equity awards granted to the officer computed in accordance with FASB ASC Topic 718. See Note 10 of the notes to our consolidated financial statements included in our Annual Report on Form 10-K filed on March 28, 2025 for a discussion of the assumptions made in determining the grant date fair value of our equity awards.
- (3) When it established the fiscal 2025 Bonus Program, the Compensation Committee determined that any earned bonus would be settled in a grant of fully vested shares of ChargePoint common stock. Because the right to stock settlement was embedded in the approved terms of the 2025 Bonus Program, the amount reported in this table is calculated based on the grant date fair value and the associated number of shares for the award. Because there was no payout under the 2025 Bonus Program as the threshold performance goals were not achieved, no amounts are included in this table. As disclosed in the CD&A, each named executive officer was granted a bonus target as a percentage of the named executive officer's base salary as follows: Mr. Wilmer, 100%; Ms. Khetani, 60%; Ms. Chavez, 60%; Mr. Singh, 60% and Mr. Vice, 100%.
- (4) Represents RSU awards made pursuant to our 2021 Equity Incentive Plan. The RSUs are subject to a service-based vesting requirement, which will be satisfied over a two-year period with 1/2 of the RSUs vesting on the first anniversary of December 20, 2024, and 1/8th of the RSUs vesting quarterly thereafter, provided that such officer remains in continuous service on each such vesting date. Quarterly vesting dates are March 20, June 20, September 20 and December 20.
- (5) Represents PRSU awards made pursuant to our 2021 Equity Incentive Plan. The service-based conditions applicable to 1/16th of the PRSUs subject to each tranche will be satisfied if such officer remains in continuous service from the date of the grant until each PRSU vesting date occurring after the date of grant, or, if later, until the first PRSU vesting date after the applicable stock price appreciation target is achieved. The stock price appreciation targets are described in greater detail in "Compensation Discussion and Analysis" above. The PRSU's service-based vesting dates are each March 20, June 20, September 20, and December 20, with a four-year service-based vesting schedule and a five-year performance period. The amount reported as threshold represents the number of PRSUs that will vest if only one of the stock price triggers is achieved and the amount reported as target represents the number of PRSUs that will vest if all of the stock price triggers are achieved as the award does not have a target vesting level.
- (6) Represents RSU awards made pursuant to our 2021 Equity Incentive Plan. The RSUs are subject to a service-based vesting requirement, which will be satisfied over a four-year period, with respect to 1/16th quarterly, provided that such officer remains in continuous service on each such vesting date. Quarterly vesting dates are March 20, June 20, September 20 and December 20.
- (7) Represents PRSU awards made pursuant to our 2021 Equity Incentive Plan. The service-based conditions applicable to 1/4th of the PRSUs subject to each tranche shall vest on the first anniversary of September 20, 2024 and thereafter 1/16th of the PRSUs subject to each tranche will vest quarterly thereafter, provided such officer remains in continuous service from the date of the grant until each PRSU vesting date occurring after the date of grant, or, if later, until the first PRSU vesting date after the applicable stock price appreciation target is achieved. The stock price appreciation targets are described in greater detail in "Compensation Discussion and Analysis" above. The PRSU's service-based vesting dates are each March 20, June 20, September 20, and December 20, with a four-year service-based vesting schedule and a five-year performance period. The amount reported as threshold represents the number of PRSUs that will vest if only one of the stock price triggers are achieved and the amount reported as target represents the number of PRSUs that will vest if all of the stock price triggers are achieved as the award does not have a target vesting level.

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- (8) Represents RSU awards made pursuant to our 2021 Equity Incentive Plan. The service-based conditions applicable to 1/4th of the RSUs shall vest on the first anniversary of September 20, 2024, and 1/16th of the RSUs will vest quarterly thereafter, provided such officer remains in continuous service from the date of the grant until each RSU vesting date. Quarterly vesting dates are June 20, September 20, December 20 and March 20.

Outstanding Equity Awards at Fiscal Year 2025 Year-End

The following table provides information regarding outstanding equity awards held by our named executive officers as of January 31, 2025.

The vesting schedule applicable to each outstanding award is described in the footnotes to the table below. For information regarding the vesting acceleration provisions applicable to our named executive officers' equity awards, see "Fiscal 2025 Potential Payments Upon Termination or Change in Control" below.

Name	Vesting Start Date	Option Awards					Stock Awards			
		Number of Securities Underlying Unexercised Options Exercisable (#)	Number of Securities Underlying Unexercised Options Unexercisable (#)	Equity Incentive Plan Awards: Number of Securities Underlying Unexercised Options (#)	Option Exercise Price (\$)	Option Expiration Date	Number of Shares or Units of Stock That Have Not Vested (#)	Market Value of Shares or Units of Stock That Have Not Vested (\$) ⁽¹⁾	Equity Incentive Plan Awards: Number of Unearned Shares, Units or Other Rights That Have Not Vested (#) ⁽²⁾	Equity Incentive Plan Awards: Market or Payout Value of Unearned Shares, Units or Other Rights That Have Not Vested (\$) ⁽²⁾
Rick Wilmer	07/11/22	—	—	—	—	—	108,966 ⁽³⁾	104,847	—	—
	12/22/22	—	—	—	—	—	90,318 ⁽⁴⁾	86,904	—	—
	12/01/23	—	—	—	—	—	600,000 ⁽⁴⁾	577,320	—	—
	12/03/24	—	—	—	—	—	2,162,000 ⁽⁵⁾	2,080,276	—	—
	07/11/22	—	—	—	—	—	—	—	65,257 ⁽⁹⁾	62,790
Mansi Khetani	12/01/23	—	—	—	—	—	—	—	240,000 ⁽¹⁰⁾	230,928
	04/01/22	—	—	—	—	—	26,646 ⁽⁴⁾	25,639	—	—
	04/01/23	—	—	—	—	—	73,961 ⁽⁴⁾	71,165	—	—
	07/09/24	—	—	—	—	—	175,000 ⁽⁴⁾	168,385	—	—
	12/03/24	—	—	—	—	—	275,000 ⁽⁵⁾	264,605	—	—
Rebecca Chavez	07/09/24	—	—	—	—	—	—	—	67,500 ⁽¹¹⁾	64,949
	12/01/21	—	—	—	—	—	8,717 ⁽⁴⁾	8,387	—	—
	06/01/22	—	—	—	—	—	44,170 ⁽⁶⁾	42,500	—	—
	03/01/23	—	—	—	—	—	23,556 ⁽⁴⁾	22,666	—	—
	12/01/23	—	—	—	—	—	150,000 ⁽⁷⁾	144,330	—	—
JD Singh	06/03/24	—	—	—	—	—	122,500 ⁽⁴⁾	117,870	—	—
	12/03/24	—	—	—	—	—	300,000 ⁽⁵⁾	288,660	—	—
	06/01/22	—	—	—	—	—	—	—	23,878 ⁽¹²⁾	22,975
	03/01/23	—	—	—	—	—	—	—	15,223 ⁽¹³⁾	14,648
	06/03/24	—	—	—	—	—	—	—	47,250 ⁽¹¹⁾	45,464
David Vice	10/31/22	—	—	—	—	—	141,511 ⁽⁴⁾	136,162	—	—
	09/01/23	—	—	—	—	—	46,478 ⁽⁴⁾	44,721	—	—
	12/20/23	—	—	—	—	—	67,500 ⁽⁷⁾	64,949	—	—
	06/03/24	—	—	—	—	—	153,125 ⁽⁴⁾	147,337	—	—
	12/03/24	—	—	—	—	—	325,000 ⁽⁵⁾	312,715	—	—
David Vice	06/03/24	—	—	—	—	—	—	—	59,063 ⁽¹¹⁾	56,830
	09/16/24	—	—	—	—	—	650,000 ⁽⁸⁾	625,430	—	—
	09/16/24	—	—	—	—	—	—	—	219,375 ⁽¹⁴⁾	211,083

- (1) In accordance with SEC rules, market value is based on the closing price of our common stock on the last trading day of fiscal 2025 of \$0.9622 per share multiplied by the number of unvested RSUs.
- (2) The total amounts and values reported equals the total number of unvested PRSUs that may be earned and vest based on the Company's stock price appreciation performance targets over a four or five year period, at the threshold level, held by each named executive officer and the market value of such awards, determined by multiplying the number of unvested PRSUs, at the threshold level, by the market price of the Company's common stock at the close of the last trading day in fiscal 2025, which was \$0.9622 per share. In calculating the number of PRSUs and their value, we are required by SEC rules to compare our performance through fiscal 2025 under the PRSU grants against the threshold, target and maximum performance levels for the grant and report in these columns the applicable potential share number and payout amount. If the performance is between levels, we are required to report the potential payout at the next highest level. Through January 31, 2025, we were below threshold levels of the stock price appreciation performance targets and have accordingly reported the PRSUs at the threshold award level. The stock price appreciation targets for our fiscal 2025 PRSUs are described in greater detail in the "Compensation Discussion and Analysis" above and must be

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- achieved on or prior to the five-year anniversary of the grant date. The PRSUs service-based vesting dates are each March 20, June 20, September 20 and December 20.
- (3) Represents the unvested portion of RSU awards which will vest over a five-year period. 20% of the RSUs will vest on June 20, 2023, and the remainder vesting at 1/20th per quarter thereafter, on each March 20, June 20, September 20 and December 20, subject to the named executive officer's continued employment through the applicable vesting date.
 - (4) Represents the unvested portion of RSU awards vesting at 1/16th per quarter on each March 20, June 20, September 20 and December 20 after the vesting start date above until fully vested, subject to the officer's continued employment through the applicable vesting date.
 - (5) Represents the unvested portion of RSU awards vesting over a two-year period, 50% of the shares will vest on December 20, 2025 and the remainder will vest at 1/8th per quarter on each March 20, June 20, September 20 and December 20 until fully vested, subject to the officer's continued employment through the applicable vesting date.
 - (6) Represents the unvested portion of RSU awards vesting at 1/20th per quarter on each March 20, June 20, September 20 and December 20 after the vesting start date above until fully vested, subject to the officer's continued employment through the applicable vesting date.
 - (7) Represents the unvested portion of RSU awards vesting over a two-year period, 50% of the shares vested on December 20, 2024 and the remainder will vest at 1/8th per quarter on each March 20, June 20, September 20 and December 20 until fully vested, subject to the officer's continued employment through the applicable vesting date.
 - (8) Represents the unvested portion of RSU awards which will vest over a four-year period. 20% of the RSUs will vest on September 20, 2025, and the remainder vesting at 1/16th per quarter thereafter, on each March 20, June 20, September 20 and December 20, subject to the named executive officer's continued employment through the applicable vesting date.
 - (9) Represents the unearned portions of PRSU awards. The service-based conditions applicable to the PRSUs will vest over a five-year period. The service based vesting conditions with respect to 20% of the PRSUs was satisfied on June 20, 2023, and the service based vesting conditions with respect to the remainder will be satisfied in equal quarterly installments, thereafter, provided such officer remains in continuous service on each such vesting date or, if later, until the first PRSU vesting date after the applicable stock price appreciation target is achieved. The stock price appreciation targets must be achieved on or prior to the five-year anniversary of the grant date. The PRSU's service-based quarterly vesting dates are March 20, June 20, September 20 and December 20.
 - (10) Represents the unearned portions of PRSU awards. The service-based conditions applicable to 1/16th of the PRSUs subject to each tranche will be satisfied if such officer remains in continuous service from the date of the grant until each PRSU vesting date occurring after December 20, 2023, or, if later, until the first PRSU vesting date after the applicable stock price appreciation target is achieved. The stock price appreciation targets must be achieved on or prior to the five-year anniversary of the grant date. The PRSUs service-based vesting dates are each March 20, June 20, September 20 and December 20.
 - (11) Represents the unearned portions of PRSU awards. The service-based conditions applicable to 1/16th of the PRSUs subject to each tranche will be satisfied if such officer remains in continuous service from the date of the grant until each PRSU vesting date occurring after June 20, 2024, or, if later, until the first PRSU vesting date after the applicable stock price appreciation target is achieved. The stock price appreciation targets are described in greater detail in "Compensation Discussion and Analysis" above and must be achieved on or prior to the five-year anniversary of the grant date. The PRSUs service-based vesting dates are each March 20, June 20, September 20 and December 20.
 - (12) Represents the unearned portions of PRSU awards. The service-based conditions applicable to 1/20th of the PRSUs subject to each tranche will be satisfied if such officer remains in continuous service from the date of the grant until each PRSU vesting date occurring after June 20, 2022, or, if later, until the first PRSU vesting date after the applicable stock price appreciation target is achieved. The stock price appreciation targets must be achieved on or prior to the five-year anniversary of the grant date. The PRSUs service-based vesting dates are each March 20, June 20, September 20 and December 20.
 - (13) Represents the unearned portions of PRSU awards. The service-based conditions applicable to 1/16th of the PRSUs subject to each tranche will be satisfied if such officer remains in continuous service from the date of the grant until each PRSU vesting date occurring after March 30, 2023, or, if later, until the first PRSU vesting date after the applicable stock price appreciation target is achieved. The stock price appreciation targets must be achieved on or prior to the five-year anniversary of the grant date. The PRSUs service-based vesting dates are each March 20, June 20, September 20 and December 20.
 - (14) Represents the unearned portions of PRSU awards. The service-based conditions applicable to the PRSUs will vest over a four-year period. 25% of the PRSUs will vest on September 20, 2025, and the remainder will vest in equal quarterly installments, thereafter, provided such officer remains in continuous service on each such vesting date or, if later, until the first PRSU vesting date after the applicable stock price appreciation target is achieved. The stock price appreciation targets must be achieved on or prior to the five-year anniversary of the grant date. The PRSUs service-based vesting dates are each March 20, June 20, September 20 and December 20.

Fiscal Year 2025 Option Exercises and Stock Vested Table

The following table shows the number of shares our named executive officers acquired upon exercise of options and vesting of RSUs during the fiscal year ending January 31, 2025.

Name	Option Awards		Stock Awards	
	Number of Shares Acquired on Exercise (#)	Value Realized on Exercise (\$) ⁽¹⁾	Number of Shares Acquired on Vesting (#)	Value Realized on Vesting (\$) ⁽²⁾
Rick Wilmer	—	—	288,745	417,236
Mansi Khetani	128,259	80,803	222,935	318,141
Rebecca Chavez	—	—	217,170	265,261
JD Singh	—	—	187,140	246,330
David Vice	—	—	—	—

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- (1) In accordance with SEC rules, the value realized is based on the closing price of our common stock on the date of exercise less the exercise price multiplied by the number of shares exercised.
- (2) In accordance with SEC rules, the value realized is based on the closing price of our common stock on the vesting date multiplied by the number of shares vested.

Fiscal Year 2025 Potential Payments Upon Termination or Change in Control

Our named executive officers, other than Mr. Wilmer, are eligible for severance payments pursuant to our Fiscal 2025 Severance Plan and Mr. Wilmer is eligible for severance payments pursuant to the Wilmer CIC Agreement, each of which is described more completely above in the section “Executive Compensation - Severance and Change in Control Protection.” In addition, our outstanding employee equity award agreements, including options, RSUs and PRSUs, provide that in the event of a participant's termination of employment due to death or total and permanent disability, the time-based service components of such awards will vest in full. In the case of a participant's termination of employment due to death or total and permanent disability any PRSUs awards will only vest to the extent the performance-based vesting conditions have been achieved as of the date of such termination. With respect to the PRSUs granted to our named executive officers, in fiscal 2024 and fiscal 2025 in connection with any change in control, the performance period will end and, to the extent not previously satisfied, the performance-based conditions will be assessed using the closing price of the Company’s common stock three trading days prior to closing of the change in control (the “Change in Control Price”), with straight-line interpolation used for a Change in Control Price in between the applicable stock price appreciation targets. Any PRSUs for which the performance-based conditions have not been satisfied will be automatically forfeited, will not be subject to any acceleration and will be cancelled immediately prior to, but contingent upon, the closing of the change in control transaction. The service-based conditions applicable to the PRSUs will be satisfied immediately prior to, but contingent upon, closing of the change in control, subject to the named executive officer’s continuous service through such time. Because the Company’s trading price in the three trading days prior to January 31, 2025, did not meet the minimum stock price appreciation target for any tranche of the PRSUs granted to our named executive officers, there is no value attributable to the PRSUs in the table below assuming the participant's death or disability, or a change in control occurred, as of January 31, 2025.

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The following table describes the potential payments and benefits upon termination of our named executive officer's employment before or after a change in control of the Company, assuming both a change in control (if applicable), death or disability and each officer's termination of employment occurred on January 31, 2025.

Name	Cash Severance (\$)	Equity Acceleration ⁽¹⁾ (\$)	Total (\$)
Rick Wilmer			
<i>Non-Change in Control Termination</i>	655,478	—	655,478
<i>Change in Control Termination</i>	1,608,217	2,849,347	4,457,564
<i>Death or Disability</i>	—	2,849,347	2,849,347
Mansi Khetani			
<i>Non-Change in Control Termination</i>	212,629	—	212,629
<i>Change in Control Termination</i>	425,259	529,794	955,053
<i>Death or Disability</i>	—	529,794	529,794
Rebecca Chavez			
<i>Non-Change in Control Termination</i>	221,923	—	221,923
<i>Change in Control Termination</i>	443,846	624,413	1,068,259
<i>Death or Disability</i>	—	624,413	624,413
JD Singh			
<i>Non-Change in Control Termination</i>	228,268	—	228,268
<i>Change in Control Termination</i>	456,537	705,883	1,162,420
<i>Death or Disability</i>	—	705,883	705,883
David Vice			
<i>Non-Change in Control Termination</i>	246,544	—	246,544
<i>Change in Control Termination</i>	493,089	625,430	1,118,519
<i>Death or Disability</i>	—	625,430	625,430

(1) Reflects the number of RSUs or PRSUs held by the named executive officer that would have vested on January 31, 2025, under each scenario, multiplied by the closing price of our common stock on the last day of the fiscal year of \$0.9622 per share.

Chief Executive Officer Pay Ratio Disclosures

This section includes a comparison of the annual total income of our Chief Executive Officer as of January 31, 2025, Mr. Wilmer, against the median of the annual total compensation of all of our employees (other than Mr. Wilmer), for our fiscal 2025, determined in accordance with SEC rules. The methodology we used to calculate the pay ratio is described below.

(A) Annual Total Compensation of Mr. Wilmer	\$	3,133,340
(B) Annual Total Compensation of Median Employee	\$	76,035
(C) Ratio of A/B		41:1

The pay ratio was calculated in a manner consistent with Item 402(u) of Regulation S-K and based upon our reasonable judgment and assumptions (the "Pay Ratio Rule"). The SEC rules do not specify a single methodology for identification of the median employee or calculation of the pay ratio, and other companies may use assumptions and methodologies that are different from those used by us in calculating their pay ratio. Accordingly, the pay ratio disclosed by other companies may not be comparable to our pay ratio as disclosed above.

Methodology

For fiscal 2025, we identified our median employee in the following manner:

- We determined the pool of employees (i.e., employees whose compensation data would be considered in our analysis) by identifying each individual who was a full-time, part-time, seasonal or temporary worker for us or any of our consolidated subsidiaries as of January 31, 2025. For the purpose of this analysis, we did not exclude any part of our employee population based on geographic location or based on any other de minimis exceptions. We calculated the target worldwide employee population compensation by reviewing their annual base salary as of January 31, 2025. For all employees that have been employed for less than a full year, their annualized salary figures were used for the analysis. We selected base salary to identify the median employee as it represents the principal form of compensation delivered to all of our employees and is readily available in each geographic location.
- For employees who were paid in currency other than U.S. dollars, we converted their salary into U.S. dollars based on the applicable exchange rates as of January 31, 2025.
- We did not make any cost-of-living adjustments.

Next, we ordered all of the qualifying employees based on their annual base salary and identified the median as the appropriate employee nearest to the middle of the ordered list. We believe the "median" employee's compensation characteristics accurately reflect the compensation of a typical employee.

Once we identified our median employee, we determined the median employee's total annual compensation, for purposes of the disclosure in the table above, in accordance with the Summary Compensation Table rules, as required by Item 402(c) of Regulation S-K.

Pay Versus Performance Disclosure

Pursuant to the Exchange Act, we are required to disclose in this Proxy Statement certain information comparing the total compensation of our Chief Executive Officer (our “CEO”) and the average total compensation of our other named executive officers (whom we also refer to below as our “NEOs”), in each case as reported in the Fiscal Year 2025 Summary Compensation Table presented in this Proxy Statement and as “compensation actually paid” to such NEOs as determined pursuant to applicable SEC rules, to the Company’s performance as presented in the table below.

Fiscal Year	Summary Compensation Table Total for CEO (Rick Wilmer) (\$)	Compensation Actually Paid to CEO (Rick Wilmer) (\$) ⁽¹⁾	Summary Compensation Table Total for Former CEO (Pasquale Romano) (\$)	Compensation Actually Paid to Former CEO (Pasquale Romano) (\$) ⁽¹⁾	Average Summary Compensation Table Total for Other NEOs (\$) ⁽²⁾	Average Compensation Actually Paid to Other NEOs (\$) ⁽¹⁾⁽²⁾	Value of Initial \$100 Investment Based On:		Net Income (\$ Millions)	Revenue (\$ Millions)
							ChargePoint TSR (\$)	Peer Group TSR (\$) ⁽³⁾		
2025	3,133,340	813,460	—	—	1,419,365	883,085	9.62	196.80	(277.1)	417.1
2024	3,497,427	(366,144)	602,418	(30,047,981)	1,081,990	(3,297,967)	19.00	180.58	(457.6)	506.6
2023	—	—	16,755,533	12,734,139	7,444,668	6,379,049	121.40	117.74	(345.1)	468.1
2022	—	—	58,679,085	(43,687,041)	6,277,153	(842,989)	138.50	147.72	(132.2)	241.0
2021	—	—	859,167	118,772,104	598,305	16,150,311	380.60	132.23	(197.0)	146.5

(1) SEC rules require certain adjustments be made to the Summary Compensation Table totals to determine “compensation actually paid” as reported in the Pay versus Performance table. “Compensation Actually Paid” does not necessarily reflect cash and/or equity value transferred to the applicable NEO without restriction, but rather is a value calculated under applicable SEC rules. In general, “compensation actually paid” is calculated as Summary Compensation Table total compensation adjusted to include the fair market value of equity awards as of the last day of the applicable fiscal year or, if earlier, the vesting date (rather than the grant date). Our NEOs do not participate in a defined benefit plan so no adjustment for pension benefits is included in the table below. The following table details these adjustments to compensation as reported in the Summary Compensation Table:

		CEO (Rick Wilmer) (\$)
		2025
	Summary Compensation Table Total	3,133,340
Less:	Grant Date Fair Value of Equity Awards	(2,507,920)
Plus:	Year End Fair Value of Equity Awards Granted in the Year*	+2,075,520
Plus:	Fair Value as of Vesting Date of Equity Awards Granted and Vested in the Year*	—
	Change in Fair Value of Unvested Equity Awards Granted in Prior Years*	(1,767,651)
	Change in Fair Value of Equity Awards From Prior Years that Vested in the Covered Year*	(119,829)
=	Compensation Actually Paid	813,460
		Average of Other NEOs (\$)
		2025
	Summary Compensation Table Total	1,419,365
Less:	Grant Date Fair Value of Equity Awards	(1,059,537)
Less:	Fair Value as of the Prior Fiscal Year End of Forfeited Equity Awards in the Fiscal Year	—
Plus:	Year End Fair Value of Equity Awards Granted in the Year*	+729,900
Plus:	Fair Value as of Vesting Date of Equity Awards Granted and Vested in the Year*	+21,002
	Change in Fair Value of Unvested Equity Awards Granted in Prior Years*	(155,925)
	Change in Fair Value of Equity Awards From Prior Years that Vested in the Covered Year*	(71,720)
=	Compensation Actually Paid	883,085

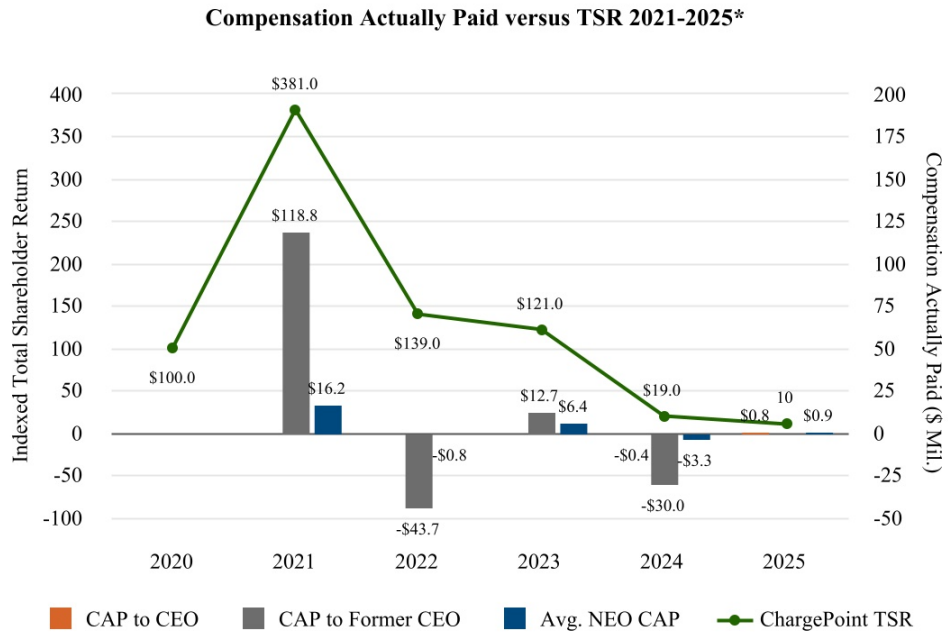
* All performance-based RSU (PRSU) award valuations included in “compensation actually paid” values were performed using the Monte Carlo probability model in a manner consistent with the process used to determine their grant date fair values (refer to our Annual Report on Form 10-K filed on March 28, 2025 for additional detail).

(2) The other NEOs in each covered year were as follows:
 2025 - Mansi Khetani, Rebecca Chavez, JD Singh and David Vice
 2024 - Mansi Khetani, Rebecca Chavez, Michael Hughes, Rex Jackson and William Loewenthal
 2023 - Rick Wilmer, Rex Jackson, Michael Hughes and Eric Sidle
 2022 - Rex Jackson, Michael Hughes, Colleen Jansen, Eric Sidle and Christopher Burghardt

2021 - Michael Hughes and Christopher Burghardt

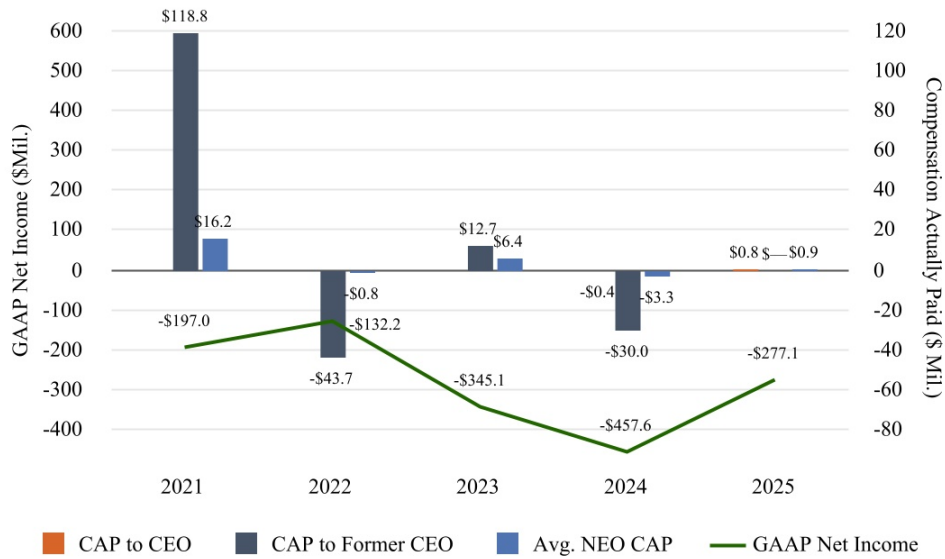
(3) S&P Application Software index, consistent with our stock performance chart in our Annual Report on Form 10-K filed on March 28, 2025.

The relationship between "compensation actually paid" (CAP) and the financial performance elements reflected in the above Pay versus Performance table are described in the below charts:



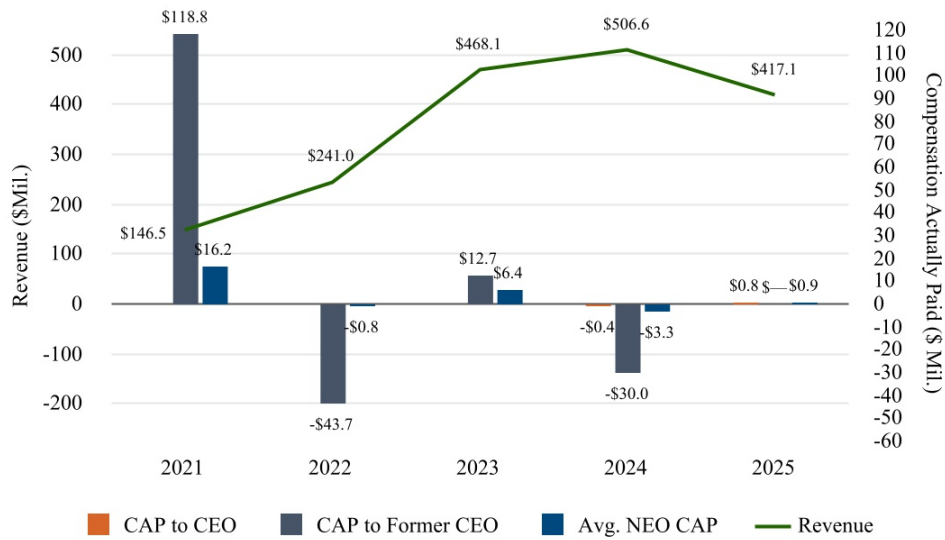
* 2022 Avg. NEO CAP and 2024/25 CAP to CEO are too small to have visible bar indicators in the chart.

Compensation Actually Paid versus GAAP Net Income 2021-2025*

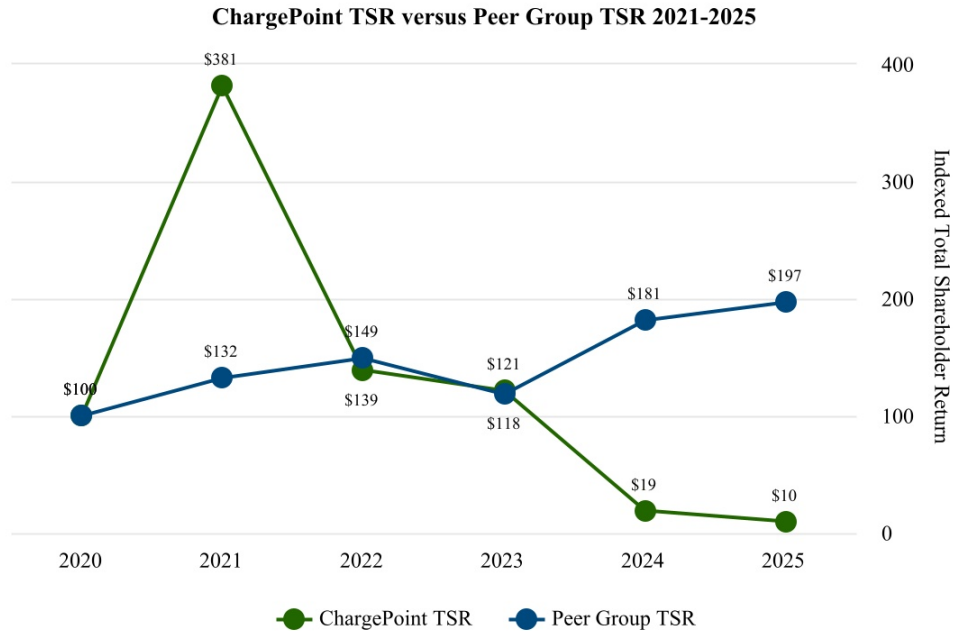


* 2022 Avg. NEO CAP and 2024/25 CAP to CEO is too small to have a visible bar indicator in the chart.

Compensation Actually Paid versus Revenue 2021-2025*



* 2022 Avg. NEO and 2024/25 CAP to CEO is too small to have a visible bar indicator in the chart.



The following measures, in our assessment, represent the most important financial performance measures that link "compensation actually paid" to our named executive officers, for fiscal 2025, to ChargePoint's performance:

- 1) Revenue
- 2) Adjusted EBITDA
- 3) Absolute Stock Price Performance

EQUITY COMPENSATION PLAN INFORMATION

The following table provides certain information as of January 31, 2025, with respect to shares that may be issued under ChargePoint’s existing equity compensation plans.

Plan Category	(a) Number of Securities to Be Issued Upon Exercise of Outstanding Options, Warrants and Rights⁽¹⁾	(b) Weighted Average Exercise Price of Outstanding Options, Warrants and Rights (\$)⁽²⁾	(c) Number of Securities Remaining Available For Future Issuance Under Equity Compensation Plans (Excluding Securities Reflected in Column (a))⁽³⁾
Equity compensation plans approved by security holders	43,056,185	0.77	45,984,583
Equity compensation plans not approved by security holders	0	0	0
Total	43,056,185	0.77	45,984,583

- (1) This amount includes (a) 2,705,924 options to purchase shares of ChargePoint common stock under the Coulomb Technologies, Inc. 2007 Stock Incentive Plan and ChargePoint, Inc. 2017 Stock Plan, and (b) 40,350,261 shares of ChargePoint common stock that may be issued upon the vesting of RSUs and PRSUs granted under the ChargePoint Holdings, Inc. 2021 Equity Incentive Plan.
- (2) Represents the weighted average exercise price as of January 31, 2025, of options to purchase 2,705,924 shares of ChargePoint common stock.
- (3) This amount includes 31,665,417 shares of ChargePoint common stock available under the ChargePoint Holdings, Inc. 2021 Equity Incentive Plan and 14,319,166 shares of ChargePoint common stock reserved for issuance under the 2021 Employee Stock Purchase Plan. On the first day of each March, beginning on March 1, 2021, and continuing through March 1, 2030, the ChargePoint Holdings, Inc. 2021 Equity Incentive Plan reserve will automatically increase by a number equal to the lesser of (a) 5% of the total number of shares of ChargePoint common stock issued and outstanding on the last day of the preceding month and (b) a number of shares determined by the Board. On the first day of each March during the term of the 2021 Employee Stock Purchase Plan, commencing on March 1, 2021 and ending on (and including) March 1, 2040, the aggregate number of shares of ChargePoint common stock that may be issued under the 2021 Employee Stock Purchase Plan shall automatically increase by a number equal to the lesser of (i) one percent (1%) of the total number of shares of ChargePoint common stock issued and outstanding on the last day of the preceding month, (ii) 5,400,000 shares (subject to standard anti-dilution adjustments), or (iii) a number of shares determined by the Board.

SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT

The following table sets forth information known to ChargePoint regarding the beneficial ownership of the Company’s Common Stock by:

- each person who is known by ChargePoint to be the beneficial owner of more than five percent (5%) of the outstanding shares of Common Stock;
- each current named executive officer and director of the Company; and
- all current executive officers and directors of the Company, as a group.

Beneficial ownership for the purposes of the following table is determined in accordance with the rules and regulations of the SEC. A person is a “beneficial owner” of a security if that person has or shares “voting power,” which includes the power to vote or to direct the voting of the security, or “investment power”, which includes the power to dispose of or to direct the disposition of the security or has the right to acquire such powers within 60 days.

The beneficial ownership percentages set forth in the table below are based on 461,648,150 shares of Common Stock issued and outstanding as of April 30, 2025.

Unless otherwise noted in the footnotes to the following table, and subject to applicable community property laws, the persons and entities named in the table have sole voting and investment power with respect to their beneficially owned Common Stock.

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Unless otherwise noted in the footnotes to the following table, the business address of each executive officer and director is 240 East Hacienda Avenue, Campbell, California 95008.

Beneficial Owner	Beneficial Ownership ⁽¹⁾	
	Number of Shares	Percent of Total(%)
Greater than 5% Stockholders:		
Q-GRG VII (CP) Investment Partners, LLC ⁽²⁾	37,788,381	8.0
BlackRock, Inc. ⁽³⁾	30,984,049	6.7
The Vanguard Group ⁽⁴⁾	22,805,894	4.9
Named Executive Officers and Directors:		
Rick Wilmer ⁽⁵⁾	466,273	*
Roxanne Bowman ⁽⁶⁾	399,730	*
Elaine L. Chao ⁽⁷⁾	51,179	*
Bruce Chizen ⁽⁸⁾	1,723,770	*
Mitesh Dhruv	—	*
Axel Harries ⁽⁹⁾	57,180	*
Jeffrey Harris ⁽²⁾	—	*
Susan Heystee ⁽¹⁰⁾	60,068	*
Mark Leschly ⁽¹¹⁾	478,126	*
Michael Linse ⁽¹²⁾	11,612,870	2.5
Ekta Singh-Bushell ⁽¹³⁾	41,215	*
G. Richard Wagoner, Jr. ⁽¹⁴⁾	542,192	*
Mansi Khetani ⁽¹⁵⁾	506,484	*
Rebecca Chavez ⁽¹⁶⁾	332,337	*
Jagdeep Singh ⁽¹⁷⁾	325,658	*
David Vice ⁽¹⁸⁾	31,250	*
All directors and executive officers as a group (16 individuals)⁽¹⁹⁾	16,628,912	3.5

* Less than one percent

- (1) Includes the number of shares owned and the number of shares that may be acquired via the exercise of vested options, vesting of restricted stock units or exercise of warrants within 60 days of April 30, 2025.
- (2) Includes (a) 26,607,128 shares of Common Stock held directly by Q-GRG VII (CP) Investment Partners, LLC (“Q-GRG”), (b) 11,124,073 shares of Common Stock subject to warrants exercisable within 60 days of April 30, 2025, all of which is held directly by Q-GRG and (c) 57,180 shares of Common Stock subject to restricted stock units held by Jeffrey Harris for the benefit of Q-GRG. QEM VII, LLC (“QEM VII”) is the managing member of Q-GRG. Therefore, QEM VII may be deemed to share voting and dispositive power over the securities held by Q-GRG and may also be deemed to be the beneficial owner of these securities. QEM VII disclaims beneficial ownership of such securities in excess of its pecuniary interest in the securities. Any decision taken by QEM VII to vote, or to direct to vote, and to dispose, or to direct the disposition of, the securities held by Q-GRG has to be approved by a majority of the members of its investment committee, which majority must include S. Wil VanLoh, Jr. Therefore, Mr. VanLoh, Jr. may be deemed to share voting and dispositive power over the securities held by Q-GRG and may also be deemed to be the beneficial owner of these securities. Mr. VanLoh, Jr. disclaims beneficial ownership of such securities in excess of his pecuniary interests in the securities. The principal address of Q-GRG is 800 Capitol Street, Suite 3600, Houston, TX 77002.
- (3) Includes (a) 30,475,870 shares of Common Stock with respect to sole voting power and (b) 30,984,049 shares of Common Stock with respect to sole dispositive power or to direct the disposition thereof, as reported on Schedule 13G filed with the SEC on November 8, 2024. The address of BlackRock, Inc. is 50 Hudson Yards, New York, NY 10001.
- (4) Includes (a) 385,074 shares of Common Stock with respect to shared voting power, (b) 22,027,849 shares of Common Stock with respect to sole dispositive power, and (c) 778,045 shares of Common Stock with respect to shared dispositive power, as reported on Schedule 13G/A filed with the SEC on April 30, 2025. The address of The Vanguard Group is 100 Vanguard Blvd., Malvern, PA 19355.
- (5) Includes (a) 311,275 shares of Common Stock and (b) 154,998 shares of Common Stock subject to restricted stock units vesting within 60 days of April 30, 2025, all of which is held directly by Mr. Wilmer.
- (6) Includes 399,730 shares of Common Stock held by Ms. Bowman.
- (7) Includes 51,179 shares of Common Stock held by Ms. Chao.
- (8) Includes (a) 46,087 shares of Common Stock and 338,640 shares of Common Stock subject to options exercisable within 60 days of April 30, 2025, all of which is held directly by Mr. Chizen, (b) 1,247,256 shares of Common Stock and 87,821 shares of Common Stock subject to a warrant exercisable within 60 days of April 30, 2025, all of which is held directly by the Bruce Chizen 2009 Irrevocable Trust, dated January 24, 2009 (the “Chizen Trust”) and (c) 3,966 shares of Common Stock held directly by the Gail Chizen 2009 Irrevocable Trust (the “Gail Chizen Trust”). Mr.

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- Chizen is the co-trustee of each the Chizen Trust and the Gail Chizen Trust and has shared voting and investment power over the shares held by each of the Chizen Trust and the Gail Chizen Trust.
- (9) Includes 57,180 shares of Common Stock held by Mr. Harries.
 - (10) Includes (a) 47,568 shares of Common Stock and (b) 12,500 shares of Common Stock held directly by the CHELST Irrevocable Trust. Ms. Heystee is the trustee of the CHELST Irrevocable Trust and has sole voting and investment power over the shares held by the CHELST Irrevocable Trust.
 - (11) Includes (a) 57,180 shares of Common Stock held by Mr. Leschly, and (b) 420,946 shares of Common Stock held directly by Iconica LLC. As the managing member of Iconica LLC, Mr. Leschly possesses sole power to direct the voting and disposition of the shares owned by Iconica LLC. The principal address of Iconica LLC is c/o Iconica Partners, 525 University Avenue, Suite 1350, Palo Alto, CA 94301.
 - (12) Includes (a) 2,166,266 shares of Common Stock subject to a warrant exercisable within 60 days of April 30, 2025, all of which is held directly by Linse Capital CP V, LLC (“Linse V”), (b) 9,389,424 shares of Common Stock subject to a warrant exercisable within 60 days of April 30, 2025, all of which is held directly by Linse Capital CP VI, LLC, (“Linse VI”), and (c) 57,180 shares of Common Stock subject to restricted stock units held by Michael Linse for the benefit of Linse Capital. Michael Linse is the managing director of Linse Capital, which is the manager of Linse V, and the manager of Linse Capital Management PR LLC (“LCMPR”). LCMPR is the general partner of Linse Capital CP VI GP LP (“Linse GP VI”), which is the manager of Linse VI. Each of Michael Linse and Linse Capital possesses power to direct the voting and disposition of the shares owned by Linse V, and each of Michael Linse and Linse Capital may be deemed to have an indirect beneficial ownership of such shares. Each of Linse GP VI, LCMPR, Linse Capital and Michael Linse possesses power to direct the voting and disposition of the shares owned by Linse VI, and each of Linse GP VI, LCMPR, Linse Capital and Michael Linse may be deemed to have an indirect beneficial ownership of such shares. The principal address of Linse Capital, Linse V and Linse VI is 53 Calle Palmeras, Suite 601, San Juan, Puerto Rico 00901.
 - (13) Includes 41,215 shares of Common Stock held by Ms. Singh-Bushell.
 - (14) Includes (a) 57,908 shares of Common Stock and 379,717 shares of Common Stock subject to options exercisable within 60 days of April 30, 2025 all of which is held by Mr. Wagoner and (b) 69,438 shares of Common Stock and 35,129 shares of Common Stock subject to a warrant exercisable within 60 days of April 30, 2025, all of which is held directly by the G. Richard Wagoner, Jr. Trust dated July 13, 1989, as amended and restated October 19, 2018 (the “Wagoner Trust”). Mr. Wagoner is the trustee of the Wagoner Trust and has sole voting and investment power over the shares held by the Wagoner Trust.
 - (15) Includes (a) 433,990 shares of Common Stock and (b) 72,494 shares of Common Stock subject to restricted stock units vesting within 60 days of April 30, 2025, all of which is held directly by Ms. Khetani.
 - (16) Includes (a) 234,687 shares of Common Stock and (b) 97,650 shares of Common Stock subject to restricted stock units vesting within 60 days of April 30, 2025, all of which is held directly by Ms. Chavez.
 - (17) Includes (a) 230,749 shares of Common Stock and (b) 94,909 shares of Common Stock subject to restricted stock units vesting within 60 days of April 30, 2025, all of which is held directly by Mr. Singh.
 - (18) Includes 31,250 shares of Common Stock subject to restricted stock units vesting within 60 days of April 30, 2025, all of which is held directly by Mr. Vice.
 - (19) Includes (a) 3,780,614 shares of Common Stock, (b) 718,357 shares of Common Stock subject to options exercisable within 60 days of April 30, 2025, (c) 451,301 shares of Common Stock subject to restricted stock units vesting within 60 days of April 30, 2025, and (d) 11,678,640 shares of Common Stock subject to warrants exercisable within 60 days of April 30, 2025.

TRANSACTIONS WITH RELATED PERSONS AND INDEMNIFICATION

Policies and Procedures for Related Party Transactions

The Board reviews and considers the interests of its directors, executive officers and principal stockholders in its review and consideration of transactions and forms committees of non-interested directors when it determines that the formation of such committees is appropriate under the circumstances.

We have a written related party transaction policy. The policy provides that officers, directors, nominees for directors, holders of more than 5% of any class of our voting securities, and any member of the immediate family of and any entity affiliated with any of the foregoing persons, will not be permitted to enter into a related-party transaction with ChargePoint without the prior consent of the Audit Committee, or other independent members of our Board in the event it is inappropriate for the Audit Committee to review such transaction due to a conflict of interest. Any request for us to enter into a transaction with an executive officer, director, principal stockholder, or any of their immediate family members or affiliates, in which the amount involved exceeds \$120,000, must first be presented to the Audit Committee for review, consideration and approval. In approving or rejecting the proposed transactions, the Audit Committee will take into account all of the relevant facts and circumstances available. Approval of such transactions is given only if it is determined by the Audit Committee that such transactions is in, or not inconsistent with, the best interests of ChargePoint and its stockholders.

In addition to the compensation arrangements, including employment, termination of employment, and change in control arrangements and indemnification arrangements, discussed, when required, in this Proxy Statement, the following is a description of each transaction since February 1, 2024 and each currently proposed transaction in which:

- ChargePoint has been or is to be a participant;
- the amount involved exceeded or exceeds \$120,000; and
- any of ChargePoint's directors, nominees for directors, executive officers or holders of more than 5% of its capital stock, or any immediate family member of, or person sharing the household with, any of these individuals, had or will have a direct or indirect material interest.

Registration Rights

In connection with the closing of the Business Combination, ChargePoint and the holders of registration rights in Switchback and Legacy ChargePoint (the "Registration Rights Holders") entered into an amended and restated Registration Rights Agreement (the "A&R Registration Rights Agreement"). Pursuant to the A&R Registration Rights Agreement, we filed a Registration Statement on Form S-1 on March 2, 2021 (the "First Registration Statement") and further filed a Post-Effective Amendment No. 3 to Form S-1 on Form S-3 on March 1, 2022, to maintain the effectiveness of the First Registration Statement. In certain circumstances, the Registration Rights Holders can demand up to four underwritten offerings and will be entitled to customary piggyback registration rights. Pursuant to the terms of the A&R Registration Rights Agreement, we filed an additional registration statement on Form S-1 on July 12, 2021, registering for resale 12,000,000 shares of our common stock held by the Registration Rights Holders.

Indemnification Agreements

Our Second Amended and Restated Certificate of Incorporation contains provisions limiting the liability of our directors, and our Bylaws provide that we will indemnify each of our directors to the fullest extent permitted under Delaware law. The Second Amended and Restated Certificate of Incorporation and our Bylaws also provide us with discretion to indemnify officers and employees when determined appropriate by the Board.

We entered into indemnification agreements with each of our directors and executive officers and certain other key employees. The indemnification agreements provide that we indemnify each of our directors, executive officers and such other key employees against any and all expenses incurred by that director, executive officer or other key employee because of his or her status as one of our directors, executive officers or other key employees, to the fullest extent permitted by the DGCL, the Charter and our Bylaws. In addition, the indemnification agreements provide that, to the fullest extent permitted by Delaware law, we will advance all expenses incurred by our directors, executive officers, and other key employees in connection with a legal proceeding involving his or her status as a director, executive officer or key employee.

HOUSEHOLDING OF PROXY MATERIALS

The SEC has adopted rules that permit companies and intermediaries (e.g., brokers) to satisfy the delivery requirements for Notices of Internet Availability of Proxy Materials or other Annual Meeting materials with respect to two or more stockholders sharing the same address by delivering a single Notice of Internet Availability of Proxy Materials or other Annual Meeting materials addressed to those stockholders. This process, which is commonly referred to as “householding,” potentially means extra convenience for stockholders and cost savings for companies.

This year, a number of brokers with account holders who are ChargePoint Holdings, Inc. stockholders will be “householding” the Company’s proxy materials. A single Notice of Internet Availability of Proxy Materials will be delivered to multiple stockholders sharing an address unless contrary instructions have been received from the affected stockholders. Once you have received notice from your broker that they will be “householding” communications to your address, “householding” will continue until you are notified otherwise or until you revoke your consent. If you and another stockholder of record with whom you share an address participate in householding and you wish to receive an individual copy of our Proxy Materials now or discontinue your future participation in householding, please contact Broadridge Financial Solutions, Inc. toll-free at 1-866-540-7095 or by writing to Broadridge Financial Solutions, Inc., Attn: Householding Department, 51 Mercedes Way, Edgewood, NY 11717.

OTHER MATTERS

Delinquent Section 16(a) Reports

Section 16(a) of the Exchange Act requires that our executive officers and directors, and persons who own more than 10% of our common stock, file reports of ownership and changes of ownership with the SEC. Such directors, executive officers and 10% stockholders are required by SEC regulation to furnish us with copies of all Section 16(a) forms they file.

SEC regulations require us to identify in this Proxy Statement anyone who filed a required report late during the most recent fiscal year. Based on our review of forms we received, or written representations from reporting persons stating that they were not required to file these forms, we believe that during our fiscal year ended January 31, 2025, all Section 16(a) filing requirements were satisfied on a timely basis with the exception of late Forms 4 for Henrik Gerdes, the Company’s former Chief Accounting Officer, filed on February 22, 2024 and March 29, 2024.

Fiscal Year 2025 Annual Report and SEC Filings

Our financial statements for our fiscal year ended January 31, 2025, are included in our 2025 Annual Report, which we filed with the SEC on March 28, 2025 and which we will make available to stockholders at the same time as this Proxy Statement. This Proxy Statement and our 2025 Annual Report are posted on our website at www.chargepoint.com and are available from the SEC at its website at www.sec.gov. You may also obtain a copy of our 2025 Annual Report without charge by sending a written request to: Corporate Secretary, ChargePoint Holdings, Inc., 240 East Hacienda Avenue, Campbell, CA 95008.

The Board knows of no other matters that will be presented for consideration at the Annual Meeting. If any other matters are properly brought before the meeting, it is the intention of the persons named in the accompanying proxy to vote on such matters in accordance with their best judgment.

APPENDIX A
CERTIFICATE OF AMENDMENT OF
SECOND AMENDED AND RESTATED CERTIFICATE OF INCORPORATION OF
CHARGEPOINT HOLDINGS, INC.

ChargePoint Holdings, Inc., a corporation organized and existing under the laws of the State of Delaware (the “**Corporation**”), hereby certifies that:

FIRST: The present name of the Corporation is ChargePoint Holdings, Inc. The Corporation was incorporated under the name “Switchback Energy Acquisition Corporation” by the filing of its original Certificate of Incorporation with the Secretary of State of the State of Delaware on May 10, 2019, which was subsequently amended and restated by the filing of the Corporation’s Amended and Restated Certificate of Incorporation on July 25, 2019, which was further amended and restated by the filing of the Corporation’s Second Amended and Restated Certificate of Incorporation on February 26, 2021 (the “**Second Amended and Restated Certificate**”).

SECOND: Pursuant to Section 242 of the General Corporation Law of the State of Delaware (the “**DGCL**”), the Board of Directors of the Corporation has duly adopted, and the stockholders of the Corporation have duly approved, the amendments to the Second Amended and Restated Certificate set forth in this Certificate of Amendment.

THIRD: Article FOURTH of the Second Amended and Restated Certificate of Incorporation is hereby amended to add the following Part C:

“C. Reverse Stock Split. Upon the filing and effectiveness of this Certificate of Amendment of Second Amended and Restated Certificate of Incorporation with the Secretary of State of the State of Delaware (the “**Effective Time**”), each two (2) to thirty (30) shares of Common Stock either issued and outstanding or held by the Corporation in treasury stock immediately prior to the Effective Time shall, automatically and without any action on the part of the respective holders thereof, be combined and converted into one (1) share of Common Stock (the “**Reverse Stock Split**”), the exact ratio within the two (2) to thirty (30) range to be determined by the Board of Directors of the Corporation or a committee thereof prior to the Effective Time and publicly announced by the Corporation. No fractional interest in a share of Common Stock shall be deliverable upon the Reverse Stock Split. All shares of Common Stock (including fractions thereof) issuable upon the Reverse Stock Split held by a holder prior to the Reverse Stock Split shall be aggregated for purposes of determining whether the Reverse Stock Split would result in the issuance of any fractional share. Any fractional share resulting from such aggregation upon the Reverse Stock Split shall be rounded down to the nearest whole number. Each holder who would otherwise be entitled to a fraction of a share of Common Stock upon the Reverse Stock Split (after aggregating all fractions of a share to which such stockholder would otherwise be entitled) shall, in lieu thereof, be entitled to receive a cash payment in an amount equal to the fraction to which the stockholder would otherwise be entitled multiplied by the closing price of the Corporation’s Common Stock as reported on The New York Stock Exchange on the last trading day prior to the Effective Time. The Corporation shall not be obliged to issue certificates evidencing the shares of Common Stock outstanding as a result of the Reverse Stock Split unless and until the certificates evidencing the shares held by a holder prior to the Reverse Stock Split are either delivered to the Corporation or its transfer agent, or the holder notifies the Corporation or its transfer agent that such certificates have been lost, stolen or destroyed and executes an agreement satisfactory to the Corporation to indemnify the Corporation from any loss incurred by it in connection with such certificates.”

FOURTH: On [●], 202[5], the Nominating and Corporate Governance Committee of the Board of Directors of the Corporation determined that each [●] shares of the Corporation’s Common Stock, par value \$0.0001 per share, either issued and outstanding or held by the Corporation in treasury stock immediately prior to the Effective Time shall automatically be combined into one (1) validly issued, fully paid and non-assessable share of Common Stock, par value \$0.001 per share. The Corporation publicly announced this ratio on [●], 202[5].

FIFTH: This Certificate of Amendment so adopted reads in full as set forth above and is hereby incorporated by this reference into the Second Amended and Restated Certificate of Incorporation. All other provisions of the Second Amended and Restated Certificate of Incorporation remain in full force and effect.

SIXTH: The foregoing amendment shall be effective as of 12:01 a.m., Eastern Time, on [●], 202[5].

IN WITNESS WHEREOF, the Corporation has caused this Certificate of Amendment to be signed by its Chief Executive Officer this [●] day of [●], 202[5].

By:
Name: Rick Wilmer
Title: Chief Executive Officer

APPENDIX B
CERTIFICATE OF AMENDMENT OF
SECOND AMENDED AND RESTATED CERTIFICATE OF INCORPORATION OF
CHARGEPOINT HOLDINGS, INC.

ChargePoint Holdings, Inc., a corporation organized and existing under the laws of the State of Delaware (the “**Corporation**”), hereby certifies that:

FIRST: The present name of the Corporation is ChargePoint Holdings, Inc. The Corporation was incorporated under the name “Switchback Energy Acquisition Corporation” by the filing of its original Certificate of Incorporation with the Secretary of State of the State of Delaware on May 10, 2019, which was subsequently amended and restated by the filing of the Corporation’s Amended and Restated Certificate of Incorporation on July 25, 2019, which was further amended and restated by the filing of the Corporation’s Second Amended and Restated Certificate of Incorporation on February 26, 2021 (the “**Second Amended and Restated Certificate**”).

SECOND: Pursuant to Section 242 of the General Corporation Law of the State of Delaware (the “**DGCL**”), the Board of Directors of the Corporation has duly adopted, and the stockholders of the Corporation have duly approved, the amendments to the Second Amended and Restated Certificate set forth in this Certificate of Amendment.

THIRD: Article THIRTEENTH of the Second Amended and Restated Certificate of Incorporation is hereby removed in its entirety.

FOURTH: This Certificate of Amendment so adopted reads in full as set forth above and is hereby incorporated by this reference into the Second Amended and Restated Certificate of Incorporation. All other provisions of the Second Amended and Restated Certificate of Incorporation remain in full force and effect.

FIFTH: The foregoing amendment shall be effective as of 12:01 a.m., Eastern Time, on [●], 2025.

IN WITNESS WHEREOF, the Corporation has caused this Certificate of Amendment to be signed by its Chief Executive Officer this [●] day of [●], 2025.

By:
Name: Rick Wilmer
Title: Chief Executive Officer

CHARGEPOINT HOLDINGS, INC.
240 EAST HACIENDA AVENUE
CAMPBELL, CA 95008



VOTE BY INTERNET
Before The Meeting - Go to www.proxyvote.com or scan the QR Barcode above

Use the Internet to transmit your voting instructions and for electronic delivery of information. Vote by 11:59 p.m. Eastern Time on July 7, 2025. Have your proxy card in hand when you access the web site and follow the instructions to obtain your records and to create an electronic voting instruction form.

During The Meeting - Go to www.virtualshareholdermeeting.com/CHPT2025

You may attend the meeting via the Internet and vote during the meeting. Have the information that is printed in the box marked by the arrow available and follow the instructions.

VOTE BY PHONE - 1-800-690-6903

Use any touch-tone telephone to transmit your voting instructions. Vote by 11:59 p.m. Eastern Time on July 7, 2025. Have your proxy card in hand when you call and then follow the instructions.

VOTE BY MAIL

Mark, sign and date your proxy card and return it in the postage-paid envelope we have provided or return it to Vote Processing, c/o Broadridge, 51 Mercedes Way, Edgewood, NY 11717.

TO VOTE, MARK BLOCKS BELOW IN BLUE OR BLACK INK AS FOLLOWS:

V74932-P32676

KEEP THIS PORTION FOR YOUR RECORDS
DETACH AND RETURN THIS PORTION ONLY

THIS PROXY CARD IS VALID ONLY WHEN SIGNED AND DATED.

CHARGEPOINT HOLDINGS, INC.

The Board of Directors recommends you vote FOR the following:

1. Election of Class II directors;

For All Withhold For All Except

To withhold authority to vote for any individual nominee(s), mark "For All Except" and write the number(s) of the nominee(s) on the line below.

Nominees:

- 01) Mitesh Dhruv
- 02) Jeffrey Harris
- 03) Susan Heystee
- 04) G. Richard Wagoner, Jr.

The Board of Directors recommends you vote FOR proposals 2, 3, 4, 5 and 6.

For Against Abstain

- | | | | | |
|----|--|--------------------------|--------------------------|--------------------------|
| 2. | To ratify the appointment of PricewaterhouseCoopers LLP as our independent registered public accounting firm for our fiscal year ending January 31, 2026; | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 3. | To approve, on an advisory basis, the compensation of our named executive officers, as disclosed in the proxy statement; | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 4. | To approve and adopt an amendment of ChargePoint's Second Amended and Restated Certificate of Incorporation (the "Charter") to effect, at the discretion of our Nominating and Corporate Governance Committee, a reverse stock split of our common stock at a ratio in the range of one-for-two to one-for-thirty, with such ratio to be determined at the discretion of the Nominating and Corporate Governance Committee (the "Reverse Stock Split Proposal"); | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 5. | To approve and adopt an amendment to our Charter to remove Article Thirteenth of the Charter which provides for the waiver and renunciation of corporate opportunities related to ChargePoint; and | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 6. | To approve one or more adjournments of the Annual Meeting, if necessary, to solicit additional proxies if there are not sufficient votes in favor of the Reverse Stock Split Proposal. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |

NOTE: Such other business as may properly come before the meeting or any adjournment thereof.

Please sign exactly as your name(s) appear(s) hereon. When signing as attorney, executor, administrator, or other fiduciary, please give full title as such. Joint owners should each sign personally. All holders must sign. If a corporation or partnership, please sign in full corporate or partnership name by authorized officer.

Signature [PLEASE SIGN WITHIN BOX] Date

Signature (Joint Owners) Date

Important Notice Regarding the Availability of Proxy Materials for the Annual Meeting:
The Notice and Proxy Statement and 10-K Wrap are available at www.proxyvote.com.

V74933-P32676

**CHARGEPOINT HOLDINGS, INC.
Annual Meeting of Stockholders
July 8, 2025 1:00 p.m., Pacific Time
This proxy is solicited by the Board of Directors**

The stockholder(s) hereby appoint(s) Rick Wilmer, Mansi Khetani and Rebecca Chavez, or any of them, as proxies, each with the power to appoint his or her substitute, and hereby authorize(s) them to represent and to vote, as designated on the reverse side of this ballot, all of the shares of common stock of CHARGEPOINT HOLDINGS, INC. that the stockholder(s) is/are entitled to vote at the Annual Meeting of Stockholders to be held at 1:00 p.m., Pacific Time on July 8, 2025, at www.virtualshareholdermeeting.com/CHPT2025, and any adjournment or postponement thereof.

This proxy, when properly executed, will be voted in the manner directed herein. If no such direction is made, this proxy will be voted in accordance with the Board of Directors' recommendations.

Continued and to be signed on reverse side